

# Code of Business Conduct and Ethics

2019

## A Message from Our CEO

Dear Colleague:

I am writing to ask you to do something important — set aside a little time to review Bottomline’s Code of Business Conduct and Ethics. It explains how we conduct ourselves with our customers, business partners, government agencies, and fellow employees. We expect every Bottomline employee to understand and comply with these standards.

The Code is based on Bottomline’s Guiding Principles and the critical obligation of every Bottomline employee to adhere to applicable legal principles. Living by this Code is how we make sure Bottomline is a company of which all can be proud.

I am delighted that Bottomline has consistently been recognized as one of the best companies to work for. By adhering to and holding each other accountable to the standards of ethics and integrity outlined in this Code, we can make sure Bottomline remains a great place to work.

If you have questions, or information about conduct you think may violate the Code, please speak up. Talk to your manager, a People Success team member, or use the toll-free number or website that allows you to report concerns anonymously, if you wish. While situations can sometimes present unique or complex challenges, our directive is simple: Do The Right Thing. If you aren’t sure what that is, ask for help.

Thank you in advance for treating this seriously and taking responsibility for demonstrating high integrity in every aspect of Bottomline’s business.

Sincerely,

Rob Eberle  
President and CEO



**Please read and review Bottomline’s Code of Business Conduct and Ethics.**  
At the end, please acknowledge that you’ve read and understand it, and that you agree to comply.

Acting ethically and responsibly is not just the right thing to do—it is the way we make our Company the best it can be for our customers, fellow employees, shareholders and communities. This Code of Business Conduct and Ethics outlines how Bottomline conducts business and applies to everyone - Bottomline directors, officers, employees, consultants and contractors (each, a “Team Member”).

### **SPEAK UP IF YOU HAVE A QUESTION OR CONCERN**

The standards outlined in this Code are important. Please familiarize yourself and consult with your manager or People Success team member if you are unsure of your obligations. You have a responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code.

Each Team Member can make a tremendous difference to this organization, so it is vital that we all act with integrity, respect and in accordance with applicable laws. Bottomline will not discipline, discriminate against or retaliate against any Team Member who reports a complaint or concern in good faith.

### **WAYS TO RAISE QUESTIONS AND REPORT CONCERNS**

- Speak to your manager or People Success team member
- Contact Kate Faust, General Counsel or Steph Lucey, Chief People Officer
- Call 1-800-398-1496 or go to [www.lighthouse-services.com](http://www.lighthouse-services.com)

### **PERSONAL DIGNITY AND RESPECT**

All people should be treated with dignity and respect. We are committed to a work environment that is free from any harassment, whether it relates to gender, race, color, age, religion, national origin, sexual orientation, disability, or any other characteristic protected by law.

## EQUAL EMPLOYMENT OPPORTUNITY

Each person has a unique perspective, and diversity and inclusion make us a better company. Recognizing the value of diversity in our workforce, we commit ourselves to provide equal opportunity to all qualified individuals. The Company complies with all applicable laws governing equal employment opportunities to assure that there is no unlawful discrimination against any Team Member or applicant. The Company's philosophies on employment, compensation, benefits, leave and safety are specifically addressed in Bottomline's Navigational Guide.

## WE FOLLOW THE LETTER AND THE SPIRIT OF THE LAW

Regardless of location or position, we are all required to comply with the laws, rules and regulations applicable to the Company, wherever it does business. We expect each Team Member to use good judgment and common sense and to seek advice in unfamiliar situations.

If you become aware of any violation of any law, rule or regulation by the Company or by any Team Member, please report the violation promptly to your manager, our Chief People Officer or the Company's General Counsel. We always strive to address all matters internally where practical, but you should not feel discouraged from reporting any illegal activity to an appropriate government or regulatory authority. Team Members should not discharge, demote, suspend, threaten, harass or in any other manner discriminate against another Team Member because he or she reports any such violation. This Code should not be construed to prohibit you from engaging in concerted activity protected by the rules and regulations of the National Labor Relations Board (or government labor agency or board in your jurisdiction) or from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

### **DON'T MAKE DECISIONS IN A VACUUM**

If you are uncertain about what is required by law, ask for advice.

- Speak to your manager
- Contact Kate Faust, General Counsel

## HONEST AND ETHICAL CONDUCT AND FAIR DEALING

Each Team Member should deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and Team Members. Statements regarding Bottomline's products and services should not be untrue, misleading, deceptive or fraudulent. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice. We want to be a Company that is known for doing the right thing, no matter the context.

## **SAFEGUARDING BOTTOMLINE'S GOOD NAME AND REPUTATION**

We are each expected to protect Bottomline's good name and reputation and to refrain from taking any actions reasonably likely to harm or damage the same. To that end, please do not make, or cause others to make, any false, disparaging or derogatory statements in public or private to any person, entity or media or social media outlet regarding Bottomline's products, business affairs, financial condition, or relationship with any of its customers. All Team Members should advance the Company's legitimate interests when the opportunity to do so arises.

## **ANTI-BRIBERY AND ANTI-CORRUPTION**

Bottomline takes a zero-tolerance approach to bribery, kickbacks and corruption. You may never offer, solicit or provide anything of value, whether gifts, cash, meals, travel or similar items, to any third party in order to obtain a business advantage. Similarly, you may not solicit or accept anything of value from any third party who may be attempting to obtain a business advantage from you or the Company.

Under applicable anti-bribery and anti-corruption laws, companies can be held responsible for the actions of third parties engaged to act on their behalf, even if the company is unaware of or does not approve of the third party's actions. For that reason, please carefully review and attend to third party relationships (such as resellers, advisors, and contractors), and set a clear expectation that bribery and corruption are unacceptable under any circumstance.

## **GIFTS AND GRATUITIES**

We recognize that there are situations where giving a gift is reasonable and appropriate in the context of a business relationship. However, any such gift should be nominal in value, provided in accordance with Company policies and procedures (including manager approval, as necessary), and given truly as a gift, and not for any other purpose.

We understand that cultivating relationships with customers is occasionally accomplished in social settings. Common sense and moderation must prevail in business entertainment engaged in on behalf of the Company. Team Members should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest, intended to serve legitimate business goals and in compliance with applicable law.

## **ACCURACY OF BOOKS AND RECORDS AND PUBLIC REPORTS**

Accurate information and reporting are essential to the Company's ability to meet legal and regulatory obligations. It is the Company's policy to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications. Please honestly and accurately report all business transactions and remember that you are responsible for the accuracy of your records and reports. Side agreements, whether written or verbal, which are intended to alter or provide additional terms, conditions or commitments that are not reflected in the actual agreement with a third party, are strictly prohibited.

All Company books, records and accounts will be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company will conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund will be established for any purpose. No false or misleading entries will be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property will be made without adequate supporting documentation.

## **FRAUD**

Fraud is prohibited. Examples of fraud include: dishonest or fraudulent acts; embezzlement; forgery or alteration of negotiable instruments such as Company checks and drafts; misappropriation of Company, employee, customer, partner or supplier assets; conversion to personal use of cash, securities, supplies or any other Company asset; unauthorized handling or reporting of Company transactions; and falsification of Company records or financial statements for any reason.

## **CONCERNS REGARDING ACCOUNTING OR AUDIT MATTERS**

If you have a concern or complaint regarding an accounting or auditing matter or internal accounting controls, you may confidentially, and anonymously if you wish, submit those concerns or complaints in writing to the Company's General Counsel at the addresses provided under "How to Raise Concerns and Get Help" at the end of this Code. Any such concerns or complaints may also be communicated, confidentially and, if you desire, anonymously, directly to the Chief Financial Officer and the Chairman of the Audit Committee of the Board of Directors pursuant to the Company's "Whistleblower Policy." All complaints will be reported to the Audit Committee.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize those follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

## **DEALINGS WITH INDEPENDENT AUDITORS**

Our commitment to accurately and honestly reflect the business transactions of the Company relies on an open and honest relationship with independent auditors. No Team Member shall, directly or indirectly, make or cause to be made a materially false or misleading statement (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading) to an accountant in connection with any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the Securities and Exchange Commission. No Team Member shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

## INSIDER TRADING

If you have material non-public information about the Company or other companies such as suppliers and customers, it is important that you not trade in securities of Bottomline or such other companies as prohibited by law and Company policy. In addition, do not share material non-public information with anyone who might trade in securities based on the information. Information is material if an investor might consider it important in deciding whether to buy or sell stock. Information is non-public unless it has been appropriately disclosed to the public (such as through a public filing or a press release).

Bottomline has black-out periods, which are periods of time when employees may not trade in Bottomline stock. Black-out periods occur at standard intervals (generally a few weeks prior to quarter or year end until a few days after public earnings release), as well as from time to time as circumstances arise. Be sure to adhere to all restrictions on trading Bottomline securities during black-out periods.

The Company has adopted an Insider Trading Policy which is available on the Guidelines page on iportal at <http://iportal/guidelines/default.aspx> or from the Company's People Success Team. The Insider Trading Policy is meant to ensure you do not engage in prohibited insider trading and avoid the appearance of any improper transaction. If you are unsure of legal issues related to any purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, please ask the Company's Chief Financial Officer before making any such purchase or sale.

## CONFLICTS OF INTEREST

We should always act in the best interest of the Company and avoid activities or interests that are considered to be a "conflict of interest." A conflict of interest occurs when your private interest interferes, or appears to interfere, with the interests of the Company.

You have a conflict of interest if:

- Your actions or interests could prevent you from performing your duties in an honest, objective and effective manner
- You have an incentive to benefit yourself, your friends or family at Bottomline's cost
- You, your friends or family receive improper benefits as a result of your position at Bottomline

It is your responsibility to notify the Company's General Counsel or, if you are an officer or director, the Board of Directors, of any material transaction or relationship that could result in a conflict of interest or even an appearance of a conflict of interest. It is the responsibility of the Board of Directors and the Company's General Counsel to determine whether a conflict of interest exists.

## CONFIDENTIALITY

We are committed to being trustworthy business partners. To earn and maintain the trust of our customers, we should demonstrate our commitment to maintain confidentiality and protect not only our own confidential information, but that of third parties that entrust us with their sensitive or confidential information. Team Members may not share confidential information concerning, or that they receive from, Bottomline or any other company including customers or other third parties with whom we do business, unless legally mandated or covered by an appropriate confidentiality agreement. Confidential information of Bottomline or any other company should not be shared with other Team Members unless they have a need to know the information to perform their job. Third parties may ask you for information about the Company. Please do not discuss internal Company matters or share internal Company information with anyone outside the Company, except as required by your job or role and after an appropriate confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders, as well as to disclosures via any form of social media. All responses to inquiries on behalf of the Company should be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, please decline to comment and refer the inquirer to one of the authorized spokespersons (for details on communications and our authorized spokespersons, see the Communications & Security Section of the Navigational Guide).

## PROTECTION AND USE OF CORPORATE ASSETS

Assets provided to Team Members by Bottomline, including desktops, laptops, mobile devices, and the Company data stored within them, remain the exclusive property of Bottomline. Theft, carelessness and waste have a direct impact on the Company's financial performance. Please report loss of any Bottomline device or data to your manager and the Information Technologies department. Team Members should use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Please keep in mind that the Company's intellectual property includes not only patents and trademarks, but also trade secrets, know-how and other product and technical information that is not publicly known. Protection of this intellectual property is critical to the Company's continued success. Please use care not to purposefully or inadvertently disclose this information to parties outside of the Company. There may be instances when disclosure of intellectual property to third parties is appropriate, in which case Team Members should seek guidance from the Company's General Counsel prior to any such disclosure, to ensure that appropriate protections are in place.

