

appgate

**Code of Conduct
and Ethics**

TABLE OF CONTENTS



A Message From Our CEO 03

Our Mission, Vision and Core Values 04

05

UNDERSTANDING OUR CODE

Purpose and Overview 05

Our Responsibilities 07

Making Good Decisions 08

Asking Questions and Reporting Concerns 09

Our Non-retaliation Policy 11

12

ENSURING THE BEST WORKPLACE

Diversity, Equity and Inclusion 12

Harassment-free Workplace 13

Health and Safety 14

15

PROTECTING INFORMATION AND ASSETS

Our Company Assets 15

Our Confidential Information
and Intellectual Property 16

Financial Integrity 18

Responsible Communications 19

20

CONDUCTING BUSINESS WITH INTEGRITY

Fair Dealing 20

Conflicts of Interest 21

Gifts and Entertainment 23

Interacting With the Government 24

Sourcing Responsibly 24

25

FOLLOWING THE LAW

Cooperation With Investigations and Audits 25

Data Privacy 25

Insider Trading 26

Anti-corruption and Anti-bribery 27

Global Trade 29

Antitrust and Fair Competition 30

Anti-money Laundering 32

33

BUILDING A BETTER WORLD

Sustainability 33

Human Rights 34

Charitable Activities,
Political Activities and Lobbying 35



**“OUR WORK IS
ALL ABOUT
BUILDING
TRUST.”**

Leo Taddeo

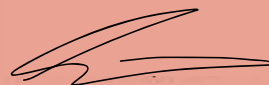
A MESSAGE FROM OUR CEO

If there is one constant in cybersecurity, it is change. Every day, new threats emerge, but Appgate will always be ready to meet them. Our customers rely on us to help them operate securely. Empowering and protecting how people work and connect is our mission – one we are committed to achieving honestly and with integrity.

Our work is all about ***Building Trust***. When a customer turns to Appgate, they entrust us with their security, their information and ultimately, their reputation. As members of the Appgate team, we take our responsibility to them and to our Company seriously. Our Code of Conduct and Ethics shows us how to fulfill those responsibilities and make decisions that reflect our high standards.

We ask that you read the Code and apply it to your work – every day and in every interaction. The Code can help you navigate challenging situations and find the right resources for help when the right choice is unclear. And if you ever believe our Code, policies or laws have been broken, the Code can help you share your concerns.

Remember, cybercriminals never rest, and neither do we. When we work together in a spirit of innovation and integrity, we are unstoppable, ensuring our customers’ defense and their ability to face the future with confidence.



Leo Taddeo
Chief Executive Officer

OUR MISSION, VISION AND CORE VALUES



MISSION STATEMENT

To empower and protect how people work and connect.

VISION STATEMENT

To put people at the center of IT security, providing solutions that remove friction for your users and complexity for you, meeting you where you're at while setting a course for continued transformation and resiliency.

CORE VALUES OF APPGATE

INTEGRITY

We don't sell snake oil.
We are candid in all
that we do

IMPACT

We strive to leave a
positive and tangible
impression with
our customers
and partners

PASSION

We love what we do, what
we sell and how we help
our customers achieve
secure success

SIMPLICITY

In an industry with
complex threats and
complex challenges,
we aspire to deliver a
promise of simplicity

INNOVATION

We live by the mantra
of "Evolve or
become irrelevant"



UNDERSTANDING OUR CODE

PURPOSE AND OVERVIEW

For most organizations, cyberattacks are persistent and sophisticated – tough to defend against and even tougher to recover from. As the partner of choice for forward-thinking organizations, Appgate helps organizations defend against attacks – reducing risk and complexity while strengthening access. The way we approach our business and serve our customers matters just as much as the results we achieve.

With our customers always in mind, we stay focused on improving their security with cutting-edge solutions and bold, disruptive thinking. We expect every Appgate employee to share this focus in all that they do. But we know that things can change quickly – from the situations we face to the rules we must follow. How can you be sure that your choices are the right ones?

Our Code of Conduct and Ethics can help. It is your guide to working as one united Appgate team. It is a vital resource that will help you:

- » Comply with applicable laws, regulations and Company policies.
- » Promote integrity and the highest standards of ethical conduct.
- » Address common ethical situations you could encounter in your work.
- » Avoid even the appearance of anything improper in connection with our Company's business activities.



Complying With Laws and Regulations

Appgate is committed to compliance with all laws, rules and regulations that apply to our business. It is impossible to anticipate every question you may have or situation you might face so, in addition to the Code, Appgate also has other resources that can be of help. These additional resources are listed throughout the Code. As always, we rely on you to use good judgment and to seek help when you need it.

We operate in multiple countries, so it is important to be aware of different laws and customs that may apply. While we respect the norms of our customers, business partners and coworkers throughout the world, all employees must, at a minimum, comply with the standards and principles in this Code. If any provision of our Code conflicts with a local law or requirement, you should seek guidance from the Appgate Legal Department.

Who Must Follow This Code

All employees of Appgate and its subsidiaries, including executive officers and members of our Board of Directors, are required to read, understand and follow our Code.

The conduct of our suppliers, vendors, agents, contractors and consultants (“business partners”) can have an impact on our reputation. For this reason, we expect our business partners to adhere to the principles in this Code.

Waivers and Amendments to the Code

On rare occasions, limited waivers of the Code may be necessary. Any waiver of this Code for directors or executive officers may be made only by the Board of Directors or a committee of the Board and will be promptly disclosed to stockholders as required by applicable laws, rules and regulations.

Accountability and Discipline

Violating our Code, our policies or the law or encouraging others to do so, exposes our Company to liability and puts our reputation at risk. If you see or suspect a violation, you must **report it**.

Anyone who violates our Code will be subject to disciplinary action, up to and including termination of their employment with Appgate. You should also understand that violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, criminal prosecution.



OUR RESPONSIBILITIES

Each of us must take responsibility for acting with integrity, even when this means making difficult choices. Meeting our responsibilities is what enables us to succeed and grow.

