



Code of Ethics & Business Conduct

LightRiver, Inc.(the "Company") has adopted the following Code of Ethics and Business Conduct to provide clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. We expect Company employees to treat all people with dignity and respect - whether inside or outside the workplace. We are guided by our values of: People First, Work Smart, Customer Focused, Continuous Improvement, Results Matter.

Policy Statement

This Code of Ethics and Business Conduct applies to all Company employees including full-time, part-time and contractor staff employed at every seniority level. The Code of Ethics and Business of Conduct is to be upheld during all professional functions and events, including but not limited to business hours, during company related extracurricular activities and events, while attending conferences and other professional events on behalf of the company and while working remotely and communicating with other employees, third party and customers.

We expect all company employees and contractors to abide by this Code of Ethics and Business Conduct in all business matters, online and in-person and as well as in all one-on-one communications with customers and employees pertaining to Company business. 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 the HR department.

The Company takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

This policy also applies to unacceptable behavior occurring outside the scope of business activities when such behavior has the potential to adversely affect the safety and well-being of the Company, employees, contractors, and clients.

Key Documents

Key documents referenced herein include the following Company policies:

Conflicts of Interest

Discrimination and Harassment

Employee Diversity and Inclusion

Employee Health and Safety

IT Asset Use Policy

Whistle Blower Policy

Pre-Emptive/Advance Discloser Procedure

Leadership Tone

Management has the added responsibility of 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. Ultimately, our actions are what matters.

Managers are responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. Ethics dialogue is a natural part of daily work.

Although the Company'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. We tackle tough decisions and make difficult decisions, secure in the knowledge that the Company is committed to doing the right thing.

Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. The Company 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.

The Company is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive, or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his or her manager or to human resources.

All Company employees are also expected to support an inclusive workplace by adhering to the following conduct standards:

- Treat others with dignity and respect at all times
- Address and report inappropriate behavior and comments that are discriminatory, harassing, abusive, offensive, or unwelcome.
- Foster teamwork and employee participation, encouraging the representation of different employee perspectives.
- Seek out insights from employees with different experiences, perspectives, and backgrounds.
- Support flexible work arrangements for co-workers with different needs, abilities and/or obligations.
- Confront the decisions or behaviors of others that are based on conscious or unconscious biases.
- Be open-minded and listen when given constructive feedback regarding others' perception of your conduct.

The Company will not tolerate discrimination, harassment or any behavior or language that is abusive, offensive, or unwelcome.

A Culture of Open and Honest Communication

At the Company everyone should feel comfortable speaking, particularly with respect to ethics concerns. 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.

The Company will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

The Company encourages employees to report any concerns about unethical, fraudulent, or illegal behavior, and conduct that violates any Company policy promptly, using one of the following methods:

- Contacting your manager
- Contacting the Human Resources Manager, Chief Financial Officer, or another executive Company Officer.
- For more information, please see the Company's Whistleblower Policy that provides additional detail.

Uphold the Law

The Company's commitment to integrity begins with complying with laws, rules, and regulations where we do business. Further, each of us must understand 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 Company policy, we should seek the advice from the relevant expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

Competition

We are dedicated to ethical, fair, and vigorous competition. We sell products and services based on their merit, superior quality, functionality, and competitive pricing. We will 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 goods or services for the Company or the sales of its products or services, nor will we engage or assist in unlawful boycotts of customers.

Proprietary Information

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of 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.

Health and Safety

The Company is dedicated to maintaining a healthy environment for its employees and those with whom we do business. Please refer to the Company's Workplace Health and Safety Policy for further information on how we work to keep employees healthy and comply with applicable workplace safety laws.

Avoid 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 the Company may conflict with our own personal or family interests. We owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. We must never use Company property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with the Company. In addition to reviewing the Company Conflict of Interest Policy, please note the below potential conflicts of interest that you should consider:

- 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 the Company.
- Hiring or supervising family members or closely related persons.
- Serving as a board member for an outside commercial company or organization.
- Owning or having a substantial interest in a competitor, supplier, or contractor.
- Having a personal interest, financial interest, or potential gain in any Company transaction.
- Placing company business with a firm owned or controlled by a Company employee or his or her family.
- Accepting gifts, discounts, favors, or services from a customer/potential customer, competitor, or supplier, unless equally available to all Company employees.
- Offering discounts, favors, or services to a customer/potential customer, competitor, or supplier.
- Accepting or providing lavish or excessive meals, entertainment, or other business courtesies or hospitality.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict-of-interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees should review our Conflict-of-Interest Policy and Pre-Emptive/Advance Discloser Procedures and seek review from their managers or another Chief Executive.

Set Metrics and Report Results Accurately

Corporate Recordkeeping

We create, retain, and dispose of our company records as part of our normal course of business in compliance with all Company 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 the Company's and other applicable accounting principles. This responsibility prohibits false or misleading entries regarding the amount or purpose of transactions, as well as any other misrepresentations or omissions. Some examples of relevant documents and records include vouchers, bills, invoices, financial data, expense reports, bills of lading, submissions to vendors or customers, performance records and agreements with agents, consultants or other third parties.

We must not improperly influence, manipulate, or mislead any authorized auditor, nor interfere with any auditor engaged to perform an internal independent audit of Company books, records, processes, or internal controls.

Accountability and Loyalty

Confidential and Proprietary Information

Integral to the Company'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 such things as pricing and financial data, customer names/addresses, new products, acquisition plans and strategic/business direction or nonpublic information about other companies, including current or potential suppliers and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization. Should there be any question as to whether certain information is confidential, employees should consult their immediate managers.

Please see the Confidential Information Policy for more information.

Use of Company Resources

Company resources, including time, material, equipment, and information, are provided for company business use. Nonetheless, occasional personal use is permissible if it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent the Company are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as cell phones, 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.

To protect the interests of the Company network and our fellow employees, the Company reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or the Company's intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate. Employees who violate these prohibitions will be subject to termination for cause.

Questions about the proper use of company resources should be directed to your manager. Employees may also reference Privacy and Confidentiality policies as well as the IT Asset Use Policy.

Media Inquiries

From time to time, employees may be approached by reporters and other members of the media. To ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the Chief Executive Officer. No one may issue a press release without first consulting with the Chief Executive Officer, or in their absence the Chief Financial Officer.

Do the Right Thing

Several key questions can help identify situations that may be unethical, inappropriate, or illegal. Ask yourself:

- Does what I am doing comply with the Company's guiding principles, Code of Ethics and Business Conduct, and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- 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?

Amendments and Waivers

The Company reserves the right to interpret, administer, change, modify, or rescind this policy at any time, with or without notice, to the maximum extent permitted by law. No statement or representation by a supervisor or manager or any other employee, whether oral or written, can supplement or modify this policy. Changes will only be valid if approved in writing by the Company's CEO or other official to whom such authority has been delegated in writing. No delay or failure by the Company to enforce any work policy or rule will constitute a waiver of the Company's right to do so in the future.

Administration of this Policy

The Chief Financial Officer is responsible for the administration of this Policy. All employees are responsible for consulting and complying with the most current version of this Policy. If you have any questions regarding this Policy or concerning the scope or delegation of authority, please contact the HR Department.