



AVEPOINT, INC.

CODE OF ETHICS AND BUSINESS CONDUCT

Approved: June 29, 2021

Effective: July 1, 2021

INTRODUCTION

AvePoint, Inc., a Delaware corporation (collectively with its subsidiaries, the “*Company*,” “*AvePoint*,” “*we*,” “*us*,” or “*our*”) is and remains committed to maintaining the highest standards of professional and ethical conduct from its employees, officers, and directors. The Company’s reputation for honesty and integrity is key to the success of its business. The Company intends that its business practices will comply with the laws of all of the jurisdictions in which it operates, and that honesty, integrity, and accountability will always characterize the Company’s business activity. Above all else the Company, at its core, conducts its business ethically and honestly and it expects all Company employees, contractors, officers, directors, and business-partners to do the same.

This Code of Ethics and Business Conduct (this “*Code*”) reflects the Company’s commitment to this culture of honesty, integrity, and accountability and outlines the basic principles and policies with which all employees, officers, and directors are expected to comply. Therefore, we expect you to read this Code thoroughly and carefully.

In addition to following this Code in all aspects of your business activities, you are expected to seek guidance in any situation where there is a question regarding compliance issues, whether with the letter or the spirit of the Company’s policies and applicable laws. Cooperation with this Code is essential to the continued success of the Company’s business and the cultivation and maintenance of its reputation as a good corporate citizen. Misconduct is never justified, even where sanctioned or ordered by an officer or other individual in a position of higher management. No individual, regardless of stature or position, can authorize actions that are illegal, or that jeopardize or violate Company standards. We note that this Code sets forth general principles of conduct and ethics and is intended to work in conjunction with the specific policies and procedures that are covered in the Company’s compliance manuals or in separate specific policy statements, such as the Insider Trading Policy and the Related Person Transaction Policy, and you should refer to those policies and procedures for more detail in the specified context. If a situation arises where it is difficult to determine the proper course of action, employees are expected to seek advice and consultation from his/her immediate supervisor, the Company’s Human Resources Department (“*HRD*”), or the Company’s Legal Department (the “*Legal Department*” or “*Office of the General Counsel*”).

Nothing in this Code prohibits you from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice (the “*DOJ*”), the Securities and Exchange Commission (the “*SEC*”), the United States Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. You do not need the prior authorization of the Company to make any such reports or disclosures and you are not required to notify the Company that you have made such reports or disclosures.



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This Code is effective as of the Effective Date written above and supersedes all prior versions of the Code. You are advised to review the Corporate Compliance section of www.avepoint.com for the current version of the Code as a printed copy may not be up to date.



A. CORNERSTONE PRINCIPLES.

1. Trust and Credibility.

The success of our business is dependent upon the trust and confidence we earn from our employees, customers, and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged by what we do. When considering any action it is wise to ask: will this build trust and credibility for AvePoint? Will it help create a working environment in which AvePoint can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering “yes” to those questions and working every day towards these goals.

2. Respect for the Individual.

We all deserve to work in an environment where we are treated with dignity and respect. AvePoint 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. We cannot afford to let anyone’s talents go to waste. AvePoint is an equal employment/affirmative action employer and is committed to providing a workplace that is free from both discrimination of all types and abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his or her manager or to the HRD. AvePoint employees are strongly encouraged to report any alleged harassment or discrimination in good faith (i) to the **AvePoint Anonymous Reporting Hotline** at (A) <https://www.lighthouse-services.com/avepoint> or (B) the applicable phone numbers, URLs, fax number, or app details set forth in Exhibit A hereto, (ii) to the **AvePoint Anonymous Reporting Email** at reports@lighthouse-services.com or (iii) by delivering the complaint via regular mail to the Compliance Officer Riverfront Plaza, West Tower 901 East Byrd Street, Suite 900 Richmond, VA 23219. Complaints delivered by regular mail to the Compliance Officer should be marked “Private and Strictly Confidential – **To be opened only by addressee**”.

3. A Culture of Honesty and Communication.

At AvePoint, everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times. To that end, AvePoint encourages open communication with respect to concerns borne out of ethics, morality, propriety, or principle.

Here is how our strategy of open communication works:

- a) First, see your immediate supervisor to discuss your situation or concern.
- b) If you believe that your immediate supervisor has not handled your situation/concern properly, ask to meet with the next level of management in your department.



- c) If you are still not satisfied with the results, you may request to meet with a member of the HRD.
- d) After you have exhausted the above steps and in the event you have additional questions, you may request in writing that the HRD elevate your situation or concern to the AvePoint Legal Department for further discussion.

We understand that some situations or problems may be confidential in nature and that you may wish to report your concern(s) anonymously. Reports may be submitted anonymously (i) to the **AvePoint Anonymous Reporting Hotline** at (A) <https://www.lighthouse-services.com/avepoint> or (B) the applicable phone numbers, URLs, fax number, or app details set forth in Exhibit A hereto, (ii) to the **AvePoint Anonymous Reporting Email** at reports@lighthouse-services.com or (iii) by delivering the report via regular mail to the Compliance Officer Riverfront Plaza, West Tower 901 East Byrd Street, Suite 900 Richmond, VA 23219. Complaints delivered by regular mail to the Compliance Officer should be marked “Private and Strictly Confidential – **To be opened only by addressee**”. We encourage you to consider revealing your identity so that we can more thoroughly follow up on and investigate your concern(s). AvePoint will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, AvePoint will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

AvePoint also maintains employee protection policies for reporting in its Employee Handbooks disseminated by the HRD. Pursuant to these policies, it is the Company’s goal that our work environment should be characterized by mutual trust and the absence of intimidation, oppression and exploitation. Through enforcement of these policies and by education of employees, AvePoint will seek to prevent, correct, and discipline behavior that violates our cornerstone principles and promote behaviors by which people are treated with dignity, decency and respect. AvePoint encourages each Company employee to promptly report any good faith complaints regarding discrimination, harassment, sexual harassment, or any intimidation, oppression and/or exploitation of any kind.

