

## Code of Conduct, Business Ethics & Corporate Responsibility

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Accruent reserves the right to modify, amend or terminate this Accruent Code of Conduct, Business Ethics & Corporate Responsibility document (“Code”) at any time at the sole discretion of Accruent.

This Code is not a standalone document and supplements and should be interpreted in association with the Accruent Employee Handbook. There are some sections of the Handbook duplicated in this document and this has been done intentionally by Accruent.

For the purposes of clarification, neither this Code nor the Accruent Employee Handbook is a contract guaranteeing employment.

## *A Letter from the CFO*

Dear fellow Accruent employee:

Accruent is a company that believes in the importance of integrity in all of our business practices and is dedicated to high standards. We are passionate about behaving in accordance with sound principles of corporate governance that provide a system of corporate policies and procedures and personal accountability. We are all responsible for protecting Accruent's reputation, assets, investor confidence, and customer loyalty.

This Code of Conduct, Business Ethics & Corporate Responsibility document (the "Code") is supplemental to and should be interpreted in conjunction with the Accruent Employee Handbook and is an extension of Accruent's commitment to sound corporate practices and ethical business behavior. The Code is the foundation for Accruent's success.

As an Accruent employee, you are responsible for reading, understanding and complying with the Code. Accruent's success depends on our adherence to these common values and we thank you for your commitment to Accruent and the Code, to achieve the highest standards of business integrity.



Van W. Goodrich  
Chief Financial Officer

## Purpose, Scope, and Core Values

At Accruent we live our values. Each of us, starting with the Executive team, strives to demonstrate every day our:

- Results Orientation
- Respect
- Winning Attitude
- Drive to Excellence
- Humility
- Grit

This Code encapsulates our core values and applies to all employees, contractors and officers of the company and its subsidiary companies (collectively “Employees”). All employees are required to read, understand, and at all times act in accordance with the Code. If you have any questions regarding the Code or any situation, please speak with your manager, Human Resources or a member of Accruent executive management team.

Employees who Accruent determines have violated the Code will be subject to disciplinary action, up to and including, termination of employment, as appropriate in the circumstances. This Code is subject to all applicable laws and Accruent reserves the right to modify or waive at the discretion of Accruent executive management.

## Delegation of Authority

It is important to Accruent that when committing company resources and subjecting the company to financial and legal liabilities all Employees must adhere to the published policies including the signature authority policies and responsibility matrices (collectively “Company Authorization Policies”). The Company Authorization Policies are part of our company governance and internal controls to ensure correct reporting of financials, liabilities and resource management.

Employees may not act as agents of Accruent where they are not authorized to do so, particularly where financial commitments are concerned. Only those Employees who are specifically authorized by the Company Authorization Policies or specifically authorized in writing by an officer of Accruent may commit Accruent to obligations with others. With the exception of our chief level officers, in general, no Employee is authorized to bind Accruent in any legal agreement. In the event of doubt, ask your manager or the legal department to determine appropriate authority limits.

## Confidentiality

All Employees have signed an agreement with Accruent to protect all Accruent confidential information and intellectual property. Information is extremely valuable to our business success and we must protect it. Accruent is also subject to confidentiality obligations with customer, vendors, partners and other third parties and any dissemination of either Accruent or other parties’ confidential information will cause irreparable harm. You must ensure you are familiar with and adhere to your obligations with

respect to confidential information and must not disclose any confidential information outside of the company or inside the company to those Employees who do not have a need to know it.

## Social Media

Accruent is aware that many Employees use social media such as Facebook, LinkedIn, Twitter and blogs for self-expression. However, you must be responsible for anything you publish and if you have identified yourself as an employee of Accruent you must present yourself in a professional manner. You may not post any confidential information or indecent, offensive, discriminatory or defamatory content and you must be respectful. You must also ensure that anything you publish notes that the opinions are yours and do not reflect those of Accruent.

## Conflicts of Interest

As an Employee of Accruent, you have an obligation to make decisions and take actions in the best interests of Accruent. You must avoid any situation or circumstance that could appear to involve, a conflict of interest. You may not have any business, financial, or other relationships with any customers, suppliers, customers or competitors. Such relationships may impair, or give the impression to impair, the independence of your judgment or behavior. You may not:

- Directly or indirectly maintain any outside business or financial interest or engage in any outside business or financial activity which conflicts with the interest of the Accruent or which interferes with your ability to fully discharge your employment responsibilities.
- Have a material financial interest in or provide services for, a private or public company that is, or may become, a vendor, customer, partner or competitor of Accruent.
- Except with the prior written approval of the CEO and CFO, serve on the Board of Directors or Advisory Board of any for-profit entity.

