

Liferay Code of Business Conduct and Ethics

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A Word from the Chief Operating Officer

Liferay, Inc. was founded in 2004 and has since then developed into a global group of companies that houses a diverse group of professionals that provides enterprise class services to clients across the world. Liferay also steers product development within many open source projects that Liferay sponsors. Liferay's success and leadership is primarily due to the ongoing dedication, the character and integrity of its people and their ability to do the right thing in a variety of complex business scenarios. As Liferay continues to grow, this Code of Business Conduct and Ethics (hereinafter referred to as the "Code") intends to set out a clear path for everyone to meet both the letter and the spirit of the laws and regulations that apply to Liferay's business.

Now, no document can address every issue you might face in your work at Liferay, so use your good judgment along with this Code and any other applicable Liferay policy as a foundation and an expression of the values to apply to your actions. When in doubt, ask yourself:

- Is it **legal** according to the spirit, as well as the letter, of any law that may apply? Follow both, the letter and the spirit of the law.
- Is it **ethical**? Do not engage in any unethical behavior.
- Would my action even have the **appearance** of being unethical? Don't do anything you wouldn't want revealed in public.
- Is it consistent with the **principles** set forth in this Code and other Liferay policies?

Follow those principles.

With so many things to take care of, it may seem a nuisance to have to read, understand and accept to comply with such a long document. But that's how important it is to us that the company we build as Liferay is built in an ethical way. Your acknowledgment will be kept in your respective employee or contractor file. Thank you for your energy and attention to this essential matter.



Brian Kim
Chief Operating Officer

REFERENCES

Just for clarity, when this document refers to “Liferay” it refers to the companies Liferay, Inc., Liferay International Limited and their respective Affiliates. For these purposes, an “Affiliate” of Liferay, Inc. or Liferay International Limited respectively is an entity that directly, or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with any of these entities. If this document refers to “you”, it means everyone to whom this Code of Business Conduct and Ethics applies, so all associates, employees, staff and other representatives, temporary and permanent, of Liferay.

1. Complying with Laws, Rules and Regulations

General

Liferay seeks to conduct its business in compliance with applicable laws, rules and regulations wherever it does business. Companies within the Liferay company group are legal entities and as such their respective actions and omissions are determined and defined by the actions and omissions of individual persons like you. In order to achieve Liferay’s compliance goals you are expected to be familiar with the laws, rules, regulations and the Liferay policies applicable to your work and workplace, and any additional laws, rules and regulations, which may apply. It is up to you to make sure you sufficiently understand any legal requirements related to your duties so that you will be able to recognize potential problems and perform your job while staying on the right side of the law.

You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain. Violations of laws, rules or regulations could result in individual criminal or civil liability, as well as in discipline by Liferay (including termination of employment). In addition, your actions could also subject Liferay itself to civil or criminal liability or loss of business. So while the personal harm an individual can cause is bad enough, it may be worse and such actions can bring down Liferay as a company and your co-workers. Don’t let this happen to you or other members of the Liferay family.

Specific laws

While it's impossible for anyone to know all aspects of every applicable law, you should understand the major laws and regulations that apply to your work. If you are unsure or need any information or confirmation, Liferay's Legal Department is here to help you, so do not hesitate to ask. In this context there are a few specific laws that Liferay wants to point out to you:

Trade Restrictions and Export Controls

U.S. and international trade laws control where Liferay can send or receive its technology, products and/or services. These laws are complex, and violating them may have severe business consequences. They generally apply to the import and export from one country to another with additional concerns when they contain components or technology of U.S. origin. It is important to understand export control rules reach much further than just the transfer of products between countries but may apply to transfer of technology and technical know-how in a broader sense.

RESTRICTIONS BY EXPORT CONTROL LAWS (EXAMPLES)

- Transferring technical data to someone in another country, such as through database access, e-mail, the Internet, conversations or meetings. Such restrictions apply to sharing information not only with employees of other entities or other third parties but also to other Liferay employees located in another country;
- Certain export compliance laws such as those of the U.S. not only apply to exporting products, services, and technology to another country but also to re-exporting the same products or technology to a third country;
- Exposing or allowing access by non-U.S. nationals to U.S. technical data can be an "export", regardless of what country the exposure occurred in;
- Using technical knowledge outside of the employee's country, such as when providing technical support to others;
- Transporting company assets with certain technology, such as a laptop, smart phone, or tools or equipment that an employee takes on a business trip to another country;
- Sending a server from one country to another.

