

APTTUS[®]

GLOBAL CODE OF BUSINESS CONDUCT AND ETHICS

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Introduction

Apttus' Global Code of Business Conduct and Ethics (the "**Code**") is designed to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents we file with or submit to the U.S. Securities and Exchange Commission (the "**SEC**") and in our other public communications;
- compliance with applicable laws, rules, and regulations;
- the prompt internal reporting of violations of this Code; and
- accountability for adherence to this Code.

We expect all Apttus employees, Board members, and contractors (together, "**representatives**" or "**you**") to know and follow this Code. Employees and contractors will be required to sign the acknowledgement at the end of this Code. The Code supplements and does not replace Apttus' Employee Handbook and other policies and procedures. However, if there is a conflict between this Code and the Employee Handbook, this Code will govern. You should consult applicable policies and procedures in specific areas as they apply. All policies are available on ADP, but, if you have trouble finding one, please contact Legal.

Leadership's Responsibilities

If you supervise others, you must always lead by example and uphold the highest standards. It is your responsibility to make sure that everyone on your team understands his or her responsibilities. You must also strive to create an environment in which people feel comfortable asking questions or raising concerns. If an issue related to this Code is raised, it is your responsibility to make sure that it is handled in the correct manner.

Everyone's Responsibilities

As a member of the Apttus community, it is your responsibility to do the right thing in all of your business activities. You must read and follow both the letter and the spirit of this Code and Apttus' other policies. You must also understand and follow the laws and regulations that relate to your job. If you have any questions, it is your responsibility to seek guidance and get answers. Any questions about the Code or the appropriate course of conduct in a particular situation should be directed to Human Resources and/or Legal.

See Something, Say Something; Raising Issues and Concerns Related to the Code

If you have questions about the Code or the appropriate course of conduct in a particular situation, please contact Human Resources or Legal. If you believe there has been a violation of laws, rules, regulations, or this Code, you have a responsibility to report it to Human Resources or Legal immediately.

Apttus prohibits retaliation, in any form, against anyone who, in good faith, reports violations or suspected violations or assists in an investigation of a reported violation. Report any acts that appear to be retaliation to your manager, Human Resources, or Legal.

All properly reported potential violations of this Code will be promptly investigated. Violators will be subject to discipline up to and including termination. In addition, any violations of law will be reported to the appropriate law enforcement authorities.

Apttus' "Policy Regarding Reporting of Accounting and Auditing Matters" sets forth specific processes in place for reports of violations of financial reporting obligations, accounting or internal auditing matters, or the federal securities laws and regulations. You should promptly report any suspected violations regarding financial reporting, accounting, or internal auditing matters to the Deputy General Counsel.

Create a Respectful Environment

At Apttus, we expect everyone to treat each other with respect and dignity. Everyone is entitled to a work environment that is free of unlawful discrimination and harassment.

Equal Opportunity Employment

Apttus is an equal opportunity employer. We do not unlawfully discriminate in employment opportunities or practices on the basis of gender, race, color, religion, age, citizenship, sexual orientation, gender identity, gender expression, marital status, pregnancy, national origin, ancestry, physical or mental disability or condition, or any other protected class under applicable federal, state, or local laws. We also prohibit unlawful discrimination based on the perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics.

Harassment

Apttus is committed to maintaining a respectful workplace, which includes a working environment that is free from harassment. This policy applies to all work-related settings and activities, whether inside or outside the workplace, and includes business trips and business-related social events.

Please see the “Apttus Employee Handbook” for more details. If you believe that there has been a violation of these policies, you must report the possible violation to Human Resources or Legal.

Health & Safety

Apttus strives to provide a safe and healthy work environment. You have responsibility for maintaining a safe and healthy workplace for everyone by following safety and health rules and practices and promptly reporting accidents, injuries and unsafe equipment, practices, or conditions to Facilities.

Protect Sensitive Information

Nonpublic Information and Intellectual Property

Apttus is committed to handling nonpublic information, whether it belongs to us or someone else, with care and in accordance with applicable laws. Nonpublic information may include, among other things:

- financial data and projections, such as sales bookings and pipelines;
- proprietary and technical information, such as trade secrets, patents, inventions, product plans, and customer lists;
- information regarding corporate developments, such as business strategies, plans for acquisitions or other business combinations, divestitures, major contracts, expansion plans, financing transactions, and management changes;
- personal information about individuals; and
- nonpublic information of customers, suppliers, and others.

