

# CODE OF CONDUCT

Actions speak louder than words. While our business represents what we do and our values represent who we are, the following Code of Conduct outlines how we expect employees and other Lucid representatives to behave.



AMERICAS



EMEA



ASIA PACIFIC

# Introduction

Lucid Software Inc.'s ("Lucid") mission is to help teams see and build the future. In pursuit of our goal, Lucid is committed to promoting honest and ethical business practices as well as compliance with applicable laws, rules, and regulations. This Code of Conduct ("Code") is designed to help employees make decisions and choices that are in the best interests of the company and help us build an honest and ethical business that follows applicable laws.



As you read through this Code, remember our values! This Code is designed to help us embody our values, which includes running a highly reputable company that is able to attract and retain the best talent.

**Innovation** in everything we do.

**Passion and Excellence** in every area.

**Individual Empowerment, Initiative, and Ownership.**

**Teamwork** over ego.



It is not possible for written policies and guidelines to address how Lucid expects you to behave in every situation you may encounter. You should always use good judgment, together with high personal standards of ethics, honesty, and accountability, and act consistent with Lucid's Values, this Code of Conduct, and other company policies and procedures. When in doubt about the appropriate course of action, seek guidance in advance.

## Table of Contents

1. The Basics (*i.e.*, to whom does this apply, to whom should I report violations, what is expected of me, protection from retaliation, etc.) →
2. Protect Confidential Information and Data →
3. Conflicts of Interest →
4. Respect for People and Nondiscrimination →
5. Honest and Ethical Business Practices →
6. IP and Open Source Principles →
7. Compliance with Global Laws →
8. Spend Lucid Money and use Lucid Property Wisely →
9. Financial Integrity and Recordkeeping →
10. Political Contributions and Gifts →
11. Insider Trading →
12. Respect and Promote Human Rights →
13. Environmental Health and Safety →
14. Media Contacts and Public Communications →
15. Conclusion →



# 1. The Basics

Let's start by answering some of the basic questions you may have about this Code.

## **Who must comply with this Code of Conduct and when?**

This Code applies to all Lucid personnel. The term "Lucid personnel" includes employees of Lucid, members of the Board of Directors (in connection with their work for Lucid), contingent workers (e.g., contractors, consultants, etc.), and others (e.g., vendors, service providers, etc.) working on Lucid's behalf.

Lucid personnel must comply with this Code at all times while conducting Lucid business; while on Lucid premises; while representing or speaking for Lucid in any manner, including on social media; and while interacting with other Lucid personnel or any other person encountered in the course of conducting Lucid business at any location. Lucid also expects you to ensure that agents, contractors, consultants, and vendors conform to the standards of this Code when working on Lucid's behalf.

## **Expectations for managers?**

While this Code applies to everyone at Lucid equally, employees in managerial roles have additional responsibilities. If you are a people manager, you have an incredible opportunity to set the right tone for your team, including by doing the following:

- Lead by example.
- Act with integrity.
- Speak up when you see a problem and encourage others to do the same.
- Make sure your direct reports understand this Code and what is expected of them.
- Always be receptive to questions, concerns, or comments, and make sure that issues are directed to the people who can help.
- Escalate matters that may indicate a violation of the Code or any other company policy to your manager or someone in your supervisory chain, a member of People Operations, or a member of the Legal team.

## **Who should I talk to if I am unsure if my conduct or the conduct of other Lucidites complies with this code?**

You should talk to your manager or someone in your supervisory chain, a member of People Operations, or a member of the Legal team.



## **Can I make an anonymous report of a possible violation of this Code, company policies, or a law?**

Yes. If you do not feel comfortable reporting a potential violation to your manager, a member of People Operations, or a member of the Legal team, you can submit an anonymous report about the potential violation [here](#). A member of the Legal team monitors all submissions and determines the appropriate course of action.

## **What is expected of me when I report a potential violation of the Code?**

You are obligated to promptly, and in good faith, report actual or possible violations of this Code, other company policies, or the law. Acting in good faith means that all reports are made sincerely and honestly. In other words, it does not matter whether your report turns out to be true, but you must make it with the best intentions.

