



Anti -Bribery and Anti- Corruption Policy

Kyriba Corp.

Executive Summary: It is the policy of Kyriba Corp. and its subsidiaries and affiliates “Kyriba” or “Company”) to conduct its worldwide operations ethically and in compliance with U.S. laws, applicable foreign laws, and international conventions. This Anti- Bribery and Anti-Corruption Compliance Policy (the “Policy”) applies to all employees of Kyriba Corp. (collectively, the “Company”) at all locations globally. This Policy is designed to ensure compliance with these laws, particularly the U.S. Foreign Corrupt Practices Act (“FCPA”), the Sapin II law (the French Anti- Corruption law), the UK Bribery Act, the French Loi Sapin II law and all relevant anti-money laundering laws (“AML”).

All Company Personnel are expected to maintain the highest ethical standards of business conduct. The Company will not tolerate any business practice that does not comply with applicable law or Policy and the Procedures.

For questions regarding this Policy or possible violations please contact Legal Compliance at compliance.legal@kyriba.com.

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Anti -Bribery and Anti -Corruption Policy	Effective Date: November 20, 2018 Revision Date: July 2022 Last Reviewed Date: July 2022 Policy Owner: Global Compliance Approving Authority: Chief Executive Officer
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Revision History Table

Version	Author	Date	Summary of Revisions
1.4		February 10, 2020	Codification, formatting updates, minor updates to language and inclusion of Sapin II (French anti-corruption law enacted in 2016).
1.5	Director, Global, Ethics, Compliance, and Regulatory	October 2022	Enhanced Section on KYC and Due Diligence Process, Added Section 3 Training, Added Section 5 Related Policies, formatting updates, minor updates to language.



Defined Terms

Company: Kyriba Corp., its subsidiaries and affiliates. The term “affiliate” shall mean, as to any person or entity, any other person or entity that directly or indirectly controls, is controlled by or is under common control with such person or entity. The term “control” shall mean the right to control, or actual control of, management of such other entity, whether by ownership of voting securities, by agreement or otherwise.

Company Personnel: Any officer, director, employee or consultant of the Company, any temporary agency personnel, any non-employee agent acting on the Company’s behalf, and any contract-basis personnel, in each case wherever located.

Covered Recipient: Any (i) Government Official; or (ii) child, spouse, or other close relative of a Government Official. The term Covered Recipient is used as a broad definition of persons who may be Government Officials or connected to Government Officials. The Company’s conduct with Covered Recipients is exactly the same as it would be with Government Officials.

Customer: For this procedure, the term Customer includes entities that purchase Kyriba’s treasury software and associated services.

Director, Global Ethics, Compliance, and Regulatory: The person or persons designated to have responsibility for the day-to-day administration and oversight of the Policy and the Procedures, including responding to inquiries from Company Personnel about anti-corruption compliance

Facilitating Payment: A small payment to a Covered Recipient necessary to expedite or secure performance of a non-discretionary, routine governmental action that (i) a Covered Recipient ordinarily performs, and (ii) the Company is entitled to under the laws of the applicable country.

French Loi Sapin II law: A French law that requires certain covered entities to create a code of conduct that details the prohibited behaviors associated with bribery and corruption. Covered entities should also engage in training for managers and employees exposed to bribery and corruption risk. They must also create an internal mechanism that allows employees to report violations pertaining to bribery and corruption.

Gift: Anything promised, offered or given, regardless of its value, including: (i) donations to charitable organizations owned, operated, affiliated with, or recommended by a Covered Recipient, and (ii) the provision of promotional items, hospitality, travel, lodging and entertainment expenses, except as provided for in Section IV of the Procedures.

Government Official: An individual, regardless of rank or title, who is:

- i. An official or other employee of any government.
- ii. An official or other employee of any agency, department, or instrumentality of (including companies or organizations owned or controlled by) a government.
- iii. An official or other employee of any political party.
- iv. A political party.



- v. An official or other employee of any public international organization.
- vi. A candidate for political office; or
- vii. A person acting in an official capacity for or on behalf of any of the above.

Money Laundering: The attempt to disguise the financing of or profits from illegal activity so that the money appears to come from or be used for legitimate activities.

Payment: The direct or indirect giving of, offer to give, or promise to give an item of value, whether in the form of cash, commercial paper (e.g., checks of any kind, promissory notes, or other paper creating or representing an obligation to transfer an item of value, etc.), in-kind transfers, employment opportunities, donations, or anything else that could be considered a thing of value to the recipient.