If you have any questions about whether something is nonpublic information, please consult Legal.

Handling Apttus' Nonpublic Information

In the course of your work, you will learn information about Apttus that is nonpublic. This information is extremely important to Apttus. As a general rule, you should not share Apttus' nonpublic information with outsiders, even with your close family or friends. Only share nonpublic information inside of Apttus with people who have a real need to know to perform their job function.

There are times when a specific deal or project may require sharing Apttus' nonpublic information outside of the company. Before doing so, check with Legal to make sure that the information is appropriate to share and that the correct steps have been taken to prevent misuse of the information (for example, a Non-Disclosure Agreement (“**NDA**”) is in place). If you think that disclosing nonpublic information is otherwise required or necessary (i.e. you receive a subpoena or demand letter), you must contact Legal before sharing any nonpublic information.

Only access or use Apttus' nonpublic information for Apttus business purposes. Safeguard nonpublic information. Be careful not to reveal nonpublic information on the Internet, even inadvertently. Please see the NDA and Proprietary Information and Inventions Assignment you signed when you joined Apttus for more details.

Protecting Apttus' Intellectual Property

Intellectual property is at the heart of Apttus' business, and everyone here works hard to create, market, and safeguard it. If we don't protect our intellectual property, Apttus risks losing its intellectual property rights and the value they afford.

Protect Apttus' intellectual property by avoiding inappropriate disclosures (see "Handling Apttus' Nonpublic Information" above). When disclosure is authorized, mark the information with an appropriate trademark, confidentiality, or patent legend (check with Legal if you're unsure about what to include). Please also refer to Apttus' Information Classification Policy. It is also very important that, when you create new intellectual property on Apttus' time or using Apttus' resources, that you share your creation with your managers so that Apttus can decide whether to seek formal protection.

Handling Third Party Nonpublic Information

Apttus plays by the rules. You are not allowed to obtain or use the nonpublic information of another company without its permission. You may not coerce or bribe your contacts to share other companies' nonpublic information. If you receive nonpublic information that you should not have, refrain from using it and consult with Legal.

When a company has given you permission to use its nonpublic information, you must handle it responsibly and in accordance with any agreements we have with them. Nonpublic information of others includes notes, reports, conclusions, and other materials prepared by an Apttus representative based on the nonpublic information of others.

Once you have legitimately received nonpublic information, you should:

- abide by the terms of any relevant NDA, including any obligations with respect to the return or destruction of the nonpublic information;
- limit the use of the nonpublic information to the purpose for which it was disclosed;
- disseminate the nonpublic information only to those other company representatives with a need to know the information – if someone does not have a business reason to access nonpublic information, he or she should not access it; and
- protect the information from being stolen or unintentionally released.

Security

Always secure your laptop, important equipment, files, and your personal belongings, even while on Apttus' premises. Do not leave unsecured sensitive documents on your desk or on your computer screen when you are not present. Take care not to reveal nonpublic information in a public place (e.g. while using a laptop on an airplane). Don't modify or disable passwords or other security and safety devices. Watch people who "tailgate" behind you through our doors. Promptly

report any lost or stolen belongings to IT at ITSecurity@apttus.com and any suspicious activity to building personnel or Facilities.

Apttus Assets and Resources

We provide you with the tools and technology you need to most effectively perform your job. Please remember that these tools and technology are Apttus' property. To the extent permitted by law, Apttus may monitor, access, and disclose communications and other information on our corporate electronic facilities or on our premises, with or without your knowledge or approval. Apttus equipment should be used primarily for business purposes, although incidental personal use is allowed.

Third Party Software

All third-party software used to conduct Apttus business must be approved by IT and be appropriately licensed. You should never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose yourself and Apttus to potential civil and criminal liability.

Speak As One Team

Public Statements

Occasionally, you may be contacted by outside sources requesting information about Apttus matters, including Apttus products and financial information or information regarding current or former Apttus representatives. All of this is Apttus confidential and may not be disclosed to outsiders. To avoid disclosing anything confidential, proprietary, incomplete, or inaccurate, you must decline to comment and immediately contact the appropriate Apttus representative listed in the “External Communications Policy.”

Social Media and the Internet

Social media plays an important role in how we interact with industry thought leaders, prospects, and customers. Apttus encourages employees and contractors to engage in social media and online communities. However, you should not discuss any Apttus nonpublic information (including stock, product, financial, or operation information) online without permission.