## **Am I protected from retaliation if I make a good-faith report about a potential violation of this Code, company policy, or a law?**

Yes! Speaking up shows that you care. Lucid does not tolerate retaliation in response to good-faith reports of potential violations of this Code, company policies, or the law. In order to operate effectively, it is vital for all company employees to trust and respect each other. Retaliating against someone (by, for example, demoting them) for reporting a potential violation or participating in an investigation is not tolerated and may be against the law.



**Lucid values being a company that promotes honest and ethical business practices. You are our first line of defense to make sure that we adhere to this Code, company policies, and the law. This is one reason why Lucid personnel are prohibited from retaliating against you for reporting a potential violation or concern, assisting another person in making a report, cooperating in an investigation, or filing an administrative claim with any government agency.**



## What will Lucid do with reports of violations of this Code, company policies, or law?

Violations of this Code, other company policies, and the law are taken seriously. Reports of potential violations of this Code, company policy, or a law will be investigated promptly, in a respectful, professional manner, and as confidentially as possible. If you are asked to participate in an investigation, you are required to cooperate fully. The results of an investigation are confidential and will be shared with employees on a need-to-know basis and in accordance with the law.

There are consequences for violating this Code or other company policies, including termination of employment. Violations of this Code, company policies, or a law will be subject to discipline in line with Lucid's policies, described in [Lucid's Employee Handbook](#), based on the severity of the violation and related circumstances. Violations of the law may be referred to governmental authorities.

## 2. Protect Confidential Information and Data

You may have access to confidential information belonging to Lucid and third parties as a result of your job. Confidential information includes all proprietary, nonpublic information that might be useful to competitors or harmful to Lucid or our customers if disclosed. In short, you must:

- Maintain the confidentiality of information entrusted to you by Lucid and our customers, except when disclosure is properly authorized or legally mandated.
- Take precautions to prevent unauthorized disclosure of confidential information.
- Refrain from discussing sensitive matters or confidential information in public places or posting it online.
- Not use confidential information for personal gain or advantage.
- Be careful when forwarding or otherwise disseminating internal emails, voicemails, or other communications outside of Lucid - internal communications should be presumed to be confidential.

Your obligations with respect to confidential information are more fully described in the Proprietary Information and Invention Assignment Agreement or similar agreement (including consulting or contractor agreements) that personnel sign when they join or are engaged by Lucid, as well as various security policies. Please note, these obligations continue even after you are no longer employed by Lucid. Please exercise caution when using or handling confidential information.

***The safest route is to treat all information as if it is confidential!***



Customer data, personal data, and the systems that process such data must be protected and handled transparently. All employees are expected to follow global privacy laws and honor customers' choices to keep their data secure and confidential. Lucid also provides employee notices that detail how employee data can be collected, used, and shared. Lucid safeguards confidential customer data and personal data and limits access only to those people who need it to do their job.



### Data governance principles:

- We believe in the privacy of individuals. Be sure you understand our commitments to users under our external privacy policy.
- We consider data protection and governance when designing and selecting systems and do not create, collect, or retain more data than we need. This is why all software, including free apps, must be approved through our Coupa process.
- We honor our contractual commitments and strive to meet customer expectations when they entrust us with their data.
- We respect the rule of law and comply with laws related to data protection (e.g., GDPR and CCPA).
- We appropriately protect records and information that are private, confidential, privileged, secret, classified, essential to business continuity, or that otherwise require protection.

## 3. Conflicts of Interest

Lucid personnel are expected to use their judgment to act, at all times, in Lucid's best interests while performing their job duties. You are expected to do your job for the benefit of Lucid, its customers, and its shareholders. That requires avoiding actual or apparent conflicts of interest. Generally, a conflict of interest exists when your personal interests interfere in any way, or even appear to interfere, with the best interests of Lucid. Any actual or perceived conflict could harm our reputation.