Some exports may require a government export license. In certain circumstances, export compliance laws may not allow companies or individuals to directly or indirectly deal with particular countries, companies, or individuals. Such rules apply to transactions amongst Liferay companies and between Liferay and other companies. At times, export compliance laws in certain regions may contradict each other. Bottom line – if you are in any way involved in sending or making available

Liferay technology, products or services from one country to another, work with your manager as early as possible to be absolutely sure that the transaction stays well within the bounds of applicable laws and to avoid any problems with a transaction later on. If you or your manager needs additional guidance, please contact Liferay’s Legal Department for assistance.

Economic Boycotts/ Anti-Boycott Laws

Many countries have laws that require a company to either refuse (boycott) or not refuse (anti-boycott) to do business with another country, its companies and/or its citizens. On an international level these laws can therefore be very confusing as they may even contradict each other. As a general policy you must always contact Liferay’s Legal Department when you need to address a boycott or anti-boycott issue including but not limited to information requests you receive that could be used to boycott a country or company.

UNITED STATES ANTI-BOYCOTT LAWS

There are U.S. laws that generally prohibit U.S. companies and their subsidiaries from cooperating with international boycotts not sanctioned by the U.S. Government. For instance, U.S. laws require U.S. companies not to participate in the Arab League’s boycott of Israel. If you are asked to participate in a boycott related to Israel or another country, its companies, or its citizens, you should immediately contact the Liferay Legal Department for assistance before taking any action.

Gifts and Entertainment

Liferay is committed to strengthening all of our relationships with customers, suppliers, and other business associates. The acceptance or provision of business entertainment, hospitality or promotional events (“Entertainment”), gifts or payments that you make must not violate applicable laws or ethical standards and must be consistent with customary regional business practices. In this context you are responsible for understanding and complying with Liferay’s “Policy on Commercial Practices, Including Charitable, Political, Entertainment and Personal Gift Giving Activities” and Liferay’s “Policy on Government Practices and Payments”. To prevent conflicts around gift giving, it is often helpful at the start of a business relationship to discuss what is not allowed.

Bribes and Kickbacks

Bribes and kickbacks are criminal acts, strictly prohibited by law in almost all countries. Any offer of a payment or anything of value to influence a business decision or government action could be considered a bribe or kickback.

In this context you are responsible for understanding and complying with Liferay's "Policy on Commercial Practices, Including Charitable, Political, Entertainment and Personal Gift Giving Activities" and Liferay's "Policy on Government Practices and Payments".

Insider Trading

Liferay is not a publicly traded company, but many of our vendors, partners and customers are. If you, while acting for Liferay, obtain material non-public information, which relates to any company, you may not buy, sell, pledge or donate securities or otherwise misuse such information. There is no bright-line rule as to what constitutes "material" information. It generally comprises any information that a reasonable investor could consider important to a decision to buy, hold or sell stock and which therefore reasonably could affect the price of a stock.

It is important to understand that the qualification that the information is "non-public" also applies for a limited time after such information has been released to the public. The company's shareholders and the investing public must be given time to receive and digest material information. As a general rule, it is often recommended to consider material information to be non-public from the time you become aware of material information until two business days after it has been released by the relevant company to the company. However, this is only a general rule and if the information is very complex and not widely disseminated, you may be required to wait even longer.

Also, you may not disclose any material non-public information to your family, friends, your social acquaintances, or anyone else. This prohibition applies whether or not you receive any benefit from the other person's use of that information.

MATERIAL INFORMATION

Examples of subjects or plans about the following subjects: Significant breakthroughs in technology, the introduction or status of significant new products, the award, loss or delay of a substantial contract, a company's financial situation, including current or future earnings or losses.

2. Our Workplace and Individual Conduct

After reminding you of the fact that Liferay always wants you to act within the limits of the law and making you aware of some important specific laws in Section 1, this Section 2 will cover some of the core principles regarding your workplace and your individual conduct. Most of these principles are also anchored in law, but this Code addresses them separately, because independent of the law they just represent what the Liferay owners and management members believe is the right thing to do. These principles primarily deal with respect, equality and dignity of work, which can also be summarized as “human rights”. By following these principles you demonstrate that you value your colleagues’ ideas and appreciate their unique contributions to the company, which helps Liferay maintain a positive and constructive workplace. Showing respect means ensuring personal security, voluntary employment, freedom from harassment or abuse; freedom of association and fair compensation. Equality means equal opportunity with respect to certain characteristics such as age, gender or religion as further described below. Dignity of Work means humane working conditions, worker health and safety, abolition of forced or child labor.