Separately, AvePoint maintains a whistleblower policy (the “**Open Door Policy**”) pursuant to which each Company employee is encouraged to promptly report any good faith complaint regarding accounting or auditing matters or any legal allegations, including but not limited to fraud, deception, dishonesty, malfeasance, or illegal/illicit activities. The Open Door Policy outlines the procedures for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting matters as well as any suspected illegal acts or violations of Company policies by the Company, its employees, or its agents.

AvePoint’s reporting policies provide protections in two important areas -- confidentiality and against retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. The Company will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm.



4. Set the Tone at the Top.

Management has the added responsibility of demonstrating the importance of this Code through their own actions. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Ultimately, our actions are what matter.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At AvePoint we want the ethics dialogue to become a natural part of daily work.

5. Promote Substance Over Form.

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At AvePoint, we must have the courage to tackle the tough decisions and make difficult choices secure in the knowledge that AvePoint is committed to doing the right thing. At times, this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we should do so.

Although AvePoint's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

6. Uphold the Law.

Compliance with both the letter and spirit of all laws, rules, and regulations applicable to the Company, including any securities exchange or other organization or body that regulates the Company, is critical to our reputation and continued success. AvePoint's commitment to integrity begins with complying with all applicable laws, rules, and regulations where we do business. Further, each of us must have an understanding of AvePoint's own policies, laws, rules and regulations that apply to our specific roles. All obligations under this Code include adherence to all applicable country and local laws and regulations. To the extent that local law conflicts with a provision in this Code or a referenced policy or document, the conflicting provision of the Code or policy will not apply.

All employees, officers, and directors must respect and obey the laws of the cities, states, and countries in which the Company operates and avoid even the appearance of impropriety. Employees, officers, or directors who fail to comply with this Code and applicable laws will be subject to disciplinary measures, up to and including discharge from the Company.

If you are unsure of whether a contemplated action is permitted by law or AvePoint's policy, you should seek the advice of the Compliance Officer in the Office of the General Counsel by (ii) contacting legal@avepoint.com or corporatecompliance@avepoint.com, (ii) logging on to the [Central Compliance Hub](#) or (iii) sending regular mail to the Compliance Officer Riverfront Plaza, West Tower 901 East Byrd



Street, Suite 900 Richmond, VA 23219. Complaints delivered by regular mail to the Compliance Officer should be marked "Private and Strictly Confidential – **To be opened only by addressee**".

We are all responsible for preventing violations of law and for speaking up if we see possible violations.

B. COMPLIANCE WITH THIS CODE.

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if there is uncertainty about Company policy. If you are concerned whether the standards are being met or are aware of violations of the Code, you must contact the Office of General Counsel or the Compliance Officer via the contact details outlined in the section entitled "Compliance and Contact Details." As further described in this section, AvePoint takes the standards set forth in this Code seriously and violations are cause for disciplinary action up to and including termination of employment.

1. Consequences of Non-Compliance; Amendments to this Code.

Any employee, officer, and/or director who fails to comply with this Code or otherwise violates a provision in this Code, an applicable Employee Handbook or policy, or engages in illegal or improper behavior, will be subject to disciplinary action, up to and including termination of employment (or, in the case of non-employees, termination of services); in appropriate cases, corrective action may also include referral of a matter to a regulator or law enforcement. Violations of this Code may also constitute violations of law and may result in civil or criminal penalties for such person, such person's supervisors and/or the Company. Through its Nominating and Corporate Governance Committee (the "**N&CG Committee**"), the Board of Directors will determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of a violation of this Code in relation to executive officers and directors. It may also result in the reduction or elimination entirely of any compensation awards. In determining what action is appropriate in a particular case, the Board of Directors or its designee will consider the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation was intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past. The General Counsel will determine appropriate actions to be taken in the event of a violation of this Code in relation to all other employees.

As further set forth in this Code, AvePoint has zero toleration for retaliatory acts against individuals seeking guidance, reporting concerns, or cooperating in an investigation. Any employee, officer, or director who engages in retaliation is subject to disciplinary action, up to and including, termination of employment.

This Code cannot, and is not intended to, address all of the ethical complexities that may arise during the course of employment or association with the Company. There will be occasions where circumstances not covered by policy or procedure arise, and where a judgment must be made as to the appropriate course of action. In such circumstances, the Company encourages common sense decision-making, and consultation with a manager, member of human resources, or the General Counsel for guidance pursuant to the methods discussed below in "Compliance and Contact Details."



Any material amendment of this Code will be made only by the Board of Directors and will be promptly disclosed as required by law or any standard, rule, or regulation of The Nasdaq Stock Market LLC (“*Nasdaq*”).

2. Waiver.

From time to time, special circumstances may warrant a waiver from a provision of the Code. With respect to employees, the AvePoint compliance group, in consultation with the Legal Department, HRD, and any subject person’s manager or department head, will consider written waiver requests and may grant a written, time-limited waiver. A waiver for officers and directors may be granted, depending on the topic, only by the full Board of Directors and must be disclosed, along with the reasons for the waiver, in accordance with applicable law and regulations, including but not limited to applicable Nasdaq requirements.