**Employees and directors owe a duty to Lucid to advance Lucid's legitimate interests when the opportunity to do so arises. In assessing opportunities, employees and directors should use their best judgment, but are prohibited from (1) taking opportunities for themselves that properly belong to Lucid or are discovered through the use of company property, information, or position; (2) using company property, information, or position for improper personal gain; and (3) competing with Lucid.**



Some examples of potential conflicts of interest are:

- Using company property, company information, or your position for the benefit of a 3rd party or personal gain.
- Working at one of Lucid's competitors or starting a company competitive to Lucid.
- Investing in one of Lucid's competitors (other than minimal stock investments in a public company that represent less than 1% of any one company).
- Having a personal relationship with a job applicant, customer, vendor, contractor, or business partner where that relationship impairs or may be perceived to impair your objective business judgment. Employees, vendors, contractors, and partners must be chosen fairly and equally with contracts awarded on the basis of merit only.
- Having an external relationship that may impair your ability to make decisions in Lucid's best interests. In this area, conflicts can originate from things like serving on a board, personal investments, corporate opportunities, external business relationships, or dating other Lucid Personnel.
- You compete with Lucid for a business opportunity or take personal advantage of business opportunities that Lucid might want to pursue.
- Your family member receives an improper benefit due to your employment at Lucid (e.g., a loan or guarantee of work).



**A good rule of thumb is to disclose any relationship you have with a job applicant, customer, vendor, contractor, or business partner to your manager, a member of the People Operations team, or a member of the Legal team.**

You should use good judgment when receiving gifts from any third party (*i.e.*, anyone outside of Lucid), or giving gifts to a third party. Giving or accepting a meal, tickets to a sporting event, or a small token of appreciation are usually okay, but giving or receiving small gifts repeatedly, or any gifts of substantial value, may be perceived as bribery. If a customer or a vendor offers you a substantial gift – or if you would like to offer a substantial gift – it's always best to speak with Lucid's Legal team.

Employees may not compete with Lucid or take personal advantage of business opportunities that Lucid might want to pursue. Accordingly, participation by employees in an outside business opportunity that is related to Lucid's existing or proposed lines of business is prohibited. In addition, employees should consult with People Operations to determine an appropriate course of action if interested in pursuing an opportunity that was discovered through their position or use of Lucid property or information.



The best rule for any situation that appears to present a conflict of interest is to abstain, disclose, and get clearance from the appropriate decision maker. Even if it is not possible to avoid participating in the event or activity creating the conflict, you should: (1) promptly disclose the potential conflict to your manager (if you are an executive, potentially to the Board of Directors), and (2) avoid participating in decisions that might raise the appearance of a conflict until you receive written confirmation from the appropriate decision-maker that you are allowed to remain in the situation that could be perceived as a conflict of interest.



### **It is always better to ask for permission than to ask for forgiveness.**

It can be difficult to determine if something is a conflict of interest if you do not have practice evaluating these types of issues. If you have any doubts about an opportunity or proposal that has been presented to you, reach out to your manager about the situation as soon as possible. There is no harm to you from reaching out because your information will be treated respectfully and confidentially. It is always better to be honest and deal with a potential conflict of interest before it becomes a problem.

## **4. Respect for People and Nondiscrimination**

Lucid believes in respecting the dignity of each employee and expects every employee to show respect for all Lucid personnel. Respectful, professional conduct furthers Lucid's mission, promotes productivity, minimizes disputes, enhances our reputation, and increases our ability to recruit and retain top talent.

In addition, we are an equal opportunity employer and make our employment decisions based on performance, merit, qualifications, abilities, and the needs of our business. We have a zero-tolerance policy for discrimination or harassment and are committed to providing a safe work environment for all. Accordingly, this Code prohibits discrimination or harassment based on an individual's age (40 and older), race, color, gender, national origin, religion, sexual orientation, gender identity, genetic information, disability, pregnancy, veteran status, or any other characteristic protected by federal, state or local laws. Lucid does not tolerate discriminatory remarks, jokes, verbal abuse, physical intimidation, unwelcome or unsolicited sexual advances or harassment, or any other behavior that may create a hostile work environment. Lucid's policies regarding this subject are further explained and expanded in Lucid's [Employee Handbook](#) and [Anti-Harassment Policy](#).



In addition, Lucid:

- Complies with all applicable wage and working hour laws and regulations, including those relating to minimum wages, overtime, maximum hours, and legally mandated benefits.
- Provides employees with a safe and healthy workplace in compliance with all applicable laws and regulations. Lucid is committed to taking adequate steps to prevent accidents and injury to health at work including providing workers with appropriate workplace health and safety information and training.
- Is committed to diversity and creating an inclusive workplace.

