

E2OPEN PARENT HOLDINGS, INC.

Code of Conduct and Ethics

E2open's Commitment to Our Employees,
Customers & Business Partners



Message from Leadership



E2open's mission is to orchestrate complex global supply chains using our integrated mission-critical platform to help decrease the cost of everyday items for the world's population. From the beginning, we have recognized that you, our partners, are critical to our continued success. We are all caretakers of e2open's reputation. How we conduct our business and how we treat others—our fellow partners, customers, communities, suppliers and shareholders—will determine our success.

Each of us is personally responsible for supporting our core values, which require compliance with the law as well as ethical conduct. We have issued this Code of Conduct and Ethics (the "Code") to state our commitment to uphold that responsibility and to provide guidance to our partners. A commitment to integrity, acting honestly and ethically, and complying with the letter and intent of the law are critical to our continued success.

Thank you for your partnership.
Warm regards,

Michael Farlekas
Chief Executive Officer

Table of Contents

E2open's Core Values	3
The Code: Asking for Guidance and Voicing Concerns	4
Ethics Helpline	4
How We Conduct Business	5
Anti-corruption and anti-bribery laws	6
Antitrust and competition laws	6
Global trade compliance: anti-boycott and trade sanctions laws	7
"Third country" payments	7
Political activity	7
Fair purchasing	8
Environmental, social and governance (ESG)	8
Business continuity	8
Fair Treatment of Employees	9
Engaging our workforce	10
Non-discrimination and preventing harassment and bullying	10
Safe and healthy work environment	11
Use of social media	11
Financial Integrity & Protecting Our Assets	12
Accuracy of e2open records and public reports	13
Use of company assets and corporate opportunities	14
Intellectual property and confidential business information	14
Respect for trade secrets and confidential information	15
Compliance with securities laws and insider trading	15
Conflict of Interest	16
When does "conflict of interest" occur?	17
Gifts, entertainment, hospitality, travel and other items of value	17
Loans	17
Code of Conduct Compliance and Procedures	18
Who must follow our code?	18
Policy modifications and waivers	18



E2open's Core Values

Our core values were developed through collaboration and thoughtful discourse about what drives us as a community. We envision these core values to be at the heart of our achievements and future growth. We embody these values in all we do – in our relationships with our shareholders, customers, partners, and communities. These values are simple, but serve as the clear, strong foundation of e2open.

Integrity

We are honest and build relationships based on trust

Empathy

We work to truly understand our employees and customers

Inclusion

We provide all our people with equal access to opportunities

Collaboration

We work together as a team because we believe the whole is greater than the sum of its parts

Decisiveness

We do not wait for perfection; we make the best decisions and keep building

Aspiration

We believe we will achieve greater things

Innovation

We nurture and reward creativity and fresh ideas



The Code: Asking for Guidance and Voicing Concerns

Ethics Helpline

The Ethics Helpline is available 24 hours a day, seven days a week, and can be accessed in multiple ways to ask questions or raise concerns. Your concerns will be taken seriously, and all information provided will be treated in a confidential manner. Questions or concerns may be submitted anonymously.

Website: www.lighthouse-services.com/e2open

Toll-Free Telephone Direct Dial: +1 833.310.0020 (English speaking USA and Canada)

Please refer to the Access Codes Document for toll-free instructions for other countries.

Email: reports@lighthouse-services.com (please include company name in the report)

Fax: +1 215.689.3885 (please include company name in the report)

We don't tolerate retaliation.

We know it takes courage to come forward and share your concerns. We won't retaliate or permit retaliation against anyone who raises concerns or who makes a good faith report about possible misconduct or legal violations to us or a government authority or assists in an investigation of misconduct or legal violation. We investigate reports of misconduct thoroughly, disclosing information only to those who need it to resolve the issue.

For more information, please reference our Whistleblower Policy, which can be found on the e2open [Investor Relations](#) website.

Our Code is a great resource, but it doesn't cover every situation you may face. Use good judgment in everything you do and ask for help if you're ever unsure.

Not sure? Ask yourself:



Does it reflect
our values?

Is it good for
e2open and my
coworkers?

Would I feel okay
if everybody
knew about it?

Q: What if there is a conflict between the Code and the laws in the country where I work?

A: The best approach is to follow the stricter requirement, and if that's not clear, seek guidance from the Legal Department.



How We Conduct Business

It is imperative that we operate ethically and transparently to earn the trust necessary to successfully serve our clients.