No Forced or Involuntary Work

As the most basic form of respect it needs to be clear that all employment or engagement with Liferay must be voluntary and you must not engage in or tolerate any use of forced or involuntary labor of any type, including support for any form of human trafficking of involuntary labor through threat, force, fraudulent claims, or other coercive means.

You must never tolerate any requirement for anyone to lodge “deposits” or their identity papers (government-issued identification, passports, or work permits) with Liferay and all workers must be free to resign their employment in accordance with local and national laws or regulations without penalty.

No Child Labor

The use of child labor is prohibited. No person under the age of 15 (or under 14 where permitted by local law) may be employed. Workers under the age of 18 may not perform work that is likely to jeopardize their health or safety.

Freedom of Association

Liferay respects the right of free association of employees to join employee organizations or trade unions, as permitted under the local laws.

Fair Working Conditions

Liferay seeks to furnish fair compensation and to comply with all applicable employment and wage laws, including, but not limited to, those relating to maximum work hours and minimum wages.

Protection from Discrimination and Harassment

Liferay does not tolerate unlawful discrimination or harassment against anyone on the basis of race, color, religion, creed, gender, gender identity, marital status, age, disability, medical condition, veteran status, sexual orientation, national origin or ancestry, citizenship, genetic characteristics or information or other classification protected by applicable law. Law aside, it is the right thing to do.

It is a core belief of Liferay's owners and management that everyone has the right to be treated with respect, dignity and fairness. Personnel actions must be based strictly on individual ability, performance, experience, and company need. You must avoid actions influenced by personal relationships and discriminatory practices of any kind. Liferay takes all reasonable steps to protect its personnel from harassment and any conduct that may foster an offensive or hostile work environment, including unwelcome or unsolicited sexual advances, threats of physical harm or violent behavior, and use of discriminatory slurs or inappropriate remarks or jokes. This protection applies whether the conduct occurs on Liferay's premises, at off-site business events, or through email, social media, voicemail, or any other types of communication.

Health and Safety

Liferay seeks to provide you with a safe, clean and healthy work environment. In this context it is essential that you follow safety and health rules and practices and report accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior will not be tolerated.

Drugs and Alcohol

In line with efforts to provide a safe and healthy work environment it should be clear that any form of substance abuse is incompatible with our health and safety, and Liferay therefore does not permit it. Consumption of alcohol is not banned at Liferay offices, but you must use good judgment

and never drink in a way that would impair your performance, lead to inappropriate behavior, endanger the safety of others or violate the law or your local employee policy. Illegal drugs in Liferay offices or at Liferay organized or sponsored events are strictly prohibited.

3. Conflicts of Interest

You must always act in Liferay’s best interests and refrain from any personal activity, interest or relationship that presents or appears to present a personal interest thereby conflicting with Liferay’s interests and that influences, or appears to influence, your ability to perform your company duties and responsibilities honestly, objectively and effectively. A conflict of interest may arise directly, or indirectly, as a result of the personal interests or activities of a family member or organization with which you or a family member are affiliated. A conflict of interest can also arise if you, or a member of your family, receive an improper personal benefit as a result of your relationship with Liferay.

There are many scenarios where a conflict of interest might exist, but Liferay wants to point out these four scenarios where a conflict of interest is deemed to exist absent mitigating facts and circumstances:

- I. **Working for or having Financial Interest in a Direct Competitor** whereas a “**Direct Competitor**” means any commercial business entity, which directly competes with one or more of Liferay’s product or service lines of business representing at least five percent (5%) of Liferay’s gross annual revenues.

EXAMPLES

- Performing services for a Direct Competitor, other than services performed in the context of your job with Liferay or at the request of Liferay;
- Having a financial interest in a Direct Competitor of Liferay, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- Your spouse, domestic partner, dependent child (including step-child) or any other person (other than a tenant) sharing your household holding a financial interest in a Direct Competitor of Liferay, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company.

II. Using your position with Liferay to influence contracts and transactions with Important Suppliers or Important Customers, in which you have any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.

An “Important Customer” means a customer that has made during Liferay’s last full fiscal year, or proposes to make during Liferay’s current fiscal year, payments to Liferay for property or services in excess of one percent (1%) of (i) Liferay’s consolidated gross revenues for its last full fiscal year or (ii) the customer’s consolidated gross revenues for its last full fiscal year.

