



Code of Business Conduct and Ethics

Dear SugarAI Employees,

At SugarAI, our success is built on more than just great software—it's built on trust. How we're perceived by our customers, partners, colleagues, and communities depends on the choices we make and the standards we uphold every day.

To protect and grow our brand, we must hold ourselves to the highest ethical standards. The **SugarAI Code of Business Conduct and Ethics** (the “**Code**”) is here to help guide our decisions and reinforce our shared commitment to integrity, respect, and accountability. It's not a rulebook for every situation—but it is a powerful resource for making sound choices in a complex, global business environment.

This Code applies to all of us—employees, officers, and directors—and extends to third parties conducting business on SugarAI's behalf. It reflects our responsibility to act with integrity, comply with the law, and uphold our company values no matter where we work or what role we play.

You are expected to:

- Conduct business ethically and in compliance with the law and company policies.
- Read, understand, and follow the Code and all policies relevant to your role.
- Participate in required training and seek guidance when something is unclear.
- Promptly report concerns or possible violations.
- Cooperate in any related investigation.

From time to time, you may be asked to certify that you understand and follow the Code and that you're not aware of any violations. This is your personal commitment to doing the right thing and helping us maintain a culture of integrity.

If you're ever unsure how to act, ask yourself:

- Does this feel right?
- Is it legal and aligned with our Code and policies?
- How would this look to my manager, company leadership, or the public?
- Should I ask for another perspective?

Together, our integrity shapes the way customers experience our brand and drives our continued success. Thank you for upholding these values and contributing to SugarAI's trusted reputation.

**Sincerely,
SugarAI Software Inc.**

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Our Standards of Conduct

SugarAI is grounded in strong corporate values and ethical business practices. This Code exists to help prevent misconduct and to promote:

- **Honest and ethical behavior**, especially in handling real or perceived conflicts of interest between personal and professional responsibilities.
- **Accurate, timely, and transparent disclosures** in regulatory filings and public communications.
- **Compliance** with all applicable laws, regulations, and internal policies.
- **Prompt internal reporting** of suspected violations of the Code.
- **Accountability** for following this Code.

We take these standards seriously. Violations may result in disciplinary action—ranging from a warning to termination—depending on the nature of the misconduct and relevant legal requirements.

Examples of conduct that may lead to disciplinary action include (but are not limited to):

- Engaging in illegal or unethical activity that jeopardizes SugarAI's integrity or obligations.
- Misusing or damaging company property, such as devices, systems, or facilities.
- Using abusive, offensive, or disrespectful language or behavior toward others.
- Spreading false or harmful information about colleagues, management, SugarAI, or its products.
- Stealing company or employee property.
- Falsifying records, including timecards, benefits information, or expense reports.
- Repeated or intentional violation of safety rules.
- Refusing to follow work instructions or acting with insubordination.
- Engaging in fighting, threats, or disorderly conduct on company premises or while conducting company business.
- Misusing or misrepresenting company information for personal benefit.
- Improperly sharing confidential information without authorization or required agreements.
- Intentionally disrupting company operations.
- Bringing weapons onto company property.
- Violating data privacy laws (e.g., GDPR, CCPA/CPRA).
- Failing to comply with the Acceptable Use Policy.
- Entering into unauthorized "Side Agreements" (as defined in this Code).

Side Agreements

Employees are **strictly prohibited** from entering into any **Side Agreement** on behalf of SugarAI.

A **Side Agreement** is any promise, term, or commitment—written, verbal, electronic, or informal—made to a customer, distributor, or partner that is **not included in an official, approved SugarAI contract** (such as a purchase agreement or customer purchase order that has been reviewed and authorized by both the Finance and Legal departments).

Examples of Side Agreements include unauthorized commitments related to:

- Return or acceptance rights
- Future discounts or pricing
- Deferred or extended payment terms
- Free services (e.g., consulting, training, support, development)
- Promises to deliver future features, enhancements, or upgrades outside of standard support agreements
- Any term that deviates from company policy or applicable law

To be valid, all agreements with customers must be **formally documented** and **pre-approved in writing** by both SugarAI's **Finance and Legal departments**.

Even implied agreements or casual commitments made via email or phone call may constitute a Side Agreement and are **not allowed**.

What you must do:

- Never make promises or commitments outside of approved agreements.
- Contact Legal or the CFO if you're ever unsure whether a conversation or term qualifies as a Side Agreement.
- Immediately report any suspected Side Agreements to Legal or the CFO.

Violating this policy may lead to disciplinary action, including termination, and may expose the employee to **personal civil and criminal liability**, depending on the circumstances and applicable laws.

