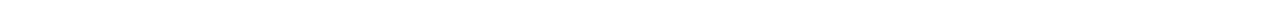




CODE OF ETHICS AND BUSINESS CONDUCT

*APPLICABLE TO ALL ZASIO PERSONNEL
MAINTAIN AND UPDATE TO WEBSITE AND ZNET*



Code of Ethics and Business Conduct

Policy Owner: VP of Human Resources

Effective Date: February 14, 2022

Introduction

Excellence is fundamental to Zasio's business philosophy. This commitment requires upholding the highest ethical standards in our activities. The purpose of this code is to reinforce Zasio's ethical climate and provide all employees and other Zasio personnel with guidelines for addressing ethical situations. All Zasio personnel are responsible for observing this code.

Please contact the Vice President of Human Resources or the Legal Department with any questions about this policy.

Policy

1. Associations with Customers and Suppliers

Zasio's goal is to only conduct business with customers and suppliers of sound business character and reputation. We do not knowingly support any public or private entity who promotes or participates in discriminatory policies or practices.

2. Duty to Report Violations

If you become aware of any violation of this code, you must promptly report it to Human Resources. Zasio has a zero tolerance policy towards retaliation against anyone who reports a possible violation. All reports of violations will be treated confidentially.

3. Violations of this Code

Personnel who fail to comply with any part of this code will be subject to disciplinary measures up to and including termination.

4. Conflicts of Interest

A conflict of interest may arise when a person's loyalties are divided between business or personal interests that, to some degree, are incompatible with Zasio's interests. All conflicts of interest should be avoided. No personnel should knowingly place themselves in a position that gives any appearance of a conflict of interest with Zasio. Below are a few sensitive areas for conflicts along with Zasio's guidelines for handling these situations:

a. Gifts and Entertainment

Zasio is committed to competing solely on the merits of our products and services. Accepting any gift (including entertainment) that is more than a routine social amenity can give the impression of improper influence in business decisions. Similarly, Zasio personnel must not accept other preferential treatment under these circumstances because their position with Zasio might place them under obligation to return

preferential treatment. To avoid both the reality and the appearance of improper relationships with any person or entity, Zasio personnel should observe the following guidelines when deciding whether to accept gifts:

i. You May Not Use Your Position to Obtain Gifts and Must Never Ask for Them

You may only accept unsolicited gifts that promote successful working relationships with Zasio's business partners. These include occasional meals, refreshments, entertainment, and similar offers that are shared with the person who has offered to pay for the gift, provided that:

- They are not inappropriately lavish or excessive;
- The gifts are not frequent and do not reflect a pattern of frequent acceptance from the same person or entity;
- The offer does not appear as an attempt to influence business decisions (such as accepting gifts or entertainment from a supplier whose contract is expiring in the near future); and
- The person accepting the gift would not feel uncomfortable discussing it with a colleague or having it publicly known.

ii. You May Not Accept Compensation, Honoraria, or Money from Anyone with Whom Zasio Does Business

Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted without management approval. Questions about accepting business courtesies should be discussed with Human Resources.

Likewise, all personnel will not give or provide gifts, entertainment, or favors that constitute (or could be reasonably perceived as constituting) unfair business inducements that would violate:

- any law, regulations, or Zasio policies; or
- would cause embarrassment or reflect negatively on Zasio's reputation.

b. Use of Personal Funds

You must never use personal funds or resources to do something in support of Zasio's business operations that cannot be done with Zasio resources.

c. Providing Gifts to Business Contacts

You may provide non-monetary gifts such as Zasio logo apparel or similar promotional items to our customers or prospective customers (other than to government customers for whom special rules apply). Zasio management may approve other gifts or entertainment of reasonable value, as long as:

- it does not violate any law or regulation or the recipient company's standards of conduct;

- the business courtesy is consistent with industry practice, is infrequent in nature, and is not lavish; and
- the business courtesy is properly accounted for in Zasio's records.

d. Interests in Clients and Suppliers

When an investment or interest could influence or create the impression of influencing a business decision, you should avoid investing in or acquiring a financial interest in any business that has a business relationship with Zasio.

e. Interacting with Outside People and Organizations

When interacting with anyone outside of Zasio, including public officials, You must take care not to compromise the integrity or damage the reputation of Zasio or any outside individual or entity.