Penalties: Company Personnel who violate the Policy or Procedures are subject to disciplinary action, up to and including suspension or termination. In addition to penalties for Company Personnel, the Company has the right to terminate contracts with Transaction Partners who are unwilling or unable to represent or work with the Company in a manner consistent with the Policy and Procedures.

Procedures: The Anti-Corruption Compliance Procedures established in conjunction with the Policy and applicable to all Company Personnel.

Red Flag: Any indication of a possible violation, or any fact or circumstance that could indicate an increased likelihood of a violation of the FCPA, the Sapin II law, the UK Bribery Act, the French Loi Sapin II, the Policy, the Procedures or another country's anti-corruption laws.

The Sapin II law: A French law that prohibits making corrupt payments to Covered Recipients. The Sapin II law criminalizes influence peddling and, thus, makes any legal or natural person criminally liable for offering a donation, gift or reward, with the intent to induce a foreign public official to abuse his/her position or influence to obtain an undue advantage. The law outlines eight clear measures companies must follow when developing their compliance program.

****The Sapin II law can hold companies liable for failure to implement an efficient anti-corruption program, even when no corrupt activity has taken place.***

Business Partner: Any, reseller, implementation partner, system integration partner, white label partner distributor, agent, consultant, prime contractor, subcontractor, or any other third party engaged to assist the Company with any of the following:

- i. Obtaining or retaining business.
- ii. Delivering services; or
- iii. Transacting with a Covered Recipient or any private party.

U.S. Foreign Corrupt Practices Act (FCPA): A U.S. law that prohibits making corrupt payments to Covered Recipients for the purpose of obtaining or retaining business or securing an improper business advantage. The FCPA includes accounting provisions that require companies to keep accurate financial books and records, and to

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maintain internal controls that minimize the possibility of improper payments being made and allow for the detections of improper payments.

UK Bribery Act: A UK law that prohibits making corrupt payments to Covered Recipients or to any private persons, individuals, parties or entities. The UK Bribery Act also makes illegal the receipt of any bribes or corrupt payments.



1. Purpose

Kyriba and each of its officers, directors, and employees is committed to fully complying with the Foreign Corrupt Practices Act ("FCPA"), II law (the French Anti- Corruption law), UK Bribery Act, the French Loi Sapin II law and relevant anti-money laundering laws (AML). The FCPA, the Sapin II law, the UK Bribery Act the French Loi Sapin II law, and other laws that prohibit offering or giving any items of value¹ either directly or indirectly to any "Covered Recipient" or any private persons.² The anti-corruption law extends to Kyriba's activities worldwide and we commit to observing/complying to the laws and regulations that govern our operations wherever we do business including local law. In this Policy the term "Covered Recipients" refers to Government Officials and their families. The term "Government Official" includes government ministers or officials, employees of a company that is owned or controlled by a government, officials of a political party or candidates for government office. The prohibitions under the FCPA that apply to a Government Official also apply to their families, and in this Policy the term "Covered Recipients" refers to Government Officials and their families. This Policy sets forth the ethical standards of conduct and practice that must be followed with respect to interactions with Covered Recipients.

2. Policy Scope

This Policy applies to Kyriba Corp., its subsidiaries and affiliates, and each of its officers, directors, and employees; it is to be observed and strictly complied with in every aspect of Kyriba's business.

3. Policy Statement

a. Ethical Business Standards & Overview of Best Practices

The Company requires that all Company Personnel, wherever located, conduct the Company's business ethically and in accordance with the Policy and Procedures to minimize the risk of inadvertent violations of law, to avoid any appearance of impropriety, and to preserve and protect the Company's reputation.

a. General Considerations

Company Personnel must obey the FCPA, international anti-corruption laws, and anti-money laundering laws. This Section contains practical guidance for maintaining compliance with those laws in the context of business customs. For any additional questions or information on permissible gifts, entertainment or other forms of payment please reference Kyriba's Gift and Entertainment Policy.

- **Business Courtesies.** A business courtesy, such as a Gift or Payment for mementos or entertainment, including meals or sporting events, may be given under the guidance of the Policy and Procedures, but should never be offered under

¹ The term "anything of value," is very broad and includes Payments and Gifts. There is no monetary threshold. Payments or Gifts of any amount can be considered bribes.