Here are some more Dos and Don'ts:

DOs	DON'Ts
DO disclose your Apttus affiliation if creating content related to our industry, and include a disclaimer that your views are your own	Do NOT share any nonpublic or proprietary information of Apttus or that Apttus is obligated to protect
DO disclose whether you are acting as an Apttus representative	Do NOT speak as an official Apttus representative unless authorized
DO remember that what you publish might be public for a long time, even if deleted	Do NOT use Apttus' name in any social media identity (handle, username, screenname)
DO tell the Marketing team about any potential problems or issues you find about Apttus	Do NOT provide references for Apttus partners without prior approval from the Marketing team

See our “External Communications Policy” and “Social Media Policy” for more details.

Act with Integrity

As representatives of Apttus, it is important that we all use good judgment and make honest and ethical decisions. Your decisions and actions should be based on the best interests of Apttus, not on your personal interests.

Conflicts of Interest

You must avoid any activity that creates or appears to create an actual or potential conflict of interest. A conflict of interest is a situation in which your actions or loyalties are (or may be) divided between personal interests and Apttus' interests, or between Apttus' interests and those of another. Conflicts of interest can arise not only with outsiders, such as customers or suppliers, but also with internal players, such as your manager or other employees. You can also have a conflict as a result of a relationship with a family member, friend, or business with which you are connected.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may be problematic:

- working on outside activities (either alone or with others) that may compete with Apttus or offer similar services as Apttus;
- being involved in a company that desires to do business with Apttus;
- acting on behalf of anyone besides Apttus in any transaction with Apttus (i.e. helping someone sell products or services to Apttus); or
- hiring a relative.

If you have an interest in a transaction involving Apttus—including an indirect interest through a relative, friend, or a business entity—you must disclose that interest and/or seek approval of that transaction from the General Counsel and your executive staff member. You must also seek approval before soliciting or entering into any transaction with someone you supervise. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to that party. Apttus may at any time rescind prior approvals to avoid a conflict of interest, or the appearance of a conflict of interest, for any reason deemed to be in the best interests of Apttus. Transactions may be subject to Audit Committee approval and may be publicly reportable. If a transaction or activity is approved or ratified by the Audit Committee in accordance with the Related Party Transactions Policies and Procedures, then the transaction or activity is approved under this Code.

Conflicts are not always clear-cut. If you become aware of a potential conflict, if a previously approved transaction has changed or significantly expanded, or if you have any questions, consult with Legal.

Outside Activities¹

If you are an employee or full-time contractor and are engaged in any form of employment, self-employment, directorship, or consulting outside of Apttus, you must inform Legal in writing of the outside activity. If Apttus determines that a conflict of interest exists or that the activity would interfere with your job function at Apttus, you may be asked to terminate the outside engagement if you would like to continue your relationship with Apttus. You may not use Apttus time or resources to work on outside activities, and you may not solicit Apttus representatives.

You may not serve as a director, partner, employee of, or consultant to, or otherwise work for or receive compensation for personal services from, any affiliate, customer, partner, supplier, distributor, reseller, licensee, or competitor of Apttus or any other business entity that does or seeks to do business with Apttus without the prior written consent of your executive staff member, the General Counsel, and the Chief Executive Officer.² Neither the Chief Executive Officer nor any of his or her direct executive reports may serve on the boards of directors of more than two companies other than Apttus (whether public or private) without the prior approval of the Board. You are encouraged to work with non-profit organizations that do not fall into the categories above on your own time, but you may not do so as a representative of Apttus.

Investments

Generally, you may personally invest in the shares of publicly traded companies, subject to our “Insider Trading Policy.” However, you may not own a significant financial interest in a competitor or a business that does business with Apttus or seeks to do business with Apttus. In evaluating such interests for conflicts, both direct and indirect interests that a person may have will be considered, together with the specific details of the proposed or actual relationship. For clarification, ownership of less than 1 percent of a publicly traded corporation, even if a competitor or supplier, is not considered a conflict.

Corporate Opportunities

You may not exploit for personal gain any opportunities that are discovered through the use of corporate property, information, or your position with Apttus unless the opportunity is disclosed fully in writing to Legal, and the Chief Executive Officer and the General Counsel approve your proposed role in and/or pursuit of the opportunity in advance and in writing.³

¹ This section is not applicable to non-management members of the board of directors. However, non-management directors should refer to the Corporate Governance Guidelines.

² Prior Board approval is required for the Chief Executive Officer, and prior approval of the Chief Executive Officer is required for the General Counsel.

