



## **Code of Business Conduct and Ethics**

### **A Message from Leadership**

Acquia is a global technology company intent on complying with all applicable laws and regulations in the conduct of our business. As a director, officer, or employee of Acquia Inc., its subsidiaries and affiliates (collectively, “Acquia” or the “Company”), you are expected to exercise unyielding integrity and high standards of business conduct. With this in mind, we have adopted this Code of Business Conduct and Ethics (“Code”) to assist you in making ethical and legal decisions when performing your day-to-day duties. You are responsible for reading and understanding this Code of Business Conduct and Ethics, and ensuring that all agents and contractors are aware of, understand and adhere to these standards, including with any future updates that may be issued from time to time by Acquia. This Code is not a comprehensive manual that covers every situation that you might encounter. Rather, this Code is a guide to help you make good decisions in accordance with the Company’s commitment to the highest ethical standards. Additionally, in certain respects, as provided below, Acquia business partners, such as agents, subcontractors, resellers/channel partners, consultants, vendors, and independent contractors share the fundamental responsibility of compliance with the principles of this Code when conducting business with or on behalf of Acquia. Failure to comply with any part of this Code, in any capacity, may result in disciplinary action, up to and including termination of employment, as well as criminal or civil liabilities.

### **1. COMPLIANCE WITH LAWS AND INTERNAL POLICIES**

You are expected to use your good judgment and common sense in seeking to comply with all applicable laws, rules, regulations, and Acquia internal policies, including this Code, and to ask for advice when you are uncertain about any of them.

If you become aware of, or have a good faith reason to believe there has been, a violation of any law, rule or regulation, or policy by Acquia you are expected to promptly report the matter to your manager, or a member of the Acquia Human Resources (HR) or Legal Department. You must also understand that your manager may have a corresponding obligation to report such information to the Acquia HR or Legal Department as the circumstances dictate.

**IMPORTANT NOTE:** The terms of this Code apply worldwide. In the event of a conflict between this Code and applicable local law, local laws shall prevail. In the event there is no conflict between the Code and applicable local law but the Code imposes a higher standard than local law, the higher standard of the Code shall prevail.

### **2. TRUTHFUL STATEMENTS MADE IN THE COURSE OF DOING BUSINESS**

In representing Acquia, you shall always be forthright and truthful in your dealings with others. You must ensure that all statements, communications and representations made on behalf of Acquia are current, accurate, and complete.

Please note that the False Claims Act is a U.S. federal law that imposes liability on persons and companies (typically federal contractors) who defraud governmental programs, with prohibited acts including (i) improper receipt from, or avoidance of payment to, the federal government, (ii) knowingly making, using, or causing to be made or used, a false record or statement material to a false or fraudulent claim, or (iii) conspiring to commit any violation of the False Claims Act. As a U.S. company, with many U.S. government customers, Acquia is responsible for compliance with the FCA.

### **3. PRIVACY AND CONFIDENTIAL INFORMATION**

You must not disclose, or use for personal gain or benefit, or the gain or benefit of others (other than the Company), either during or after your employment or engagement (except where necessary in the proper performance of your duties), any inside or confidential information or trade secrets about the Company [or its subsidiaries/affiliates]. Trading on material non-public information is strictly prohibited.

We are also responsible for safeguarding confidential information of other companies and customers. The term “confidential information” is extremely broad and includes such things as the Company’s financial data, suppliers’ or service providers’ pricing, marketing and pricing plans and strategies, member lists and contact information, designs, know-how, processes, product and service lines, and personnel information, such as medical records and salary data for Company Personnel, and other personally identifiable information. Confidential information also includes any document that you have been told is confidential or that you might reasonably expect the Company to regard as confidential.

A good operating assumption is that if you have not seen a particular piece of information in a press release, regulatory filing, or other publicly available document, it is likely confidential and should be treated as such.

#### **4. AVOIDING BRIBERY AND CORRUPTION – IMPROPER PAYMENTS, GIFTS AND GRATUITIES**

Acquia expects its directors, officers, employees, as well as all those who may otherwise directly or indirectly represent Acquia’s business interests, including but not limited to our agents, contractors, resellers and channel partners, to protect Acquia’s reputation for integrity in the global marketplace. The use of funds or assets (whether personal or belonging to Acquia) for gifts, gratuities or other favors to employees or agents of other businesses, particularly customers or suppliers, to obtain an improper advantage is prohibited. A business courtesy, such as a gift or entertainment, should never be offered under any circumstances that might create the appearance of impropriety. You may not furnish or offer to furnish any gift that is of more than token value or value that goes beyond the common courtesies associated with accepted business practices. Certain jurisdictions consider “more than token value” as having a value of \$50 or more, and other jurisdictions have gone so far as to consider a gift having a value of \$50 or more as being “substantial”. Know that Acquia customers and suppliers likely have gift and entertainment policies of their own. You must be careful never to provide a gift or entertainment that violates the other company's gift and entertainment policy. Giving or receiving any payment or gift in the nature of a bribe or kickback is absolutely prohibited.