Alcohol and Illegal Drug Use: Lucid personnel must not conduct Lucid business while under the improper influence of alcohol or drugs or subject to other conditions which would impair their ability to represent Lucid and comply with this policy. For more information, please see the [Employee Handbook](#).



**These policies are part of what make Lucid such a great place to work!**

## 5. Honest and Ethical Business Practices

Remember the Golden Rule – treat others the way you want to be treated!

Lucidites are fierce competitors who strive to develop the best products to help our customers think visually. However, whether you are dealing with colleagues, customers, vendors, partners, or competitors, you are expected to always be fair, honest, and ethical. This means:

- You should only gather competitive information in an ethical and legal manner.
- You should never use or participate in illegal business practices to gain advantages over our competitors.
- You should not use confidential information of a previous employer, or induce another Lucidite to use confidential information of a previous employer, for your work with Lucid.
- If you obtain improperly collected information by mistake or have any questions about the legality of your actions, you should consult your manager or the Legal team. Never use deception, misrepresentation, plagiarism, or manipulation of facts – from making false product and service statements (about us or our competitors) to filing misleading financial documents.
- Be careful when engaging with competitors to avoid certain topics (like prices, details of negotiations with potential or existing customers, and other topics that could be interpreted as reducing our ability or incentive to compete independently) that could violate anti-competition laws.
- Never take unfair advantage of anyone through the misuse of confidential information, misrepresentation of material facts, or any other unfair business practice.



- Select business relationships based exclusively on typical commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors or other potential conflicts of interest.



**Lucidites are always fair, honest, and ethical! Common sense is a good guide, but if something doesn't feel right, please reach out to the Legal team.**

## 6. IP and Open Source Principles

Our goal is to independently develop new technologies that help our customers think visually. Part of being honest and ethical is respecting the intellectual property (“IP”) of other companies. In addition, you are responsible for protecting Lucid IP as it is vital to our continued success and growth. Work that you do relating to Lucid’s business or utilizing Lucid's assets belongs to Lucid.

Development of new IP may involve the use of open-source software. Lucid has guidelines that govern the use of open source software. Our goal is to leverage open source software while also protecting our IP assets and mitigating risk. If you have questions about using open-source software or standards, please reach out to our Engineering team or the Legal team!

## 7. Compliance with Global Laws

Lucidites are expected to comply with all applicable foreign and domestic laws, including laws prohibiting bribery, corruption, or doing business with specified individuals, companies, or countries. Here are some significant laws that currently govern our business:

- The U.S. Foreign Corrupt Practices Act (“FCPA”), which prohibits directly or indirectly giving anything of value to a foreign official, who could hold a position in a foreign government or a state-owned or controlled entity, to obtain or retain business or favorable treatment, and requires the maintenance of accurate records of payments or gifts made;
- The U.K. Bribery Act, which prohibits giving or receiving a financial or other advantage intended to bring about an improper performance or a reward for such behavior;
- U.S. sanctions and export controls restricting business with certain countries, groups, or individuals. As of the date of this Code, Lucid cannot conduct any business with or in Cuba, Iran, Syria, North Korea, Sudan, or the Crimea Region of Ukraine;



- Anti-boycott compliance, which prohibits U.S. companies from taking any action that has the effect of furthering any unsanctioned boycott of a country friendly to the United States (e.g., we cannot participate in boycotts of Israel);
- Antitrust or trade practice laws, which ensure fair trade, and remove restraints on the free movement of goods and services such as price fixing, discriminatory pricing, and certain tie-in sales; and
- Export Administration Regulations, which restrict sending sensitive technology to foreign countries without permission of the U.S. federal government.

While Lucidites are not expected to have a mastery of laws, rules, and regulations relevant to Lucid's business and your specific area of responsibility, you are expected to be able to recognize situations that require consultation with others to determine the appropriate course of action. If you have questions about legal compliance, please reach out to the Legal team.

What are some things that we do to ensure that Lucid complies with Anti-Bribery Laws?