³ Prior Board approval is required for the Chief Executive Officer, and prior approval of the Chief Executive Officer and Chief Financial Officer is required for the General Counsel.

Follow the Rules

Compliance with Law

You are responsible for complying with all laws, rules, regulations, and regulatory orders applicable to the conduct of our business, as well as applicable policies and procedures. If you are located or engaging in business outside of the U.S., you must comply with laws, rules, regulations and regulatory orders of the U.S., including the Foreign Corrupt Practices Act, the U.K. Bribery Act, and U.S. export rules and regulations, in addition to the applicable laws of other jurisdictions. If compliance with the Code would conflict with law, you must follow the law.

You should learn the legal requirements relating to your duties. This is so that you will know when to seek advice from managers or other appropriate personnel. In some instances, this may include knowing and understanding legal requirements related to antitrust, privacy and data breach, government contracting, export controls, or immigration compliance.

Violations of laws, rules, regulations and orders may subject you to individual criminal or civil liability, in addition to discipline by Apttus. Violations may also subject Apttus to civil or criminal liability or the loss of business. In addition, you may not establish a business relationship with a third party if you know or have reason to know that it engages in illegal business practices.

Gifts and Entertainment⁴

Business gifts and entertainment can build goodwill and sound working relationships among business partners. However, a problem may arise if:

- receiving a gift or entertainment would compromise, or could reasonably be viewed as compromising, your ability to make objective and fair business decisions on behalf of Apttus; or
- offering a gift or entertainment would be, or could reasonably appear to be, an attempt to obtain business through improper means or to gain any special advantage in our business relationships.

You should never authorize, offer, promise, give, solicit, or accept any money, gifts, entertainment, privileges, gratuities, benefits, or other items of value intended to improperly influence, directly or indirectly, any business decision or that otherwise violate law or create the appearance of impropriety. The offering or acceptance of improper payments when dealing with foreign officials or commercial entities abroad can also result in violations of the Foreign Corrupt Practices Act, the United Kingdom Bribery Act, and other foreign laws and regulations prohibiting corruption and commercial bribery.

⁴ Please also see “–Working with Governments–Improper Payments to Government Officials” in this section.

You must use good judgment and ensure there is no violation of these laws and principles. No gift or entertainment should be given or accepted by any Apttus representative, family member of a representative, or agent unless it meets **ALL** of the following conditions:

- is not a cash gift;
- is consistent with customary business practices;
- is not excessive in value;
- cannot be construed as a bribe or payoff;
- there is no expectation of a favor, gift, or action in return;
- does not violate any laws or regulations;
- is not one of a series of small gifts or entertainments that can be construed as part of a larger, expensive gift; and
- is not otherwise prohibited by any other gift and entertainment policies then in effect.

You must notify Legal if you receive or would like to give a gift that is excessive in value or is outside of the bounds of reasonable and customary gifts. A reasonable and customary gift could be, for example, a modest congratulatory gift upon completion of a contract negotiation. However, you must obtain Legal approval prior to giving or receiving a gift or entertainment of any value to a government party.

In addition, if you are giving a gift, it is your responsibility to ensure that your conduct complies with the limitations and approval requirements of the Apttus Expense Policy. Direct any questions about whether any gifts or proposed gifts are appropriate to Legal. Please see our “Global Anti-Corruption Policy” for more details about gifts, entertainment, and payments.

Integrity and Fair Dealing in the Marketplace

While Apttus competes vigorously in all of its business activities, we remain committed to dealing fairly with our customers, as well as our competitors, and conducting our activities in accordance with applicable competition laws. Since we are a global enterprise, we must also ensure integrity in our operations worldwide.

The Foreign Corrupt Practices Act is a federal anti-bribery law that makes it unlawful for any U.S. citizen or any representative of a U.S. corporation to give *anything* of value to a foreign official in order to obtain or retain business (see “–Working with Governments–Improper Payments to Government Officials” in this section below). Most countries also have laws designed to encourage and protect free and fair competition. These laws are broad and far-reaching and regulate Apttus’ relationships with its distributors, resellers, suppliers, and customers. Competition laws generally address the following areas: pricing practices (including predatory pricing, price fixing, and price

discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination, and many other practices.

Competition laws also govern, usually very strictly, relationships between Apttus and its competitors. Collusion among competitors is illegal, and the consequences of a violation are severe. You must not enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts or other terms or conditions of sale; profits or profit margins; costs; allocation of product, customers, markets or territories; limitations on production or supply; boycotts of customers or suppliers; or bids or the intent to bid, or even discuss or exchange information on these subjects.