You must also take care to separate your personal role from your company position during activities that do not involve Zasio business. You must not use Zasio identification, stationery, supplies, or equipment for personal or political matters.

f. You are Free to Make Political Contributions Within Legal Limits

Zasio will not reimburse you for any political contributions. Any political activity or contribution that will or may appear to constitute an endorsement or contribution by Zasio must be disclosed beforehand and approved by Executive Management and the Legal Department.

5. Compliance with Laws

Zasio's commitment to integrity begins with complying with all laws, rules, and regulations applicable to our business. It is Zasio's policy to comply with all applicable laws including, without limitation, employment, discrimination, health, safety, and criminal laws. Similarly, we expect all Zasio personnel to execute their work with honesty, truthfulness, and integrity. No Zasio personnel may violate the law or direct another to violate the law on Zasio's behalf.

Zasio does not condone any business conduct that violates the law or is unethical. All personnel must avoid conduct that could be viewed as violating any laws or regulations governing Zasio's operations.

a. Antitrust Compliance

Federal, state, and many foreign governments have antitrust laws that prohibit agreements among companies that fix prices, divide markets, limit production, or otherwise interfere with competition in the free market. All personnel must comply with the laws that govern trade and competition in every jurisdiction in which Zasio does business.

In the United States and some other jurisdictions, antitrust law violations can lead to substantial civil or criminal liability. Antitrust and trade regulation issues are very complex. Determining what actions unreasonably restrain trade or are otherwise improper depends on market structure and numerous other factors. You must avoid even the appearance of antitrust or trade impropriety, which includes:

- agreements with competitors (i.e., to set prices, bid or not bid, limit products or services, boycott a customer, or refrain from certain marketplace actions); and

- agreements with customers or licensees of Zasio's products and services on minimum resale prices or price levels.

This code is not intended to be a comprehensive review of antitrust laws and is not a substitute for expert advice. Prior to taking any action that could implicate antitrust laws, you must contact the Legal Department to resolve any questions.

b. International Operations

Zasio personnel doing business in other countries must be familiar with, and strictly adhere to, all applicable laws. This includes both foreign and United States laws that apply to foreign operations, including the Foreign Corrupt Practices Act (the "FCPA") and similar laws. This also includes export control and licensing laws, economic sanctions, anti-boycott laws, and various laws regulating the transnational movement of technology, goods, and services. You must contact the Legal Department to resolve any questions concerning the application of law to any specific situation.

c. Relationships with Public Officials

All personnel must know and abide by the specific rules and regulations covering relations with public agencies. You must also conduct yourself in a manner that avoids any dealings which might be perceived as attempting to influence a public official in the performance of their duties.

d. Anti-Bribery and Anti-Corruption

Zasio strictly prohibits paying, loaning, or otherwise disbursing bribes, kickbacks, or other payments designed to influence or compromise a recipient's conduct. Zasio personnel shall not accept any funds or other assets (including those provided as preferential treatment for fulfilling a job responsibility) for obtaining business or for securing concessions from Zasio. Any other activity that would similarly degrade Zasio's reputation or integrity is also strictly prohibited.

You should conduct business in a manner that will not impugn Zasio's reputation if details become public.

Personnel receiving, accepting, or condoning a bribe, kickback, or other unlawful payment, engaging in fraud, or attempting these activities, are subject to termination and possible criminal prosecution. It is your responsibility to report any actual or attempted bribery, kickback, or fraud to Zasio immediately.

e. Anti-Money Laundering

Zasio personnel must avoid doing business with suppliers or vendors engaged in money laundering (which means concealing the proceeds from illegal activities or trying to make the source of illegal funds look legitimate). You should exercise appropriate due diligence to ensure that you are conducting business with only reputable customers, who have legitimate funds, and for legitimate business purposes. Check for red flags such as requests from a supplier or vendor for cash payments or other suspicious payment terms.

f. Respecting Sanctions and Trade Embargoes

The United States government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. All Zasio personnel must abide by all United States economic sanctions and trade embargoes, whether they apply to foreign countries, political organizations, or any

foreign individuals and entities. Questions concerning compliance with applicable sanction and trade embargo programs should be referred to the Legal Department.

