

It is the policy of Kyriba Corp. and its affiliates and subsidiaries (collectively, “Kyriba” or the “Company”) to conduct its worldwide operations ethically and in compliance with U.S. laws, applicable foreign laws, and international conventions. This Anti-Corruption Compliance Policy (the “Policy”) and the Anti-Corruption Compliance Procedures (the “Procedures”) are aimed at ensuring compliance with these laws, particularly the U.S. Foreign Corrupt Practices Act (“FCPA”), Sapin II law (the French Anti-Corruption law), the UK Bribery Act, and relevant anti-money laundering laws (AML). The Anti-Corruption Compliance Policy and Procedures apply to all Company Personnel (as defined in section 5).

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 the Policy and the Procedures.

1. Scope

Line of Business	All
Function(s)	All
Locations	All
Legal Entities	All

2. Changes from Previous Version

Codification, formatting updates, minor updates to language and inclusion of Sapin II (French anticorruption law enacted in 2017).

3. Policy

It is illegal and unethical to use bribes to secure an improper advantage. The FCPA, Sapin II, the UK Bribery Act and other laws criminalize giving things of value to Government Officials to secure such an advantage. 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 the Policy and Procedures we use the term Covered Recipients to mean 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.

In addition to the US prohibition against bribery of a foreign government official under the FCPA, the UK Bribery Act is broader as it covers all transactions between private parties. This means that any bribery or corrupt activities are illegal under the UK Bribery Act. Therefore, the Company has extended its prohibition against bribery and corruption to all parties, persons, and entities with which the Company does business. Finally, relevant AML requires that both management and employees prevent the Company from engaging in or facilitating money laundering.

ETHICAL Business Standards: Overview of Best Practices

The Company expects all Company Personnel, wherever located, to strictly adhere to the Policy and the Procedures. Company Personnel must conduct the Company's business ethically and carefully to minimize the risk of inadvertent breaches of applicable laws, avoid even the appearance of impropriety, and preserve and promote the Company's reputation.

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.

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 circumstances that might create the appearance of impropriety. 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 Ethics and Legal Compliance Manager and/or Legal Department. Courtesies should not be extended to the same recipient more than four (4) times a year without approval of the Ethics and Legal Compliance Manager. 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 thing of value, to a political party or member of a political party without the prior written approval of the Ethics and Legal Compliance Manager 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 Ethics and Legal Compliance Manager.

a. 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 even the appearance of impropriety. When in doubt about a particular course of conduct, Company Personnel should consider the following questions:

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

If the answer to any of these questions is “no,” do not engage in the conduct. Seek guidance if you are still in doubt. There are a variety of resources available to assist you:

- The Ethics and Legal Compliance Manager
- The Compliance Officer; and
- Your management

b. Expectations for Company Managers

In addition to the expectations discussed above, Company Personnel who supervise others (a “Company Manager”) are expected to promote a culture of compliance by setting ethical examples. As a Company Manager, you must:

- Ensure that Company Personnel who you supervise understand their obligations under the Policy and the Procedures
- Create an environment that enables and encourages Company Personnel to raise concerns
- Never request—directly or implicitly—that Company Personnel achieve business results at any or all costs, especially at the expense of ethical obligations under the Policy or the law
- Respond, as appropriate, to questions and concerns related to the Policy or the Procedures
- Refer Company Personnel to the Ethics and Legal Compliance Manager in connection with any violation or possible violation
- Stop violations of the Policy, the Procedures, and the law by Company Personnel who you supervise
- Promptly advise the Ethics and Legal Compliance Manager of any violation.

Good Faith Reporting

Company Personnel are expected to raise good faith concerns and to report all activity that may be in violation of compliance laws or other applicable laws or fails to comply with the Policy or Procedures. 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.

c. Transaction Partners

The Company may be liable for Payments or other actions made by Transaction Partners. Company Personnel must conduct due diligence on all Transaction Partners prior to engaging them. Company Personnel may not engage a Transaction Partner if there is any reason to suspect that the Transaction Partner may attempt to make a Payment to a Covered Recipient or any private persons, individuals, parties, or entities. All Transaction 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.

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When establishing a business relationship with any potential business partner (e.g. vendor, supplier, distributor, reseller, customer etc.), the Kyriba employee or manager responsible for the relationship is required to submit a request for screening or a non-disclosure request (available via the Legal page of Insider), detailing the purpose and justification for the business relationship. The completed Form will be forwarded to the appropriate Legal Department contact and exceptions are required to be reviewed and approved by Kyriba’s Ethics and Legal Compliance Manager prior to entering into any definitive agreement.