- Do not, directly or indirectly, exchange anything of significant value with other persons to undeservedly influence their relationship with Lucid.
- Follow the rules large customers have about their employees' ability to receive vendor perks.
- Keep accurate books and records. We maintain and follow a system of effective financial controls, and we follow all procurement and expense policies and guidelines.
- Be mindful when dealing with officials of local, state, federal, and foreign governments. There are usually many restrictions on the ability of government officials to receive gifts or vendor perks.
- If you have questions or need guidance, reach out to the Legal team!

Remember, Lucid does not tolerate bribery or corruption in any form or setting. Getting or giving “kickbacks” in exchange for a business opportunity isn't worth sacrificing the trust we've earned among our colleagues and customers. The reality is that, because we have great products that help people think visually, we do not need to engage in illegal behavior to sell our products!

## 8. Spend Lucid Money and use Lucid Property Wisely

Lucid money should be spent for legitimate business purposes—not for personal gain. Theft, carelessness, and waste have a direct impact on our financial performance. Plus, these issues can degrade the trust and camaraderie that is an essential component of the Lucid culture. For example, don't take the family to dinner on the company card, don't keep the extra AirPods that were supposed to be handed out at a marketing event, and don't give Lucid swag to all of your family and friends.



Procurement, especially of technology or services, can impact different parts of our business, the promises we make to customers, and our compliance with laws and regulations. Please follow our procurement processes so that the right company stakeholders are involved.



**This is why we have Coupa! It helps us ensure that Lucid money is being spent in an appropriate manner. An added benefit is that it streamlines the purchasing approval process by managing all of the required approvals in one program.**

Remember that any Lucid-issued device is the property of Lucid and so is the information it contains. Even if you use your own device for Lucid work, all of the information pertaining to Lucid on that device is still owned by the company.

You should use Lucid property for activities related to your employment, although incidental personal use, is permitted. Remember that all files, documents, emails, and other forms of data saved on Lucid computers or Lucid-provided cloud storage are the property of Lucid. Lucid retains the right to access, review, monitor, and disclose any information transmitted, received, or stored using its computer equipment, with or without an employee's or third party's knowledge, consent, or approval. Any loss, damage, or misuse of Lucid assets should be immediately reported to a manager, a member of People Operations, or the Legal team.



**Lucid loves giving back to the communities where we are located through charitable donations. However, we need to make sure that Lucid's charitable donations are not being provided for improper purposes or in violation of anti-corruption laws. If a customer or other third party requests a charitable donation from Lucid, you should have a member of People Operations or the Legal team review the request before saying yes.**



## 9. Financial Integrity and Recordkeeping

Lucid's books, records, accounts, and financial statements must be maintained in appropriate detail so that they properly reflect the company's business activities. Doing so is required both by law and by the company's system of internal controls. Further, the company's financial reports must contain full, fair, accurate, timely, and understandable disclosures, which help ensure investors have access to accurate information about the company. The company's financial, accounting, and legal groups are responsible for procedures designed to assure proper internal and disclosure controls, and everyone must cooperate with these procedures. For example, all information must be recorded accurately, whether it is tracking work hours, expenses (including your expense reports), or sales contracts. When these are timely and accurate, the company is able to make informed decisions about how to run its business and plan for the future.

Certain departments within Lucid (e.g., Legal, Finance, and People & Culture) have policies around data retention periods for different types of information. If you have questions about whether specific data retention policies apply to the data you store, please reach out to a member of the Legal team. At some point you may be notified that a "legal hold" has been placed on documents in your possession. The key thing to remember is never to alter, conceal, or destroy any document under a legal hold. If you have any questions about the notice and what you should do, please reach out to the Legal team so that you are 100% clear regarding your obligations.

From time to time, you may encounter internal and external auditors, attorneys, investigators, or third parties who request information from you related to Lucid or our business. If a request for information does not originate from a member of the Legal team and you are unsure about its validity, you should forward the request to the Legal team for directions. In responding to valid requests, you are required to provide timely and accurate information. Never mislead or attempt to influence any investigation, audit, or inquiry.

## 10. Political Contributions and Gifts

Lucid does not make, and does not permit anyone acting on its behalf to make, contributions or payments that could be considered a contribution to a political party or candidate, or to an organization whose main purpose is to raise and spend money to elect or defeat a particular political candidate or candidates. Put simply, this means you cannot use Lucid money or property to make donations to political parties, candidates, or organizations whose main purpose is to raise and spend money to elect or defeat a particular political candidate or candidates.

Lucidites are free to exercise the rights given to them by their respective governments and to participate in their local political processes. However, you should always be clear that you are participating in your personal capacity and make sure that online discussions are conducted in a respectful manner (the internet is forever and not in a good way!).



Lucidites are not required or expected to have particular political views or back particular causes. Lucid respects our employees and does not track to whom our employees personally donate their time or money. Lucidites have the right to participate in the political process by making personal contributions from personal funds.

## 11. Insider Trading

While we may not be a public company, many of our customers and vendors are and in your role with Lucid you may learn nonpublic information about them. The bottom line on insider trading is that if you are aware of material nonpublic information about a publicly traded company and you trade in that company's securities or give someone else information or a trading tip, you may have broken the law. If you receive the information in a manner that is covered by insider trading laws, it does not matter whether the decision to buy or sell was influenced by the material nonpublic information, how many shares you buy or sell, or whether it has an effect on the stock price.

Please remember:

- Never transact in public company securities while in possession of material, nonpublic information relating to such company.
- Never pass on ("tip") confidential or material non-public information to others or recommend to anyone the purchase or sale of the relevant securities if you are in receipt of material nonpublic information.

## 12. Respect and Promote Human Rights

### *Prohibition on Forced or Compulsory Labor*

Lucid ensures that employees are hired on their own free will. Modern slavery is a term used to encompass slavery, servitude, forced and compulsory labor, bonded and child labor, and human trafficking. Lucid does not engage in and strictly forbids any form of modern slavery within our organization and we expect any third party engaged with Lucid, including partners and vendors, to do the same.

### *Prohibition on Child Labor*

Lucid does not use child labor and follows all laws regarding employing anyone who is under 18, including those related to minimum age limits. Lucid expects its partners and vendors to also follow all laws when employing anyone under the age of 18.



### *Freedom of Association*

Lucid respects the legal right of all employees to join unions or form associations, to bargain collectively, and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities.

Workers and/or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation, or harassment. Lucid expects its partners and vendors to do the same.

## 13. Environmental Health and Safety

Lucid is committed to complying with environmental, health, and safety (EHS) laws and regulations in the workplace and in the communities where we operate.

## 14. Media Contacts & Public Communications

Leave corporate communications to the pros. You should refer all media inquiries to the Communications team to coordinate a response on behalf of Lucid. Unless it is part of your specific job duties, authorization to formally represent Lucid to external audiences must be expressly given by senior management.

As long as it is clear that they are being done in your personal capacity, you do not need to get permission for your social media posts. If you have a doubt, ask before you post!



### **External Communications Policy Principles (when you are representing Lucid):**

- We invest heavily in our brand and actively protect it. Do not use social media to damage our brand.
- We use social media to create advocates, not adversaries. We should always be respectful of the people that we might post about.
- Coordinate with the Communications team before you talk about Lucid or our employees, customers, or partners, whether at a speaking engagement, on social media, or other external communication.
- Get consent for photos or other content before you post publicly about your coworkers on social media or external communications.
- Lucid does not tolerate any kind of plagiarism of content.
- Internal-only information should not be disclosed to anyone outside of Lucid, and confidential information should only be disclosed as required by your role and consistent with our company policies.



# 15. Conclusion

**Sadly, we have come to the conclusion of the Code. We need to end this Code by providing a couple of disclosures.**

## **No Rights Created**

This Code is a statement of fundamental principles, policies, and procedures that govern Lucidites in the conduct of Lucid's business. It is not intended and does not create any legal rights for any employee, customer, vendor, competitor, shareholder, or any other non-employee or entity. Parts of it can be waived by an appropriate member of Lucid's senior management.

## **The Code is Subject to Change**

The Code was last updated in September 2020.



**Remember, if you ever have questions about the Code, company policies, or a law, please reach out to your manager, a member of the People Operations team or [peopleops@lucidchart.com](mailto:peopleops@lucidchart.com), or a member of the Legal team or [legal@lucidchart.com](mailto:legal@lucidchart.com).**