



Anti-Corruption Policy

January 1, 2022

Introduction

It is our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.

All Centric Software, Inc. or any member of the Centric Software group of companies (known as “Centric”) employees, directors, officers, partners, contractors, suppliers, and third-party representatives are expected to read, clearly understand, and abide by this Policy.

1. About this policy

The purpose of this Policy is to:

- set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery and corruption;
- provide information and guidance to those working for and on our behalf on how to recognize and deal with bribery and corruption issues; and
- complement the provisions of the Centric Code of Business Conduct.

It is a criminal offense to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by imprisonment and/or a fine. As an employer if we fail to prevent bribery, we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.

In this policy, **third party** means any individual or organization you encounter during your work for Centric, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians, and political parties.

This policy does not form part of any employee's contract of employment and Centric may amend it at any time.

2. What are bribery and corruption?

Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

An **advantage** includes money, gifts, loans, fees, hospitality (travel and lodging), services, discounts, the award of a contract or anything else of value.

A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organization of any kind.

Corruption is the abuse of entrusted power or position for private gain.

Examples:

Offering a bribe: You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offense as you are making the offer to gain a commercial and contractual advantage. Centric may also be found to have committed an offense because the offer has been made to obtain business for Centric. It may also be an offense for the potential client to accept your offer and could be contrary to the customer's internal anti-corruption policies.

Receiving a bribe: A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in Centric to ensure we continue to do business with them.

It is an offense for a supplier to make such an offer. It would be an offense for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official: You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offense of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offense.

3. What you must not do

It is not acceptable for you (or someone on your behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- accept a payment, gift, or hospitality from a third party that you know, or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- accept hospitality from a third party that is unduly lavish or extravagant under the circumstances (as discussed further below);

- offer or accept a gift to or from government officials or representatives, or politicians or political parties;
- threaten or retaliate against another individual who has refused to commit a bribery offense or who has raised concerns under this policy; or
- engage in any other activity that might lead to a breach of this policy.

4. **Facilitation payments and kickbacks**

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official).

Kickbacks are typically payments made in return for a business favor or advantage.

You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by Centric or on Centric's behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on Centric's behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns, or queries regarding a payment, you should raise these with Centric legal.

5. **Gifts, hospitality, and expenses**

This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- establishing or maintaining good business relationships;
- improving or maintaining our image or reputation; or
- marketing or presenting our products and/or services effectively.

The giving and accepting of gifts or hospitality within the limits set forth in this Policy is allowed if the following requirements are met:

- it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits;
- for gifts or hospitality given by Centric, it is given in Centric's name, not in your name;

- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in certain countries it is customary for small gifts to be given at Christmas;
- it is given openly, not secretly;
- it complies with any applicable local law; and
- the following procedures are followed for each category of gift or hospitality:

Type of Gift or Hospitality	Procedure
Small gifts, below \$100USD (75€), or equivalent (includes notebooks, calendars, pens and so on)	No approval required. Should be submitted through standard expense reimbursement process.
Gifts exceeding \$100USD (75€), or equivalent, per person; or a cumulative value of \$250USD (200€), or equivalent, per person in a 12-month period (includes bottles of wine, spirits, tokens, vouchers, presents and so on)	Subject to prior written approval from a VP level employee or above and your local Finance Department (documented by email and attached to expense report).
Hospitality (travel and lodging, entertainment, drinks, and meals) below \$250USD (200€), or equivalent, per person in a single instance or a cumulative value below \$400USD (300€), or equivalent, per person in a 12-month period	No approval required. Should be submitted through standard expense reimbursement process.
Hospitality (travel and lodging, entertainment, drinks, and meals) exceeding \$250USD (200€), or equivalent, per person in a single instance or a cumulative value of \$400USD (300€), or equivalent, per person in a 12-month period	Subject to prior written approval from a VP level employee or above and your local Finance Department (documented by email and attached to expense report).
Gifts or Hospitality offered to public officials or proposed to be given or received during business negotiations	Generally prohibited. Please contact the Legal Department with any questions.

Reimbursing a third party's expenses or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment more than genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

We appreciate that practices vary between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

6. Donations, Charitable Contributions, and Corporate Sponsorship

Donations, charitable contributions, and corporate sponsorship activities must be subjected to special checks and precautions to ensure that they are not "disguised" forms of corruption or bribery. These activities must also comply with the values and priorities of Centric and its communication strategy and be subject to a written contract approved by the Legal Department.

Donations (including in the form of in-kind contributions) and corporate sponsorship activities must not be given or undertaken in exchange for any benefits whatsoever.

Requests for donations, charitable contributions and corporate sponsorship should be submitted to the Legal Department at legal@centricsoftware.com.

7. Record-keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.

You must submit all expenses claims relating to hospitality, gifts, or payments to third parties in accordance with our Travel and Expense Reimbursement Policy and record the reason for expenditure.

All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

8. Your responsibilities

You must ensure that you read, understand, and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Centric or under Centric's control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage by following the whistleblowing provisions of the Centric Code of Business Conduct.

If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your manager, HR, or the Legal Department.

9. Breaches of this policy

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

We may terminate our relationship with other individuals and organizations working on our behalf if they breach this policy.

10. Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly the Legal Department at legal@centricsoftware.com:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customized;

- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- you are offered an unusually generous gift or offered lavish hospitality by a third party.

11. Administration of This Policy

The Legal Department is responsible for the administration of this policy. If you have any questions regarding this policy or if you have questions about homeworking that are not addressed in this policy, please contact the Legal Department at legal@centricsoftware.com.

12. Policy Effective Date and Revisions

Occasionally Centric may update this Policy as required to comply with legal requirements. The most recent policy will be published and will reflect the effective date.

The effective date of this Policy is January 1, 2022.