WHAT it means

E2open has the privilege of doing business in many countries and regions around the world. In every single location, we have the responsibility to know and follow the laws and regulations that apply to our business.

WHY it matters

While compliance with laws and regulations is mandatory, it also shows our commitment to acting as a responsible corporate citizen. It demonstrates we care about and respect the people we serve. In addition, non-compliance with laws and regulations can result in civil and criminal fines and penalties, imprisonment and other commercial or personal disciplinary actions.

HOW we do it

E2open has comprehensive policies, procedures and required training that help employees comply with laws and regulations. Any conflict between local laws and regulations and this Code of Conduct should be brought to the attention of the Legal Department.



Business Conduct

Anti-corruption and anti-bribery laws

E2open takes a strong stance against corruption and bribery consistent with the anti-bribery and anti-corruption laws that exist in many countries around the world. We strictly prohibit bribes, fraudulent conduct, kickbacks, illegal payments and any other offer of items of value that may inappropriately influence or secure an improper advantage with a government official or customer. It is our duty to follow local and internationally applicable laws and ethical standards prohibiting bribery and corruption, and to avoid inappropriately influencing the purchasing decisions of the entities that buy our products and services. Value transfers to third parties must be at fair market value for services rendered and there must be a legitimate need for the goods and services. For more information, please reference the Foreign Corrupt Practices Act Policy, which can be found on the Company's Intranet.

Antitrust and competition laws

Antitrust and competition laws promote fair competition and protect consumers from unfair business practices. These laws frequently address illegal agreements between companies, such as price fixing, as well as other unfair trade practices that restrict competition. We comply fully with all applicable antitrust and competition laws. We are responsible for dealing fairly with customers, suppliers, competitors and other third parties. This means our employees avoid taking unfair advantage through manipulation, concealment or misrepresentation of key facts, or other unfair practices.

Q: A sales representative from a competing company reached out to me to discuss the price of our respective products.

A: You should never enter into a discussion with competitors about the price of our products or other proprietary information. If you receive a call from a competitor, or if someone unknown to you approaches you to discuss pricing, make it clear that you will not discuss the price of our products with competitors. Politely end the conversation and report the incident to the Legal Department



Business Conduct

Global trade compliance: anti-boycott and trade sanctions laws

As a global provider of networked supply chain solutions, we conduct import and export transactions every day and must comply with all applicable local, regional and international trade laws, rules and regulations. We also respect trade sanctions and import/export restrictions imposed by governments that are applicable to our activities. For questions regarding cross-border transactions, please contact the Legal Department.

“Third country” payments

No payments of any kind should be made to a third party in any country other than the country where the sales were made, or in which the sales agent or channel partner has a substantial place of business. For questions regarding “third country” payments, contact the Legal Department.

Political activity

E2open is committed to citizenship and community involvement. Political activities by corporations, including lobbying, are regulated and must be reported under U.S. law and under the laws of many countries where e2open does business. All political and lobbying activities as well as meetings with government officials should be coordinated and aligned with Legal Department. We respect the right of employees to engage in political activity to support political groups, government officials or candidates. Any such activity must be voluntary and performed in the employee's own time, at the employee's own expense. It must be clear that the employee is acting independently and not as a representative of e2open.

Q: A friend of mine is running for political office. Can I help her out with the campaign?

A: Yes, your volunteer support is your personal decision. However, in no case may you use e2open's resources — including company time, phones, emails, supplies, the e2open name or your company title—to advance the campaign.



Business Conduct

Fair purchasing

E2open purchases many items necessary to support our work, such as supplies and equipment for our offices, and catering services for our meetings. When making these and other purchases, we must act impartially toward vendors, suppliers and other service providers. Employees are required to follow the e2open's procurement and purchasing procedures. See the *Conflicts of Interest* section for further guidance on accepting gifts and entertainment from, and having personal relationships with, vendors, suppliers and service providers. We also hold our vendors to a high standard of ethical conduct as further described in our Supplier Code of Conduct.

Environmental, social and governance (ESG)

While our own company's environmental impact is negligible, we are still invested in ensuring that we operate in a manner that is consistent with our aspirations in regard to sustainability. This allows us to focus on reducing the environmental impact of the products our clients produce and distribute. We are committed to offering a diverse and inclusive workplace where everyone feels valued, welcome and safe. We pledge to always conduct ourselves in an ethical, just and responsible manner. Our clients expect that of their business partners, and we demand it of ourselves. For more information on e2open's commitment, please reference our annual ESG report, which can be found on the investor relations portion of the e2open website.