Confidential Information & Intellectual Property

At SugarAI, protecting confidential information is essential to our business success and reputation. As part of your work, you may access sensitive information about the company, our customers, partners, or other third parties. You are expected to safeguard this information at all times.

What Is Confidential Information?

Confidential or proprietary information includes any non-public details that, if disclosed, could harm SugarAI or the third parties we do business with. This includes, but is not limited to:

- Source code and software programs
- Non-public customer lists
- Financial data, forecasts, and reports
- Product roadmaps and marketing strategies
- Mergers, acquisitions, or customer wins not yet public
- Research and development plans
- Employee salary or performance details (without consent)
- Trade secrets and intellectual property

- Pricing and discount lists
- Internal directories or org charts

If information was shared with the expectation it would be kept confidential—even by a third party—it must be treated accordingly.

Your Responsibilities

- Only use confidential information as needed to do your job.
- Do not share it unless legally required or expressly authorized.
- Never disclose confidential details in public places (including social media, blogs, or online forums).
- Keep it confidential even after your employment ends.
- When in doubt, treat information as confidential and check with Legal.

All employees must sign a confidentiality and non-disclosure agreement (NDA) upon joining SugarAI, and you are still bound by these obligations even if the NDA is unsigned or misplaced.

After You Leave

Your duty to protect SugarAI's confidential and proprietary information continues after your employment ends. You may not use or share trade secrets, sensitive business documents, or insider knowledge for any reason.

Respecting Others' IP

Just as we expect our information to be protected, SugarAI respects the intellectual property of others. You must not store, use, or distribute confidential or proprietary materials from third parties (including previous employers) on SugarAI systems or property.

Violations

Misusing or disclosing confidential or proprietary information—whether intentionally or not—may result in disciplinary action, including termination, civil fines, or criminal penalties, even if you don't personally benefit from the disclosure.

Personal Data & Privacy

At SugarAI, we take privacy seriously. We respect the personal data of our employees, customers, and partners, and we handle that data with care and integrity. We follow all applicable privacy laws and treat privacy as a fundamental human right.

Your Responsibilities When Handling Personal Data

When collecting, using, or storing personal data, you must:

- Collect only the data you truly need—and only use it for its intended, lawful purpose.
- Get consent where required, in line with local laws.
- Keep personal data safe and secure.
- Use good judgment and consider the risks of handling personal data—protect people's trust.

You must **not**:

- Keep personal data longer than needed for its intended purpose or legal requirement.
- Transfer personal data across borders without first checking with Legal.
- Use personal data in ways customers wouldn't reasonably expect.

If you're ever unsure, ask your manager or the Legal Department before proceeding.

Avoiding Conflicts of Interest

At SugarAI, we expect all employees to act in the company's best interests. A **conflict of interest** happens when your personal, financial, or outside interests—real or perceived—interfere with your ability to make objective decisions for the company.

Even the **appearance** of a conflict can damage trust and credibility. That's why it's important not just to avoid conflicts, but to avoid situations that might look like one.

Common Examples of Conflicts:

You may be facing a conflict of interest if you:

- Have a financial stake (directly or indirectly) in a company that does business with, competes with, or seeks to work with SugarAI.
- Take on outside work that affects your ability to perform your job at SugarAI.
- Serve as an employee, consultant, or board member for a competitor, customer, partner, or supplier.
- Have a personal relationship with someone at a current or prospective customer, supplier, or competitor that could compromise your business judgment.
- Manage or influence someone with whom you have a close personal relationship.

Note: Investments in mutual funds or index funds where you don't have control over specific holdings are not considered conflicts.

What You Must Do:

- Use good judgment and avoid any activity that could compromise—or appear to compromise—your objectivity.
- **Disclose** any actual, potential, or perceived conflicts to the Chief Legal Officer before taking action.

- Get **written approval** from Legal if you're unsure whether something qualifies.

Conflicts of interest aren't always black and white. If you're unsure, ask. Transparency protects both you and the company.

Global Compliance: Trade, Anti-Corruption, and Human Rights

At SugarAI, we operate around the world with a commitment to integrity, compliance, and respect for global laws and human rights. This section outlines key compliance areas that apply to all employees, contractors, and partners.

Anti-Corruption & Bribery

We have **zero tolerance for bribery or corruption**—in any form, for any reason.

All employees must comply with the U.S. **Foreign Corrupt Practices Act (FCPA)**, the **UK Bribery Act**, and other applicable anti-bribery laws. These laws apply to both government and commercial dealings.

