

Synchronoss Technologies, Inc.

Workplace Code of Ethics and Business Conduct

(AS ADOPTED BY THE BOARD OF DIRECTORS ON
NOVEMBER 3, 2020)



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01: Introduction

The Code of Business Conduct (the “Code”) is the foundation for how Synchronoss does business as a company. The practices set forth in this Code are part of our commitment to foster a culture of transparency and integrity, where our employees feel free to ask questions or raise concerns. We set the highest standards for our employees and require the same from our suppliers and partners. The intent of the Code is not to address specific issues that may arise, but to set out the basic principles to guide all of our employees in making the right choices when conducting business on behalf of Synchronoss. When we each act in accordance with the Code, we all contribute to the excellence of our business as a whole, making Synchronoss not only a great place to work, but a great company to do business with.

The Code is built off four foundational principles:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Transparency in our communications both internally and externally, including full, fair, accurate, timely and understandable disclosure in reports and documents that Synchronoss files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by Synchronoss;
- Compliance with applicable governmental laws, rules and regulations;
- Accountability for adherence to the Code.

If you violate the standards in the Code, you may be subject to disciplinary action, up to and including termination of employment. ***If you are in a situation that you believe may violate or lead to a violation of the Code, contact your manager, a member of the Senior Leadership Team (“SLT”), your Human Resources (“HR”) Business Partner, or the Synchronoss Chief Compliance Officer (“CCO”) at complianceofficer@synchronoss.com.*** It is always better to ask for guidance in a situation in which you are uncertain how best to proceed. Synchronoss is relying on each of you to tell a manager or the CCO if you are aware of any violation of the Code or to raise any concerns regarding compliance with this Code.

If a law conflicts with a policy in the Code, you must comply with the law. If you have any questions about these conflicts, you should ask your manager or the CCO how to handle the situation. However, the Code supersedes all other codes of conduct, policies, procedures, instructions, practices, rules, or written or verbal representations to the extent that they are inconsistent with the Code. We are committed to continuously reviewing and updating our policies and procedures. The Code, therefore, will be modified as necessary to ensure we maintain the highest standards.

Nothing in the Code, in any Synchronoss policy or procedure, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

02: Following the Code’s Guidance

Not every situation is clear cut. The Code is not intended to provide a definitive response to every situation, but instead to provide guidance on how to make the best choice when faced with difficult or complex situations. When approaching a new question or problem, these are some of the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, you must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? These questions will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question, or will be able to point you to the right resource with more knowledge and will appreciate being brought into the decision-making process. Remember one of your manager's main responsibilities is to help solve problems.
- In the rare case where it may not be appropriate to discuss an issue with your manager or where you do not feel comfortable approaching your manager with your question, discuss it with the CCO, any member of the SLT or your HR Business Partner.
- You may report ethical violations in confidence. If your situation requires that your identity be kept secret, your anonymity will be protected to the greatest extent possible.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance as noted above.

03: Transparency in Communications

Part of ensuring transparency in our internal communications is fostering a culture in which our employees are comfortable speaking up. You do not have to be sure that there has been a violation of the Code or applicable law to raise a potential issue. You are encouraged to talk to your manager, any member of the SLT, your HR Business Partner or the CCO about any behavior you are concerned about, or when in doubt about the best course of action in a particular situation. You can be certain that when a concern is raised, it will be investigated promptly by your HR Business Partner and/or the CCO, as applicable and, if necessary, action will be taken based on that investigation.

It takes courage to speak up. Because Synchronoss wants to encourage open dialogue even though you may be nervous or uncomfortable, communicating your concern should be easy. There are several options:

1. You can submit your concern anonymously through our Whistleblower hotline at **1-866-516-3413 Access Code 49789**. Please be aware that the nature of certain complaints mean that we cannot investigate them if they are anonymous, and certain countries do not permit anonymous complaints as a matter of law.
2. You can provide information via our weblink at: wrs.expolink.co.uk then enter Access Code: **Synchronoss**

You can contact your manager, your HR Business Partner or any member of the SLT directly.