An “Important Supplier” means a supplier to which Liferay has made during Liferay’s last full fiscal year, or proposes to make during Liferay’s current fiscal year, payments for property or services in excess of one percent (1%) of (i) Liferay’s consolidated gross revenues for its last full fiscal year or (ii) the supplier’s consolidated gross revenues for its last full fiscal year.

III. Reviewing or influencing the performance evaluation or compensation of a member of his or her Immediate Family who is an employee of Liferay whereas “Immediate Family” of a person means that person’s close relatives, including (step-) parent, sibling, mother/father-in-law, son/daughter-in-law, brother/sister-in-law and anyone else (other than a tenant) sharing the person’s household.

IV. Taking Personal Advantage of Corporate Opportunities, Information or Property. You may not take advantage of opportunities that Liferay would consider pursuing for itself and that come to you in your role at Liferay or through use of Liferay information or property unless you have received approval to do so from Liferay’s COO or, in the case of Liferay’s COO, from the Board. Similarly, you should never use corporate property, information or position for personal gain.

The above four scenarios are threshold rules which means that in these scenarios a conflict of interest is deemed to exist, unless you demonstrate mitigating measures and circumstances that show that there is no such conflict. It is your responsibility to disclose to your manager or the General Counsel any transaction or relationship that reasonably could be expected to give rise to a conflict of interest, or, if you are a member of the Board, to the Board. The General Counsel or the Board, as applicable, shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest in accordance with Section 10.

4. Fair Dealing and Honest and Ethical Conduct

Liferay wants to succeed by doing the right thing. You must deal honestly, ethically and fairly. You must act with integrity and comply with all applicable laws and regulations. Statements regarding Liferay's products and services must not be untrue, misleading, deceptive or fraudulent.

Liferay's development and business model is built on strong communities and Liferay has invested a lot of time, money and energy to develop these relationships based on trust and goodwill. These relationships are important and Liferay expects that you do your part to maintain them on a daily basis. The trust and goodwill Liferay has built with its suppliers, partners and customers are among Liferay's most valuable assets. While establishing that trust and goodwill has taken years, it only takes a few careless actions to ruin them within moments. Consequently you must always behave in a way that preserves and enhances Liferay's reputation.

For our vendor relationships, Liferay purchases products or services based on need, price, quality, scope, level of service, and terms and conditions. Liferay does not discriminate nor chooses its vendors based on race, color, religion, sex, national origin, age, sexual orientation, marital status, medical condition, veteran status, physical or mental disability, or any other characteristic protected by applicable law. When possible, Liferay prefers to initiate a competitive bid process when selecting vendors. If a vendor provides products or services designed, manufactured or developed to Liferay's requirements and specifications, the business agreement may contain restrictions on sales of such products by the vendor to third parties. After all it is Liferay's business and Liferay needs to keep it competitive.

5. Accuracy of Books and Records and Public Reports

General

As a private company Liferay may not be subject to certain legal regimes covering record keeping and accounting, because they apply to publicly listed companies only. However, Liferay believes that some core principles reflected in these provisions are a matter of good business practice also for a privately held company like Liferay and for its compliance efforts with other applicable legal/regulatory obligations.

For this reason, you must honestly and accurately report and record all business transactions in reasonable detail including the matters to which they relate. All Liferay books, records and accounts shall be maintained in accordance with all applicable regulations and standards and shall accurately record the true nature of the transactions in all material respects. All of Liferay's assets must be carefully and properly accounted for. The financial statements of Liferay shall conform in all material respects to applicable laws, regulations and standards and Liferay's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in Liferay's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

Recordkeeping and Records on Legal Hold

Liferay complies with all laws and regulations regarding the preservation of records. For example, in the event of litigation or government investigation Liferay must hold on to specific documents. In any such event, the Legal Department determines and informs you what types of company records must be placed under legal hold. Documents and other records subject to legal hold must not be destroyed or modified in any way. In fact, Liferay needs them to be preserved and protected.

6. Confidentiality and External Communications

You must not disclose confidential information unless you are authorized by Liferay or required by law to do so.

Unauthorized disclosure of any confidential information is prohibited. Please take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to Liferay or another company or individual, is not communicated within Liferay except to employees who have a need to know such information to perform their responsibilities

CONFIDENTIAL INFORMATION

Confidential information does not only include any confidential information concerning Liferay and any personal employee information, but also the proprietary, non-public, confidential, sensitive and/or classified information entrusted to Liferay by other entities or individuals, including Liferay's suppliers, partners and customers.

for Liferay. Your duty to safeguard confidential information also applies to communications with your family members and friends, and continues even after your employment relationship with Liferay ends.