3. Compliance with Other Policies, Standards, and Procedures.

In addition to compliance with this Code and all applicable country and local laws and jurisdictions, you must comply with all applicable Nasdaq policies and standards, local employee handbooks disseminated by the HRD (each, an “*Employee Handbook*”), and AvePoint corporate policies. Some examples of policies applicable to individual employee, officer, and director conduct are:

- a) Insider Trading Policy
- b) Anti-Bribery and Anti-Corruption Policy
- c) Corporate Disclosure Policy
- d) Related Person Transaction Policy

C. CONFLICTS OF INTEREST.

The Company has adopted a policy intended to educate its employees on the identification, management, reporting, and avoidance of conflicts of interest. A conflict of interest occurs when your private interest interferes, appears to interfere or is inconsistent in any way with the interests of the Company. For example, conflicts of interest may arise if:

- 1. You cause the Company to engage in business transactions with a company that you, your friends or your relatives control without having obtained the appropriate prior approvals required.
- 2. You are in a position to (a) compete with, rather than help, the Company or (b) make a business decision not on the basis of the Company’s interest but rather for your own personal advantage.
- 3. You take actions, or have personal or family interests, which may make it difficult to perform your work (or discharge your duties and obligations) effectively.



4. You, or any of your family members or affiliates, receive improper personal benefits other than gratuities and payments received or provided in compliance with the guidelines set forth in “Business Gifts, Gratuities, Courtesies, and Entertainment” below, as a result of your position in the Company.

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of AvePoint may conflict with our own personal or family interests because the course of action that is best for us personally may not also be the best course of action for AvePoint. We owe a duty to AvePoint to advance its legitimate interests when the opportunity to do so arises. We must never use AvePoint property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with AvePoint.

A conflict of interest may not be immediately recognizable, so potential conflicts must be reported immediately to the Office of the General Counsel. Further, if you become aware of a conflict or potential conflict involving another employee, contractor, officer, or director, you should bring it to the attention of the General Counsel by using (i) the **AvePoint Anonymous Reporting Hotline** at (A) <https://www.lighthouse-services.com/avepoint> or (B) the applicable phone numbers, URLs, fax number, or app details set forth in Exhibit A hereto, (ii) the **AvePoint Anonymous Reporting Email** at reports@lighthouse-services.com, (iii) the email addresses legal@avepoint.com or corporatecompliance@avepoint.com, (iv) regular mail to the Compliance Officer Riverfront Plaza, West Tower 901 East Byrd Street, Suite 900 Richmond, VA 23219. Complaints delivered by regular mail to the Compliance Officer should be marked “Private and Strictly Confidential – **To be opened only by addressee.**” Alternatively, notification may be made by contacting a member of the Audit Committee of the Company’s Board of Directors at the principal executive offices of the Company.

If the concern requires confidentiality, including keeping particular individuals anonymous, then this confidentiality will be protected, except to the extent necessary to conduct an effective investigation or as required by under applicable law, regulation or legal proceedings.

D. RELATED PERSON TRANSACTIONS.

The Company has adopted a policy (the “**Related Person Transaction Policy**”) that requires the review and approval of any transaction, arrangement, or relationship where the Company was, is, or will be a participant and the amount involved exceeds \$120,000, and in which any “Related Person” (generally defined as any director (or director nominee) or executive officer of the Company, beneficial owner of more than 5% of the Company stock, any immediate family member of the foregoing and any entity in which any of the foregoing persons is employed or is a partner or principal or in which that person has a 10% or greater beneficial ownership interest) had, has or will have a direct or indirect material interest.

Before entering any such transaction, arrangement or relationship, the General Counsel must be notified of the facts and circumstances of the proposed transaction, arrangement, or relationship. If the General Counsel determines that a transaction, arrangement, or relationship is indeed a related party transaction, then such transaction will be sent to the Audit Committee (or the Chair of such committee) for their review and approval. Only those transactions that are in the best interests of the Company shall be approved.



E. ANTI-BRIBERY AND ANTI-CORRUPTION.

Employees, officers, and directors must comply with all laws prohibiting bribery, corruption and kickbacks, including laws prohibiting improper payments to domestic and foreign officials such as the U.S. Foreign Corrupt Practices Act, as amended (the “*FCPA*”). While this section focuses primarily on foreign officials, the Company’s policy (the “*Anti-Bribery and Anti-Corruption Policy*”) equally prohibits bribery of domestic officials and commercial or private sector parties.

The FCPA prohibits an offer, payment, promise of payment or authorization of the payment of any money or thing of value to a foreign official, foreign political party, official of a foreign political party or candidate for political office to induce or influence any act or decision of such person or party or to secure any improper advantage. The FCPA prohibits such conduct whether done directly or indirectly through an agent or other intermediary.

Although U.S. law does allow certain payments to foreign officials intended solely to expedite non-discretionary routine government action, sometimes called “grease,” or “facilitating,” payments, this exception is a narrow one and such payments are often illegal under other laws. Accordingly, the Company’s policy is to avoid such payments.

Therefore, no payment may be made to a foreign official even for non-discretionary action without first consulting with and obtaining written authorization from the General Counsel or the Chief Executive Officer. If a facilitating payment is authorized, such payment must be accurately and fairly recorded in the Company’s books, records, and accounts.