3. You can contact the CCO at complianceofficer@synchronoss.com.

We cannot have transparent communication if there is fear of retaliation. Synchronoss does not tolerate retaliation or adverse consequences of any kind for reports of actual or potential misconduct by others made in good faith by employees or contractors. Additional information regarding our Whistleblower process and procedure can be found in the [Synchronoss Whistleblower Policy](#).

04: Transparency of External Communications

The federal securities laws require Synchronoss to disclose certain information in various reports that the Company must file with or submit to the SEC. In addition, from time to time, Synchronoss makes other public communications, such as issuing press releases.

Synchronoss expects all employees who are involved in the preparation of SEC reports or other public documents to ensure that the information disclosed in those documents is full, fair, accurate, timely and understandable.

To the extent that you reasonably believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should report those concerns as set forth above. For additional information, please see the [Synchronoss Whistleblower Policy](#).

05: Record-Keeping

In keeping with Synchronoss' efforts to ensure transparency and integrity in our internal and external communications and reporting, Synchronoss requires honest and accurate recording and reporting of information in order to make responsible business decisions and to comply with the law. For example, employees who must report their hours worked should only report the true and actual number of hours worked (whether for purposes of individual pay or for purposes of reporting such information to customers). Synchronoss also requires each director and employee to disclose any transaction or arrangement among such individual or any family member or affiliated entity of such individual, on the one hand, and any other director, employee or any family member or affiliated entity of such other individual, on the other hand, that in any way relates to or arises out of such individual's professional relationship with Synchronoss.

Many employees regularly use business expense accounts, which must be documented and recorded accurately in accordance with the Company's policies. If you are not sure whether you may seek reimbursement for a certain expense, ask your manager or the Chief Financial Officer. For additional details, please see the [Global Travel and Expense Policy](#).

All of Synchronoss' books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Synchronoss' transactions and must conform both to applicable legal requirements and to Synchronoss' system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This policy applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to Synchronoss' record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult Synchronoss' Chief Legal Officer. For more information on our record retention policies, please see the Synchronoss Information Governance Policy.



06: Conflicts of Interest

A “conflict of interest” exists when your personal relationships or financial interests overlap, interfere or conflict in any way with your job responsibilities or the interests of Synchronoss. Conflicts of interest can interfere with the integrity of the decision-making process and create tension within the workplace. Each employee of Synchronoss has a responsibility to be free and to appear to be free of any activity, agreement, business investment, interest or other situation that might be construed as in conflict with Synchronoss’s interest or as an interference with such person’s duties to serve Synchronoss full time and to the best of his or her ability. A conflict of interest can exist even though it does not result in financial loss to Synchronoss and irrespective of the motive of the employee concerned. Examples of when a conflict of interest may arise include, but are not limited to:

- When an employee has competing interests that may make it difficult to perform his or her work objectively and effectively.
- When an employee, or a member of his or her family or someone in a close personal relationship or relationship of influence with the employee, receives improper personal benefits as a result of his or her position with Synchronoss.
- Almost always, when an employee works simultaneously for a competitor or a customer or supplier (except when doing so on Synchronoss’ behalf). You are not allowed to work for a competitor in any capacity.
- When an employee serves as a director of any company that competes with Synchronoss.
- When an employee invests in a customer, supplier, developer or competitor of Synchronoss. In deciding whether to make such an investment, you should consider the size and nature of the investment, your ability to influence decisions of Synchronoss or of the other company, your access to confidential information of Synchronoss or of the other company, and the nature of the relationship between Synchronoss and the other company.
- When an employee conducts Synchronoss business with a relative or significant other, or with a business with which a relative or significant other is associated in any significant role.

Conflicts of interest are prohibited as a matter of Synchronoss policy. If you believe you may have a conflict of interest, the best thing to do is to disclose the conflict and seek guidance and/or approval. If you are a director, executive officer or member of Synchronoss’ management committee, Synchronoss’ Board of Directors (the “Board”) may provide informed written consent or you may continue in your course of action pursuant to guidelines approved by the Board. If you are an employee of Synchronoss not in one of the positions above, Synchronoss’ Chief Executive Officer may provide informed written consent, or you may continue in your course of action pursuant to guidelines approved by Synchronoss’ Chief Executive Officer. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or Synchronoss’ CCO. If you become aware of a conflict or potential conflict, you should bring it to the attention of your manager, your HR Business Partner, any member of the Senior Leadership Team or the CCO or consult the procedures described in Section 3 of the Code.