Countries around the world continue to adopt anti-corruption laws, which make it a crime to make or take bribes. We are committed to conducting our business ethically and in full compliance with all applicable laws of the countries where we conduct business including all laws relevant to countering bribery and corruption, as well as the implementation and enforcement of measures to prevent bribery and corruption. The trend of “multijurisdictional anti-corruption enforcement” means global companies now face coordinated enforcement efforts and increased scrutiny worldwide. As such, Acquia is committed to continued compliance with the United States’ Foreign Corrupt Practices Act of 1977, the United Kingdom Bribery Act of 2010, the U.S. Anti-Kickback Act, and all applicable anti-bribery and anti-corruption laws, both in the U.S. and internationally.

While the core definition of corruption is effectively universal, there are nevertheless significant variations among the various anti-corruption laws that companies must take into account, particularly in light of the trend of multijurisdictional enforcement.

##### **A. Foreign Corrupt Practices Act (FCPA)**

The FCPA prohibits offering anything of value to foreign officials for the purpose of influencing that foreign official or to secure any improper advantage in order to obtain or retain business. The FCPA also requires strict internal accounting controls (applicable to public companies) to prevent concealment of bribery or other financial transactions. Employees, officers and directors must never (i) engage in any activity inconsistent with, or in violation of, the anti-corruption laws and regulations covered by the FCPA or (ii) offer, accept, demand, or solicit incentives to or from foreign or domestic government officials or agents, whether directly or indirectly, in the hopes of influencing that individual. Employees, officers and directors must never give gifts, gratuities or other payments directly or indirectly to domestic or foreign government officials in an effort to obtain or retain business for Acquia or to obtain any special or unusual treatment in connection with a business transaction.

## **B. U.K. Bribery Act of 2010 (UK Bribery Act)**

The UK Bribery Act criminalizes, (i) bribing another person or receiving a bribe; (ii) bribing foreign officials; and (iii) for corporations or commercial organizations, failing to prevent bribery, no matter where in the world the act takes place. Listed below are three common offenses under the UK Bribery Act:

- ☐ Promising, offering or giving a bribe (financial or otherwise; including, without limitation, facilitation payments, meaning small, unofficial payments to secure or expedite a routine action) either directly or indirectly
- ☐ Receiving a bribe (financial or otherwise; including kickbacks, meaning payments made in return for a business advantage) either directly or indirectly
- ☐ Bribing a foreign public official to obtain or retain business

## **C. Hospitality**

Reasonable gifts, meals, entertainment, and other business hospitality and amenities (“Hospitalities”) of modest value are generally permissible business courtesies when dealing with non-government entities. Hospitality should never be given or received in consideration for, or in expectation of, action by the recipient. Whether the price of a meal or entertainment is reasonable depends on the particular facts and circumstances of the situation and shall in all instances comply with our Travel and Expense Reimbursement Policy. Because the reason for a gift, gratuity, favor, or payment may be subject to misinterpretation, Acquia prohibits any expenditures of any kind which may have the perception of bribery. Further, each expenditure and financial transaction must be accurately recorded in Acquia accounting records. As such, do not hesitate to ask your manager or a member of the Acquia Finance Department for guidance.

## **D. Training**

Acquia will regularly communicate its anti-bribery policy to its employees via mandatory annual online training (via Acquia Academy).

## **5. GLOBAL TRADE AND EXPORT / ANTI-BOYCOTT**

Some countries impose trade restrictions covering specific countries, entities, and individuals. We must carefully evaluate business opportunities within countries that are subject to U.S. trade embargoes or economic sanctions and strive to ensure that the strict regulations governing these markets are evaluated. Consult with Legal immediately if you have questions as to whether a specific entity or individual may be

on a restricted list. Be especially careful and ask Legal for guidance when transferring software, technology, data, or other materials across borders or to individuals from sanctioned countries.

We do not participate in or promote boycotts that the U.S. does not support. Please report any boycott requests to Legal.

## **6. MAINTAINING FREE COMPETITION AND ANTI-LOBBYING**

We will always compete fairly and honestly, not through unethical or illegal business practices in restraint of trade which may reduce competition. We abide by applicable antitrust laws whenever we form partnerships or teams, and wherever we do business. U.S. federal and state antitrust laws, as well as international competition laws, prohibit various practices that could limit competition or restrict fair trade. Under these laws, companies may not enter into agreements with other companies, however informally, that unreasonably restrict competition. All agreements with partners, customers and suppliers, relating to pricing, exclusivity, territories or buying requirements must be fully vetted by Acquia's Deal Review Board (DRB), Finance, and/or Legal, as Acquia policy and processes so require.

