



Code of Ethics and Business Conduct

For Partners and Suppliers

Statement of Core Values

Company Vision

Loftware's vision is to enable companies of all sizes to digitally transform their business and revolutionize their supply chains.

Values

Loftware promotes the following mission critical values: take good care, think, act and own with accountability, deliver beyond the promise, use the power of Loftware's global team, always innovate, and lead transformation.

Mission

Loftware's mission is to team with its customers and partners to help accelerate their respective businesses and succeed with innovative enterprise labeling and artwork management solutions.

Build Trust and Credibility

The success of Loftware's business is dependent on the trust and confidence Loftware earns from its employees, customers and shareholders. Loftware gains credibility by adhering to its commitments, displaying honesty and integrity, and reaching company goals solely through honorable conduct. Loftware believes it is easy to say what it must do, but the proof is in its actions. Ultimately, Loftware recognizes that it will be judged what actions it takes.

When considering any action on behalf of the company, Loftware asks its employees to always consider these key questions:

- How can Loftware build trust and credibility?
- How can Loftware continue to create a working environment in which it can succeed and promote success over the long term?
- How can Loftware ensure it follows through with the commitments being made to its employees, customers, and shareholders?



The only way Loftware maximizes trust and credibility is by answering “yes” to ALL of these questions and by continually working to build trust and credibility.

Respect for the Individual

Every Loftware employee deserves to work in an environment where each employee is treated with dignity and respect. Loftware is committed to creating such an environment because it brings out the full potential in each of its employees, which, in turn, contributes directly to Loftware’s success.

Loftware is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types and from abusive, offensive, or harassing behavior.

All Loftware employees are 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.
- Avoid slang or idioms that might not translate across cultures.
- 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 their conduct.

Loftware will not tolerate discrimination, harassment or any behavior or language that is abusive, offensive or unwelcome. Any employee who has experienced harassment or discrimination, in any form including but limited to the above, is encouraged to report the incident to their line manager or directly to Loftware’s Human Resources Department.



Create a Culture of Open and Honest Communication

Loftware encourages its employees to feel comfortable in speaking their mind, particularly concerning ethical concerns. In turn, Loftware recognizes that line managers and corporate leaders have a responsibility to create an open and supportive environment where employees feel comfortable raising such concerns. Loftware believes that the company and its partners and customers all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Loftware will investigate all reported instances of questionable or unethical conduct. In every instance where improper behavior is found to have occurred, the company will take prompt and appropriate action. Loftware will not tolerate retaliation against employees who raise these concerns in any form.

Loftware maintains a whistleblower policy which allows for ethical behavior as a value embedded in its corporate culture and reflected in the policies and procedures that Loftware has created. Loftware expects that all levels of employees of the company are subject to high ethical standards in the performance of their duties.

Employees, customers, or partners who observe violations of business ethics or of State and Federal Laws and Regulations should report these to Ed Irwin, Managing Partner of Shore Points Capital, the Company Compliance Hotline Officer, and Board Member in the following manner:

Phone: +1 646-233-0158

E-Mail: ed.irwin@shorepointscapital.com

Any reports made under the whistleblower policy will be handled with the maximum degree of confidentiality, and information from any such report(s) will be shared only to the extent necessary to conduct a complete and fair investigation. All reports will be promptly reviewed and resolved.

Set Tone at the Top

To make its Core Values work, Loftware expects its line managers and corporate leaders to be responsible for promptly addressing ethical questions or concerns raised by employees and to take the appropriate steps to deal with such issues. At Loftware, ethics dialogue is considered an integral and critical part of daily work.



Uphold the Law

Loftware's commitment to integrity and a culture of compliance begins with complying with laws, rules, and regulations in the performance of Loftware's obligations to its employees, customers, and shareholders. Each individual Loftware employee must understand the company's policies, laws, rules and regulations that apply to each specific role and the company, and Loftware is committed to providing continual training, resources, and guidance to that effect. Loftware is dedicated to enabling each employee to become an active member in Loftware's ongoing compliance efforts as a good corporate citizen in the global marketplace and recognizes that their help is crucial in this regard.

Competition

Loftware is dedicated to ethical, fair and vigorous competition. Loftware sells its products and services based on their merit, superior quality, functionality and competitive pricing. Loftware makes independent pricing and marketing decisions and does not improperly cooperate or coordinate its activities with competitors. Loftware does not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Loftware or the sales of its products or services, nor will Loftware engage or assist in unlawful boycotts of particular customers.

Proprietary Information

Loftware respects the intellectual property rights of others. Loftware will not acquire or seek to acquire a third party's trade secrets or other proprietary or confidential information, other than through conventional and ethical business practices. Loftware will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Selective Disclosure

Loftware will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material non-public information with respect to the company, its securities, business operations, plans, financial condition, results of operations or any development plan.

Health and Safety

Loftware is dedicated to maintaining a healthy environment in compliance with applicable law(s) and regulations. A safety manual has been designed to educate employees on safety in the workplace.



Conflicts of Interest

Loftware seeks to avoid any relationship or activity that might impair, or even appear to impair, its ability to make objective and fair decisions when performing its duties and services to its partners and customers.