Working with Governments

Special rules govern our business and other dealings with governments. You should use all reasonable efforts to comply with all applicable laws and regulations governing contact and dealings with governments, government employees, and public officials. If you deal with governments, government employees, or public officials, you must understand the special rules that apply.

Government Contracts

Because government officials are obligated to follow specific codes of conduct and laws, special care must be taken in government procurement. Refer any contract with any governmental entity to Legal for review and approval. You should also take special care to accurately represent which Apttus products are covered by government contracts, and avoid improperly soliciting or obtaining confidential information (such as sealed competitors' bids) from government officials prior to the award of a contract.

Requests by Regulatory Authorities

Refer all government requests for Apttus information, documents, or investigative interviews to Legal immediately.

Improper Payments to Government Officials

You may not offer any payment or business amenity to a public official or a government employee if doing so could reasonably be construed as having any connection with Apttus' business, even if it has a nominal value or no value at all. You should be aware that what may be allowed in dealings with commercial businesses may be illegal and possibly criminal in dealings with the government. Contact Legal for guidance.

Whether you are located in the U.S. or abroad, you are also responsible for fully complying with the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act makes it illegal to offer, pay, promise to pay or authorize to pay any money, gift or other item of value to any foreign official, political party or candidate to assist Apttus or another to obtain or retain business. The

Foreign Corrupt Practices Act forbids doing indirectly, such as through an agent, reseller, or consultant, what it would be illegal to do directly. Illegal payments to government officials of any country are strictly prohibited. All managers and supervisory personnel must monitor continued compliance with the Foreign Corrupt Practices Act and the U.K. Anti-Bribery Act. Please see our “Global Anti-Corruption Policy” for more details.

Political Contributions

Apttus reserves the right to communicate its position on important issues to elected representatives and other government officials. It is Apttus’ policy to comply fully with all local, state, federal, foreign, and other applicable laws, rules, and regulations regarding political contributions. Apttus’ assets—including company funds, employees’ and contractors’ work time, and company premises and equipment—must not be used for, or be contributed to, political campaigns or political activities under any circumstances without prior written approval from Legal.

Hiring Government Personnel

Hiring present and former government personnel may only occur in compliance with applicable laws and regulations. For example, there are limitations surrounding the recruitment or hiring of government employees that were involved in Apttus government contracts. In addition, government employees may be subject to ethics opinions which contain limitations on the employee’s work in the private sector. Contact Human Resources or Legal for guidance.

Export Controls

Apttus requires compliance with laws and regulations governing export controls in both the U.S. and in the countries, and certain identified individuals or entities, where Apttus conducts its business. A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the U.S. against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the U.S. and to exports of products from other countries, when those products contain U.S.-origin components or technology. Even activities that may seem innocuous could lead to a violation of export laws. For example, an oral presentation containing technical data made to foreign nationals in the U.S. may constitute an export subject to control. Any questions about export control laws and regulations should be directed to Legal.

Administration, Waiver, and Amendment

Apttus' Board of Directors has adopted this Code and, directly and through its committees, oversees compliance. The Code may be amended by the Board. Apttus' General Counsel is responsible for ensuring adherence to the Code. Any waivers of the provisions of this Code must be approved in writing by the General Counsel or, with respect to executive officers or directors, by the Board of Directors. Any waiver will be reported as required by federal securities laws and applicable stock exchange rules.

Adoption and Amendment History:

Adopted by the Board of Directors, effective as of July 31, 2018.

ACKNOWLEDGEMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS

I have received and read the Apttus Corporation Code of Business Conduct and Ethics (the “**Code of Conduct**”) and all other policies referred to therein (together, the “**Policies**”). I understand the standards and policies contained in the Policies and understand that there may be additional policies or laws specific to my job. I understand that the Company’s Board of Directors or its designated committee may update the Policies from time to time, and I agree to comply with the Policies (including all future updates).

If I have questions concerning the meaning or application of the Policies, any other Company policies or procedures, or the legal and regulatory requirements applicable to my job, I know that I can consult with the Company’s General Counsel, or if the General Counsel is conflicted or otherwise involved, with the Company’s Chief Financial Officer, knowing that my questions or reports to these sources will be maintained in confidence (except to the extent necessary to conduct an adequate review and as otherwise required by the Company’s Policy Regarding Reporting of Accounting and Auditing Matters).

Print Name

Signature

Date

Please sign and return this form to the Human Resources Department.