Bribery includes offering or accepting anything of value (e.g., gifts, meals, travel, or favors) to gain an unfair advantage or influence a decision. **Kickbacks**—payments made to reward or secure business—are also strictly prohibited.

Key expectations:

- Never offer or accept bribes.
- Don't use third parties (like agents or consultants) to do what you cannot.
- Always get Legal approval before offering gifts, entertainment, or expenses involving government officials.
- Violations may lead to criminal penalties, fines, and/or termination.

Government-Related Expenses

In rare, lawful, and pre-approved cases, limited business-related expenses (e.g., travel or meals) for government officials may be permitted—**but only if**:

- The expense is reasonable and customary;
- It supports a legitimate business purpose (e.g., a product demonstration or contract execution);
- It is pre-approved in writing by the **Chief Legal Officer** and a second-level manager; and
- It is fully and accurately recorded in our financial records.

Gifts & Business Courtesies

Gifts and entertainment can help build relationships—but they must never influence a business decision or appear improper.

Acceptable examples include:

- Modest business meals
- Token gifts for cultural events or milestones
- Prizes from company-sponsored contests

Never offer or accept:

- Lavish or excessive entertainment
- Cash or cash equivalents
- Political donations or unapproved charitable gifts
- Anything meant to improperly influence business decisions

When in doubt, consult Legal—especially if returning a gift would be impractical (e.g., perishable items).

Recordkeeping

All financial records must be complete, accurate, and reflect actual transactions. Creating false records or hiding accounts or assets is strictly prohibited.

Economic Sanctions & Import/Export Compliance

SugarAI complies fully with U.S. and international sanctions laws. We do not conduct business with individuals, companies, or countries that appear on applicable sanctions or restricted party lists.

We are also committed to following all laws related to the **export, re-export, and import** of our products, software, technology, and data—including intangible assets like source code and cloud services.

Export Responsibilities

Before exporting, you must:

- Confirm the **destination country, end user, and intended use**.
- Use SugarAI's internal compliance tools (such as the CSI system) for screening.
- Never override or bypass export controls.

Import Responsibilities

Before importing, ensure you:

- Follow all **local laws**, including requirements for duties, taxes, and import documentation.

Reminder: Export controls apply to both physical and digital items (e.g., software, technical documentation, data transfers).

Sanctions Screening

We regularly screen all customers and partners against the U.S. Treasury sanctions list:

[U.S. Treasury Sanctions Programs](#)

If SugarAI identifies a match or learns that a business partner is subject to sanctions, we are required to:

- **Immediately cease all business activity**, and
- **Report the incident to the U.S. Office of Foreign Assets Control (OFAC)** within 10 business days.

If you suspect a potential sanctions issue, **contact Legal immediately**. Do not delay or investigate on your own.

Anti-Boycott Laws

We comply with U.S. anti-boycott laws, even when operating outside the U.S. We cannot support or participate in boycotts not sanctioned by the U.S. government (e.g., the Arab League boycott of Israel).

What to do:

- Watch for boycott requests hidden in documents (e.g., letters of credit).
- Report any questionable requests immediately to Legal.

Political Activity

You may participate in politics personally, on your own time. However:

- Do not use company resources or funds for political donations or campaigns.
- Ensure your participation doesn't affect your job or SugarAI's reputation.

Anti-Money Laundering (AML)

SugarAI complies with all anti-money laundering laws. Be alert to red flags such as:

- Unusual cash transactions
- Payments from unrelated third parties
- Requests to route funds through offshore or non-business accounts

If you suspect suspicious activity, report it to your manager or the **CFO** immediately.

Human Rights & Anti-Trafficking

SugarAI has **zero tolerance for modern slavery**, forced labor, or human trafficking—within our company or supply chain.

We expect all suppliers and partners to:

- Respect international labor laws and standards
- Undergo audits where required
- Follow our **Supplier Code of Conduct**

We are committed to transparency and compliance with laws like the **UK Modern Slavery Act**, **Australian Modern Slavery Act** and other global human rights regulations.

Respect, Dignity & Fair Treatment

At SugarAI, we are committed to maintaining a workplace where everyone feels respected, safe, and valued. Our culture is built on trust, inclusivity, and equal opportunity for all.

We do not tolerate discrimination, harassment, or any behavior that undermines the dignity of others—whether it comes from an employee, manager, customer, partner, vendor, or visitor.

Equal Opportunity

Every employee deserves fair and equal treatment, regardless of:

- Race, color, or ethnicity
- Age or gender (including gender identity or expression)
- Religion, nationality, or cultural background
- Sexual orientation, marital status, or family status
- Disability or medical condition
- Social class or political beliefs
- Any other characteristic protected by law

We expect everyone at SugarAI to treat colleagues and others with professionalism and respect—every day.