Gifts, Gratuities and Business Courtesies

Loftware is committed to competing solely on the merit of its products and services. Loftware avoids any actions that creates a perception that favorable treatment of outside entities by Loftware was sought, received, or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom Loftware does or may do business. Loftware neither gives nor accepts business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of Loftware or customers, or would cause embarrassment or reflect negatively on Loftware's reputation. This does not include reasonable business meals or entertainment directly related to a legitimate business purpose permitted by applicable law(s) and in compliance with Loftware's Gift policy.

Government Relations

Loftware seeks business from governmental agencies solely on the basis of superior price, performance, reliability, delivery, and client service. Loftware knows and abides by the specific rules and regulations covering relations with public agencies and conducting itself in a manner so as to avoid any perception of an attempt to improperly influence public officials in the performance of their official duties.

No Loftware employee or other person acting on behalf of Loftware is permitted to make any payment or gift, directly or indirectly, from any Loftware funds or assets to any political party or committee, to any candidate for public office, or to any official or employee of any local, state, or federal government agency of the United States, any foreign country, or any public international organization for any purpose, which shall include and extend to any third party whereby the payment or gift may ultimately be paid to such political party or committee, candidate for public office, governmental official, or employee. This does not include modest business meals or entertainment permitted by applicable law(s) and in compliance with Loftware's Gift policy.

Anti-Bribery and Anti-Corruption

Loftware does not tolerate bribery and corruption in any form. Loftware commits to never offer, promise, request, authorize or accept a bribe, kickback, facilitation payment or other unlawful



payment, directly or through a third party, for any reason. A bribe or other unlawful payment can be anything of value, including cash payments, cash equivalents (e.g., gift cards, merchandise discounts), loans, gifts, travel or lodging expenses, charitable donations, event sponsorships, meals, entertainment, favors, or business or job opportunities, that is intended to improperly induce, influence, secure, or reward a decision or act of the recipient to promote the business interests of Loftware. Loftware further expects its partners to maintain and enforce reasonably adequate policies, procedures, and internal controls to ensure compliance with all anti-bribery and anti-corruption laws applicable to their businesses.

Such compliance by Loftware and its partners must include the U.S. Foreign Corrupt Practices Act of 1977 and the U.K. Bribery Act of 2010, along with any related laws of other countries in which Loftware does, or intends to, do business. Loftware will not tolerate ignoring or failing to report that illegal conduct may, has, will, or is suspected to occur whatsoever.

Anti-Money Laundering

Loftware does not tolerate any business transaction or activity that would directly or indirectly support criminal acts or violate anti-money laundering or terrorism financing laws, rules, regulations and orders. Loftware designs its operations to ensure that our employees, facilities, products and services will be used only for legitimate purposes. Loftware is committed to financial transparency and to fully complying with all applicable anti-money laundering (AML) and terrorist finance laws, rules, regulations and orders. Loftware partners and suppliers must not participate in or facilitate money laundering; doing so, even unintentionally, could result in civil and criminal penalties. Loftware requires its suppliers and partners to comply with all such laws and regulations and to have adequate controls in place to prevent such illegal activities from occurring.

Economic and Trade Sanctions

Loftware is fully committed to compliance with economic and trade sanctions, laws, regulations, orders, and programs administered by the United States, including by the U.S. Department of the Treasury's Office of Foreign Assets Control (OFAC) and U.S. Department of State, as well as similar sanctions programs imposed by other governments and supra-governmental organizations such as the United Nations Security Council and the Council of the European Union. Accordingly, it is Loftware's policy to prohibit conducting any business, directly or indirectly, in, with, or to:

- any "blocked" or otherwise sanctioned government, entity, security or individual, including any such government, entity, security or individual designated on any relevant restricted



party list (e.g., the Specially Designated Nationals and Blocked Persons (“SDN”) List or Sectoral Sanctions Identifications (“SSI”) List maintained by OFAC);¹

- any embargoed or comprehensively sanctioned country, territory or region (currently, Cuba, Iran, North Korea, Syria, Venezuela, and the Crimea, the so-called “Donetsk People’s Republic” and the so-called “Luhansk People’s Republic regions of Ukraine); or
- any person where such business is designed to, or does, evade or avoid applicable sanctions or Loftware’s sanctions compliance controls.

Additionally, it is prohibited to provide assistance of any kind that would facilitate transactions or other dealings with sanctioned countries or persons by third parties, including referrals of sales opportunities, approvals, or brokering. Loftware does not tolerate its partners or suppliers engaging in or facilitating, directly or indirectly, any transactions in violation of sanctions.

Loftware requires the performance of risk-based due diligence on all potential new third parties (e.g., customers, agents, suppliers, vendors, and other business partners) to ensure such parties and their owners are not the target of sanctions and do not involve any jurisdictions or parties targeted by sanctions or other restrictions. Enhanced due diligence should be conducted where a third party is operating in a high-risk jurisdiction,² which may include confirmation of ownership structures and restricted party screening against (e.g., via the [Consolidated Screening List](#)).

Sanctions and restricted party lists change frequently, and Loftware’s policy is to stay up to date on changes in this area.