The FCPA further requires compliance by the Company with record keeping and internal controls requirements. The Company must maintain financial records which, in reasonable detail, accurately and fairly reflect transactions and disposition of corporate assets. In particular, all bank accounts that receive or disburse funds on behalf of the Company shall be properly authorized and any such transactions recorded on the official books and records of the Company. In addition, the Company must maintain a system of internal controls sufficient to provide reasonable assurances that the Company’s assets are used only in accordance with directives and authorizations by the board of directors and senior management, and that checks and balances are employed so as to prevent the bypassing or overriding of these controls.

Violation of the FCPA is an offense, subjecting the Company to substantial fines and penalties and any officer, director, employee, or stockholder acting on behalf of the Company to imprisonment and fines. The FCPA prohibits the Company from paying, directly or indirectly, a fine imposed upon an individual pursuant to the FCPA. Violation of this policy may result in disciplinary actions up to and including discharge from the Company.

F. BUSINESS GIFTS, GRATUITIES, COURTESIES, AND ENTERTAINMENT.

Business gifts and entertainment are often customary courtesies designed to build goodwill among business partners and clients. However, AvePoint is committed to competing solely on a merit of our products and services. As a result, we should avoid any actions that create a perception that favorable treatment of outside entities by AvePoint was sought, received, or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom AvePoint does or may do business. We will neither give nor accept



business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of AvePoint or customers, or would cause embarrassment or reflect negatively on AvePoint's reputation. Further guidance can be found in AvePoint's Anti-Bribery and Anti-Corruption Policy addressing these issues in detail.

Notwithstanding the foregoing, issues may arise when such courtesies compromise, or appear to compromise, the recipient's ability to make objective and fair business decisions. In addition, issues can arise when the intended recipient is a government official. Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply at all times, and do not change during traditional gift giving seasons, and apply equally to employees, officers or directors offering gifts and entertainment to the Company's business associates.

The value of gifts should be nominal, both with respect to frequency and monetary amount. Frequent gifting to a recipient may be perceived as an attempt to create an obligation to the giver and is therefore inappropriate. Likewise, business entertainment should be moderately scaled and intended only to facilitate legitimate business goals. For example, should tickets to a sporting or cultural event be offered, the offeror must attend the event as well. The following questions may provide guidance in the instance of doubt:

- Is the action legal?
- Does the action raise doubts or concerns?
- Should another individual be consulted?
- Is the action clearly business-related?
- Is the action or gift moderate, reasonable, and in good taste?
- Would public disclosure of the action or gift embarrass or harm the Company?
- Is there an expectation of reciprocation or favors?

Strict rules apply when the Company does business with governmental agencies and officials, whether in the U.S. or in other countries, as discussed in more detail below.

Because of the sensitive nature of these relationships, you must seek approval from a supervisor and/or the General Counsel before offering or making any gifts or hospitality to governmental officials or employees.

1. Accepting Business Courtesies.

Most business courtesies offered to us in the course of our employment are offered because of our positions at AvePoint. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at AvePoint to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the customers and partners that AvePoint maintains or may establish a business relationship with.



Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a customer, partner or supplier when AvePoint is involved in choosing or reconfirming a customer, partner or supplier or under circumstances that would create an impression that offering courtesies is the way to obtain AvePoint business.

2. Meals, Refreshments, and Entertainment.

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- a) the courtesies comply with AvePoint's Anti-Bribery and Anti-Corruption Policy, the FCPA, the UK Bribery Act 2010, as amended (the "**UK Bribery Act**"), and all other applicable anti-corruption laws.
- b) they are not inappropriately lavish or excessive.
- c) they are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- d) the courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- e) the employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

3. Gifts.

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace and comply with AvePoint's Anti-Bribery and Anti-Corruption Policy, the FCPA, the UK Bribery Act, and all other applicable anti-corruption laws, including:

- a) flowers, fruit baskets and other modest presents that commemorate a special occasion.
- b) gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising, or promotional items).

Employees may not accept compensation, honoraria or money of any amount from entities with whom AvePoint does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$50 may not be accepted unless approval is obtained from management.



Employees with questions about accepting business courtesies should talk to their managers or the Director of Legal Compliance by sending an e-mail to legal@avepoint.com.

4. Offering Business Courtesies.

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon AvePoint. An employee may never use personal funds or resources to do something that cannot be done with AvePoint resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments, or entertainment of reasonable value, provided that:

- a) The practice does not violate the AvePoint's Anti-Corruption Policy, the FCPA, the UK Bribery Act, and all other applicable anti-corruption law or regulation or the standards of conduct of the recipient's organization.
- b) The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- c) The business courtesy is properly reflected on the books and records of AvePoint.

G. EXPORT CONTROLS AND ECONOMIC SANCTIONS.

1. Export Controls.

Certain products, software and technology developed in one country require an export license before being "exported." Under many countries' laws, the concept of an export is very broad and includes situations in which an item, data, or technology is transferred to a foreign location or person (even one located in the originating country) physically, electronically, or even verbally or visually. Export laws also may apply to situations in which a product, technology, or software is re-exported from one foreign country or person to another, or where content from one country is blended with content from others. In the context of AvePoint's business, export controls may come into play where we are working with restricted technology (most commonly, certain types of encryption software) or traveling with technology or restricted data on an AvePoint device. In addition, customer contracts may contain requirements related to export control compliance.

As an employee, you are responsible for identifying situations where export rules may be implicated and, if you are developing software, being able to identify how and by whom it was developed. Further information on export control compliance obligations is set forth in AvePoint's "***US Export Controls and Trade Sanctions Compliance Policy.***"

2. Economic Sanctions.



As set forth in our US Export Controls and Trade Sanctions Compliance Policy, the Company complies with all sanctions that apply to its business and expects every employee to support compliance with our obligations. All customers and suppliers are subject to sanctions screening. Each of us is responsible for facilitating such screening and reporting any situation where it is believed that an entity may be seeking to evade or avoid screening or an intermediary may be acting on behalf of a sanctioned entity.