Occasionally, third parties may ask you for information concerning Liferay. You must not discuss any internal Liferay matters with, or disseminate internal Liferay company information to, anyone outside of Liferay, except as required in the performance of your job duties and after an appropriate confidentiality agreement is in place. This prohibition applies particularly to inquiries that require an official statement of Liferay. Official statements of Liferay must be made only upon approval by a Liferay C-level staff member. Except as required in performance of your job duties, if you receive any such inquiries, you must decline to comment and refer the inquirer to your manager or to a Liferay C-level staff member.

In the context of confidentiality obligations you may also have certain obligations to your former employer such as restrictions on the disclosure and use of confidential information, on the solicitation of former colleagues to work at Liferay and non-competition obligations. Liferay acknowledges and respects and requires you to honor these obligations.

Last but not least, if you are involved in conducting business in the federal, state or local government marketplace(s), you may have to abide by other obligations regarding the receipt, safeguarding, use or disclosure of certain types of information, such as restrictions regarding competition-sensitive information such as government “source selection” or contractor bid and proposal information.

7. Data Protection and Data Security

Liferay complies with applicable global data protection and privacy laws to protect confidential information. This protection includes any personally identifiable information that is disclosed in the course of doing business with us. Liferay reserves the right to access, collect, use, share, transfer, or store this information as permitted by law, agreement or by (local) Liferay Policy.

8. Ensuring the Protection and Proper Use of Corporate Assets

General

Stealing, carelessness or plain waste of company assets are neither acceptable nor tolerable. They impact Liferay's financial performance or unnecessarily the environment. Liferay therefore expects you to treat company assets as if they are your own, and to ensure they are used efficiently for legitimate business purposes only.

LIFERAY ASSETS

Liferay assets include but are not limited to physical property and equipment, money, intellectual property such as patents, trademarks, copyrights, business and marketing plans, engineering and manufacturing ideas, designs, compensation information and any unpublished financial data and reports.

Use of Third Party Intellectual Property or Services, Use of Corporate Electronic Equipment

To the same extent that Liferay expect others to honor our intellectual property rights, Liferay also wants to respect the intellectual property rights of others and use these or the respective services only in accordance with valid licenses, terms of use, other relevant contractual provisions and Liferay's Licensing Policies (such as for example the Inbound Licensing Policy). In particular, please do not use, reproduce, display, perform or distribute third party copyrighted works unless you are authorized to do so by the copyright holder.

Liferay may provide you electronic equipment necessary to perform your job (for example computers, smartphones). Please use this equipment responsibly. Liferay does allow the use of company-provided

UNAUTHORIZED ACTIONS

Such unauthorized actions may include copying copyrighted materials, transmitting copyrighted materials over email, posting copyrighted materials on Liferay intranet sites, editing or otherwise modifying copyrighted materials, or performing or playing a film, television program or music to a group without the permission of the copyright holder.

equipment for reasonable personal use so long as such use does not interfere with your performance or business obligations or applicable local Liferay policies.

Please remember at all times that any company-provided equipment is - between you and Liferay - owned by Liferay and Liferay reserves the right to access the equipment at any time, for example in order to verify that all software loaded or services used are approved and licensed (and if not Liferay will remove it). In this context you should bear in mind that while Liferay respects your individual privacy, any content or other information sent, received, or stored on company-provided devices or in a Liferay work account (which may be a Liferay account on your own device) is not considered private. And to the extent permitted by applicable law and local Liferay policies, Liferay reserves the right to access any such information at any time, with or without your knowledge, consent, or approval. So please use good judgment when using company-provided assets. If and when you leave the company, you must return these.

9. Protecting the Environment

Independent of the fact that Liferay seeks to comply with all laws and regulations applicable to its operations, Liferay strives to continuously find ways to act in an environmentally responsible and secure manner that is protective of human health and the environment. This includes using resources efficiently, including avoiding wasteful consumption of resources, supporting renewable energy and disposing of all materials using environmentally responsible and secure options such as for example recycling. For more information see also Liferay's Sustainability Policy.