EMPLOYEE RESPONSIBILITIES

Every employee has a responsibility to:

- » Always act in a professional, honest and ethical manner when conducting business on behalf of our Company.
- » Know the information in the Code and Company policies and pay particular attention to the topics that apply to your specific job responsibilities.
- » Complete all required employee training in a timely manner and keep up-to-date on current standards and expectations.
- » Report concerns about possible violations of our Code, our policies or the law.
- » Cooperate and tell the truth when responding to an investigation or audit, and never alter or destroy records in response to an investigation or when an investigation is anticipated.
- » Be a resource for others. Communicate often with employees and business partners about how the Code and other policies apply to their daily work.
- » Be proactive. Look for opportunities to discuss and address ethical dilemmas and challenging situations with others.
- » Delegate responsibly. Never delegate authority to any individual whom you believe may engage in unlawful conduct or unethical activities.
- » Respond quickly and effectively. When a concern is brought to your attention, ensure that it is treated seriously and with due respect for everyone involved.
- » Be aware of the limits of your authority. Do not take any action that exceeds your authority. If you are ever unsure of what is appropriate (and what is not), discuss the matter with your manager.

Remember: No reason, including the desire to meet business goals, should ever be an excuse for violating our Code, our policies or the law.

ADDITIONAL RESPONSIBILITIES OF MANAGERS

Appgate managers are expected to meet the following additional responsibilities:

- » Lead by example. As a manager, you are expected to exemplify high standards of ethical business conduct.
- » Help create a work environment that values mutual respect and open communication.



WHAT IF?

I am a manager and not clear on what my obligations are if someone comes to me with an accusation – and what if it involves a senior manager?

No matter who the allegation involves, you must report it. Appgate provides several avenues for reporting concerns. If for any reason you are uncomfortable making a report to a particular person, you may talk to any of the other resources listed in the Code or make a confidential report.

MAKING GOOD DECISIONS

Making the right decision is not always easy. There may be times when you will be under pressure or unsure of what to do. Always remember that when you have a tough choice to make, you are not alone. There are resources available to help you.

Facing a Difficult Decision?

It may help to ask yourself:

- » Is it legal?
- » Is it consistent with our Code?
- » Does it align with our Mission, Vision and Core Values?
- » Would I feel comfortable if senior management and others within my Company knew about it?
- » Would I feel comfortable if my decision or my actions were made public?

If the answer to all of these questions is “yes,” the decision to move forward is probably OK, but if the answer to any question is “no” or “I am not sure,” stop and seek guidance.

Remember, in any situation, under any circumstances, it is always appropriate to ask for help.



ONE MORE THING ...

We value your feedback. If you have suggestions for ways to enhance our Code, our policies or our resources to better address a particular issue you have encountered, bring them forward. Promoting an ethical Appgate is a responsibility we all share.



ASKING QUESTIONS AND REPORTING CONCERNS

If you see or suspect any violation of our Code, our policies or the law, or if you have a question about what to do, talk to your manager and, if specified herein, the specified Appgate department.

If you are uncomfortable talking to your manager and/or the specified Appgate department or believe your concerns or questions have gone unanswered, you may contact:

- » A member of the Appgate Legal Department and/or Appgate Human Resources Department.
- » The Compliance Hotline:
 - » **By phone:** in the U.S. at 833-778-1559. Access codes for other locations are available at appgate.ethicspoint.com.
 - » **Online or mobile:** internet intake site at appgate.ethicspoint.com or mobile intake site at appgatemobile.ethicspoint.com.

The Compliance Hotline offers an alternative and anonymous (if you choose) way to ask questions or report violations and is available 24 hours a day, seven days a week. The Appgate Human Resources Department and Appgate Legal Department will review concerns submitted through the Compliance Hotline. At times, such review by the Appgate Human Resources Department and Appgate Legal Department may include delegation of review to and/or coordination with other Appgate departments.

Appgate will make every reasonable attempt to ensure that your concerns are addressed appropriately.

What to Expect When You Use the Compliance Hotline

The Compliance Hotline web portal and phone line are available 24 hours a day, seven days a week. Trained specialists from an independent third-party provider of corporate compliance services will answer your call, document your concerns and forward a written report to Appgate for further investigation.

When you contact the Compliance Hotline, you may choose to remain anonymous where permitted by local law. All reports received will be treated equally, whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however, please note that out of respect for privacy, Appgate will not be able to inform you about individual disciplinary actions.

Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it. Remember, an issue cannot be addressed unless it is brought to someone's attention.



Nothing in our Code prohibits individuals from reporting possible violations of a federal or local law or regulation to any governmental agency or entity or participating in any proceedings or investigations with the federal or local government agency or entity responsible for enforcing these laws. Individuals are not required to notify Appgate about any such reports or disclosures.



WHAT IF?

Someone misuses the Compliance Hotline, makes an anonymous call and falsely accuses someone of wrongdoing.

Experience has shown that the Compliance Hotline is rarely used for malicious purposes, but it is important to know that we will follow up on reports, and anyone who uses the Compliance Hotline in bad faith to spread falsehoods or threaten others or with the intent to unjustly damage another person's reputation, will be subject to disciplinary action.

OUR NON-RETALIATION POLICY

We will not tolerate any retaliation against any employee who, in good faith, asks questions, makes a report of actions that may be inconsistent with our Code, our policies or the law or who assists in an investigation of suspected wrongdoing.

Reporting “in good faith” means making a genuine attempt to provide honest, complete and accurate information, even if it later proves to be unsubstantiated or mistaken.



WHAT IF?

I suspect there may be some unethical behavior going on in my department involving my manager. I know I should report my suspicions, and I am thinking about using the Compliance Hotline, but I am concerned about retaliation.

You are required to report misconduct and, in your situation, using the Compliance Hotline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, you should report it. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be disciplined.



ENSURING THE BEST WORKPLACE

DIVERSITY, EQUITY AND INCLUSION

Appgate helps bring together employees with a wide variety of backgrounds, skills and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our results.

Our colleagues, job applicants and business partners are entitled to respect. We are committed to ensuring that they feel welcomed and valued and that they are given opportunities to grow, contribute and develop with us. To uphold that commitment, we support laws prohibiting discrimination and provide equal opportunity for employment, income and advancement in all our departments, programs and worksites.

This means we base employment decisions solely on qualifications, demonstrated skills and achievements – and never on race, color, religion, sex (including pregnancy, sexual orientation or gender identity), national origin, age, marital status, covered veteran status, disability, genetic information or any other characteristic protected by law.