Business continuity

While we hope e2open never experiences adverse situations, we all must be prepared to react should the need arise. Everyone is responsible to understand their role in the case of an emergency and be familiar with the business continuity plans at their assigned work location.



Fair Treatment of Employees

We're successful today because of our exceptional people.

WHAT it means

We treat each other with dignity and respect. Each of us deserves an inclusive workplace where we are fairly compensated and can do our best work.

WHY it matters

Different thoughts, abilities, experiences and individual characteristics make our work environment richer and lead to better business decisions and results. When our employees are fully engaged and empowered, we drive innovation and create solutions that benefit communities around the world.

HOW we do it

Our Code of Conduct and Ethics reflects the principles that define how we treat each other, keep our workspaces safe and healthy, create a sense of belonging and provide equal opportunities for our workforce.





Fair Treatment of Employees

Engaging our workforce

We believe in the power of people and value a globally diverse and inclusive culture, rooted in the ethical behaviors, respect and integrity. An engaged, high-performing and diverse workforce will better understand and address the challenges and needs faced by our customers and communities.

Non-discrimination and preventing harassment and bullying

We must be treated fairly and be respected for our contributions. e2open provides equal opportunities for employment and discrimination will not be tolerated in hiring, promotions or any other facet of employment. We provide reasonable accommodation to qualified individuals with disabilities as well as individuals with needs related to their religious observance or practice. We base employment decisions on merit, and consider qualifications, skills and achievements. We do not tolerate discrimination based on characteristics such as age, gender, race, ethnic background, sexual orientation, gender identity, national origin or religious beliefs.

We do not tolerate harassment or bullying. Harassment includes any conduct that could be viewed as offensive, intimidating, or disparaging. Behaviors that may be considered unlawful harassment include: slurs; derogatory and/or sexually-oriented jokes, comments or displays; discussion or inquiries about one's own or someone else's sexual activities; unwelcome sexual advances, propositions, flirtations, or comments; physical conduct including assault, unwelcome touching, gestures, intentional blocking of normal movement or interfering with work, or other conduct directed toward a person due to their gender, race, or any other protected status; and threats and demands to submit to sexual requests as a condition of continued employment, advancement or to avoid some other loss, and offers of employment benefits in return for sexual favors.

Q: One of my co-workers emailed an inappropriate joke to me and some teammates. I find it offensive, but I don't know if I should approach my co-worker with my concern. What should I do?

A: We each have an obligation to ensure that e2open is a great place to work for everyone, and offensive behavior such as this is not acceptable. If you feel uncomfortable speaking with your co-worker directly, contact your manager or a representative from Human Resources.



Fair Treatment of Employees

Safe and healthy work environment

We are committed to providing a safe and healthy workplace for employees, contractors and visitors working within, or visiting, our facilities and premises. All employees and visitors are responsible for keeping safety and health top of mind, and should:

- Promptly report unsafe or hazardous conditions to supervisors and hosts;
- Comply with company policies, standards and procedures relating to workplace health and safety; and
- Comply with all applicable workplace health and safety laws and regulations.

Use of social media

Social media includes any digital communication channels that allow individuals to create and share content and post comments. Employees must comply with all company policies in their use of social media and related company content and assets. Our policies apply to communications related to job responsibilities and to personal communications that may impact e2open. In personal activities on social media, employees should be respectful and recognize that their conduct may impact the way others view who we are and what we stand for as a company. Employees should include a proper disclosure statement when speaking about e2open and/or our products and services. Permissions must be secured, and releases obtained, when images or video of others are to be featured. Always use good judgment when engaging in social media activity. Be aware of the difference between social communication and business communication, as most social media platforms and mobile applications are not approved for business-related communication between colleagues or between internal and external stakeholders.

Q: My manager often loses his temper and yells at all the people on the team when we miss a deadline. Is that harassment?

A: It depends, but regardless, the situation creates a negative work environment. This behavior is something that the company will address because it violates the commitment we've made to a respectful workplace. Share your concerns with Human Resources or anonymously via the Ethics Helpline.



Financial Integrity & Protecting Our Assets

Our final responsibility is to our stockholders.

WHAT it means

We keep complete and accurate financial records that represent the financial condition and results of e2open. We protect our property, assets and confidential information.

WHY it matters

Financial integrity helps us maintain the trust and confidence we've built with shareholders, governments, customers, employees and other stakeholders.