Any employee, officer, or director that observes, suspects, or learns of a potential sanctions violation must report it to one of the points of contact identified in the US Export Controls and Trade Sanctions Compliance Policy. You should seek guidance in advance if you are uncertain of how sanctions rules apply to a particular transaction.

H. BOYCOTTS.

“Boycotts” are activities that are designed to limit trade with certain countries, entities, or individuals. US anti-boycott laws and regulations restrict US firms from participating in foreign boycotts or other restrictive international trade practices that the US Government does not support. The anti-boycott laws and regulations include prohibitions on agreeing to refuse to do business in support of the boycott; agreements to discriminate or actual discrimination against other persons based on race, religion, sex, national origin, or nationality; and, agreements to furnish information about business relationships with boycotted countries or with blacklisted companies; and, agreements to provide information about the race, religion, sex, or national origin of another person.

If you are ever requested to agree to boycott terms in a contract or provide information to support a boycott, you must contact the Office of General Counsel to that the matter can be evaluated and any required reports filed.

I. CORPORATE OPPORTUNITIES.

When carrying out your duties or responsibilities, you owe a duty to the Company to advance its legitimate interests. The Company’s certificate of incorporation and Corporate Governance Guidelines contain important policies with respect to corporate opportunities.

J. FAIR DEALING.

Each employee, officer and director, in carrying out his or her duties and responsibilities, should endeavor to deal fairly with each other and the Company’s customers, suppliers and competitors. No employee, officer or director should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

K. CONFIDENTIALITY.

Employees, officers, and directors must maintain and protect the confidentiality of information entrusted to them by the Company, or that otherwise comes into their possession, during the course of their employment or while carrying out their duties and responsibilities, except when disclosure is authorized by the Company or legally mandated.



The obligation to preserve confidential information continues even after employees, officers and directors leave the Company. Confidential information encompasses all non-public information (including, for example, “inside information” or information that third-parties have entrusted to the Company) that may be of use to competitors, or may otherwise be harmful to the Company or its key stakeholders, if disclosed.

Financial information is of special sensitivity and should under all circumstances be considered confidential, except where its disclosure is approved by the Company or when the information has been publicly disseminated. Guidance on identification of and proper protocol with respect to (a) disclosure of financial information, “inside information,” and other information which is or may be considered material non-public information (“*MNPI*”) or is otherwise highly sensitive, and (b) your receipt (intentionally or inadvertently) of any of the foregoing can be found in the Company’s ***Insider Trading Policy***, the Company’s ***Corporate Disclosure Policy***, and the Company’s ***Policy on Internal Information Barriers and Confidentiality***.

1. Identification of Confidential and Proprietary Information.

AvePoint’s proprietary and confidential information is critical to the success of the company and must not be given out, shared, or used outside of the company’s premises or with non-AvePoint personnel. Such information includes, but is not limited to:

- Compensation data,
- Financial information,
- Marketing strategies,
- Pending projects and proposals,
- Software products and Technology,
- Product and support pricing,
- AvePoint trade secrets and product road maps,
- New product design, concepts, and “know-how”,
- Personnel/Payroll records, and
- Conversations between any persons associated with the company.

We also protect any information learned during the course of employment about customers, partners, vendors, or suppliers. When receiving third party information subject to a non-disclosure agreement (“*NDA*”), we comply with the terms of agreement including limiting use, internal distribution and retention as required by the NDA. We guard against even the inadvertent disclosure of confidential information through improper computer use, accidental email distribution, non-secure document handling or conversations that might be overheard. Any unauthorized disclosure of AvePoint or third-party confidential information or concerns that the security of such information may have been compromised must be reported immediately to the relevant management and the Office of General Counsel to address. AvePoint employees who improperly use or disclose trade secrets or confidential information of ours or others will be subject to disciplinary action, including termination of employment and legal action.

2. Compliance with Confidentiality Laws and Regulations.



AvePoint follows all applicable laws pertaining to copyright and other intellectual property protections. This includes laws that prohibit duplication of print materials, licensed computer software and other copyrighted-protected works. Unauthorized use or distribution of intellectual property such as trade secrets, patents, trademark, and copyrights is a violation of our company policies and can also be illegal and result in civil or criminal penalties. In addition to complying with this Code, all AvePoint employees are required to sign an NDA as a condition of employment.

3. Customer Information and Internal Restrictions on Sharing.

AvePoint's key policy on treatment of customer information including our information security platform is referred to as the "***Data Protection and Information Security Policy.***"

Teams within AvePoint that, as part of their ordinary service delivery or functions, may have access to confidential non-public customer information should implement appropriate risk-based measures to prevent the improper internal sharing of such information. Such measures should be heightened where the information is sensitive or internal sharing could create an actual or perceived conflict of interest or unfair advantage to AvePoint. Examples of specific measures that may be adopted include limiting access to computer systems and files containing such information, restrictions on email recipients, and restrictions on meeting attendees when customer matters are discussed. Where appropriate, the measures adopted by a team should be memorialized in an internal procedures document.

4. Personal Data and Privacy.

We are committed to respecting and complying with all laws and regulations that apply to the collection, use, distribution, destruction and other processing of personal data. Personal data encompasses any data about an identified or identifiable individual. For each jurisdiction in which we operate, it includes any data subject to applicable privacy and personal data protection laws.

We handle all personal data using the "minimum necessary" standard. This means that we use such data only as permitted and necessary to our work and disclose such information only to authorized recipients for them to perform their work.