Additionally, neither you nor an Acquia agent, contractor or partner may engage in "lobbying" on Acquia's behalf, including efforts to influence any officer or employee of any governmental agency, any member or employee a legislative body or employee in the formulation of legislation on his or her behalf in connection with any opportunity or sale. All such activities must be reported to Acquia Legal and Finance, *in advance*, so that Acquia can keep complete the necessary disclosures and maintain accurate records of all payments of any kind made by it with respect to such matters, including bona-fide commissions, service fees, or other payments.

## **7. INSIDER TRADING**

All directors, officers and employees are prohibited from engaging in, or assisting others in engaging in, any transactions involving the securities of any other entity with whom Acquia is engaged (such as suppliers or customers) in a business transaction, while you are in possession of any material non-public information about the entity (meaning information that significantly affects, or would reasonably be expected to affect, the market price or value of securities). You are also prohibited from communicating any such information to others who might trade securities on the basis of that information. Such acts may constitute violations of the law and could result in criminal prosecution of both you and Acquia, or result in serious fines or penalties. Material non-public information may include financial and key business data; merger, acquisition or divestiture discussions; award or cancellation of a major contract; changes in key management; forecasts of unanticipated financial results; and other similar information.

## **8. AVOIDING CONFLICTS OF INTEREST**

Related-party transactions are those in which the parties do not deal with one another at arm's length, such as when an employee of Acquia, who is in a position of influence, is involved in a business transaction between Acquia and: (1) an individual who is his or her spouse, child, sibling, parent, partner, present or former close business associate; (2) a non-company organization (non-affiliate) for which he or she currently serves as an officer (i.e. board member), trustee or partner, or for which he or she has recently served in such capacity; or (3) any individual or organization with whom he or she is negotiating, or with whom he or she has an arrangement, concerning prospective employment.

You should avoid related-party transactions. If you believe that a related-party transaction exists or might occur, you must make full disclosure to your manager, Acquia HR or Acquia Legal. After such full

disclosure, the existing or potential conflict will be reviewed, and a decision will be made about whether the related-party transaction is appropriate, and whether and/or how Acquia should proceed with the transaction.

## **9. PROHIBITION OF “SIDE LETTERS”**

Any agreement, letter or arrangement, whether oral or written, including through email or other electronic media, that is not part of the underlying paperwork of the primary contract or agreement is a side letter or agreement and is strictly prohibited. These prohibited side letters and agreements are often used to reach agreement on issues the primary contract does not cover or to create some form of contingency, and can have significant financial and operational impact on the business, and often expose the company to business and finance risk. Members of the Sales team may be required to certify compliance, on a regular basis, with the substance of this section as well as any additional conditions set forth in the sales certification form.

## **10. EQUAL EMPLOYMENT OPPORTUNITY, ANTI-DISCRIMINATION AND ANTI-HARASSMENT PRACTICES.**

Acquia brings together employees with a wide variety of backgrounds, skills and cultures. Combining this wealth of talent and resources creates our globally distributed and dynamic teams that drive excellence. All of our colleagues, job applicants and business partners will be treated with respect and judged solely on the basis of their qualifications, demonstrated skills and achievements. In making employment decisions (for instance, hiring, recruiting, training, promotions), Acquia will not consider race, color, national origin, ancestry, citizenship, religion, sex, age, marital status, physical or mental disability, veteran or military status, genetic predisposition, or any other protected status or characteristic under federal, state or local law unrelated to the ability to perform the job. We encourage you to bring any problem, complaint, grievance or concern regarding discrimination to the attention of the Acquia HR Department. We hope to create and maintain a collegial work environment where everyone is treated with respect and dignity. In keeping with this commitment, we will not tolerate any kind of harassment by anyone, including any manager, supervisor, co-worker, vendor, client or customer, whether in the workplace, at assignments outside the workplace, at company-sponsored social functions or elsewhere. Each Employee should be familiar with and abide by Acquia’s Anti-Discrimination and Anti-Harassment Policy found on the People Team page accessible through Acquia’s collaboration internal forums.

## **11. FAIR WORKING CONDITIONS AND HUMAN RIGHTS**

Acquia respects fundamental human rights and believes that every individual deserves to be treated fairly and with dignity. Acquia will support fundamental human rights. Acquia’s commitment to human rights, including our position on forced labor, involuntary labor, child labor, and human trafficking, is a fundamental principle of Acquia and this Code. Acquia will not knowingly work with business partners who employ children or forced labor. Although we consider the Acquia exposure to modern slavery and human trafficking risk to be low Acquia demands that Acquia business partners, such as agents, subcontractors, resellers/channel partners, consultants, vendors, and independent contractors demonstrate the same commitment to high standards of ethical conduct and to act in a socially responsible manner. Further, Acquia will not tolerate physical abuse. Acquia will respect Employees’ lawful right to exercise free association, and we will recognize the right of our employees to choose or not choose collective bargaining representation.