10. Waivers of This Code of Business Conduct and Ethics

Some of the policies contained in this Code are indispensable and require strict adherence without a possibility for exception. Some policies may allow exceptions considering all underlying facts or circumstances and possibly mitigating measures that eliminate the underlying concerns. If you believe that you have a case in which an exception to this Code is appropriate, you should first contact your immediate manager. If your manager agrees that an exception is appropriate, your manager must obtain approval of the General Counsel.

The General Counsel shall be responsible for maintaining a complete record of all requests for exceptions to this Code and the disposition of such requests and report such record to the Board each calendar quarter. If you are the General Counsel, or any member of the Board and seek an exception to this Code then you should contact the Board. Any waiver of this Code for the member of the Board or the General Counsel or any change to this Code that applies to the member of the Board or the General Counsel may be made only by the Board and will be disclosed as required by law or regulation.

Determinations made by the General Counsel may be appealed to the Board and determinations by the Board, whether in review of the General's Counsel determinations or made independently shall be final.

11. Reporting and Compliance Procedures

You have the responsibility to (i) ask questions or seek guidance regarding compliance with this Code if you have any questions or are unsure about the scope or the meaning of any part of this Code and to (ii) report suspected violations and express any concerns regarding compliance with this Code. If you know or believe that any other employee or representative of Liferay has engaged or is engaging in Liferay-related conduct that violates applicable law or this Code, you should report such information to your manager, the General Counsel, or to any member of the Liferay Board. Any manager who receives a report of a violation of this Code must immediately inform the General Counsel, or, if the alleged violation involved the General Counsel, a member of the Liferay Board. You may report such conduct openly or anonymously without fear of retaliation and Liferay will make any reasonable effort to protect your integrity. Neither Liferay nor any of its employees or representatives will discipline, discriminate against or retaliate against any employee who reports such conduct in good faith, whether or not such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such conduct.

While it is Liferay's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the labor laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate

regulatory authority. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

If necessary, Liferay installs a Corporate Governance Hotline or an incident reporting website. If installed, you may report violations of this Code on a confidential or anonymous basis by calling Liferay's Corporate Governance Hotline or by submitting information via the incident reporting website. You may also contact Liferay by mail at the following address: Liferay, Inc.; Attn: General Counsel; 1400 Montefino Ave, Diamond Bar, CA.

Depending on the nature of the information you are providing, your message will be directed to a designated member of the Liferay Board or the General Counsel. While we prefer that you identify yourself when reporting violations so we may follow up with you as necessary for additional information, you may leave messages anonymously if you wish.

If either the General Counsel or the designated member of the Board receives information regarding an alleged violation of this Code, he or she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive, the General Counsel or a member of the Board, inform the entire Board of the alleged violation, (c) determine whether it is necessary to conduct an inquiry or investigation, and, if it is determined that an inquiry or investigation is necessary, seek the approval of two Liferay C-level Staff members to initiate such inquiry or investigation, (d) upon approval of two (2) Liferay C-Level staff members investigate violations and (e) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Board. The Board may also act independently of the General Counsel to investigate violations. Of course, a person who reports a suspected violation will not also be the person who conducts the investigation.

You are expected to cooperate fully with any inquiry or investigation by Liferay regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge. Two Liferay C-level Staff members shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves a member of the Board, the Board, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of this Code may require Liferay to refer the matter to the appropriate governmental or regulating authorities for investigation or prosecution. Moreover, any manager who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge. All such disciplinary actions are to be taken in accordance with the laws pertaining to the place of employment of the subject party, including laws governing due process and employment, and such other agreements of employment as may exist between Liferay and the subject employee.

This may sound harsh, but Liferay is a group of people that abide the law and are ethical and Liferay wants to remain an ethical place to work.

12. Dissemination and Amendment

This Code shall be distributed and applies to all associates, employees, staff and other representatives, temporary and permanent, of Liferay and if you belong to this group, you shall certify that you have received, read and understood the Code and has complied with its terms. Times change. Needs change. And so do policies. Liferay reserves the right to amend, alter or terminate this Code at any time for any reason. Any amendment or modification of this Code must be approved by the Board and promptly disclosed in accordance with applicable law. The most current version of this Code is located at liferay.com.

This document is not an employment contract between the Company and any of its employees, officers or directors and does not alter any existing employment contract nor Employee Handbook, if any, or, where no such employment contracts exists, the Company's at-will employment policy.

I hereby certify that I have received, read and understood this Code of Business Conduct and Ethics and have complied with its terms.

PLACE, DATE

NAME

SIGNATURE



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