6. Personnel Conduct

a. Harassment Will Not Be Tolerated

We all deserve to work in an environment where we are treated with dignity and respect. Zasio is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success.

Zasio is an equal opportunity employer and is committed to providing a workplace free of discrimination and abusive or harassing behavior. Accordingly, sexual or any other kind of harassment or conduct is strictly prohibited. Examples include inappropriate language, keeping or posting inappropriate materials in a work area, or accessing inappropriate materials on a work computer. Any personnel who feel harassed or discriminated against should report the incident to their supervisor, the Human Resources Department, or through the complaint procedures listed in the Zasio Employee Handbook.

b. Conduct Yourself in a Professional and Businesslike Manner

Accordingly, the use, possession, or sale of illegal drugs, gambling, fighting, and similar unprofessional activities on the job are strictly prohibited.

7. Company Records and Communications

Zasio records are created, retained, and disposed of in compliance with all Zasio policies and procedures, as well as legal and regulatory requirements. Accurate and reliable records are necessary to meet Zasio's legal and financial obligations and to manage Zasio's business affairs. All corporate records must be true, accurate, and complete. Zasio data must be promptly and accurately entered in accordance with Zasio's and applicable good accounting principles.

a. Zasio's Records Must Reflect all Business Transactions in an Accurate and Timely Manner

All personnel responsible for accounting and record keeping must fully disclose and record all assets and liabilities and must exercise appropriate diligence in enforcing these requirements. You must not make any false record or communication of any kind, whether internal or external, including but not limited to:

- false expense, attendance, production, financial, or similar reports and statements; or
- false advertising, deceptive marketing practices, or other misleading representations.

You must not attempt to improperly influence, manipulate, interfere with, or mislead any auditor (internal or external) auditing any Zasio records, processes, or internal controls.

b. As a Private Company, Zasio's Business Operations, Plans, and Financial Condition Are Not Public Information

Accordingly, all personnel must exercise due care to ensure that business proposals and presentations do not contain this or any kind of proprietary (i.e., nonpublic) information.

c. All Financial Disclosures and Public Documents Must be Full, Fair, Accurate, Timely, and Understandable

This obligation applies to anyone responsible for preparing financial reports and public documents, including drafting, reviewing, and signing or certifying their content. No business goal is ever an excuse for misrepresenting facts or falsifying records. You should inform Executive Management, Human Resources, or the Legal Department if you learn that information in any filing or public communication is or becomes untrue or misleading.

8. Privacy and Confidentiality

Protection of Zasio's confidential information as well as information entrusted to us by Zasio personnel, customers, and other business partners is integral to Zasio's business success. All personnel must not disclose Confidential or Nonpublic Information without a valid business purpose and proper authorization.

When handling financial, confidential, and personal information about customers or other business partners, the following principles apply:

- Collect, use, and retain only personal information that is necessary for Zasio's business purposes. Whenever possible, obtain any relevant information directly from the individual. Use only reputable and reliable sources to supplement this information.
- Retain information only for as long as necessary or as required by law.
- Protect the security of the information.
- Limit internal access to those with a legitimate business reason.
- Use personal information only for the purposes for which it was obtained.
- And unless legal or contractual obligations require otherwise, obtain the person's consent before externally disclosing their personal information.

9. No Tolerance for Retaliation

Zasio encourages communicating good faith concerns relating to the lawful and ethical conduct of business, audit and accounting procedures, and related matters.

It is Zasio's policy to protect anyone from retaliation who communicates these concerns. As such, no adverse employment action will be taken and retaliation is not permitted against anyone who reports in good faith, or provides assistance to resolve, any concerns regarding legal and ethical conduct in the course of Zasio's operations.

Version	Date	Description	Author	Approved by
1.1	February 14, 2022	ISMS Update	Legal Counsel and VP of Human Resources	Cindy Zasio, VP of Operations

ANNUAL ACKNOWLEDGMENT AND CERTIFICATE OF COMPLIANCE

I hereby certify that I received, read, and will fully abide by the Zasio Code of Ethics and Business Conduct. I further certify that I am not aware of any violations of the Zasio code of Ethics and Business Conduct that I have failed to report as required.

Signature

Printed Name

Date