

ASURE SOFTWARE, INC.
POLICY ON FREEDOM OF SPEECH AND EXPRESSION

I. SCOPE

All employees of Asure Software, Inc., a Delaware corporation (including any and all of its direct or indirect wholly owned subsidiaries and/or affiliated business entities), shall comply with this Policy. This Policy is considered part of the conditions of employment and participation in Asure sponsored events or programs. This Policy applies to speech and expression that takes place at Asure business locations and at Asure sponsored events or programs outside of the workplace. This Policy also applies to speech and expression that occurs on electronic resources (e.g., Asure computers and email accounts) and social media sites (e.g., Facebook and Twitter) owned, maintained, or controlled by Asure.

The standards set forth in this policy do not replace the requirements of applicable local, state, federal, or international law. All employees of Asure Software are expected to comply with applicable laws pertaining to their conduct, including but not limited to, laws restricting rights to free speech and expression. This Policy incorporates the following procedures:

REGULATION OF SPEECH OR EXPRESSION

Unprotected Speech. Speech or expression which is not protected by the First Amendment of the United States Constitution is Unprotected Speech. Whether speech or expression is unprotected is based on decisions of applicable courts, including but not limited to United States state and federal courts. Unprotected Speech shall be censored, curtailed, regulated, or prohibited on property owned or leased by Asure and at Asure sponsored events or programs. Obscene speech, subversive speech, fighting words, defamation, and commercial speech are also deemed to be Unprotected Speech. Harassment is similarly unprotected. All Unprotected Speech may also be subject to other Asure policies and procedures.

1. Obscene Speech is speech that appeals to prurient interests, depicts sexual conduct in a patently offensive way, and lacks serious literary, artistic, political, or scientific value.
2. Subversive Speech is speech that advocates the use of force or unlawful action and is likely to incite or produce such force or action. It must present a clear and present danger and include a strong and pervasive call to imminent violence.
3. Fighting words are words that by their very nature are likely to incite an immediate breach of the peace.
4. Defamation are false words about an individual, that are published without the permission of that person, and which causes injury to their reputation. Defamation may be subject to other policies and procedures, as well as applicable laws. Asure's determination that speech is defamation shall not imply that the speech is defamation for purposes other than this Policy.

5. Commercial Speech is speech where the intended audience is consumers. It is spoken by an individual or entity with a good or service to sell for the purpose of inducing consumers to engage in a commercial transaction.

Protected Speech. Speech or expression that is protected by the First Amendment of the United States Constitution is Protected Speech. All forms of Protected Speech are allowed on property owned or leased by Asure and at Asure sponsored events or programs without regard to location, subject to the provisions of this Policy or applicable laws. Protected Speech may not be censored, curtailed, regulated, or prohibited by the company, except in accordance with the following principles.

1. Reasonable time, place, and manner restrictions can be used to:
 - I. Protect public safety,
 - II. Ensure that the work of the company is not impaired in any way,
 - III. Ensure that access to Asure buildings is maintained,
 - IV. Prevent the infringement upon the equal rights and freedoms of others, or
 - V. Balance the costs associated with an event against the principles articulated in this policy.
2. Whenever possible, any regulation of Protected Speech shall minimize the impact such regulation shall have on the ability of employees of Asure to freely express their views and to peacefully and lawfully protest against actions and opinions with which they disagree.
3. Protected Speech shall not be censored, curtailed, regulated, or prevented on the basis of content or viewpoint.

II. POLICY STATEMENT

Asure strives to enable its employees to pursue truth, seek knowledge, and develop understanding of what it means to be a member of a civil society. Freedom of speech and expression are indispensable to Asure's mission. While each member of Asure Software enjoys freedom of speech and expression both within and outside the workplace, such freedom also comes with responsibility.

Asure vigorously supports the rights of all employees of Asure Software to freely express their views and to peacefully and lawfully protest against actions and opinions with which they disagree. Asure also recognizes that the right to free speech and expression is not absolute. It must be balanced against the company's obligation to the principles of freedom and to provide a secure and civil environment where employees can freely exchange ideas and

openly engage in deliberation and debate. Open-mindedness, civility, respect, decency, and sensitivity for the opinions and rights of others, however different from one's own, are crucial to fulfilling Asure's mission.

Asure is committed to freedom of speech and expression and therefore does not have an obligation to insulate members of the Asure team from ideas and opinions that are objectionable, offensive, unwise, ill-conceived, or hateful in nature. Unprotected Speech violates the law or Asure policies. It shall be prohibited and handled through established disciplinary processes (Asure's Employee Handbook outlines its disciplinary policies and procedures).

Consistent with the Code of Business Conduct and Ethics, the company offers training for employees of Asure Software about civil discourse and the freedom of speech and expression. Support and resources are provided for members of Asure Software who experience speech or expression that they find objectionable, offensive, unwise, ill-conceived, or hateful in nature.

- III. RETALIATION.** Asure prohibits retaliation against any member of Asure because they have filed a complaint alleging a violation of this Policy, have participated in the processes described in this Policy, or opposed any practice in violation of this Policy or applicable federal, state, or local laws. Retaliation should be reported promptly and every report of perceived harassment will be fully investigated and corrective action will be taken where appropriate (consistent with the policies and procedures in Asure's Employee Handbook). Complaints alleging retaliation shall utilize the same procedures for filing complaints alleging violations of this Policy.