When using and storing personal data, we secure it in compliance with the Data Protection and Information Security Policy and other Information Technology Standards as well as all contractual requirements. We respect individual's ability to exercise their legal rights over their personal data including, as allowed under applicable law, the right to obtain and correct information and the right to have information deleted. If you receive a request from an individual about personal data held by AvePoint, you should refer the individual to the Privacy Team at privacy@avepoint.com.

A personal data breach may include any situation personal data may have been inappropriately accessed, modified, or destroyed. Anyone who observes or suspects that a personal data breach may have occurred (including personal data breaches involving urgent issues or ongoing information security threats) must report it to the Office of the General Counsel at legal@avepoint.com, by calling 804-314-5903, or by delivering the report via regular mail to the Compliance Officer Riverfront Plaza, West Tower 901 East Byrd Street, Suite 900 Richmond, VA 23219. Complaints delivered by regular mail to the Compliance Officer should be marked "Private and Strictly Confidential – **To be opened only by addressee**".



L. **PUBLIC REPORTING OBLIGATIONS.**

As a public company with registered securities listed on the Nasdaq, each of AvePoint's employees, contractors, officers, and directors has an increased responsibility to ensure regulatory integrity. One of your most important roles is to assist AvePoint in its responsibility to protect its investors, stakeholders, partners, and constituents by upholding AvePoint's accuracy and fidelity with respect to all information included in any public disclosures and by ongoing compliance with record retention policies.

1. **Accurate Reporting and Public Disclosure.**

Full, fair, accurate, understandable, and timely disclosure must be made in the reports and other documents that the Company files with, or submits to, the SEC and in its other public communications. Such disclosure is critical to ensure that the Company maintains its good reputation, complies with its obligations under the securities laws, and meets the expectations of its stockholders. This obligation applies to all employees, including all executives with any responsibility for the preparation for such reports including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Persons responsible for the preparation of such documents and reports and other public communications must exercise the highest standard of care in accordance with the following guidelines:

- a) all accounting records, and the reports produced from such records, must comply with all applicable laws;
- b) all accounting records must fairly and accurately reflect the transactions or occurrences to which they relate;
- c) all accounting records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses;
- d) accounting records must not contain any false or intentionally misleading entries;
- e) no transactions should be intentionally misclassified as to accounts, departments or accounting periods;
- f) all transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- g) no information should be concealed from the internal auditors or the independent auditors;
- h) compliance with the Company's Corporate Disclosure Policy is required; and
- i) compliance with the Company's internal control over financial reporting and disclosure controls and procedures is required.



Employees should inform the AvePoint Legal Department if they learn that information in any filing or applicable public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

2. Requirements of Ongoing Record Retention.

We all are responsible for ensuring that all records created, updated or modified related to our business completely and accurately reflect the underlying transaction(s). You must also comply with our Document Retention and Destruction Policy in maintaining records under your control and comply with any record hold notice that you provided by the Office of General Counsel. If you become aware that a particular matter may be under dispute or subject to investigation, you must retain records related to it in their current state pending resolution unless directed to do otherwise by the Office of General Counsel.

3. Unacceptable Activities.

AvePoint will not tolerate:

- a) any false or misleading entry in our books and records;
- b) the creation of any disclosed or unrecorded fund, asset or entity for any purpose;
- c) the approval or making of any payment with the agreement or understanding that any part is to be used for any purpose other than that described by the supporting documents;
- d) the use of AvePoint funds or assets for any unlawful purpose; or,
- e) any action to coerce, manipulate, mislead or fraudulently influence AvePoint's independent auditors.

M. INSIDER TRADING.

Insider trading is unethical and illegal. Employees, officers, and directors must not trade in securities of a company while in possession of MNPI regarding that company. It is also illegal to "tip" or pass on inside information to any other person who might make an investment decision based on that information or pass the information to third parties.

The Company has a policy (the "***Insider Trading Policy***") which sets forth obligations in respect of trading in the Company's securities.

N. CORPORATE RECORDKEEPING.

We create, retain, and dispose of our company records as part of our normal course of business in compliance with all AvePoint policies and guidelines, as well as all regulatory and legal requirements. The governing policy on record retention is AvePoint's "***Document Retention and Destruction Policy***," which you should review with which you should familiarize yourself.



Records created, received, or used during the conduct of Company business, including all communications sent or received using the Company's email system, are at all times the property of the Company wherever those records may be located. At any time, the Company and, in certain circumstances, third parties (including government officials), may review, without prior notice to personnel, any and all firm records, including records marked "Personal" or "Private."

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with both GAAP and all other applicable accounting principles. We must not improperly influence, manipulate or mislead any authorized audit, nor interfere with any auditor engaged to perform an independent audit of AvePoint books, records, processes or internal controls.

Any records that you create and store are subject to this Code and may be demanded by third parties during the course of litigation or a government investigation or, in the case of records sent outside the Company, subject to the records retention policies of the recipients.

You should, therefore, avoid discriminatory remarks, harassment and threats of violence or similar inappropriate or unlawful conduct. This applies to communications of all kinds, including e-mail, instant messaging, voice mail messages, text messages, video recordings and informal notes or interoffice memos. Records should be retained and destroyed in accordance with the Company's records retention policy.

O. PROTECTION AND PROPER USE OF COMPANY ASSETS.

All employees, officers and directors should promote and ensure the efficient and responsible use of the Company's assets and resources by the Company. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft should be immediately reported for investigation.