Harassment-Free Workplace

Harassment of any kind is strictly prohibited. This includes verbal, visual, or physical behavior that creates a hostile, intimidating, or offensive environment.

Harassment may also occur when:

- Someone is pressured to accept inappropriate conduct as a condition of employment.

- A decision (e.g., promotion, assignment, or termination) is based on accepting or rejecting such conduct.
- Conduct disrupts an employee's ability to do their job effectively.

This policy applies equally to conduct by non-employees—such as contractors, vendors, and partners.

Reporting & Accountability

If you experience or witness harassment, **speak up immediately**. Report concerns to your manager, HR, or follow the reporting process outlined in this Code.

We take all reports seriously. Anyone found to have violated this policy may face disciplinary action, up to and including termination.

Retaliation is strictly prohibited. Anyone who reports a concern or participates in an investigation in good faith is protected. Retaliating against someone for doing so is a serious violation of this Code and will not be tolerated.

Corporate Communications & Social Media Policy

To protect SugarAI's reputation and ensure consistent messaging, only **authorized company spokespersons** may publicly share material information about the company. This includes disclosures made through press releases, interviews, speeches, social media, and any communication likely to reach investors, analysts, or the media.

From time to time, authorized spokespersons may designate other employees to respond to specific inquiries or speak on SugarAI's behalf.

Social Media Engagement

We encourage employees to engage professionally on social media and build positive connections with customers, partners, and industry leaders. However, all participation must reflect our values and protect confidential information.

Note: All social media activity must also comply with SugarAI's **Data Privacy** and **Confidentiality** policies.

If you're active on social media, please:

- **Clearly state your affiliation** as a SugarAI employee when discussing industry topics.
- **Follow and interact** with SugarAI accounts on platforms like LinkedIn, X (formerly Twitter), Facebook, and Instagram.
- **Stay professional**—even when discussing non-work-related topics. You're still representing the company.
- **Follow SugarAI's harassment prevention policy** in all interactions.

- **Flag issues or opportunities** by emailing the Sugar social team at social@SugarAI.com.
- **Ask questions** if you're unsure how to respond or represent the brand.

Please do not:

- Share **confidential or proprietary information**.
- Misrepresent yourself, SugarAI, or your role—or encourage others to do so.
- Post **false, misleading, or unverified claims**.
- Engage in personal attacks or speak negatively about coworkers, customers, competitors, interns, or contractors.

If in doubt, don't post—or ask Legal or Marketing.

Responsible Use of AI

SugarAI is committed to the ethical and responsible use of Artificial Intelligence (AI) and machine learning technologies. Employees must ensure that any AI-powered tools or solutions we develop, deploy, or use:

- Align with our values of fairness, transparency, and accountability;
- Comply with applicable data privacy, security, and intellectual property laws; and
- Do not produce or reinforce bias, discrimination, or misleading outcomes.

If you're involved in AI-related work or decisions, use good judgment, prioritize human oversight, and consult Legal or your manager with any concerns.

Personal Relationships at Work

Personal relationships in the workplace can create real or perceived conflicts of interest, impacting team dynamics, decision-making, and overall effectiveness.

To avoid these risks, **any SugarAI employee or contractor must not engage in a personal relationship with someone they directly or indirectly manage, report to, or have a contractual influence over—without prior approval from the Chief Human Resources Officer (CHRO).**

This policy applies to all employees, contractors, and anyone providing services on SugarAI's behalf.

If you believe a personal relationship could create a conflict, or the appearance of one, you must disclose it to the CHRO before it affects reporting lines, team structure, or responsibilities.

Off-Duty Conduct

What employees do outside of work is generally their own business—but certain off-duty actions can affect SugarAI's interests.

Employees are expected to manage their personal conduct in a way that does **not harm SugarAI's reputation, integrity, or business operations.**

If your off-duty behavior:

- Creates a conflict of interest,
- Impacts your ability to perform your job, or
- Reflects negatively on the company,

...you must **disclose it in writing to the Chief Legal Officer.**

Without written approval, conduct that adversely affects SugarAI's business or credibility may result in disciplinary action.

Corporate Opportunities

As a SugarAI employee, you're expected to put the company's interests first and help advance them whenever possible.

You may not take personal advantage of any business opportunity you learn about through your work at SugarAI—unless the company has first had the chance to evaluate and decline the opportunity in writing.