² The UK Bribery Act also prohibits bribery and corrupt activities between private parties
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circumstances that might create the appearance of impropriety³. As a general rule, meals should not exceed U.S. \$100 per person as reasonably adjusted for location and local business custom. Courtesies (e.g., mementos, logo items) should not exceed U.S. \$50 per event, per person unless approved by the Director, Global Ethics, Compliance, and Regulatory /or Legal Department You may also reach out to compliance.legal@kyrib.com

Courtesies should not be extended to the same recipient more than four (4) times a year without approval of the Director, Global Ethics, Compliance, and Regulatory. In addition, all such courtesies should be directly related to business discussions, the demonstration, promotion or explanation of the Company's goods or services, or a contractual obligation involving the Company's goods or services.

- **Political Contributions.** Company Personnel shall not use Company funds to make direct or indirect Payments or give Gifts, whether in the form of money or any other item of value, to a political party or member of a political party without the prior written approval of the Director, Global Ethics, Compliance, and Regulatory and the Chief Executive Officer.
- **Charitable Contributions.** Company Personnel shall not use Company funds to make charitable contributions, whether in the form of money or any other item of value, without the prior written approval of the Director, Global Ethics, Compliance, and Regulatory.

b. Expectations for Company Personnel

Company Personnel are expected (i) to understand and comply with the Policy in all business dealings throughout the world and (ii) to act with the utmost level of integrity and avoid any situation that may create an appearance of impropriety. When in doubt about a particular course of conduct, please email compliance.legal@kyriba.com. Company Personnel should always consider the following questions during all business dealings:

- Is the conduct legal?
- Is the conduct ethical?
- Is it consistent with the Policy and the Procedures?
- Would it reflect positively on Kyriba and me personally?
- Is it in compliance with Kyriba's Core Values?
- Does the conduct support Kyriba's statement of Vision, Values and Culture?
- Does the conduct comply with [Kyriba's Code of Conduct](#)

³ See the Gift & Entertainment Policy for additional information.

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c. Expectations for Senior Leadership and Company Managers

In addition to the expectations discussed above, Senior Leadership and Company Personnel who supervise others (a “Company Manager”) are expected to promote a strong culture of ethics and compliance by expressing their commitment to compliance with the laws, policies and by encouraging open and honest feedback. Senior Leaders or Company Managers, must:

- Ensure that Company Personnel who you supervise understand their obligations under the Policy and Procedures;
- Create a safe environment that enables and strongly encourages Company Personnel to raise any concerns;
- Never request—directly or implicitly—that Company Personnel achieve business results at any or all costs, especially at the expense of ethical and compliance obligations under the Policy or the law;
- Respond timely and appropriately, to questions and concerns related to the Policy or the Procedures;
- Refer Company Personnel to the <https://kyriba.ethicspoint.com> or direct them to reach out to the Ethics and Director, Global Ethics, Compliance, and Regulatory in connection with any violation or possible violation.
- Stop and report any violations of the Policy, the Procedures and the law; and
- Promptly advise the Director, Global Ethics, Compliance, and Regulatory of any violations or possible violations.

d. Reporting Obligations and Guidance

Company Personnel are expected and obligated to raise good faith concerns and to report all activity that may be in violation of applicable laws or fails to comply with the Kyriba’s policies and procedures. Reports can be made either through [Kyriba’s Ethics Hotline](#) or by contacting Legal Compliance at compliance.legal@kyriba.com. All reports will be kept confidential to the extent possible, consistent with law, Company policy and the requirements necessary to conduct an effective investigation. The Company takes all reports of potential misconduct seriously and will promptly investigate all reports to determine whether a violation of Policy, Procedures or the law has occurred, and will take necessary action. There will be no reprisal or retaliation of any kind for reports made in good faith.

e. Know Your Customer and Business Partners

The Company may be liable for Payments or other actions made by Customers and Business Partners. Thus, as part of Kyriba’s robust Know Your Customer (“KYC”) program and overarching third party due diligence program, Kyriba conducts a compliance review of all

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Customers and Business Partners prior to engaging them. Company Personnel may not engage any Customer or Business Partners if there is any reason to suspect that the Customer or Business Partner may attempt to make a Payment to a Covered Recipient or any private persons, individuals, parties or entities. All Business Partners engaged by the Company must execute a written agreement with the Company containing covenants that he, she or it will abide by Kyriba's Policy, Procedures, and the law.

When establishing a business relationship with any potential Customer or Business Partner, the Kyriba employee or manager responsible for the relationship is required to submit a non-disclosure request ("NDA request"), detailing the purpose and justification for the business relationship.