- **Due Diligence on Transaction Partners.** The due diligence procedures for Transaction Partners are described in detail in the Procedures. Before engaging in negotiations of commercial terms and conditions with any Transaction Partner, Company Personnel shall complete the Business Justification Form and obtain approval of a Department Vice President as set forth in the Procedures. Prospective Transaction Partners must then complete the Due Diligence Questionnaire and the Affiliated Parties Chart when required by the Ethics and Compliance Manager. The operating unit sponsor must forward the completed forms required for Expanded Due Diligence, including Questionnaire, Affiliated Parties Chart and a completed Reference Questionnaire. The Ethics and Legal Compliance Manager will respond to the Compliance Recommendation. The Ethics and Legal Compliance Manager will review the documentation received and set the appropriate level of due diligence to evaluate potential compliance risks to ensure that the Company only enters business relationships with reputable, qualified individuals and firms. The Ethics and Legal Compliance Manager may escalate Due Diligence concerns with elevated risk to the 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 Transaction Partner.
- **Payments to Transaction Partners.** Unless specifically authorized by the Policy or the Ethics and Legal Compliance Manager, 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 Transaction Partners. The contract must include provisions indicating that the Transaction Partner will comply with the FCPA, Sapin II, UK Bribery Act or other applicable anti-corruption law and will agree to other anti-corruption compliance obligations as deemed necessary. No

Transaction Partner shall act on the Company's behalf without a written contract. Company Personnel should contact the Ethics and Legal Compliance Manager if there is any question about whether a written contract is required.

- **Local Law.** Company Personnel and Transaction Partners must comply with all applicable local laws of the countries in which they operate.

4. 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 detect corruption.

The Company may impose additional Penalties on any Company Personnel or Transaction Partner who violate the FCPA, Sapin II, UKBA, the Policy, or the Procedures, up to and including 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.

5. 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 another 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 the same as it would be with Government Officials.

Ethics and Legal Compliance Manager: 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.

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
- iii. A political party
- iv. An official or other employee of any public international organization
- v. A candidate for political office
- vi. 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 a thing 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 a thing 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, Sapin II, the UK Bribery Act, the Policy, the Procedures, or another country's anti-corruption laws.

Sapin II: 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

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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.*

Transaction Partner: Any joint venture partner, distributor, agent, consultant, prime contractor, subcontractor, logistics companies, freight forwarder, strategic alliance or consortium participant, customs or immigration services provider, 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 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.

6. Legal Obligations or Guidance

Anti-Bribery Laws

The FCPA, Sapin II (France) and UK Bribery Act prohibit offering or giving anything of value, either directly or indirectly, to any Covered Recipient or any private persons, individuals, parties or entities to obtain or retain business; secure any improper advantage; or influence the decision of a government, government agency, or company that is owned or controlled by a government in some form.

**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.*

Anti-Money Laundering Laws

The key U.S. anti-money laundering (“AML”) laws and regulations are the Bank Secrecy Act of 1970 (“BSA”) and the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (commonly referred to as the USA PATRIOT Act). The purpose of the AML rules is to help detect, prevent, and report criminal and terrorist financing and activity. The Policy requires both management and employees to prevent Kyriba from engaging in, or facilitating, money laundering. The Policy and Procedures are designed to ensure compliance with all applicable laws and regulations and will be reviewed and updated on a regular basis to ensure that Kyriba complies with all applicable AML requirements. Money laundering takes many forms, and the Policy and Procedures are designed to prevent such an occurrence.

7. Policy References:

- a. Kyriba Code of Business Conduct
- b. Kyriba Global Sanctions Export Policy

8. Appendix A: Compliance Certification**Appendix A:****Compliance Certification**

I, _____, certify that, except as detailed below or previously reported to the Ethics and Legal Compliance Manager, I have read, understand, and will comply with Kyriba's Anti-Corruption Compliance Policy and the Anti-Corruption Compliance Procedures that form a part of the Policy. Should I obtain information about a known or suspected violation of the Policy, the related Procedures, the FCPA, Sapin II, the UK Bribery Act, and relevant anti-money laundering laws by any Company Personnel, I will report such a violation as directed in the Policy.

Signature: _____

Printed Name: _____

Title: _____

Date: _____

Below are all instances of which I am aware, if any, of actual or suspected violations of Kyriba's Anticorruption Compliance Policy, the related Procedures, the FCPA, Sapin II, the UK Bribery Act or relevant anti-money laundering laws:
