

1. Policy Statement

TimeClock Plus maintains an Anti-Bribery Policy prohibiting any improper or unethical payment to government officials or a party to a private commercial transaction anywhere in the world by any TimeClock Plus officer or employee or agent of TimeClock Plus. This Anti-Bribery Policy is designed to comply with the requirements of the U.S. Foreign Corrupt Practices Act (the "FCPA"), the U.K. Bribery Act 2010 (the "U.K. Bribery Act") and the anti-bribery laws of those other jurisdictions in which we do business. These laws generally prohibit bribes, kickbacks, or illegal payments to influence business transactions and require us to maintain accurate books and records and a system of internal controls. Additionally, all TimeClock Plus officers, employees, and agents are strictly prohibited from accepting gifts of substantial value from TimeClock Plus customers, vendors, or prospective customers or vendors.

2. Policy Purpose

TimeClock Plus's Anti-Bribery Policy states:

- a. *No TimeClock Plus employee or agent has the authority to offer payments of money or anything else of substantial value, whether directly or indirectly, to a government official or a participant in a private commercial transaction to improperly induce that person to affect any act or decision in a manner that will assist TimeClock Plus to obtain or retain business.*
- b. *Every TimeClock Plus employee and agent has the obligation to record accurately and fairly all of their transactions involving any expense of TimeClock Plus or any other transaction involving the disposal or transfer of TimeClock Plus assets.*
- c. *No TimeClock Plus employee or agent may accept gifts of substantial value, whether directly or indirectly, that may induce the employee or agent to affect any act or decision in a manner that will assist a customer, vendor, or prospective customer or vendor in receiving preferential pricing or terms and/or obtaining business.*

3. In addition to direct payments of money, other examples of prohibited payments would include the following made at the direction, or for the benefit, of a government official or a commercial business partner:

- a. gifts, travel, meals, entertainment or other hospitality expenses;
- b. contributions to any political party, campaign or party official; or;
- c. charitable contributions and sponsorships.

4. Policy Scope

The Anti-Bribery Policy extends to TimeClock Plus's operations anywhere in the world, and applies to all employees, agents, consultants or other representatives, as well as to any partnership or teaming agreement in which

TimeClock Plus is a participant. The Anti-Bribery Policy is applicable to activities of individual TimeClock Plus employees, as well as corporate and business unit programs, events, campaigns and other initiatives.

a. Penalties

Violations by any TimeClock Plus employee of the anti-bribery laws or this Policy will result in progressive discipline, up to and including termination of such employee's employment with TimeClock Plus. Violations by any TimeClock Plus employee or agent can also result in severe penalties for both TimeClock Plus and such individuals. For example, individuals can receive five years of imprisonment and a \$100,000 fine for each violation of the anti-bribery provisions of the FCPA, and 20 years imprisonment and a \$5 million fine for each violation of the record keeping provisions of the FCPA. Under the U.K. Bribery Act, bribery and corruption is punishable for individuals by up to ten years imprisonment and companies could face an unlimited fine.

The FCPA specifically prohibits a company from reimbursing an officer, director, stockholder, employee, or agent for fines imposed for violations of the FCPA, so any fines for violations for which the individual it responsible will be paid from their personal assets. In addition, and in accordance with TimeClock Plus's general legal compliance policy, TimeClock Plus will cooperate fully with law enforcement authorities in the investigation and prosecution of alleged violations of anti-bribery laws.

b. Gifts, Travel, Entertainment and Other Expenses

Government Officials

TimeClock Plus permits TimeClock Plus logo items to be given to government officials as modest gifts in the ordinary course of business, provided that:

- i. such gifts do not exceed U.S. \$25 in value; and
- ii. presenting any such gift will be in conformity with the applicable laws where the gift has been made.

c. TimeClock Plus also permits reasonable expenditures for travel, meals and entertainment expenses legitimately related to training in the use of TimeClock Plus's products and services, or otherwise related directly to TimeClock Plus's promotion of its products and services, provided such expenditures are not extravagant and otherwise conform to the limitations in this Policy and to the applicable laws where the expenditures are incurred. Before providing, directly or indirectly, any such travel, meals or entertainment expenditure for a government official, employees must first obtain

permission from the Chief Operating Officer, who will review the legality of the proposed expenditure.

It will never be acceptable to offer any gift or incur any expense in expectation of receiving something in return (*quid pro quo*).