- **KYC and Due Diligence Process.** During the NDA request process, Legal Compliance performs an initial due diligence screening of the Customer or Business Partner. The initial screening process, which is outlined in detail in Kyriba's Due Diligence Procedure, screens against adverse media, OFAC, Politically Exposed Persons, global sanctions, law enforcement, and other regulatory enforcement lists. If there are red flags or other concerns identified during the screening process then, Legal Compliance may approve the NDA request for that particular prospect. Otherwise, Legal Compliance reviews all red flags and assigns a risk rating using an internal risk and decision matrix. Taking into consideration the type of entity and the assigned risk rating, the reviewer determines whether or not enhanced due diligence on the prospect is required. Enhanced due diligence may include but is not limited to the following: requiring the prospect to complete a Due Diligence Questionnaire, request for internal policies, or request for other supporting documentation evidencing prospects compliance with applicable laws and regulations. Legal Compliance reviews and considers all available information, including the completed questionnaire and any supporting documentation provided, in determining whether to approve or deny the NDA request and overall engagement with the prospect.

The Director, Global Ethics, Compliance, and Regulatory may escalate due diligence concerns with elevated risk to the Chief Legal Officer, CEO or Outside Counsel for a final determination regarding approval. Only if this final approval is given, can the Company begin to negotiate the commercial terms and conditions with the prospective Customer or Business Partner.

If approved, Kyriba continuously monitors all of the aforementioned parties through its ongoing due diligence process outlined in the Kyriba's Due Diligence Procedures. The frequency and type of ongoing due diligence may differ depending on the overall level of risk and contractual relationship.

- **Payments to Customers and Business Partners.** Unless specifically authorized by

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the Policy or the Legal Compliance, no Payment to any Transaction Partner shall be made or delivered:

- in cash, except to the extent that the contract under which the Payment is made calls for cash payment for certain goods or services;
- with corporate checks payable to "cash," "bearer," or third-party designees of the party entitled to payment; or
- to an individual, entity, or account outside the recipient's country of residency.

Company Personnel shall ensure that accounting records (including expense reports) contain sufficient detail so that the purpose of the payment is clear, and the transaction is accurately recorded.

- **Contract Language.** The Company must execute a written contract with all approved Kyriba direct Customers and all Business Partners, that must include provisions indicating that the Business Partner will comply with the FCPA, the Sapin II law, UK Bribery Act and the French Loi Sapin II law, and other applicable anti-corruption laws and will agree to other anti-corruption compliance obligations as deemed necessary. No Business Partner shall act on the Company's behalf without a written contract. Company Personnel should contact the Legal Compliance if there is any question about whether a written contract is required.

4. Training

Kyriba maintains a comprehensive training program to ensure Company wide compliance with applicable compliance laws and regulations. All Company employees are required to complete a series of mandatory trainings on topics including, Anti-Corruption and Anti Bribery, Conflict of Interest, Export Sanctions Control, Government Contracting and Code of Conduct. In addition, all Company employees certify annually that they have read and attest to complying with the law and all Company policies.

5. Penalties

Individuals who violate the FCPA's anti-bribery provisions may be subject to criminal liability. Violations are punishable by a fine of up to U.S. \$100,000 per violation, imprisonment for up to five years per violation, or both. Civil penalties also may be assessed. An individual's violations may also subject the Company to significant fines and other penalties. Under the UK Bribery Act, if an individual is found guilty of a bribery offence, tried as a summary offence, they may be imprisoned for up to 12 months and fined up to £5,000. Someone found guilty on indictment, however, faces up to 10 years' imprisonment and an unlimited fine. Other countries may impose additional penalties on the Company for violating their anti-corruption laws. Under Sapin II, a legal person may face a fine up to EUR one million for the breach of the obligation to implement measures to prevent and detect corruption. Additionally, Under Sapin II, a natural person may incur a fine up to EUR 200,000 for failure to implement measures to prevent and <https://kyriba.ethicspoint.com>



detect corruption.

The Company may impose additional Penalties on any Company Personnel or Transaction Partner who violate the FCPA, the Sapin II law, UKBA, the Policy, or the Procedures, up to and including within this policy. termination of employment or contract.

Company Personnel must each review the Compliance Certification attached as Appendix A of this policy and sign and submit annually to certify their compliance with the Policy.

6. Related Policies

All policies are located on the [Compliance Insider Page](#).

- a. Kyriba Code of Business Conduct
- b. Kyriba Global Sanctions Export Policy
- c. Kyriba Gift and Entertainment Policy
- d. Kyriba Anti -Money Laundering Policy
- e. Kyriba Conflict of Interest Policy

7. Record Keeping Requirements

All records relevant to the Policy will be retained in accordance with the Company's record retention policies.