DO THE RIGHT THING

- » Treat others respectfully and professionally.
- » Promote diversity in hiring and other employment decisions.
- » Do not discriminate against others on the basis of any other characteristic protected by law or Company policy.



WATCH OUT FOR

- » Comments, jokes or materials, including emails, which others might consider offensive.
- » Inappropriate bias when judging others. If you supervise others, judge them on performance. Use objective, quantifiable standards and avoid introducing unrelated considerations into your decisions.



WHAT IF?

One of my coworkers sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

You should notify your manager and a member of the Appgate Legal Department and/or Appgate Human Resources Department. Sending these kinds of jokes violates our Core Values as well as our policies that relate to the use of email and our standards on diversity, harassment and discrimination. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked to create.

HARASSMENT-FREE WORKPLACE

We all have the right to work in an environment that is free from intimidation, harassment, bullying and abusive conduct. Verbal or physical conduct by any employee that harasses another, disrupts another's work performance or creates an intimidating, offensive, abusive or hostile work environment will not be tolerated.

Sexual Harassment

A common form of harassment is sexual harassment, which in general occurs when:

- » Actions that are unwelcome are made a condition of employment or used as the basis for employment decisions, such as a request for a date or a sexual favor.
- » An intimidating, offensive or hostile environment is created by unwelcome sexual advances, insulting jokes or other offensive verbal or physical behavior of a sexual nature.



DO THE RIGHT THING

- » Promote a positive attitude toward policies designed to build a safe, ethical and professional workplace.
- » Help each other by speaking out when a coworker's conduct makes others uncomfortable.
- » Demonstrate professionalism. Do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- » Report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.



WATCH OUT FOR

- » Threatening remarks, obscene phone calls, stalking or any other form of harassment.
- » Sexual harassment or other unwelcome verbal or physical conduct of a sexual nature.
- » The display of sexually explicit or offensive pictures or other materials.
- » Sexual or offensive jokes or comments (explicit or by innuendo) and leering.
- » Verbal abuse, threats or taunting.



WHAT IF?

While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. We were not in the office and it was after regular working hours, so I was not sure what I should do. Was that harassment?

Yes, it was. This type of conduct is not tolerated, not only during working hours but in all work-related situations, including business trips. Tell your colleague such actions are inappropriate and must be stopped, and if they continue, report the problem.

HEALTH AND SAFETY

Ensuring safety is an integral part of everything we do. Each of us is responsible for acting in a way that protects ourselves and others. No matter what job you do or where you do it, we count on every employee to actively promote a safe and healthy workplace and report any situations that may pose a health, safety or security risk.

Reporting risks and hazards is not just the right thing to do, it is a requirement, because a failure to speak up about an incident, or to participate in an investigation into an incident, can have serious repercussions for you, for our Company and for every employee on the job, every day. Do your part to keep everyone in the Appgate family injury-free.

Alcohol and Drugs

While at work or on Appgate business:

- » You should be always ready to carry out your work duties – never impaired.
- » Do not use, possess or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment or harm our Company's reputation.

Workplace Violence

Violence of any kind has no place at Appgate. We will not tolerate:

- » Intimidating, threatening or hostile behavior.
- » Causing physical injury to another.
- » Acts of vandalism, arson, sabotage or other criminal activities.
- » The carrying of firearms or other weapons onto Company property unless you are authorized to do so.



DO THE RIGHT THING

- » Follow the safety, security and health rules and practices that apply to your job.
- » Maintain a neat, safe working environment by keeping workstations, aisles and other workspaces free from obstacles, wires and other potential hazards.
- » Notify your manager and the Appgate Legal Department immediately about any unsafe equipment or any situation that could pose a threat to health, safety or the environment. As an employee, you have the right and the responsibility to stop any work if you feel your safety is at risk.
- » Cooperate with any investigations into incidents.



WATCH OUT FOR

- » Unsafe practices or work conditions.
- » Carelessness in enforcing security standards, such as facility entry procedures and password protocols.



PROTECTING INFORMATION AND ASSETS

OUR COMPANY ASSETS

Each of us is entrusted with Company assets – the resources we own (whether tangible or intangible) that enable us to operate. We are personally responsible for using them with care and protecting them from fraud, waste and abuse. Personal use of Company assets is discouraged, but where permitted, should be kept to a minimum and have no adverse effect on productivity and the work environment.

Physical and Electronic Assets

Physical assets include Appgate facilities, materials and equipment. Electronic assets include computer and communication systems, software and hardware. Files and records are also Company assets, and we have a responsibility to ensure their confidentiality, security and integrity.

Be aware that any information you create, share or download onto Company systems belongs to Appgate, and we have the right to review and monitor system use at any time, without notifying you, to the extent permitted by law.

DO THE RIGHT THING

- » Use Company assets to carry out your job responsibilities, never for activities that are improper or illegal.
- » Observe good physical security practices, especially those related to badging in and out of our facilities.

- » Be a good steward of our electronic resources and systems, and practice good cybersecurity:
 - » Do not share passwords or allow other people, including friends and family, to use Appgate resources.
 - » Do not use Appgate equipment or information systems to create, store or send content that others might find offensive.
 - » Only use software that has been properly licensed. The copying or use of unlicensed or “pirated” software on Company computers or other equipment to conduct Company business is strictly prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the Appgate IT Department.
 - » Lock your workstation when you step away and log off our systems when you complete your work for the day.
 - » Beware of phishing attempts – use caution in opening email attachments from unknown senders or clicking on suspicious links.



WATCH OUT FOR

- » Requests to borrow or use Appgate equipment without approval.
- » Excessive use of Appgate resources for personal purposes.
- » Unknown individuals without proper credentials entering our facilities.

OUR CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY

Appgate relies on each of us to be vigilant and protect confidential information and intellectual property – some of our most important and valuable assets. This means keeping it secure, limiting access to those who have a need to know in order to do their job and only using it for authorized purposes.

Be aware that your obligation to restrict your use of Appgate confidential information and intellectual property continues even after your employment ends.