Part of avoiding conflicts of interest means that you should advance Synchronoss’ legitimate interests when such an opportunity arises. You must not appropriate opportunities that are discovered through the use of corporate property, information or your position at Synchronoss without the informed prior consent of the Board. You may not use corporate property or information obtained through your position with Synchronoss for improper personal gain, and you may not compete with Synchronoss directly or indirectly.

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07: Compliance With Applicable Laws, Rules and Regulations

Doing business with integrity means complying with the law wherever we do business around the globe. You must comply with all applicable laws, rules and regulations. If there is ever a question regarding applicable law, seek guidance from Synchronoss' Chief Legal Officer, CCO, or any member of the legal department.

08: Insider Trading

You are not permitted to use or share confidential information for stock trading purposes or for any other purpose, except the conduct of our business. All non-public information about Synchronoss should be considered confidential information. To use material information (information where there is a substantial likelihood that a reasonable investor would consider it important when deciding when to trade in the Company's securities), which is non-public (not generally known or available to the public) for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but also illegal, and could result in criminal prosecution in addition to the termination of your employment. In order to assist with compliance with laws against insider trading, the Company has adopted an [Insider Trading Policy](#), which every employee should take the time to review in full. If you have any questions or are unsure whether you are permitted to trade in the Company's securities as an "Insider", please consult Synchronoss' CCO.

09: Competition and Fair Dealing

Maintaining a culture of integrity means that Synchronoss seeks to outperform its competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. You should endeavor to respect the rights of and deal fairly with Synchronoss' customers, suppliers, competitors and employees.

10: Gifts

While the giving or receiving of gifts in a business relationship is customary in some locations and can foster goodwill, we must be responsible and transparent when exchanging courtesies. It is inappropriate to give lavish gifts, meals, or travel, and in many cases is prohibited by law. The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. We must strive to create positive working relationships free of corruption and bribery, and we must require the same of our partners, customers and supplier. No gift or entertainment should ever be offered, given, provided or accepted by you unless it:

- is not a cash gift,
- is consistent with customary business practices,
- is not excessive in value,
- cannot be construed as a bribe or payoff, and
- does not violate any laws or regulations (such as the Foreign Corrupt Practices Act in the United States or the UK Bribery Act in the United Kingdom, or other similar laws globally).

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to

officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. Because Synchronoss does business in the UK, the UK Anti-Bribery Act also applies to all Synchronoss employees in all locations. The UK Anti-Bribery Act prohibits offering, promising, giving, requesting or agreeing to receive a bribe of any kind, whether a foreign public official is involved or if it is just private parties.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Synchronoss policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Synchronoss' Chief Financial Officer, Chief Legal Officer or CCO can provide guidance to you in this area.

Please discuss with your manager any gifts or proposed gifts that you are not certain are appropriate. For additional details please see the Synchronoss [Anti-Bribery Anti-Corruption Policy](#).

11: Commitment to Diversity, Inclusion and Harassment Prevention

Synchronoss employees have the right to work in a professional atmosphere that is free of discriminatory practices, including sexual and other forms of unlawful harassment. Unlawful harassment and discrimination is unacceptable and will not be tolerated. The Company prohibits discrimination or harassment based on an individual's race, religion, creed, color, sex (including gender identity, gender expression, pregnancy or childbirth (or medical conditions related to pregnancy or childbirth), breastfeeding (or medical conditions relating to breast feeding), or sexual orientation), marital status, age, national origin or ancestry, genetic information, disability (including medical condition), veteran status, citizenship status, or any other characteristic protected by applicable local, state, federal or national law. As a global company, we value and celebrate diversity and are committed to a workplace free from discrimination and harassment. We take pride in fostering an inclusive environment based on mutual respect and merit. We are at our best when our workforce is dynamic in thought, experience, skill set, race, age, gender, sexual orientation, sexual expression, national origin and beyond. Synchronoss has zero tolerance for any discrimination or harassment of any kind. For additional information and detail please see the [Synchronoss Commitment to Diversity, Inclusion and Harassment Prevention](#). You support a safe and respectful workplace by speaking up. If you become aware of any concerning or harassing behavior, you can report any such concerns through the processes identified in Section 3 of the Code.

