

ORANGEHOOK, INC.
Code of Ethical Business Conduct Policy
and
Code of Ethical Business Conduct for Senior Financial Officers

OrangeHook, Inc. Code of Ethical Business Conduct

OrangeHook conducts business ethically, honestly, and in full compliance with applicable laws and regulations. This Code of Ethical Business Conduct ("Code") outlines how OrangeHook and its subsidiaries conduct business and describes the company's most fundamental shared values.

OrangeHook's success is based on creating innovative, high-quality products and services and on demonstrating integrity in every business interaction. The Code's principles define the way we do business worldwide. These principles are:

- Honesty. Demonstrate honesty and high ethical standards in all business dealings.
- Respect. Treat customers, suppliers, employees, and others with respect and courtesy.
- Confidentiality. Protect the confidentiality of OrangeHook's information and that of our customers, suppliers, and employees.
- Compliance. Ensure that business decisions comply with applicable laws and regulations.

Your Responsibilities and Obligation to Take Action

OrangeHook's Code applies to employees, independent contractors, consultants, directors and others who do business with the company. You are expected to:

- Follow the Code and All Applicable Laws. Comply with OrangeHook's Code, other company policies, and all applicable legal requirements.
- Speak Up. If you have knowledge of a possible violation of OrangeHook's Code, other company policies, or legal or regulatory requirements, you must notify either your manager (provided your manager is not involved in the violation), or the Corporate CFO, who acts as the ethics officer under this Code and will coordinate with HR, Legal, the Audit Committee or other applicable members of management or the Board to address good-faith concerns. To facilitate investigation of a complaint, to the extent practicable, the complaint should include a full statement of the acts or omissions along with relevant dates and should state that it is being made pursuant to the Code. See the section below entitled "Reporting Suspected Violations."
- Use Good Judgment. Apply OrangeHook's Code, review our policies, review legal requirements, and then decide what to do.

- Ask Questions. When in doubt about how to proceed, discuss it with your manager or your Human Resources representative. If you need more support, contact the Corporate CFO.
- Fully Cooperate. Employees must cooperate fully in any OrangeHook investigation and keep their knowledge and participation confidential to help safeguard the integrity of the investigation, provided, that nothing herein is intended to or will be used in any way to limit employees' rights to communicate with a government agency, as provided for, protected or warranted by applicable law.

Failure to comply with OrangeHook's Code, or failure to report a violation, may result in disciplinary action up to and including termination of employment or the end of your working relationship with OrangeHook, in the sole discretion of OrangeHook. OrangeHook may, in addition, seek civil recourse against an employee, officer or director and/or refer alleged criminal misconduct to law enforcement agencies.

Retaliation Is Not Tolerated

OrangeHook will not retaliate—and will not tolerate retaliation—against any individual for filing a good-faith complaint with management or for participating in the investigation of any such complaint. Any act of retaliation should be reported immediately and will be disciplined appropriately.

We assume that our employees and others will act in good faith and will not make false accusations when reporting wrongdoing. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith will not be protected by this policy and may be subject to discipline, which may include termination. Additionally, employees who report acts of wrongdoing pursuant to this policy will continue to be held to OrangeHook's general job performance standards and adherence to OrangeHook's policies and procedures.

Conflicts of Interest

A conflict of interest is any activity that is inconsistent with or opposed to OrangeHook's best interest, or that gives the appearance of impropriety or divided loyalty. Avoid any situation that creates a real or perceived conflict of interest or that involves using an OrangeHook opportunity for personal gain. Use good judgment, and if you are unsure about a potential conflict, talk to your manager, contact Human Resources, or contact the Corporate CFO. Do not conduct OrangeHook business with family members or others with whom you have a significant personal relationship. In rare cases where exceptions may be appropriate, written approval from the Corporate CEO and CFO is required (or, in the event the relationship affects the CEO, CFO, or a director, written approval from the Board is required). You shouldn't use your position at OrangeHook to obtain favored treatment for yourself, family members, or others with whom you have a significant relationship. This applies to product purchases or sales, investment opportunities, hiring, promoting, selecting contractors or suppliers, and any other business matter. If you believe you have a potential conflict involving a family member or other individual, disclose it to your manager.

Outside Employment and Inventions

OrangeHook employees must notify their manager before taking any other employment. In addition, any employee (full-time or part-time) who obtains additional outside employment, has an outside business, or is working on an invention must comply with the following rules.