Intellectual Property

Examples of intellectual property (IP) include:

- » Business and marketing plans
- » Company initiatives (existing, planned, proposed or developing)
- » Customer lists
- » Trade secrets and discoveries
- » Methods, know-how and techniques
- » Innovations and designs
- » Systems, software and technology
- » Patents, trademarks and copyrights

Appgate commits substantial resources to technology development and innovation, and the creation and protection of our intellectual property rights are critical to our business. Contact the Appgate Legal Department if you receive questions regarding:

- » The scope of intellectual property rights
- » The applicability of Appgate rights to another company's products
- » The applicability of a third party's intellectual property rights to Appgate intellectual property rights or products

Our customers, suppliers and other business partners place their trust in us. We must protect their confidential information just as we protect our own.





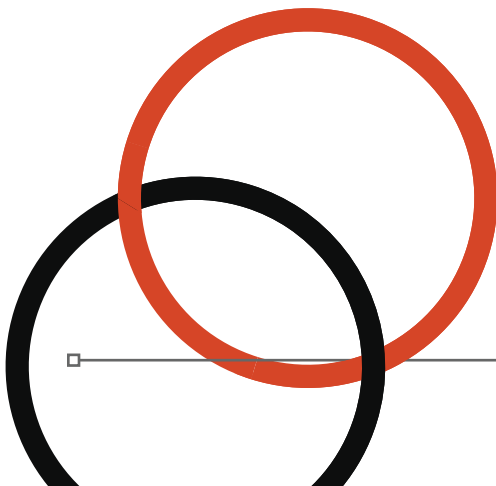
DO THE RIGHT THING

- » Promptly disclose to Company management any inventions or other IP that you create while you are employed by Appgate.
- » Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- » Use and disclose confidential information only for legitimate business purposes.
- » Protect our intellectual property and confidential information by sharing it only with authorized parties.
- » Only store or communicate Company information using Appgate information systems.
- » Understand the expectations of customers and business partners regarding the protection, use and disclosure of the confidential information that they provide to us.
- » Limit any access to third-party confidential information to those persons who have a need to know in order to do their job, and only for authorized purposes.
- » Immediately report any loss or theft of confidential information to your manager and the Appgate Legal Department.



WATCH OUT FOR

- » Discussions of Appgate confidential information in places where others might be able to overhear – for example on planes and elevators and when using phones.
- » Sending confidential information to unattended fax machines or printers.
- » Requests by business partners for confidential information about our customers or about other business partners if there is no associated business requirement or authorization.
- » Unintentional exposure of confidential information about our customers or business partners in public settings or through unsecure networks.



FINANCIAL INTEGRITY

The accuracy and completeness of our disclosures and business records are essential to making informed decisions and to supporting investors, regulators and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies.

Some employees have special responsibilities in this area, but all of us contribute to the process of recording business results or maintaining records. Ensure that the information we record is accurate, timely, complete and maintained in a manner that is consistent with our internal controls, disclosure controls and our legal obligations.

Records Management

Documents should only be disposed of in compliance with Appgate policies and should never be destroyed or hidden. You must never conceal wrongdoing or permit others to do so. Never destroy documents in response to – or in anticipation of – an investigation or audit.

If you have any questions or concerns about retaining or destroying corporate records, please contact the Appgate Legal Department.



DO THE RIGHT THING

- » Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- » Write carefully in all of your business communications. Write as though someday the records you create may become public documents.



WATCH OUT FOR

- » Records that are not clear and complete or that obscure the true nature of any action.
- » Undisclosed or unrecorded funds, assets or liabilities.
- » Improper destruction of documents.



WHAT IF?

At the end of the last quarter reporting period, my manager asked me to record additional expenses, even though I had not yet received the invoices from the supplier and the work had not yet started. I agreed to do it, since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

No, you did not. Costs must be recorded in the period in which they are incurred. The work was not started, and the costs were not incurred by the date you recorded the transaction. It was therefore a misrepresentation and, depending on the circumstances, could amount to fraud.

RESPONSIBLE COMMUNICATIONS

Appgate is committed to maintaining honest, professional and lawful internal and public communications.

We need a consistent voice when making disclosures or providing information to the public. For this reason, each of us must help the Company ensure that only authorized persons speak on behalf of Appgate. Refer any communications with media, investors, stock analysts and other members of the financial community to the Appgate Marketing or Investor Relations Departments, as applicable.

Full, Fair and Timely Disclosures

As a public Company, Appgate is committed to meeting its obligations of full, fair and timely disclosure in all reports and documents that describe our business and financial results and other public communications.

Social Media

Be careful when writing communications that might be published online. If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of Appgate.

If you believe a false statement about our Company has been posted, do not post or share nonpublic information, even if your intent is to “set the record straight.” Your posting might be misinterpreted, start false rumors or may be inaccurate or misleading. Instead, contact Appgate’s Marketing Department.



WATCH OUT FOR

- » Giving public speeches, writing articles for professional journals or other public communications that relate to Appgate without appropriate management approval.
- » The temptation to use your title or affiliation outside of your work for Appgate without it being clear that the use is for identification only.
- » Invitations to speak “off the record” to journalists or analysts who ask you for information about Appgate or its customers or business partners.



CONDUCTING BUSINESS WITH INTEGRITY

FAIR DEALING

We treat our customers and business partners fairly. We work to understand and meet their needs and seek competitive advantages through superior performance, never through unethical or illegal practices. We tell the truth about our services and capabilities and never make claims that are not true. In short, we treat our customers and business partners as we would like to be treated.



DO THE RIGHT THING

- » Be responsive to customer requests and questions. Only promise what you can deliver and deliver on what you promise.
- » Never take unfair advantage of anyone by manipulating, concealing, misrepresenting material facts, abusing privileged information or any other unfair dealing practice.

- » Never grant a customer's request to do something that you regard as unethical or unlawful.
- » Speak up and talk to your manager if you have concerns about any error, omission, undue delay or defect in quality or our customer service.



WATCH OUT FOR

- » Pressure from colleagues or managers to cut corners on quality or delivery standards.
- » Temptations to tell customers what you think they want to hear rather than the truth; if a situation is unclear, begin by presenting a fair and accurate picture as a basis for decision-making.



CONFLICTS OF INTEREST

A conflict of interest can occur whenever you have a competing interest or activity that may interfere with your ability to make an objective decision on behalf of Appgate. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, because the perception of a conflict can undermine the trust others place in us and damage our reputation.