HOW we do it

Multiple controls are in place to protect and preserve our financial integrity. Every employee, regardless of title or function, is responsible for following the policies and procedures that involve e2open funds, the reporting of financial and non-financial results, and the use of company property and assets.



Financial Integrity & Protecting Our Assets

Accuracy of e2open records and public reports

E2open is a publicly traded company that conducts business in many countries. In all our dealings, we must keep accurate books and records that maintain the integrity of financial reporting, support internal decision-making and strengthen our reputation with stakeholders. Laws require us to be honest and accurate in our financial records so that they appropriately reflect our business transactions. In addition, we are required to develop and maintain an adequate system of internal accounting controls. Many people rely on us to report financial information truthfully, completely, and in a timely fashion; among them are government regulatory agencies, ratings agencies, and institutional and individual investors.

Inaccurate financial reporting could undermine shareholder confidence, impact our reputation and subject e2open to fines and penalties. Below are examples of how we build financial integrity into our processes:

- We sell and purchase products and services based on quality, price and service—never based on the giving or receiving of payments, gifts, entertainment or favors, or based on other relationships;
- We record sales and expenses during the appropriate accounting period in accordance with generally accepted accounting principles;
- We prohibit the use of e2open funds, assets or information for illegal purpose, including the purchase of privileges or special benefits through bribes, illegal political contributions or other illicit payments; and
- We disclose and record all funds and assets of the Company in the appropriate reporting period.

We keep accurate Company books and records and do not make false or artificial entries for any reason.

Q: We received a large vendor invoice for services provided. I have been asked by my manager to “hold” this invoice until next quarter so that we can meet our financial targets for this quarter. What should I do?

A: Revenue and expense must be reported in the correct accounting period. In this case, if the goods and/or services have been received, the expense must be accrued. You should not “hold” the invoice, but you should work with your Finance partner to accrue for this liability.



Financial Integrity & Protecting Our Assets

Use of company assets and corporate opportunities

We rely on e2open assets to support our work every day. Computers, mobile devices, information technology hardware and software, facilities, intellectual property, supplies and other assets are placed in our care and should be used only for legal, appropriate reasons. When working with e2open information or technology tools (such as laptops, email, apps, databases, etc.), employees should set up complex passwords that cannot be easily guessed and should never share passwords. Company information should not be stored with unapproved internet or cloud services that may not be protected and may be accessed by unauthorized people.

All directors and employees owe a duty to e2open to advance its interests when the opportunity to do so arises. Everyone is prohibited from taking for themselves personal opportunities that are discovered through the use of e2open property, information or position. All parties are prohibited from using e2open property, information or position for personal gain. In addition, no director, officer or employee may compete with the Company.

Intellectual property and confidential business information

The intellectual property and confidential information of e2open is an irreplaceable asset. We must secure and protect the use of these valuable assets. Intellectual property includes copyrights, patents, trademarks, brand names and logos, research and development, inventions and trade secrets. At all times, employees should take precautions to protect the intellectual property and confidential business information of e2open. Employees should avoid talking about or sharing such information in public places like airports and restaurants. Any suspected theft of intellectual property or unauthorized disclosure of, or access to, our company information should be immediately reported to one's manager or to the Legal Department.

Q: I am taking a vacation where I want to completely disconnect. Is it okay if I leave my laptop with my administrative assistant to handle any approvals in the various e2open systems on my behalf? I trust this person completely, so I don't mind sharing my password.

A: No. Employees should never give their personal password to anyone. Some systems allow you to delegate certain actions to others; other systems escalate issues to your manager in case of absence. If you bypass these controls, you are undermining the security of our systems, avoiding your own responsibilities and putting your assistant in a position of also violating company policy.



Financial Integrity & Protecting Our Assets

Respect for trade secrets and confidential information

We respect the trade secrets and confidential information of other companies and individuals. To gather information about a competitor, seek out public sources, such as the media, trade literature, the internet, court papers, regulatory filings or other public documents. Avoid discussions of competitive information with employees of competitors in all circumstances, including at professional association or industry meetings. Be truthful, and never misrepresent who you are or where you work to learn about competitors.

Compliance with securities laws and insider trading

By law, we are required to publicly disclose certain important information about e2open, such as sales, earnings, significant acquisitions/divestitures, regulatory matters and other material events. When we publicly disclose this information, it is our responsibility to do so in complete, accurate, timely and understandable ways. Employees may find out important information about e2open before it is released to the public; however, it is every employee's responsibility to keep material non-public information confidential. If employees have important information that has not been disclosed to the public, they are not allowed to:

- Buy or sell e2open stock;
- Make transfers or adjustments to other investment vehicles, including retirement funds;
- Disclose material non-public information to family, friends or any other person outside e2open; and
- Recommend to family, friends or others that they buy or sell e2open stock.