Do not:

- Use any time at work or any OrangeHook assets for your other job, outside business, or invention. This includes using OrangeHook workspace, phones, computers, Internet access, copy machines, and any other OrangeHook assets or services.
- Use your position at OrangeHook to solicit work for your outside business or other employer, to obtain favored treatment, or to pressure others to assist you in working on your invention.
- Participate in an outside employment activity that could have an adverse effect on your ability to perform your duties at OrangeHook.
- Use confidential OrangeHook information to benefit your other employer, outside business, or invention.
- Consult with or work in any capacity for a competitor or business partner of OrangeHook.
- Receive loans or guarantees from OrangeHook.

Before participating in inventions or businesses that are in the same area as your work for OrangeHook or that compete with or relate to OrangeHook's present or reasonably anticipated business, you must have written permission from your manager, the senior vice president of your organization, and Legal.

Personal Investments

Many OrangeHook employees have investments in publicly traded stock or privately held businesses. In general, these are fine, but investments may give rise to a conflict of interest if you are involved in or attempt to influence transactions between OrangeHook and a business in which you are invested. If a real or apparent conflict arises, disclose the conflict to your manager. Your manager will help determine whether a conflict exists and, if appropriate, the best approach to eliminate the conflict. If you still need help, contact the Corporate CFO.

Workplace Relationships

Personal relationships in the workplace may present an actual or perceived conflict of interest when one individual in the relationship is in a position to make or influence employment decisions regarding the other. If you find yourself in such a relationship, you must notify Human

Resources so they may assist you in resolving any potential conflicts. Employees should not allow their relationships to disrupt the workplace or interfere with their work or judgment.

Buying and Selling Stock

Directors and officers must adhere to the Company's Insider Trading Policy. Never buy or sell stock when aware of information that has not been publicly announced and could have a material effect on the value of the stock. This applies to decisions to buy or sell OrangeHook stock and to third party stock, such as the stock of an OrangeHook supplier or vendor. It is also against OrangeHook policy and may be illegal to give others, such as friends and family, tips on when to buy or sell stock when aware of material, nonpublic information concerning that stock. In addition, employees and directors are prohibited from investing in derivatives of OrangeHook stock, including hedging transactions and transactions involving options, warrants, puts, or calls or similar instruments related to shares of OrangeHook stock. Members of OrangeHook's board of directors, executive officers, and certain other individuals are subject to blackout periods during which they are prohibited from trading in OrangeHook stock. If you are subject to these restrictions, you will be notified by Legal. Even if you are not subject to blackout periods, you may never buy or sell stock when aware of material, nonpublic information. Specific questions on buying and selling stock should be referred to Legal.

Protection of OrangeHook Assets

Collectively, those subject to this Code have a responsibility for safeguarding and making proper and efficient use of OrangeHook's assets. Each of us has an obligation to protect OrangeHook property from loss, damage, misuse, theft, embezzlement or destruction. We seek to ensure that OrangeHook equipment, supplies and other assets are used for legitimate business purposes unless otherwise specifically authorized, and to protect all tangible and intangible OrangeHook property.

Confidential Information

- **Maintain Employee Privacy.** As part of your job, you may have access to personal information regarding other OrangeHook employees or applicants, including information regarding their employment history, personal contact information, compensation, health information, or performance and disciplinary matters. This information is confidential and should be shared only with those who have a business need to know. It should not be shared outside OrangeHook unless there is a legal or business reason to share the information and you have approval from your manager.
- **Protect OrangeHook Information.** Some of OrangeHook's greatest assets include information about our products, services and business operations and intangible intellectual property, whether or not subject to protection by copyright, patent or trademark. OrangeHook owns the rights to all intellectual property created with company materials or on company time. Never share or allow others to use intellectual property or disclose confidential, operational, financial, trade secret, or other business information to vendors, suppliers or other third parties without verifying with your manager that such sharing or disclosure is appropriate.

Typically, sharing or disclosure of these items is very limited, and may occur only after a non-disclosure/confidentiality agreement is in place, and then only to the minimum extent necessary to address the business need. Even within OrangeHook, confidential information should be shared only on a need-to-know basis. The Intellectual Property Agreement you signed when you joined OrangeHook defines your duty to protect information.

- **Protect Customer and Third-Party Information.** Customers, suppliers, and others disclose confidential information to OrangeHook for business purposes. It is the responsibility of every OrangeHook employee to protect and maintain the confidentiality of this information. Failure to protect customer and third-party information may damage relations with customers, suppliers, or others and may result in legal liability.

Third-Party Intellectual Property

It is OrangeHook's policy not to knowingly use the intellectual property of any third party without permission or legal right. If you are told or suspect that the company may be infringing an intellectual property right, including patents, copyrights, trademarks, or trade secrets owned by a third party, contact the Corporate CFO, who will address the matter with the involvement of Legal.