## Gifts and Entertainment

Accruent understands that certain business entertainment by employees provided in connection with business dealings, or the development of a business relationship, is occasionally necessary in the normal course of business. Such business entertainment is generally acceptable as follows: business-related meals and trips, refreshments before or after a business meeting, and occasional events. If any entertainment offered to or by an employee could result in any expectation favorable treatment, it should neither be extended nor accepted. Additionally, Accruent has a number of customers, who have policies that are far more restrictive than Accruent's policy in relation to gifts and entertainment and Accruent may not breach those policies.

For your ease of reference, Accruent has a policy that no substantial gifts may be accepted from potential or existing vendors or suppliers. In general any gift in excess of \$150 in value should not be accepted from either a vendor or customer unless the CEO or CFO has approved such acceptance.

## Anti-trust, Anti -bribery and Other Laws

All Accruent employees are expected and required to comply with all applicable federal, state and foreign laws. No payment in any form (cash or gift) may be given directly or indirectly to anyone for the purpose of obtaining or retaining business, or to obtain any other favorable action. Any Employee who does violate this provision will be subject to disciplinary action, including termination. In addition such activities may result in potential civil liability and criminal prosecution.

Anti-competitive agreements (agreements or arrangements, whether written or unwritten with any competitor that could restrict or limit competition in some way) are prohibited and likely illegal. Examples are price fixing or price controlling, boycotting suppliers, allocation of markets or territories.

There are some requests from customers that are contrary to law. Examples are requests from customer to boycott certain nations or price fixing that results in discriminatory pricing for other customers. Should any prospect or customer make any request that would result in anti-competitive or illegal behavior please notify Accruent's CFO.

Accruent is subject to the U.S. Foreign Corrupt Practices Act ("FCPA") and various worldwide laws including the Bribery Act 2010 in the U.K. that prohibit payments of cash or gifts to government officials outside the U.S. for the purposes of obtaining or retaining business. This applies even if the payment or gift is legal in the host country. Please be aware that the FCPA imposes several criminal and civil penalties against both individuals as well as the companies who violate it.

## Supplier Diversity

While Accruent is not a "certified" diverse supplier, Accruent utilizes equal opportunity procurement practices and always welcomes bids and business relationships from M/W/DV BE's and diverse suppliers. Accruent's approach to business relationships is to provide equal opportunities and so utilizes suppliers and vendors who are suitably qualified and appropriate for the types of services required in order that Accruent can provide employees, business partners and our entire portfolio of customers with leading industry products and services while achieving corporate goals and accepting corporate and social responsibility.

## Forced and Child Labor

Accruent will not do business with any company (customer, vendor, partner nor any other relationship) who conducts their business using unlawful child or forced labor. Accruent is committed to supporting international laws and principals that address and protect human rights. If you suspect any entities with which we plan to do business violate this provision please promptly notify Accruent's CFO. Accruent additionally requires all subcontractors to represent that they comply with all applicable laws.

## Compliance with Laws

Accruent takes compliance with applicable laws seriously and absent any specific reference in this Code to individual legal requirements, Employees are expected to comply with all applicable laws and regulation in pursuit of your job responsibilities at all times.

## Health and Safety

Accruent strives to provide a safe place to work and aims to ensure that all Employees are appropriately trained to ensure both theirs and other safety. You have a duty and responsibility to Accruent, your colleagues, customers and vendors to look after your health and safety. Employees should identify, manage and mitigate any risks in the working environment. If you identify any health and safety issue while on Accruent premises or at a customer or vendor site please notify your manager.

## The Environment

Accruent's environmental objective is to minimize environmental damage arising out of our business. Accruent has instigated a paper recycling program and encourages the conservation of natural resources by limiting printing and recycling and re-using items. All Employees have a responsibility to think about the resources they use and the impact on the environment and Accruent encourages suggestions and ideas to be submitted for continual improvement of Accruent's environmental program.

## Community Engagement

Accruent encourages employees to engage in their community. We all have a social responsibility to give back and so we urge you to share your expertise and skills and volunteer for community initiatives.

## Reporting Any Concerns or Violations

If you have any concerns regarding this Code or a potential violation please promptly report your concerns to the Accruent CFO.

No employee is ever expected, encouraged or allowed to violate any law when conducting Accruent business and feel assured that you will be protected under Whistleblower protection and Accruent will not take any adverse employment action against you should you report any suspected violation.

\_\_\_\_\_  
EMPLOYEE'S NAME (Printed)

\_\_\_\_\_  
EMPLOYEE'S SIGNATURE

\_\_\_\_\_  
DATE