## **12. HEALTH, SAFETY, AND ENVIRONMENT LAWS**

Health, safety, and environmental responsibilities are fundamental to Acquia's values. Acquia recognizes its responsibility to conduct business in a way that protects and improves our environment and the community. As we discover, develop and market our products, we will continue to work to minimize our environmental impact in all our processes. We strive to minimize our use of natural resources, reduce waste, and mitigate our impact on climate change. In addition, Acquia is committed to providing a safe and healthy workplace and complying with all relevant health and safety laws. All employees are therefore required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unhealthy or unsafe conditions or tasks that present a risk of injury to you or others, please report these concerns immediately to your manager or the Acquia HR Department. We can only achieve our goal of a safe and healthy workplace through the proactive participation and support of everyone.

### **13. SOCIAL MEDIA**

The views and opinions you express on social media are your own, and you are solely responsible for what you post online. Before creating online content, we encourage you to consider the risks and rewards involved. Customers, colleagues, managers, suppliers, competitors, and others may have access to your posts. Offensive or inappropriate remarks are as out-of-place online as they are offline.

In addition, Acquia social media accounts must only be used and created by authorized individuals for the purpose of meeting defined company goals.

### **14. INTERNATIONAL GRIEVANCE PROCEDURES**

In accordance with applicable law, any Acquia employee based in the United Kingdom (UK), or an Acquia employee with information concerning a violation of this Code, occurring in the UK or involving a UK entity, anywhere in the world, may submit an anonymous "grievance" in accordance the Grievance Procedures accessible through the People Team page on Acquia Confluence. Please contact your local Acquia HR team for local grievance procedures.

### **15. WHISTLEBLOWER POLICY & PROTECTIONS**

If you have any information or knowledge regarding any violation or suspected violation of the contents of this Code, you have a responsibility to report such information to your manager, or a member of the Acquia HR or Legal Department. Failure to report a violation is itself a violation and may result in disciplinary action, up to and including termination. If we conduct an investigation following a report, we will do our best to keep the proceedings and the identity of the reporting employee confidential. Employees are encouraged to pursue all internal reporting channels through completion and reasonably consider the results of our investigation prior to reporting matters outside of Acquia.

### **16. NO RETALIATION**

We will not accept or allow any retaliation based on good faith reporting made hereunder. For instance, an employee who in good faith reports a suspected violation may not be fired, demoted, or otherwise subject to an adverse employment action based on such reporting. Please note, however, that while employees may not be disciplined for *reporting* a violation, employees may be subject to discipline with respect to the underlying conduct or violation.

### **17. SIGNING A CONTRACT**

Signing a contract on behalf of Acquia is a designated responsibility. Only those with delegated signature authority may sign contracts or other agreements on behalf of Acquia, and in any event, always in accordance with Acquia's Signature Authority and Approval Matrix.

## 18. **USE OF GENERATIVE AI TECHNOLOGIES<sup>1</sup>**

Our company is committed to using generative AI technology in an ethical and responsible manner. To this end, we have developed the following ethics principles for the use of generative AI in our business:

1. Bias mitigation: We will ensure that any generative AI technology is used in a manner that does not perpetuate or amplify any biases, including but not limited to racial, gender, and socio-economic biases.
2. Transparency: We will ensure that any generated content or product is clearly labeled as being AI-generated to avoid any misleading representation.
3. Privacy and security: We will protect the privacy and security of data used to train any algorithms. We will collect and process personal data only with a legal basis.
4. Social and economic impact: We will carefully consider and address the potential social and economic impact of generative AI technology on the workforce and society as a whole.
5. Ongoing evaluation: We will regularly evaluate our use of generative AI technology to ensure that it continues to align with our ethical principles and values.

We are committed to upholding the highest ethical standards in our use of generative AI technology and will hold ourselves accountable for any breaches of this policy.

## 19. **ADDITIONAL AND RELATED INFORMATION AND POLICY**

- *Acquia Acceptable Use Policy (applicable to employee use of Acquia Assets & Equipment):* addressing appropriate use of technology and devices.
- *Acquia Anti-Discrimination and Anti-Harassment Policy:* addressing Acquia's commitment to provide a work environment free of conduct that is intended to or has the effect of coercing, intimidating, humiliating or embarrassing any employee or customer and to promoting a workplace at which every employee is treated with dignity, decency and respect.
- *Acquia Travel and Expense Reimbursement Policy:* designed to assist you in reporting expenses while conducting Acquia's business activities.

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<sup>1</sup> Ethics statement generated in part with the use of OpenAI's ChatGPT (23 March 2023)