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12: Workplace Health and Safety

Synchronoss is committed to providing a healthy, safe and secure work environment to our employees, as well as promoting their overall well-being. All members of the Synchronoss community are individually and collectively the owners of this workplace and share the responsibility to provide and maintain this environment. Each individual is expected to comply with all health, safety and security policies, programs and procedures, perform work in a safe and sensible manner and to act to ensure the health and safety of self, co-workers, contingent workers and visitors. This means that an employee should never report to work in a condition that renders him or her unsafe to perform his or her duties. Employees should be free from the influence of illegal drugs or alcohol. Abuse of alcohol or drugs in the workplace will not be tolerated. Violence and threatening behavior are also not tolerated. Each of us is responsible for helping to maintain a safe and healthy workplace for all employees by reporting accidents, injuries and unsafe equipment, practices or conditions. For more information and additional details, please see the [Synchronoss Health, Safety and Environmental Policy](#) and the Synchronoss Infectious Disease Preparedness and Response Policy.

13: Confidentiality

As an employee of the Company you may learn non-public business information that the Company considers confidential information. During and after employment with the Company, confidential business information may not be shared with non-employees of the Company and may only be shared with Company employees on a need-to-know basis and as reasonably required for the performance of your job duties. The Company will require you to sign and agree to abide by its separate confidentiality obligations within your employment agreement in order to be employed by the Company and have access to confidential information or trade secrets. If you violate this policy, disciplinary action will be taken up to and including immediate discharge, as well as any available legal action.

The Company protects employee's confidentiality to the extent possible and expects the employees to protect the Company's confidential information as well. Leaders may not give out any information about an employee to third parties and must refer any phone calls seeking such information to Human Resources. The Company will provide employee information to outside agencies or organizations only upon written authorization of the employee or as necessitated under the law. All requests for employment verification must be directed to Human Resources. The Company does not provide letters of recommendation; however, the Company will provide verification of employment.

Confidential information includes, without limitation, non-public correspondence or any other information concerning transactions with customers, customer lists, financial records of the Company, intellectual property, inventions, records of purchases from vendors and suppliers, computer files, financial matters, building plans, computer files, matters of a technical nature such as materials, models, devices, products, trade secrets processes, techniques, data, formulas, inventions (whether or not patentable), specifications, and characteristics of products (whether or not developed); research subjects, methods and results; information about costs, margins, pricing policies, markets, sales, suppliers, customers, know-how, ideas, deal terms, product plans, and marketing plans and strategies; and any other information regarding the business affairs or operating practices or procedures of the Company. You must return all Company property, including confidential information, at any time requested by the Company.



14: Protection and Proper Use of Synchronoss Assets

We are all one team, and, as such, each of us is responsible for the management and care of Synchronoss' assets and to ensure their efficient use. Any suspected incident of fraud or theft should immediately be reported for investigation. Synchronoss equipment should not be used for non-Synchronoss business, though limited incidental personal use is permitted. There is no employee expectation of privacy in connection with the use of any Company property, equipment, or with the transmission, receipt or storage of information in any Company property. (see the Synchronoss [Acceptable Use Policy](#)).

15: Waivers of the Code

Waivers of the Code may only be granted by Synchronoss' Chief Executive Officer or Chief Financial Officer; provided, however, that any waiver of the Code for executive officers or directors may be granted only by the Board or a Board committee. Any such waiver of the Code for executive officers or directors, and the reasons for such waiver, will be disclosed in Synchronoss' public filings, as required by law or securities market regulations.

16: Upholding this Code

In order to achieve a workplace built on transparency and integrity, we must each do our part to uphold and practice this Code. Each of us must:

- a. Read, understand and comply with this Code, the applicable laws and Synchronoss policies;
- b. Speak up when you become aware of potential violations of this Code, an applicable law or any Synchronoss policy;
- c. Cooperate in any internal investigation relating to or arising out of any potential violations of the Code, applicable law or Synchronoss policy.
- d. Ask questions if you do not understand or are unsure of how to proceed. Your manager is there to help, as is the SLT, your HR Business Partner and CCO.

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