Company assets, such as proprietary information, funds, materials, supplies, products, equipment, software, facilities, and other assets owned or leased by the Company or that are otherwise in the Company's possession, may only be used for legitimate business purposes and must never be used for illegal purposes.

Proprietary information includes any information that is not generally known to the public or would be valued by, or helpful to, our competitors. Examples of proprietary information are intellectual property, business and strategic plans and employee information. The obligation to use proprietary information only for legitimate business purposes continues even after individuals leave the Company.

P. POLITICAL ACTIVITIES AND CONTRIBUTIONS.

The Company respects the right of each of its employees to participate in the political process and to engage in political activities of his or her choosing; however, while involved in their personal and civic affairs employees must make clear at all times that their views and actions are their own, and not those of the Company. Employees may not use the Company's resources to support their choice of political parties, causes or candidates.



The Company may occasionally express its views on local and national issues that affect its operations. In such cases, Company funds and resources may be used, but only when permitted by law and by Company guidelines. The Company may also make limited contributions to political parties or candidates in jurisdictions where it is legal and customary to do so. The Company may pay related administrative and solicitation costs for political action committees formed in accordance with applicable laws and regulations. Any use of Company resources for the Company's political activities, including contributions or donations, requires advance approval by the Company's General Counsel.

Q. COMPLIANCE WITH ANTITRUST LAWS.

The Company believes in fair and open competition and adheres strictly to applicable antitrust laws. It should be noted however that the following section is not an exhaustive summary of relevant antitrust laws. Additional antitrust considerations not covered in this section include participation in trade association, monopolization, price discrimination, and other practices that affect competition.

As a general proposition, any contact with a competitor may be problematic under antitrust laws. Accordingly, all employees, officers and directors should avoid any such contact relating to the business of the Company or the competitor without first obtaining the approval of the General Counsel. Any additional concerns relating to the aforementioned areas of potential antitrust breach should also be directed to the General Counsel.

The Company notes below some general rules concerning contact with competitors:

1. Agreements among competitors, whether written or oral, that relate to prices are illegal per se. In other words, such agreements, by themselves, constitute violations of the antitrust laws. There are no circumstances under which agreements among competitors relating to prices may be found legal. Price fixing is a criminal offense and may subject the Company to substantial fines and penalties and the offending employee to imprisonment and fines.
2. Antitrust laws may be violated even in the absence of a formal agreement relating to prices. Under certain circumstances, an agreement to fix prices may be inferred from conduct, such as the exchange of price information, and from communications among competitors even without an express understanding. Although exchanges of price information are permitted in certain circumstances, employees of the Company should not participate in such exchanges without first obtaining the approval of the General Counsel.
3. It is a *per se* violation of antitrust laws for competitors to agree, expressly or by implication, to divide markets by territory or customers.
4. It is a *per se* violation of the antitrust laws for competitors to agree not to do business with a particular customer or supplier. As with agreements to fix prices, the antitrust laws can be violated even in the absence of an express understanding.
5. Any communication between competitors concerning problems with any customer or supplier may violate antitrust laws and should be avoided.



R. **DISCRIMINATION AND HARASSMENT.**

The Company values a diverse working environment and is committed to providing equal opportunity in all aspects of our business. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. The Company encourages the reporting of harassment when it occurs. You are expected to review the Employee Handbook on this topic.

S. **SAFETY AND HEALTH.**

The Company is committed to keeping its workplaces free from hazards. You should report any accidents, injuries or unsafe equipment, practices, or conditions immediately to a supervisor or other designated person. Threats or acts of violence or physical intimidation are prohibited.

You must not engage in the use of any substance that could prevent you from discharging your work duties and responsibilities safely and effectively. You are expected to review the Employee Handbook on this topic.

T. **COMPLIANCE WITH ENVIRONMENTAL LAWS.**

The Company is sensitive to the environmental, health and safety consequences of its operations. Accordingly, the Company has adopted an "***Environmental Policy***" pursuant to which it strictly complies with all applicable Federal and State environmental laws and regulations, including, among others, the Clean Air Act, the Federal Water Pollution Control Act, the Resource Conservation and Recovery Act and the Occupational Safety and Health Act, and considers sustainability in its planning decisions. If any individual has any doubt as to the applicability or meaning of a particular environmental, health or safety regulation, he or she should discuss the matter with the General Counsel.

U. **USE OF ELECTRONIC MEDIA.**

The Company has developed a policy to ensure that you understand the rules governing your use of the Company's computer network, and options for e-mail and voicemail or other messaging services, Internet access or other use of electronic media. All Company equipment, including desks, computers and computer systems, computer software, electronic storage devices, cellphones or other mobile devices, e-mail, voicemail, and other physical items are for business use only. The Company at all times retains the right to access and search all such electronic media or other items contained in or used in conjunction with the Company's computer, e-mail, voicemail and Internet access systems and equipment with no prior notice.

Like the Company's computer network, e-mail and voicemail services, access to Internet services such as web-browsing or newsgroups is provided to employees by the Company only for business use. Any personal use must be infrequent and must not involve any prohibited activity, interfere with the productivity of the employee or his or her coworkers, consume system resources or storage capacity on an ongoing basis or involve large file transfers or otherwise deplete system resources available for business purposes.

Your messages and computer information are considered Company property and consequently, employees should not have an expectation of privacy in the context of computer and voice mail use. Unless



prohibited by law, the Company reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals.

The Company also recognizes that many employees are choosing to express themselves by using Internet technologies, such as blogs, wikis, file-sharing, user generated audio and video, virtual worlds, and social networking sites, such as Facebook, LinkedIn, and Twitter. Whether you choose to participate in such social networking outside of work on your own time is your own decision.