Complying with securities laws extends beyond our Company. Employees may not buy or sell securities of any other company using important material non-public information they have learned while performing their duties or through other means.

Q: I have an urgent need for cash and want to sell e2open stock that I own. But I'm nervous about doing that now because I'm aware of a big event happening within e2open next month that is not public information.

A: You should consult the Insider Trading Policy for guidance on the purchase or sale of e2open stock. Contact the Legal Department for guidance.



Conflict of Interest

The mere appearance of a conflict may cause our acts or integrity to be questioned.

WHAT it means

A conflict of interest is a situation in which a person or organization has conflicting interests or responsibilities, financial or otherwise, and serving one interest could have an adverse impact on those other interests or responsibilities.

WHY it matters

The way we conduct ourselves in our business dealings impacts our reputation and the trust we maintain with stakeholders. By recognizing and taking proactive steps to prevent conflicts of interest, we send a clear message about our loyalty to e2open's integrity and our determination to do what's right.

HOW we do it

We make business decisions based on the best interest of e2open and not for personal gain or benefit. We require all employees to proactively and promptly disclose actual or perceived conflicts of interest.



Conflict of Interest

When does “conflict of interest” occur?

A conflict of interest is a situation in which a person has conflicting interests, financial or otherwise, and serving one interest could have an adverse impact on those other interests or responsibilities. A personal conflict of interest occurs when a personal relationship or activity could influence the judgment and ability to perform one's job in an objective way and fulfill all duties to e2open. Even the appearance of a conflict of interest can place e2open at risk. As employees, we should never allow divided loyalties or personal gain to prevent us from doing what is in the best interest of e2open. It's not always clear whether an activity creates a conflict of interest. However, it is the responsibility of every employee to disclose a potential conflict. For this reason, employees are expected to discuss any potential personal conflicts—or questions about how best to handle a situation where a conflict might exist—with their manager or the Legal Department.

Gifts, entertainment, hospitality, travel and other items of value

Suppliers, vendors and others who do business with us are vital to our success. To keep our relationships with them above board, we avoid conflicts of interest. Conflicts of interest can occur when an employee solicits or accepts gifts, payments, loans, services or any form of compensation from suppliers, customers, competitors or others seeking to do business with e2open. Employees should only accept gifts, entertainment, or other items of value from suppliers, vendors or others where they are modest, are not cash or cash equivalents, and do not influence business decisions.

Loans

Loans by e2open to, or guarantees by e2open of, obligations of directors or employees or their family members are of special concern. Loans by e2open to, or guarantees by e2open of, obligations of any director or executive officer are expressly prohibited.

Q: A supplier sent me a gift basket filled with sweets. Can I accept it?

A: You can accept small gifts of modest value. However, if the gift is such that a third party might think the gift can influence or interfere with your decision-making, use common sense in whether you accept it, and talk to your manager.

Q: My family has an ownership interest in a supplier. I'd like to authorize the use of the supplier for e2open business because I can get us a very good deal. If I tell my manager about my family's interest in the business, it is allowable to hire the company?

A: It is allowable to introduce the supplier to our business. You must fully disclose your family's and your own relationships to the supplier and then excuse yourself from the decision. The final decision should be made independently by a senior leader in the business without your involvement, and you should not seek to influence the outcome of the decision in any way.



Code of Conduct Compliance and Procedures

Who Must Follow Our Code?

We expect all of our employees and Board members to know and follow the Code. Failure to do so can result in disciplinary action, including termination of employment. Moreover, while the Code is specifically written for employees and Board members, we expect members of our extended workforce (temps, vendors, and independent contractors) and others who may be temporarily assigned to perform work or services for us to follow the Code in connection with their work for us. Failure of a member of our extended workforce or other covered service provider to follow the Code can result in termination of their relationship with e2open.

Policy Modifications and Waivers

We realize that the Code will not cover every possible circumstance, especially when issues arise with contracts or local laws; as such, we may modify the Code, as necessary. Any waivers of the Code, however, must be approved by the Board of Directors. In the extremely rare situation that a waiver is approved, we will quickly and properly disclose it where required by law.

e2open[®]

Moving as one.[™]