Conflicts of interest may be actual, potential or even just a matter of perception. Since these situations are not always clear-cut, you need to fully disclose them to your manager and the Appgate Legal Department so that they can be properly evaluated, monitored and managed.

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

Corporate opportunities

If you learn about a business opportunity because of your job, it belongs to Appgate first. This means that you should not take that opportunity for yourself unless you get approval from your manager and the Appgate Legal Department. The duties of directors and officers with respect to corporate opportunities are subject to the terms of Appgate's certificate of incorporation, as amended and/or restated from time to time.

Friends and relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, business partner, competitor or even our Company. Since it is impossible to anticipate every scenario that could create a potential conflict, you should disclose your situation to your manager and the Appgate Legal Department to determine if any precautions need to be taken.

Personal investments

A conflict can occur if you have a significant ownership or other financial interest in a competitor, business partner or customer. Make sure you know what is permitted – and what is not – by our policies and seek help with any questions.

Outside employment

To ensure that there are no conflicts and that potential issues are addressed, you always need to disclose and discuss outside employment with your manager and Appgate's Human Resources Department. If approved, you must ensure that the outside activity does not interfere with your work at Appgate. Working for a competitor, business partner or customer may raise conflicts that will need to be resolved. Also, any approved side or personal business should not compete with Appgate.

Civic activities

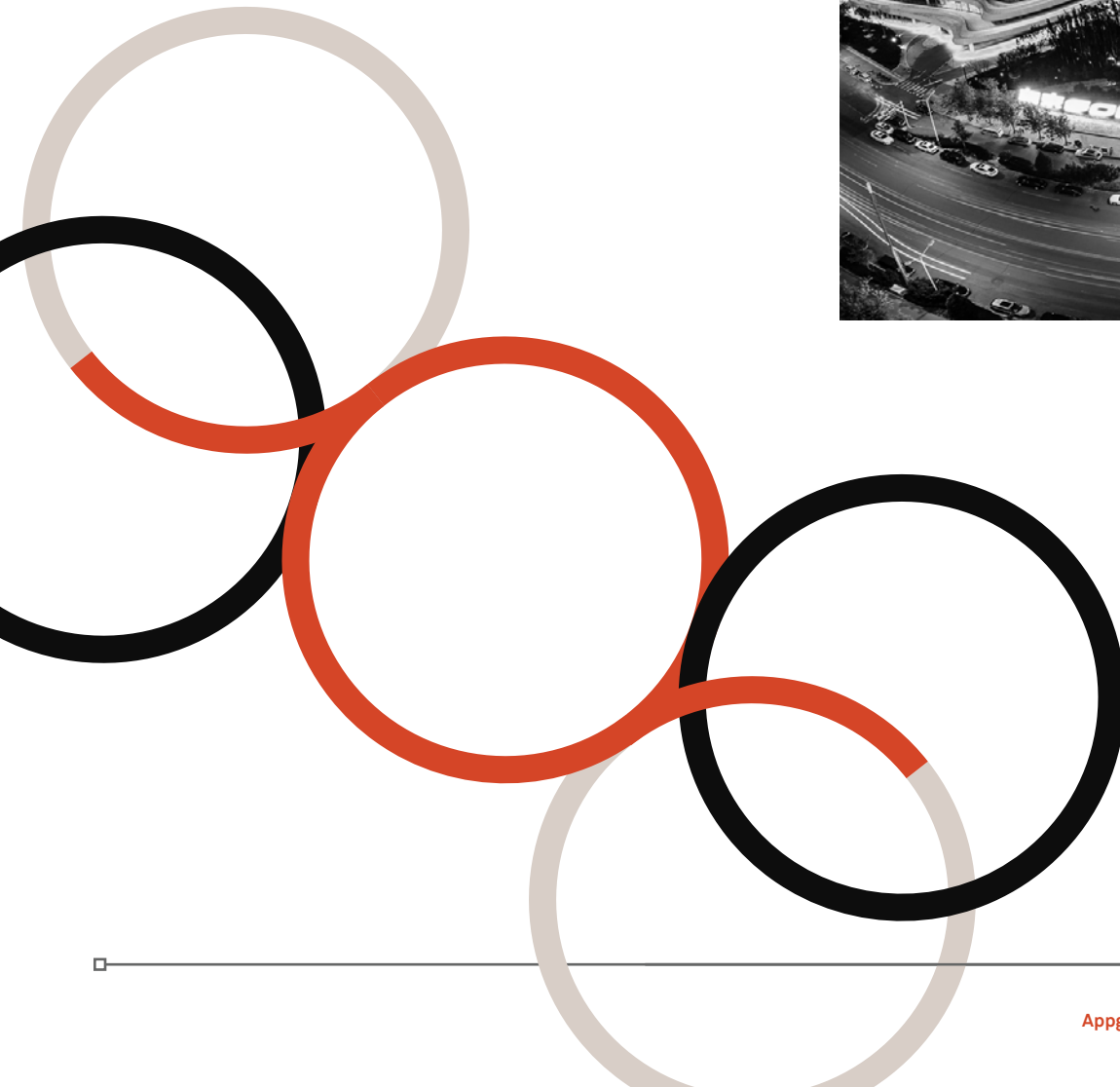
Unless Company management specifically asks you to do so, you should not accept a seat on the board of directors or advisory board of any of our competitors, business partners or customers, especially if your current job gives you the ability to influence our relationship with them.

Service as a public official may also give rise to a conflict of interest. You should not seek or accept an elected or appointed office or position in any national, state, provincial, regional or local government, including any government department, ministry, agency, authority, commission, legislature, council or other public body (such as a school or library board) unless you get approval from your manager and the Appgate Human Resources Department.



DO THE RIGHT THING

- » Avoid conflict of interest situations whenever possible.
- » Always make business decisions in the best interest of Appgate.
- » Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict with Appgate.
- » Discuss with your manager and the Appgate Legal Department full details of any situation that could be perceived as a potential conflict of interest.