The following persons are considered “government officials”:

- i. officers and employees of any government, department, agency, bureau, authority, instrumentality or public international organization;
- ii. persons acting in an official capacity on behalf of a government;
- iii. employees of entities that are owned or controlled by a government; and
- iv. candidates for political office.

d. *Commercial Partners*

Other than for gifts with a value of no more than U.S. \$25 given or received in the normal course of business, TimeClock Plus employees and agents shall not give gifts to, or receive gifts, directly or indirectly, from TimeClock Plus’s current or prospective customers, vendors or any other commercial partners. Presenting or accepting any other gifts to or from private commercial parties requires prior written approval from the Chief Operating Officer, who will review the legality of the proposed gift.

TimeClock Plus permits accepting or incurring proportionate and reasonable expenditures for travel, meals and entertainment expenses legitimately designed to provide training to existing business partners, present products and services, or establish cordial business relations, provided that such expenditures:

- i. are not excessive and always appropriate to the nature of business relationship with the recipient;
- ii. conform with the applicable laws where the gift has been made.
- iii. do not place the recipient under an obligation or expectation to confer any business advantage in return for such hospitality (*quid pro quo*), or create an impression that the recipient’s independence will be affected; and
- iv. occur only occasionally.

e. Before providing or accepting, directly or indirectly, any travel, meals or entertainment expenditure reasonably valued at more than U.S. \$250 for each guest, employees must first obtain written permission from the Chief Operating Officer, who will review the legality of the proposed expenditure.

It is crucial that entertainment should not be given or received on

such a scale that it forms an inducement to enter into a business transaction or arrangement which would not otherwise be undertaken. Moreover, in no event may any gift or hospitality cause any other provision of this Policy or any provision of the Employee handbook to be violated, or put TimeClock Plus in a position that may cause embarrassment.

5. Third Parties' Compliance with TimeClock Plus's Anti-Bribery Policy

TimeClock Plus's obligation of ethical and legal behavior includes and encompasses the activities of TimeClock Plus's agents, representatives, consultants, vendors and business partners. TimeClock Plus may be held liable for the actions of third parties doing business with or on behalf of TimeClock Plus, so every employee and agent is required to ensure such third party's actions are consistent with this Policy. Willful ignorance of facts or circumstances which make it likely that bribery could be occurring will be a violation of this Policy and may amount to a violation of anti-bribery laws. Before establishing a relationship with any third party to, sufficient due diligence must be performed to determine that the third party's commitment to ethical business practices is consistent with TimeClock Plus's high standards, this Policy and the TimeClock Plus Vendor Terms and Conditions. Any arrangement with such third party should include proper contractual provisions and monitoring procedures to ensure compliance with anti-bribery laws and consistency with TimeClock Plus's Anti-Bribery Policy. Particular care should be taken in any instance where the third party has interactions with government officials in the performance of its services on behalf of TimeClock Plus.

6. Reporting Violations

Each employee and agent's conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow employees. If you are aware of or suspect misconduct, you should report it to the appropriate level of management.

If an employee or agent is still concerned after speaking with your manager or feel uncomfortable speaking with them, you should contact the TimeClock Plus Legal Department by email at legal@timeclockplus.com or the Chief Operating Officer.

Any reports that involve the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer or Vice President of Accounting should be immediately communicated to the Chairman of the Board of Directors.

All calls, detailed notes and/or emails will be dealt with confidentially, unless it is necessary to share such information in order to address the matter appropriately.

Nothing in this or any other TimeClock Plus policy prohibits employees or

agents from providing information to the U.S. Securities and Exchange Commission or any government agency in a manner contemplated by relevant law or regulation.

A failure to report known or suspected wrongdoing in connection with TimeClock Plus's business of which a TimeClock Plus employee or agent has knowledge may, by itself, subject that individual to disciplinary action.

7. Administration of Anti-Bribery Policy

The Anti-Bribery Policy will be administered by TimeClock Plus's Chief Operating Officer. Any violations of the Anti-Bribery Policy will be reported to the President, Chief Executive Officer and TimeClock Plus's Board of Directors.

8. Further Information

Should you have any other questions about the Anti-Bribery Policy, please contact the TimeClock Plus Legal Department at

legal@timeclockplus.com. TimeClock Plus

1 Time Clock Drive

San Angelo, TX 76904

[1-325-223-9500](tel:1-325-223-9500)

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