## CYBERSECURITY

With so much of our business occurring online and so many of our offerings performing online payments and other critical business functions, we all have a responsibility to be vigilant about cybersecurity. Each Team Member should be alert for potential attacks on Bottomline's systems and customer-facing platforms. Please report anything that seems suspicious or concerning, even if you are unsure. If you observe or become aware of anything concerning or suspicious, please report details right away to [SIRT@bottomline.com](mailto:SIRT@bottomline.com) or the Company's Chief Information Security Officer.

## SOFTWARE CODE OF ETHICS

As representatives of a technology company, it is vital that we respect the value of software licenses and the underlying intellectual property in software, whether Bottomline software or third party software we use in the scope of our work. Unauthorized duplication of copyrighted computer software violates the law and is contrary to the Company's standards of conduct. The Company adheres to the following Software Code of Ethics:

- The Company will neither engage in nor tolerate the making or using of unauthorized software copies under any circumstances.
- The Company will provide legally acquired software to meet legitimate software needs in a timely fashion and in sufficient quantities for all its computers.
- The Company will comply with all license or purchase terms regulating the use of any software it acquires or uses.
- The Company will enforce strong internal controls to prevent the making or using of unauthorized software copies, including effective measures to verify compliance with these standards and appropriate disciplinary measures for violation of these standards.

If you have questions about the application of this Software Code of Ethics, please contact the Company's Chief Information Officer.

## HOW TO RAISE CONCERNS AND GET HELP

We recognize that issues are not always black and white. Difficult situations can arise, and we want you to have the resources and guidance you need to navigate those difficult situations with integrity and support. If you need guidance or have a concern, contact your manager, the General Counsel, the Chief Financial Officer or the People Success Team.

Our commitment to conducting business with integrity requires that we take credible reports of suspected misconduct seriously. If you are asked to assist in an inquiry or investigation by the Company regarding an alleged violation of this Code, please cooperate fully and honestly.

You may report violations of this Code, on a confidential or anonymous basis, by contacting the Company's General Counsel, Kate Faust by mail or email at: Bottomline Technologies, 325 Corporate Drive, Portsmouth, NH 03801, [kfaust@bottomline.com](mailto:kfaust@bottomline.com). In addition, the Company has established a toll-free number, 1-800-398-1496, where you can leave a recorded message about any violation or suspected violation of this Code.

While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish. You may also consult the Company's "Whistleblower Policy," which provides a means by which complaints can be communicated, confidentially and, if you desire, anonymously, directly to the Company's Chief Financial Officer and the Chairman of the Audit Committee of the Board of Directors. Copies of the Company's Whistleblower Policy are available on the Guidelines page on iportal at <http://iportal/guidelines/default.aspx>, as well as from the People Success Team.

## **MAKING GOOD DECISIONS**

Not every issue has a clear path to resolution. Use good judgment and involve others to help make good decisions in difficult situations. Think about:

- Your obligations under the law
- Your obligations to Bottomline
- Your obligations to others

And overall, **WHAT IS THE RIGHT THING TO DO?**

## **BOTTOMLINE'S OBLIGATIONS**

Bottomline has a responsibility to monitor compliance with this Code and to take action when it becomes aware of violations. That action may include disciplinary action, up to and including termination. Certain violations of this Code may require the Company to refer the matter to a governmental or regulatory authority for investigation or prosecution. Any manager who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not report it, also will be subject to disciplinary action, up to and including termination.

## ANNUAL ACKNOWLEDGEMENT

The Bottomline Code of Business Conduct and Ethics is important to our Company on many levels. To ensure we all understand it and are committed to the guidelines and commitments it provides, each year each Team Member (which includes each director, consultant and contractor) is asked to review and sign a copy of the Code. Thank you for treating this seriously and for taking responsibility for demonstrating high integrity in every aspect of Bottomline's business.

1. I have received and read the Bottomline Code of Business Conduct and Ethics
2. I understand the requirements of the Code of Business Conduct and Ethics.
3. I have complied with and will continue to comply with the Code of Business Conduct and Ethics.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_