GIFTS AND ENTERTAINMENT

Sharing modest gifts and entertainment with our business partners can help build goodwill and enhance our business relationships. If not handled carefully, however, the exchange of gifts and entertainment could be improper or create a conflict of interest. This is especially true if an offer is extended frequently, or if the value is large enough that someone may think it is being offered in an attempt to influence a business decision.

Only offer and accept gifts and entertainment that comply with Appgate policies and make sure that anything given or received is accurately reported in our books and records.

- » Comply not only with our policies, but also with the policies of the recipient's organization before offering or providing gifts or entertainment.
- » Never give or accept cash or cash equivalents.
- » Do not request or solicit personal gifts, favors, entertainment or services.
- » Raise a concern whenever you suspect that a colleague or business partner may be improperly attempting to influence a decision of a customer or government official.

Be aware that the rules for what we may give to – or accept from – government officials are much more strict. Do not offer anything of value to a government official without obtaining approval, in advance, from the Appgate Legal Department. And remember: We do not accept or provide gifts, favors or entertainment to anyone – even if it complies with our policies – if the intent is to improperly influence a decision.



WATCH OUT FOR

- » Situations that could embarrass you or our Company (e.g., entertainment at sexually oriented establishments).
- » Gifts, favors or entertainment that may be reasonable for a privately owned company but not for a government official or agency.



WHAT IF?

When traveling, I received a gift from a business partner that I believe was excessive. What should I do?

You need to let your manager and the Appgate Legal Department know as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity, with a letter of explanation to the donor.



DO THE RIGHT THING

- » Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- » Never offer gifts to – or accept them from – a business partner with whom you are involved in contract negotiations.

INTERACTING WITH THE GOVERNMENT

We are committed to meeting the many special legal, regulatory and contractual requirements that apply to our government contracts. These requirements may apply to bidding, accounting, invoices, subcontracting, employment practices, contract performance, gifts and entertainment, purchasing and

other matters. These requirements may also flow down to individuals and companies working on our behalf. Make sure you know and follow Appgate's Code and policies as well as the laws and regulations that apply to government-related work.

SOURCING RESPONSIBLY

Appgate evaluates and engages with qualified business partners on an objective basis grounded in fairness. When selecting partners, we assess their ability to satisfy our business and technical needs and requirements.

All agreements are negotiated in good faith and must be fair and reasonable for both parties. Do your part to hold our business partners to our high standards and ensure they operate ethically, in compliance with the law and in a way that is consistent with our Code, our policies and our Core Values.



COOPERATION WITH INVESTIGATIONS AND AUDITS

From time to time, employees may be asked to participate in internal and external investigations and audits that are conducted by our Company. All employees are expected to fully cooperate with all such requests and ensure that any information provided is true, accurate and complete.

You may also receive inquiries or requests from government officials. If you learn of a potential government investigation or inquiry, immediately notify your manager and the Appgate Legal Department before taking or promising any action. If you are directed by our Company to respond to a government official's

request, extend the same level of cooperation and again, ensure that the information you provide is true, accurate and complete.



WATCH OUT FOR

- » Falsified information. Never destroy, alter or conceal any document in anticipation of or in response to a request for these documents.
- » Unlawful influence. Never provide or attempt to influence others to provide incomplete, false or misleading statements to a Company or government investigator.

DATA PRIVACY

We respect the personal information of others. Follow our policies and all applicable laws and regulations in collecting, accessing, using, storing, sharing and disposing of sensitive information. Only use it – and share it with others outside of Appgate – for legitimate business purposes.

Make sure you know the kind of information that is considered personal information. It includes anything that could be used to identify someone, either directly or indirectly, such as a name, email address, phone number or credit card number.



WATCH OUT FOR

- » Sending sensitive information to unattended fax machines or printers.
- » Failing to shred or securely dispose of sensitive information.
- » Using “free” or individually purchased internet hosting, collaboration or cloud services that could put personal information at risk.



INSIDER TRADING

We respect every company's right to protect its material, nonpublic ("inside") information, and we comply with insider trading laws. In the course of business, you may learn confidential information about Appgate or about other publicly traded companies that is not available to the public. Trading securities while aware of material, nonpublic information, or disclosing it to others who then trade ("tipping"), is prohibited by various laws.

Material Information

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that may be material are:

- » Quarterly earnings information
- » A proposed acquisition or sale of a business
- » A significant expansion or cutback of operations
- » A significant product development or important information about a product
- » Extraordinary management or business developments
- » Changes in strategic direction such as entering new markets



DO THE RIGHT THING

- » Do not buy or sell securities of any company when you have material nonpublic information about that company.
- » Protect material nonpublic information from the general public including information in both electronic form and in paper copy.
- » Discuss any questions or concerns about insider trading with the Appgate Legal Department.



WATCH OUT FOR

- » Requests from friends or family for information about companies that we do business with or have confidential information about. Even casual conversations could be viewed as illegal "tipping" of inside information.
- » Sharing material nonpublic information with anyone, either on purpose or by accident, unless it is essential for Appgate-related business. Giving this information to anyone else who might make an investment decision based on your inside information is considered "tipping" and is against the law regardless of whether you benefit from the outcome of their trading.

ANTI-CORRUPTION AND ANTI-BRIBERY

We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs. Appgate is committed to complying with all applicable anti-corruption laws.

We do not pay or accept bribes or kickbacks, at any time for any reason. This applies equally to any person or firm who represents our Company.

It is especially important that we exercise due diligence and carefully monitor third parties acting on our behalf. We carefully screen all business partners who work on our behalf, particularly when dealing in countries with high corruption rates and in any situations where “red flags” would indicate further screening is needed before retaining the business partner. Our partners must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions. We never ask them to do something that we are prohibited from doing ourselves.

Key Definitions

Bribery means giving or receiving anything of value (or offering to do so) in order to obtain a business, financial or commercial advantage.

Corruption is the abuse of an entrusted power for private gain.

Facilitation payments are typically small payments to a low-level government official that are intended to encourage the official to perform his responsibilities.

Government officials include government employees, political parties, candidates for office, employees of public organizations and government-owned entities.





DO THE RIGHT THING

- » Understand the standards set forth under anti-bribery laws which apply to your role at Appgate.
- » Never give anything of value inconsistent with local laws and regulations to any government official. If you are not sure of the local laws, the safest course of action is to not give anything of value.
- » Accurately and completely record all payments to third parties.