If you come across a potential business opportunity that SugarAI might reasonably be interested in:

- **Promptly notify your manager or the Chief Legal Officer.**
- **Give the company time to decide** whether it wants to pursue it.
- If SugarAI chooses not to move forward, you may act on the opportunity—**but only with written approval.**

Using company information for personal gain, without proper disclosure and approval, is prohibited.

Fair Competition & Antitrust Compliance

At SugarAI, we believe in winning business the right way—by offering the best products and services, not by limiting fair competition.

We compete honestly and lawfully in every market. That means:

- Accurately representing our products and services in all marketing, advertising, and sales materials.
- Making fair, fact-based comparisons with competitors—without misleading claims, omissions, or exaggerations.

Prohibited Conduct

We strictly comply with antitrust and competition laws, which prohibit activities that restrain trade or distort markets. Examples of illegal practices include:

- **Bid rigging** – agreeing in advance who will win a bid.
- **Price fixing** – agreeing with competitors on pricing or pricing strategies.
- **Market allocation** – dividing customers, markets, or regions with competitors.
- **Production restrictions** – coordinating with others to limit output or capacity.

These agreements don't need to be in writing to be illegal—even casual conversations or informal understandings can violate the law.

Your Responsibilities

- Never discuss pricing, bids, customers, or sales territories with competitors.
- If a conversation turns to a prohibited topic (e.g., at a trade show or industry event), **end it immediately** and report the incident to the **Chief Legal Officer**.

Violations of antitrust laws are serious and can result in criminal penalties, fines, and disciplinary action—including termination. Because these laws vary by country and can be complex, always check with Legal if you're unsure.

Environmental Responsibility and ESG Commitment

SugarAI is committed to operating our business in a way that respects the environment and supports long-term sustainability. We strive to reduce our environmental footprint, use resources responsibly, and promote ethical practices across our operations and supply chain.

We also recognize the importance of Environmental, Social, and Governance (ESG) principles. This includes upholding human rights, promoting diversity and inclusion, maintaining strong corporate governance, and working with partners who share our commitment to ethical and sustainable practices.

Employees are expected to support these efforts and consider environmental and social impact in their daily decisions and actions.

Questions, Reporting & Consequences of Violations

At SugarAI, upholding this Code is a **personal responsibility** for every employee. We are committed to creating a culture where ethical concerns can be raised openly and without fear of retaliation.

Speak Up — It's the Right Thing to Do

If you see something that may violate this Code, company policy, or the law, you have a duty to report it. We encourage you to raise concerns early so that issues can be addressed quickly and responsibly.

SugarAI strictly prohibits any form of retaliation against individuals who report concerns in good faith or who cooperate in an investigation. Retaliation will result in disciplinary action, up to and including termination.

How to Report

Depending on your location and comfort level, you may report a concern through any of the following channels:

- **Your Manager or Local Leadership** — Often the best place to start.
- **HR or Legal** — If the issue remains unresolved or feels sensitive.
- **Anonymous Hotline** — Available 24/7 at <https://sugarai-software-inc.trusty.report/>
- **Mail or Email** — Address written concerns to the CEO, Chief Legal Officer, or Chief Human Resources Officer at:
SugarAI Software Inc., 548 Market St PMB 59423, San Francisco, CA 94104
Or email them (see internal directory for current contacts).

While we encourage including your name to support a thorough and timely investigation, you may report anonymously if preferred.

Investigation Process

SugarAI has clear procedures in place to review all reported violations. Only trained individuals will handle investigations. You are not permitted to investigate matters on your own.

We ask all employees to fully and honestly cooperate during investigations into any suspected unethical or illegal conduct.

Our Commitment to Non-Retaliation

If you report a concern or assist in an investigation **in good faith**—meaning you genuinely believe the concern is real—you are protected.

You do not need to be “right” to be protected, only sincere in your concern. SugarAI will treat you with respect and take any claim of retaliation seriously. Retaliation is a violation of company policy and, in many cases, the law.

Anyone who retaliates against a colleague for speaking up will be subject to disciplinary action, consistent with applicable laws.

Certification and Acknowledgment

(Please return the signed form to HR. Annual re-certification is required.)

By signing below, I confirm that I have received and reviewed **SugarAI's Code of Business Conduct and Ethics** ("**Code**") and agree to follow its principles.

I understand that:

- I am responsible for complying with this Code, as well as all other policies and procedures relevant to my role.
- Violating the Code may result in disciplinary action, including termination, and may carry civil or criminal consequences.
- If I have questions about the Code or any related policy, I will seek clarification from my manager, HR, or the Chief Legal Officer.
- I am aware of the reporting options outlined in the Code and know how to raise a concern if needed.

Employee Signature: _____

Date: _____

Printed Name: _____