Copyright-Protected Content

Never use or copy software, music, videos, publications, or other copyright-protected content at work or for business purposes unless you or OrangeHook are legally permitted to use or make copies of the protected content. Never use company facilities or equipment to make or store unauthorized copies.

Fair Dealing with Competitors, Customers and Vendors

Our success depends on building productive relationships with our customers and vendors based on integrity, ethical behavior and mutual trust. We strive to outperform our competition fairly and honestly through superior performance, not through unethical or illegal business practices. All persons subject to this Code should deal fairly with our competitors, customers and vendors. No one should take unfair advantage through manipulation, concealment, abuse of confidential information, misrepresentation of facts or any other intentional unfair dealing. In addition, no one should engage in any behavior that could be construed as having an anti-competitive or coercive effect.

Harassment and Discrimination

OrangeHook encourages a creative, culturally diverse, and supportive work environment. OrangeHook is committed to providing a workplace free of discrimination and sexual harassment, as well as harassment or discrimination based on such factors as race, color, creed, religion, sex, national origin, marital status, age, sexual orientation, gender identity characteristics or expression, genetic information, physical or mental disability, pregnancy, medical condition, or any other basis protected by local law. OrangeHook will not tolerate

discrimination or harassment of employees or non-employees with whom we have a business, service, or professional relationship. This applies to interactions with employees, customers, suppliers, and applicants for employment, and any other interactions where you represent OrangeHook. If you feel that you have been harassed or discriminated against or have witnessed such behavior, report the incident to any member of the Human Resources department or any supervisor or manager, up to, and including, the Corporate CEO.

Use of Technology and Workplace Privacy

OrangeHook trusts its employees with a wide range of technology and other tools that make it possible to do their jobs effectively, and these tools must be used wisely. The computers, mobile phones, and other devices that OrangeHook provides are company property. The same is true of the company's email system and Internet access. A certain amount of personal use is permitted, but company technology should mainly be used only for business purposes. Since all of these tools and technology belong to the company, employees should not have any expectation of privacy in their use. OrangeHook may monitor anything created, stored, sent, or received on company technology, to the extent allowed by law. Do not use company technology to violate the law or OrangeHook policies or to create, store, or send content that others might find offensive. It is also important to carefully avoid any usage that might lead to loss or damage, such as a breach of the company's IT security protocols.

Alcohol and Drugs in the Workplace

Employees are prohibited from manufacturing, distributing, dispensing, possessing, using, or being under the influence of illegal drugs in the workplace. Use of alcohol or medications on the job or before work can cause safety issues, damage customer relations, and hurt productivity and innovation. Use good judgment and keep in mind that you are expected to perform to your full ability when working for OrangeHook.

Accuracy of Records and Reports

Accurate records are critical to meeting OrangeHook's legal, financial, management and shareholder obligations. Ensure that all records and reports, including timecards, customer information, technical and product information, correspondence, financial statements, accounts and public communications, are full, fair, accurate, timely, and understandable and are prepared in accordance with OrangeHook's system of internal controls. All arrangements or requisition contracts under which funds are disbursed shall accurately state the purposes for which these funds are paid and shall not be misleading. Never misstate facts, omit critical information, or modify records or reports in any way to mislead others, and never assist others in doing so. Business records and communications often become public and you are expected to avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of individuals or companies that could be misunderstood. This obligation applies in any communication, including, but not limited to e-mail, internal memoranda and formal reports.

Business Expenses

All employees must observe OrangeHook policies and procedures regarding business expenses, such as meal and travel expenses, and submit accurate expense reimbursement requests. For more information view the OrangeHook Travel and Entertainment Policy.

External Communications

- **Investors and the Media.** All inquiries from the media, investors, or the investment community must be directed to the Corporate CEO or CFO.
- **Social Media.** The Internet is a public place, so OrangeHook employees must conduct themselves in an appropriate manner, including:
 - Protect OrangeHook's intellectual property and other proprietary information.
 - Do not comment on legal matters, trade secrets, or disclose confidential information.
 - If you are discussing the company or OrangeHook products, be open about the fact that you work for the company.
 - Be clear that your statements are your own opinion, not those of the company.
 - Remember that postings on the Internet live forever.
 - Check the OrangeHook Social Media Policy for more information.
- **Speaking Events.** If you are invited to speak or present at an event, notify the Corporate CEO or CFO before accepting and have them review and approve any materials you present or discuss. Before accepting free travel or accommodations, check that the proposed gift is within the gift rules or ask Legal for approval.