Export and Import Controls

As a global company, Loftware is committed to following all applicable export and import control laws, rules, regulations, and orders that apply to its business. An “export” is defined broadly to include not only the transfer of goods across borders, but also releases of certain kinds of technology or software. The U.S. Department of Commerce Bureau of Industry and Security (“BIS”) is the primary U.S. regulatory body responsible for administering export controls and imposes export-related restrictions on certain counterparties, end-uses, and destinations (e.g., entities that BIS has determined to pose a higher risk of diversion of items for weapons of mass

¹ Importantly, certain sanctions programs apply not just to the sanctioned government, entity, security, or individual itself, but also to any entity owned or controlled by any sanctioned person. Specifically, OFAC considers any entity 50% or more owned or otherwise controlled by an SDN and SSI also to be an SDN or SSI, even if the entity is not itself designated.

² High-risk jurisdictions currently include Afghanistan, the Balkans, Belarus, Burma/Myanmar, Central African Republic, China, Cyprus, Democratic Republic of the Congo, Ethiopia, Guinea, Guinea-Bissau, Hong Kong, Iraq, Lebanon, Libya, Mali, Nicaragua, Russia, Somalia, South Sudan, Sudan/Darfur, Turkey, Ukraine, the United Arab Emirates, Yemen and Zimbabwe.



destruction or other activities contrary to U.S. national security interests). Any business opportunity that may arise with a counterparty that is subject to BIS or other export-related restrictions must be pre-approved prior to the provision of any products. Additionally, certain import transactions require the filing of certain documentation, classification of products, and payment of duties.

Anti-Boycott Requirement

Anti-boycott requirements are laws and regulations administered by the United States that prohibit U.S. persons and companies from participating in an “unsanctioned foreign boycott,” *i.e.*, a boycott that the United States does not support. In practice, the main unsanctioned foreign boycott that these laws and regulations target is the Arab League’s boycott of Israel. These laws and regulations also impose certain reporting requirements upon the receipt of a request to support an unlawful boycott, regardless of the recipient’s response. Loftware is committed to complying with all anti-boycott requirements and any request to support a boycott must be promptly reported in compliance with all laws and regulations.

Accurate Public Disclosures

Loftware will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Corporate Recordkeeping

Loftware creates, retains and disposes of its company records as part of the normal course of business in compliance with all Loftware policies and guidelines, as well as all applicable regulatory and legal requirements.

All corporate records must be true, accurate and complete, and all Loftware data is required to be promptly and accurately entered in its financial records in accordance with Loftware’s and other applicable accounting principles.

Data Privacy and Protection

Loftware commits to complying with any and all applicable laws and regulations related to data privacy and protection which are relevant to the performance of its obligations to its employees, customers, and shareholders. This must include accessing, collecting, using, sharing, transferring or storing the personal information of others only when specifically authorized and only as is necessary for legitimate business purposes. Personal information will only be collected with



appropriate notices of the purposes for which that personal information will be used. Loftware further requires that partners and suppliers must meet the limitation of use standards as required and implement appropriate safeguards to ensure the protection, integrity, and security of personal information in accordance with applicable data privacy laws. Loftware expects its partners and suppliers to hold themselves accountable in handling personal data to at least the same requirements imposed upon each of them and to promptly notify Loftware in the event of a suspected or actual breach of data security with respect personal data received from Loftware or collected on behalf or for the benefit of Loftware.

Environment, Social and Governance

Environmental risks relate to the quality and functioning of the natural environment and natural systems and the impact of a company's operations on the environment. Loftware assesses suppliers' and its own exposure to material environmental issues, therefore, conducting business in an environmentally responsible manner and complying with relevant environmental laws, regulations, and standards.

Loftware is committed to improving its environmental impacts and preventing pollution by reducing resource and water consumption, carbon emissions, energy, and waste, including electronic waste, among others. Each employee is responsible to keep environmental protection in mind when making business decisions and implementing sustainable practices that support Loftware's environmental goals. Loftware can achieve this through sustainable and efficient use of resources, or other activities and behaviors that reduce its environmental footprint.

Fair Competition

Loftware is committed to upholding applicable antitrust and competition laws which are designed to protect consumers and competitors against unfair or deceptive business practices. Loftware desires the promotion and protection of healthy competition against any restraint on trade. Loftware is committed to observing the applicable antitrust or competition laws of all nations or organizations, and Loftware likewise expects its partners' and suppliers' compliance with all applicable antitrust or competition laws.

Human Rights and Labor Laws

Loftware commits to complying with applicable human rights laws and laws against human trafficking, especially as such laws apply to supply chains and operations. Loftware also expects its suppliers and partners to also comply with all applicable employment, human rights, and



related laws and meet any and all obligations under such laws, including such laws aimed at eradicating modern slavery.

Loftware commits to upholding the basic human rights of all individuals and workers within its supply chain, including compliance with the following as they apply to Loftware:

- Health and Safety Regulations;
- Laws upholding the rights of persons with disabilities;
- Domestic and international labor laws;
- Fair labor practices; and
- Human trafficking laws.