WATCH OUT FOR

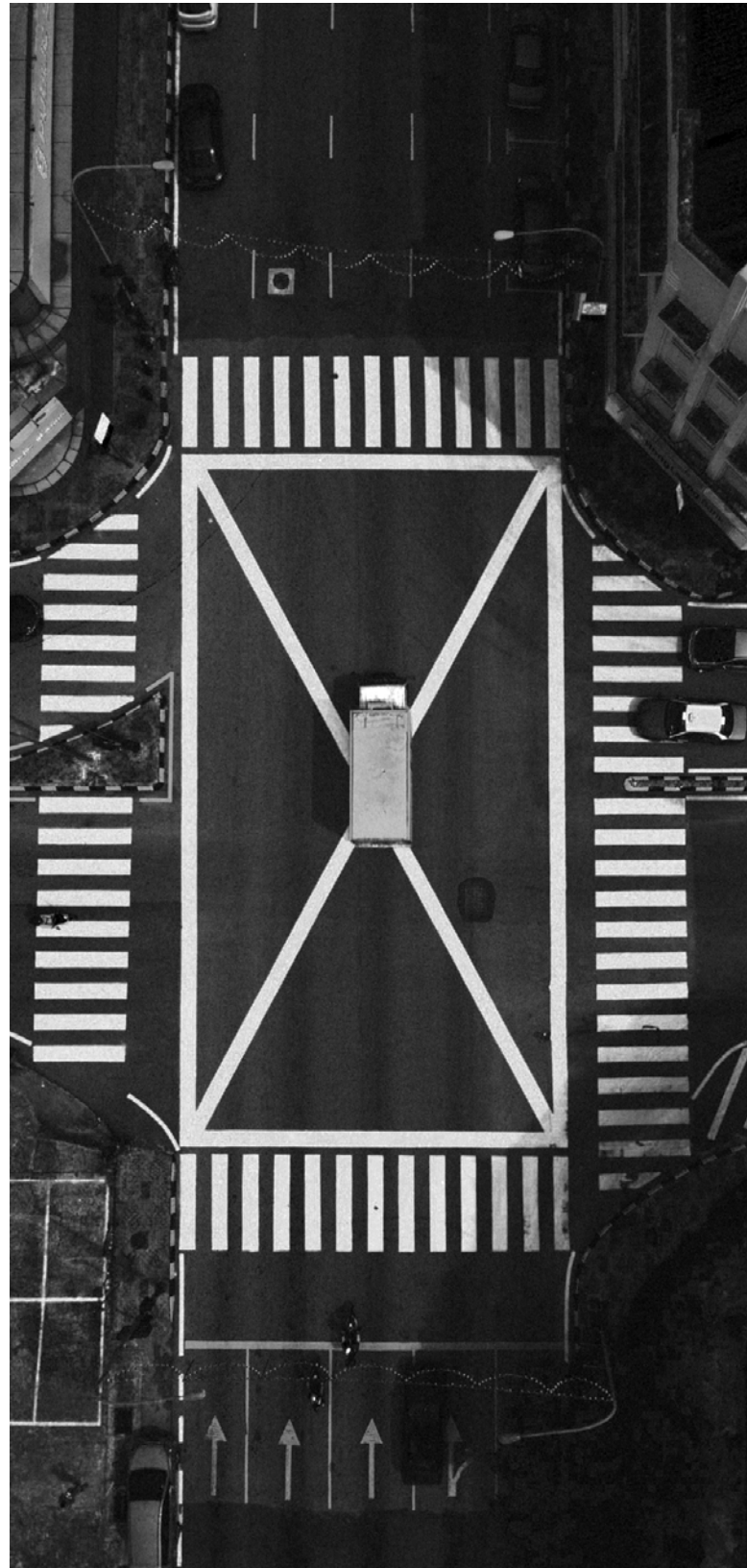
- » Apparent violations of anti-bribery laws by our business partners.
- » Agents who do not wish to have all terms of their engagement with Appgate clearly documented in writing.



WHAT IF?

I work with a foreign agent in connection with our operations in another country. I suspect that some of the money we pay this agent goes toward making payments or bribes to government officials. What should I do?

This matter should be reported to the Appgate Legal Department for investigation. If there is bribery and we fail to act, both you and our Company could be liable. While investigating these kinds of matters can be culturally difficult in some countries, any agent doing business with us should understand the necessity of these measures. It is important and appropriate to remind our agents of this policy.



GLOBAL TRADE

Appgate has global operations that support a growing, worldwide customer base. To maintain and grow our global standing, all employees, officers and directors must strictly comply with all applicable laws that govern the import, export and re-export of our products, and also with the laws of the countries where our products are manufactured, repaired or used. Any violation of these laws, even through ignorance, could have damaging and long-lasting effects on our business.

If your responsibilities include exporting products or receiving imported products, you are responsible for screening customers, suppliers and transactions to ensure that we comply with all applicable export and import requirements.



DO THE RIGHT THING

- » Obtain all necessary licenses before the export or re-export of products, services or technology.
- » Report complete, accurate and detailed information regarding every imported product, including its place(s) of manufacture and its full cost.
- » Direct any questions you have regarding imports or exports of our products, parts or technology to the Appgate Legal Department.



WATCH OUT FOR

- » Transferring technical data and technology to someone in another country, such as through email, conversations, meetings or database access. This restriction applies to sharing information with coworkers, as well as non-employees.
- » Transporting Company assets that contain certain technology (such as a computer, on a business trip) to another country.



WHAT IF?

My work requires regular interaction with Customs officials and, as part of my job, I am routinely asked to provide them with information about our imports and exports. Do I really need to contact the Appgate Legal Department prior to each and every submission of information to the government?

The right approach here would be to discuss with the Appgate Legal Department the types of requests your department routinely receives from Customs. These routine requests, once understood, might be handled without any legal review. Extraordinary requests would still require the Appgate Legal Department's review to ensure that you are responding accurately, fully and in accordance with the law.

ANTITRUST AND FAIR COMPETITION

We believe in free and open competition and never engage in practices that may limit competition or try to gain competitive advantages through unethical or illegal business practices. Antitrust laws are complex and compliance requirements can vary depending on the circumstances, so seek help with any questions about what is appropriate and what is not.

