



GTY TECHNOLOGY

GTY TECHNOLOGY HOLDINGS INC.

WHISTLEBLOWER POLICY

Effective as of July 1, 2020

1. Purpose of the Policy

GTY Technology Holdings Inc. and its subsidiaries (the “Company”) are committed to the highest standards of professional and ethical conduct in all activities. Our reputation for honesty and integrity among our stakeholders is key to the success of our business. The transparency, honesty, integrity and accountability of the Company’s financial, administrative and management practices are vital. These high standards guide the decisions of the Board of Directors of the Company (the “**Board**”) and are relied upon by the Company’s stakeholders and the financial markets. For these reasons, it is critical to maintain a workplace where concerns regarding questionable business practices can be raised without fear of any discrimination, retaliation or harassment.

You are encouraged to report any concerns you may have about the Company’s business practices. The reporting mechanism outlined in this Whistleblower Policy (the “**Policy**”) serves as a guide to assist you in acting responsibly and upholding the Company’s reputation. The Company’s Board and management have established this Policy to encourage a culture of openness and to promote and ensure ethical conduct. This Policy is to encourage and enable stakeholders to raise concerns within the Company rather than overlooking a problem or seeking a resolution of the problem outside the Company.

2. Scope and Application

This Policy applies generally to all of the Company’s directors, officers, employees, consultants, contractors and agents (collectively, “**Personnel**”). It is also intended to provide a method for other stakeholders to voice their concerns regarding the Company’s business conduct.

3. What to Report

Those who work at the Company are often the first to realize that there may be a serious issue. However, they may decide not to express their concerns for a variety of reasons.

All Company Personnel are required to promptly report, either orally or in writing, all evidence of activity that, in their opinion, may constitute any of the following:

- (a) suspected violations of the law, whether civil or criminal;
- (b) suspected violations of corporate policies or the Company’s Code of Business Conduct and Ethics;
- (c) questionable accounting, internal accounting controls, auditing practices or irregularities;
- (d) a risk to the Company’s assets, property or resources;
- (e) a danger to health, safety or security of a worker or the public; or

- (f) concerns about other Company business practices.

If you have information or concerns to report, you should provide as much specific information as possible, including names, dates, places and events that took place, and your perception of why the incident(s) may be a violation.

4. Who to Contact

Each of the Company's operating subsidiaries have a Chief Executive Officer (each, a "Subsidiary CEO"). You are encouraged to report your concern to your Subsidiary CEO or Subsidiary HR representative. Where a satisfactory response is not received, or if you are uncomfortable addressing your concern to your Subsidiary CEO or your Subsidiary HR representative, you may contact any executive officer, including the Company's Chief Operating Officer, or the Company's Audit Committee Chair.

Where a satisfactory response is not received, or if you are uncomfortable addressing your concerns to your Subsidiary CEO or Subsidiary HR representative, an executive officer of the Company, or the Audit Committee Chair, you may also raise your concern through Red Flag Reporting. The Red Flag Reporting toll-free number, website and text options allow for anonymous reporting, if you so desire.

5. Anonymity

The Company's policy is to respect the confidentiality of any concerns reported under this Policy when requested and to the extent permissible by law. Anonymous communications are accepted; however, we encourage you to utilize the anonymous reporting medium only as a last resort because of the inherent difficulty of following up on anonymously reported violations. If you choose to remain anonymous and do not provide sufficient detail, the Company's ability to potentially make a comprehensive investigation of your concerns may be limited.

6. Investigation of Complaints

We assume that all reports under this Policy will be made in good faith, are real, legitimate and significant enough to warrant an investigation.

The Company will investigate all concerns under this Policy. The Company's policy is to treat all information disclosed during the course of any investigation as confidential, except as necessary to conduct the investigation and take any remedial action, or when disclosure is required by law.

All reports made to Subsidiary CEOs, HR representatives, the Chief Operating Officer or any other executive officer of the Company, or the Audit Committee Chair in respect of matters specifically covered by this Policy will be reported to the Audit Committee. At each Audit Committee meeting, the Audit Committee will review and consider any reports or concerns that it has received and take any action that it deems appropriate.

7. Protection Against Retaliation

You will be protected from retaliation, harassment, discharge, demotion, suspension or other types of employment discrimination, or threats thereof, each of which is illegal, including reduction in compensation or a change in terms and conditions of employment, that are directly related to the disclosure of such reports if you:

- (a) disclose the information in good faith;

- (b) believe it to be substantially true;
- (c) do not act maliciously or make false allegations; and
- (d) do not seek any personal or financial gain.

The protections against retaliation outlined in this Policy also apply to reports made to an outside regulator or other governmental entity. You will also be protected in connection with any lawful act that you (i) take to provide information, or cause information to be provided, or otherwise assist in, any investigation regarding any conduct that you reasonably believe constitutes a violation of law or regulation, when the investigation is conducted by a federal, state or regulatory or law enforcement agency, or a person with supervisory authority over you (or another person working for the Company who has the authority to investigate, discover, or terminate misconduct), or (ii) take to file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed relating to an alleged violation of law or regulation.

If you believe you have been unfairly or unlawfully retaliated against in respect of a report made under this Policy, you may file a complaint with your Subsidiary CEO, Subsidiary HR representative, or with any executive officer of the Company, including the Company's Chief Operating Officer, in instances where you are uncomfortable filing the complaint with your Subsidiary CEO. If you are uncomfortable filing the complaint with a Subsidiary CEO, Subsidiary HR representative or an executive officer of the Company, you may file a complaint through Red Flag Reporting as outlined above.

Retaliation for reporting concerns outlined in this Policy is unacceptable and may be a violation of state, provincial and federal law. Any executive, Subsidiary CEO or other employee who engages in retaliation may be subject to civil and criminal penalties, including imprisonment, for retaliation against whistleblowers.

If you are subject to an adverse employment decision as a result of making a report covered by this Policy, you may file a complaint with the United States Department of Labor within 90 days of the alleged violation (but a failure to report such claims within the 90-day window does not foreclose any other available legal remedy), or, for employees based in Canada, with the provincial Ministry of Labour or Human Rights Commission.

8. False or Malicious Allegations

The Company is proud of its reputation as a business with the highest standards of honesty. The Company will therefore ensure that appropriate resources are allocated to investigating any complaint which it receives. However, it is important to realize that the Company will regard the making of any deliberately false or malicious allegations as a serious offense. Such actions may result in disciplinary measures up to and including dismissal for cause or termination of contract, as applicable, and if warranted, legal action.

9. Consequences of Non-Compliance

Compliance with this Policy is a condition of your employment. Any Policy violation may result in severe consequences, which could include civil and criminal penalties and internal disciplinary action up to and including dismissal for cause or termination of contract.

10. Publication

The Company will regularly remind employees of this Policy and whistleblower protections in employee communications and post a copy of the Policy on the Company's internal website. Printed material with relevant information about the whistleblower hotline will also be posted at the Company's facilities.

Version 1: June 26, 2020