V. MEDIA INQUIRIES.

AvePoint is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the VP of Corporate Marketing & Global Communications. No one may issue a press release except in accordance with the Code and the Corporate Disclosure Policy, and only after approval from the Legal Department.

W. LEGAL AND COMPLIANCE CONTACT DETAILS.

1. Confidential Advice.

If you think that an actual or possible violation has occurred, it is important to report your concerns immediately. If you do not feel comfortable discussing the matter with your supervisor, manager or human resources, please contact the Office of the General Counsel or the Compliance Officer at legal@avepoint.com or 804-314-5903 or you may anonymously report these concerns (i) to the **AvePoint Anonymous Reporting Hotline** at (A) <https://www.lighthouse-services.com/avepoint> or (B) the applicable phone numbers, URLs, fax number, or app details set forth in Exhibit A hereto, (ii) to the **AvePoint Anonymous Reporting Email** at reports@lighthouse-services.com or (iii) by delivering the complaint via regular mail to the Compliance Officer Riverfront Plaza, West Tower 901 East Byrd Street, Suite 900 Richmond, VA 23219. Complaints delivered by regular mail to the Compliance Officer should be marked “Private and Strictly Confidential – **To be opened only by addressee**”.

The Company strives to ensure that all questions or concerns are handled fairly, discreetly, and thoroughly. You may choose to remain anonymous.

2. Employee Reporting.

The Company proactively promotes ethical behavior and encourages employees, officers and directors promptly to report evidence of illegal or unethical behavior, violations of this Code, and issues involving officers and directors to the Office of the General Counsel (i) to the **AvePoint Anonymous Reporting Hotline** at (A) <https://www.lighthouse-services.com/avepoint> or (B) the applicable phone numbers, URLs, fax number, or app details set forth in Exhibit A hereto, (ii) to the **AvePoint Anonymous Reporting Email** at reports@lighthouse-services.com or (iii) by delivering the report via regular mail to the Compliance Officer Riverfront Plaza, West Tower 901 East Byrd Street, Suite 900 Richmond, VA 23219. Complaints delivered by regular mail to the Compliance Officer should be marked “Private and Strictly Confidential – **To be opened only by addressee**”. You may choose to remain anonymous in reporting any possible violation of this Code.



Once a report is made and received, the Company will investigate promptly and all employees, officers and directors are expected to cooperate candidly with relevant investigatory procedures. Appropriate remedial action may be taken, based on the outcome of such investigation.

The Company has a no-tolerance policy for retaliation against persons who raise good faith compliance, ethics, or related issues. However, it is unacceptable to file a report knowing it to be false.

3. Do the Right Thing.

Several key questions can help identify situations that may be unethical, inappropriate, or illegal. Ask yourself:

- Does what I am doing comply with this Code and other Company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made newspaper headlines?
- Am I being loyal to my family, my company and myself?
- Is this the right thing to do?



4. Additional Information and Resources.

General Counsel

Brian M. Brown, Esq.
Phone: (804) 314-5903
Brian.Brown@AvePoint.com

Senior Corporate Counsel

Tim Archer, Esq.
Phone: (971) 219-9994
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Chief People Officer

Stuart Robertson
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Stuart.Robertson@AvePoint.com

General Manager

Jessica Henningson
Phone: (201) 793-1111 ext. 1761
Jessica.Henningson@AvePoint.com

X. REVIEW OF CODE.

Each new employee, officer, or member of the Board of Directors of the Company (the “*Board*”) shall be required to review a copy of this Code and to acknowledge in writing that he or she has done so. This continued adequacy of this Code shall be reviewed and assessed at least annually by the N&CG Committee of the Board.



AVEPOINT, INC.

CODE OF ETHICS AND BUSINESS CONDUCT

CERTIFICATION

To: **AVEPOINT, INC.**

I, _____, have received and read a copy of the **AVEPOINT, INC.** Code of Ethics and Business Conduct (the “*Code*”). I hereby agree to comply with the specific requirements of the Code in all respects during my employment or other service relationship with **AVEPOINT, INC.** I understand that this Code constitutes a material term of my employment or other service relationship with **AVEPOINT, INC.** (or a subsidiary thereof) and that my failure to comply in all respects with the Code is a basis for termination for cause.

(Signature)

(Name)

(Date)



EXHIBIT A

Anonymous Reporting Hotline Details

- **Primary Website For Making Reports:** <https://www.lighthouse-services.com/avepoint>
- **Direct Anonymous Reporting URLs:**

English	www.lighthouségoto.com/avepoint/eng
Spanish	www.lighthouségoto.com/avepoint/spa
- **Anonymous Reporting App: Keyword: avepoint**
 - Detailed instructions [here](#)
- **Toll-Free Telephone:**
 1. **Direct Dial**
 - English speaking USA and Canada: **833-950-4544**
 - Spanish speaking USA and Canada: **800-216-1288**
 - French speaking Canada: **855-725-0002**
 - Spanish speaking Mexico: **01-800-681-5340**
 - China: **direct dial available in early 2022 (for now, use the international AT&T USADirect number)**
 2. **AT&T USADirect**
 - **All other countries: 800-603-2869** (must dial country access code first [click here](#) for access codes and dialing instructions)
- **E-mail:** reports@lighthouse-services.com (must include the name “AvePoint, Inc.” or, if different, the name of the AvePoint subsidiary for which you work)
- **Fax:** (215) 689-3885 (must include the name “AvePoint, Inc.” or, if different, the name of the AvePoint subsidiary for which you work)