Records, Information Management, and Legal Hold

As an OrangeHook employee, you have a responsibility to manage records and information. The definition of records and information is extremely broad. Information includes all documents and data. However, records are a subset and must be kept because they have enduring business value and must be kept pursuant to other company policies for legal, accounting and other regulatory requirements. Refer to OrangeHook's Records Management and Retention Policy.

At times, OrangeHook may need to retain records and information beyond the period they would normally be kept. The most common reasons are litigation, other legal matters or audits. In these situations, retention and preservation of records and information is critical. If you have records and information that may be required for litigation or other legal matters, Legal will place those documents on a legal hold, meaning the records and information cannot be altered, destroyed, deleted, or modified in any manner. Legal will notify the individuals most closely identified with

the records and information about the legal hold and will provide instructions for retaining the records and information. Recipients of a legal hold must ensure that these instructions are followed. A legal hold remains in effect until you are notified by Legal in writing.

Giving and Receiving Business Gifts

Employees may not give or receive gifts or entertainment to or from current or potential vendors, suppliers, customers, or other business associates unless all of the following conditions are met:

- **Nominal Value.** The value of the gift is less than US\$150. Exceptions must be approved by an officer of the company.
- **Customary.** The item is a customary business gift and would not embarrass OrangeHook if publicly disclosed. Cash is never an acceptable gift. Giving or receiving cash is viewed as a bribe or kickback and is always against company policy.
- **No Favored Treatment.** The purpose of the gift is not to obtain special or favored treatment.
- **Legal.** Giving or accepting the gift is legal in the location and under the circumstances where given.
- **Recipient is Not a “Government Official”.** Never provide a gift, including meals, entertainment, or other items of value, to a person or entity who may be deemed to be a U.S. or foreign government official without first checking with Legal. “Government official” is interpreted broadly and can be a national or local government employee, a political candidate, a party official, a member of a royal family, or an employee of a government-controlled entity (*e.g.*, schools or hospitals).

This policy does not preclude OrangeHook as an organization from receiving and evaluating complimentary products or services. It is not intended to preclude OrangeHook from giving products to a company or organization, provided the gift is openly given, consistent with legal requirements, and in OrangeHook's business interests. The policy also does not preclude the attendance of OrangeHook employees at business-related social functions, if attendance is approved by management and does not create a conflict of interest.

Contact with Government Officials

- **Bribery, Kickbacks and Other Corrupt Practices are Not Permitted.** Never resort to bribery, facilitation payments, kickbacks, or corrupt practices. Bribery is offering or giving something of value in order to improperly influence the recipient’s actions. Bribery is illegal in every jurisdiction in which OrangeHook does business and the consequences are severe. A facilitation payment is a tip or small payment made to a government official in order to expedite a routine government action, such as issuing a permit or providing utility service. This is illegal in most jurisdictions and not permitted under this Code. A kickback is the return of a sum paid (or due to be paid) as a reward for fostering a business arrangement.

Accepting or offering a kickback violates this Code. Persons subject to this Code must comply with the U.S. Foreign Corrupt Practices Act and all other anti-corruption laws and regulations that are applicable to OrangeHook.

- Agents Must Pass Legal Due Diligence. The company may engage with third parties such as agents, consultants, suppliers, resellers, or distributors to interact with government officials on OrangeHook's behalf only after they have passed a legal due diligence process. Contact Legal for further information about the due diligence process.
- Interactions With Governments and Government Officials Must be Honest and Ethical. Information provided to governments must be accurate and interactions with government officials must be honest and ethical. All activities that might constitute lobbying or attempts to influence government officials must first be reviewed with and approved by Legal.

Trade Restrictions and Export Controls

Many countries periodically impose restrictions on exports and other dealings with certain countries, persons, or groups. Export laws may control trading of commodities or technologies that are considered to be strategically important because they have the potential to be used for military purposes. Laws may cover travel to or from a sanctioned country, imports or exports, new investments, and other related topics. Certain laws also prohibit support of boycott activities. If your work involves the sale or shipment of products, technologies, or services across international borders, check with Legal to ensure compliance with any laws or restrictions that apply.

Political Contributions

It is generally impermissible to use OrangeHook's funds or resources to make a contribution to any political candidate or political party. This includes the use of OrangeHook facilities or resources, by employees or other candidates, for political campaigning, political fundraising or partisan political purposes. Exceptions to this policy may occur only when permitted by law and permission is granted in advance by the Board of Directors. A decision by an employee to contribute any personal time, money or other resources to a political campaign or political activity must be voluntary.