In general, the following activities are **red flags** and should be avoided and, if detected, reported to the Appgate Legal Department:

- » Sharing our Company's competitively sensitive information with a competitor.
- » Sharing competitively sensitive information of business partners or other third parties with their competitors.
- » Attempting to obtain nonpublic information about competitors from new hires or candidates for employment.



Acquiring Business Intelligence

Information about competitors is a valuable asset in today's competitive business environment, but in collecting business intelligence, you and others working on our behalf, must always live up to the highest ethical standards. Obtain competitive information only through legal and ethical means, never through fraud, misrepresentation, deception or the use of technology to "spy" on others. Sharing competitively sensitive information with competitors (whether that information belongs to us or our business partners) is always prohibited.



DO THE RIGHT THING

- » Do not enter into agreements with competitors or others to engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers or markets.
- » Do not engage in conversations with competitors about competitively sensitive information.
- » Be careful when accepting information from third parties. You should know and trust their sources and be sure that the information they provide is not protected by trade secret laws, nondisclosure or confidentiality agreements.
- » Respect the obligations of others to keep competitive information confidential, including former employees of competitors, who are obligated not to use or disclose their former employer's confidential information.
- » While Appgate may employ former employees of competitors, recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.



WATCH OUT FOR

- » Collusion – when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages or allocations of markets.
- » Bid-rigging – when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.

- » Tying – when a company with market power forces customers to agree to services or products that they do not want or need.
- » Predatory pricing – when a company with market power sells a service below cost to eliminate or harm a competitor, with the intent to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.
- » Retaining papers or computer records from prior employers in violation of laws or contracts.
- » Using anyone else's confidential information without appropriate approvals.
- » Using job interviews as a way of collecting confidential information about competitors or others.
- » Receiving suggestions from third parties for new products, product features or services when the source of the original idea is not fully known.



WHAT IF?

I received sensitive pricing information from one of our competitors. What should I do?

You should contact the Appgate Legal Department without delay and before any further action is taken. It is important, from the moment we receive such information, that we demonstrate respect for antitrust laws, and we make it clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending a letter to the competitor.

ANTI-MONEY LAUNDERING

Money laundering is a global problem with far-reaching and serious consequences. It is defined as the process of moving funds made from illegal activities through a legal business to make them appear legitimate. Involvement in such activities undermines our integrity, damages our reputation and can expose our Company and the individuals involved to severe sanctions.

We are committed to conducting business in a way that prevents money laundering and complying with all anti-money laundering, financial crimes and anti-terrorism laws wherever we operate. Report any suspicious financial transactions and activities to the Appgate Legal Department and, if required, to appropriate government agencies.



WATCH OUT FOR

- » Attempts to pay in cash or in a different currency than shown on the invoice.
- » Requests to ship to a country that differs from where payment originated.
- » Avoidance of recordkeeping requirements.
- » Payments made by someone who is not a party to the transaction.
- » Unusual changes to a customer's normal pattern of transactions.



BUILDING A BETTER WORLD

SUSTAINABILITY

We recognize our environmental and societal responsibilities. We are committed to sustainability and to minimizing damage to the environment as well as any potential harm to the health and safety of employees, customers and the public.



DO THE RIGHT THING

- » Protect employee safety and the environment. Operate in full compliance with environmental, health and safety laws and regulations.
- » Read and understand all the information provided by our Company that is relevant to your job and the health, safety and environmental effects of our operations.
- » Fully cooperate with environmental, health and safety training and with our Company's periodic compliance reviews of our products and operations.
- » Stop work and report any situation that you believe could result in an unsafe working condition or damage to the environment.
- » Provide complete and accurate information in response to environmental, health and safety laws, regulations and permits.
- » Be proactive and look for ways that we can minimize waste, energy and use of natural resources.

Contact the Appgate Legal Department if you have any questions about compliance with environmental, health and safety laws and policies.



HUMAN RIGHTS

We conduct our business in a manner that respects the human rights and dignity of all, and we support international efforts to promote and protect human rights, including a commitment to the United Nations Universal Declaration of Human Rights and an absolute opposition to slavery and human trafficking.

Each of us can help support efforts to eliminate abuses such as child labor, slavery, human trafficking and forced labor.



DO THE RIGHT THING

- » Report any suspicion or evidence of human rights abuses in our operations or in the operations of our suppliers.
- » Remember that respect for human dignity begins with our daily interactions with one another, our business partners and our customers. It includes promoting diversity and doing our part to protect the rights and dignity of everyone with whom we do business.



WHAT IF?

When I was visiting a new supplier, I noticed employees working there who seemed underage. When I asked about it, I did not get a clear answer. What are my next steps?

You did the right thing first to be on the lookout for human rights abuses and second to raise the issue with our supplier. The next step is to report the incident to the Appgate Legal Department. We are committed to human rights and to the elimination of human rights abuses including child labor.



CHARITABLE ACTIVITIES, POLITICAL ACTIVITIES AND LOBBYING

Appgate encourages you to support charitable and civic causes that are personally important to you, but, in general, ask that you do so on your own time and at your own expense, making sure that your activities are lawful and consistent with our policies.

Each of us has the right to voluntarily participate in the political process, too, including making personal political contributions. However, you must always make it clear that your personal views and actions are not those of Appgate.

Unless you receive approval in advance, please do not use Appgate funds, assets or the Appgate name to further your personal or political activities, and never pressure your colleagues to participate.

DO THE RIGHT THING

- » Ensure that your personal political views and activities are not viewed as those of the Company.
- » Do not use our resources or facilities to support your personal political activities.
- » Follow all federal, state, local and foreign election laws, rules and regulations as they relate to Company contributions or expenditures.



WATCH OUT FOR

- » Lobbying. Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Appgate Legal Department.
- » Pressure. Never apply direct or indirect pressure on another employee to contribute to, support or oppose any political candidate or party.
- » Improper influence. Avoid even the appearance of making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- » Conflicts of interest. Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties at Appgate.



WHAT IF?

I will be attending a fundraiser for a candidate running for local office. Is it OK to mention my position at Appgate as long as I do not use any Company funds or resources?

No. It would be improper to associate our name in any way with your personal political activities.