Environment, Health, and Safety (EHS)

OrangeHook operates in a manner that conserves the environment and protects the safety and health of our employees. Conduct your job safely and consistently with applicable EHS requirements. Use good judgment and always put the environment, health, and safety first. Be proactive in anticipating and dealing with EHS risks, and report any unsafe working conditions to your supervisor. In keeping with our commitment to the safety of our people, OrangeHook will not tolerate workplace violence.

Reporting Suspected Violations

If you have knowledge of a possible violation of OrangeHook's Code, other company policies, or legal or regulatory requirements, you must notify either your manager (provided your manager is not involved in the violation), the Corporate CFO, who acts as the ethics officer under this Code and will coordinate with HR, Legal, the Audit Committee or other applicable members of management or the Board to address good-faith concerns. To facilitate investigation of a complaint, to the extent practicable, the complaint should include a full statement of the acts or omissions along with relevant dates and should state that it is being made pursuant to the Code.

OrangeHook has established a Business Conduct Hotline, at 844-490-0002, which is available 24/7 to all employees worldwide to report any situation that may require investigation or management attention. OrangeHook will treat all communications made under the Code as confidential, except to the extent necessary (a) to conduct a complete and fair investigation, (b) for reviews of OrangeHook operations by the OrangeHook Board of Directors, Audit Committee, independent public accountants or outside legal counsel, or (c) to answer your questions or correct the issues that you have raised. We encourage employees and other reporting persons to put their names on the complaint in order to enable OrangeHook to contact you with follow up questions. The investigation may require more detailed information from the source of the information in order to quickly and efficiently ascertain the details of the reported incident. However, if you choose, you may always submit an anonymous report.

Governmental agencies may pay bounties to persons who report information with respect to violations of law. To further encourage and enable employees to first report information to the designated OrangeHook personnel under this policy, OrangeHook will take appropriate steps to assist any person submitting a complaint under this policy to receive any applicable bounty, including providing the relevant agency with the identity and timing of the submission of the complaint by such person in order to assist such person in claiming such bounty.

Public Disclosure of Code and Waivers

The existence and content of this Code will be disclosed to shareholders and is available on the OrangeHook website. It is expected that waivers of this Code rarely, if ever, would be acceptable. Any waiver of a provision of this Code for executive officers or directors may be granted only by the Board of Directors, with only the independent members voting, or an appropriate Board Committee consisting of independent directors, and such waiver must be promptly disclosed to shareholders.

Coordination with Other OrangeHook Policies; Employment Relationship

The provisions of this Code are in addition to, and do not modify, replace or supersede, other OrangeHook policies or procedures.

Adopted January xx, 2016 by the Board of Directors

ORANGEHOOK, INC.

Code of Ethical Business Conduct for Senior Financial Officers

In addition to being bound by all of the provisions of the OrangeHook, Inc. Code of Ethical Business Conduct, the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and Corporate Controller (collectively, the "Senior Financial Officers") are subject to the following additional specific policies (together with the Code of Ethical Business Conduct referred to herein as the "Code of Ethics"):

1. The CEO and all Senior Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company. Accordingly, it is the responsibility of the CEO and each Senior Financial Officer to bring to the attention of the General Counsel or the CEO, as applicable, in a prompt manner any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings.
2. The CEO and each Senior Financial Officer shall promptly bring to the attention of the General Counsel or CEO any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
3. The CEO and each Senior Financial Officer shall act with honesty and integrity in the performance of his or her duties at the Company, shall comply with laws, rules and regulations of federal, state and local governments and other private and public regulatory agencies that affect the conduct of the Company's business and the Company's financial reporting.
4. The CEO and each Senior Financial Officer shall promptly bring to the attention of the General Counsel or the CEO, as applicable, any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or any violation of OrangeHook's Code of Ethics.
5. The CEO and each Senior Financial Officer shall avoid actual or apparent conflicts of interest between personal and business relationships, such as holding a substantial equity, debt, or other financial interest in any competitor, supplier or customer of the Company, or having a personal financial interest in any transaction involving the purchase or sale by the Company of any products, materials, equipment, services or property, other than through Company-sponsored programs. Any such actual or apparent conflicts of interest shall be brought to the attention of the General Counsel or the CEO.

6. The Governance and Nominating Committee of OrangeHook's Board of Directors has been designated to determine appropriate actions to be taken in the event of violations of this Code of Ethics by the CEO and the Company's Senior Financial Officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code of Ethics, and may include various actions related to the individual's employment, up to and including termination of the individual's employment.

Any request for a waiver of or amendment to this Code of Ethics shall be considered and made only by the full Board of Directors or the Audit Committee and all such waivers or amendments shall be disclosed promptly as required by law.