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This Global Sanctions and Export Policy ("Policy") applies to all employees of Kyriba Corp. (collectively, the "Company") at all locations globally. Kyriba Corp. and its affiliates and subsidiaries (collectively, "Kyriba" or "Company") derive a portion of their revenues by providing their software and services to customers from around the world. This Sanctions and Export Control Policy ("Policy") is designed to ensure that Kyriba's provision of its software and services, and other business activities as applicable, fully comply with U.S. and other applicable laws relating to economic and trade sanctions and the export of goods, services, and technical information.

## 1. Scope

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

### 1.1. Scope Description

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.

## 2. Changes from Previous Version


Codification, formatting updates and updates to sanctioned regions.

## 3. Purpose

Kyriba and each of its officers, directors, and employees is committed to fully complying with U.S. trade embargoes and sanctions, U.S. export control laws and U.S. antiboycott compliance laws, as well as other key international sanctions programs, including those of the European Union ("EU"), Canada, France, the United Kingdom ("UK") and the United Nations Security Council ("UN"), (collectively, "Sanctions/Export Control Laws"). Because Kyriba's parent company is a U.S. company, however, this Policy focuses primarily on U.S. laws.

Sanctions/Export Control Laws are an integral part of safeguarding U.S. national security and furthering U.S. foreign policy interests and objectives. As part of its commitment to compliance with such laws, Kyriba is creating and implementing this Policy. This Policy, and its underlying procedures, set forth the compliance obligations of the Company, the Sanctions and Export Compliance Officer ("Compliance Officer"), and Kyriba personnel who deal with international business activities, or who otherwise have responsibilities that involve the distribution of Kyriba products or services.

Kyriba personnel are the first line of defense in identifying and preventing potential sanctions or export control violations. Protecting Kyriba against such violations is the responsibility of all Company personnel, and, in particular, those who deal with Kyriba's international business activities.

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#### 4. Policy

The Company requires officers, directors, management, employees, and agents of the Company to observe high standards of business and personal ethics.

##### A. COMPANY COMMITMENT

Ethical behavior includes acting with honesty and integrity in fulfilling job responsibilities and complying with all laws and regulations applicable to the Company.

##### B. PENALTIES AND DISCIPLINARY ACTION

No transaction that is contrary to this Policy shall be executed under any circumstances. Violation of Sanctions and Export Control Laws can result in severe consequences for Kyriba as a company and for Kyriba personnel, including substantial civil and criminal penalties, forfeiture or seizure of funds or assets, and/or imprisonment. Failure to adhere to this Policy may subject Kyriba personnel to disciplinary action, up to and including termination.


##### C. CURRENT ECO AND RESPONSIBILITIES

Kyriba's Compliance Officer is currently its Chief Financial Officer. The Compliance Officer is generally responsible for day-to-day coordination and implementation of this Policy, including maintaining and updating and fostering Kyriba personnel's awareness, understanding of, and compliance with, this Policy. The Compliance Officer is also responsible for keeping senior management informed regarding changes in Sanctions and Export Control Laws and Kyriba's compliance with this Policy. Kyriba personnel should direct any questions that arise about this Policy (or implementation of the procedures and guidance set forth herein or promulgated hereafter) to the Compliance Officer. In particular, the Compliance Officer's, or his/her designee(s), responsibilities shall include each of the following:

## Ensuring Compliance with Sanctions and Export Rules

### 1. Prohibited Countries

The Office of Foreign Assets Control ("OFAC") administers regulations designed to implement United Nations and U.S. sanctions and embargoes on specific countries. All U.S. persons (i.e., U.S. citizens and permanent resident aliens, wherever they are located, entities and organizations located in the United States or organized under U.S. law, and in some instances, the non-U.S. entities that are owned or controlled by such persons) are subject to OFAC's jurisdiction and may be liable for violations of the U.S. sanctions laws. Generally, without a license, Kyriba may not provide access to its software (including any download of documentation), provide its services, or export when it knows that its software or services are intended for access from or transmission, shipment or other provision to any of the following Prohibited Countries and regions: Cuba, Iran, Syria, Sudan, North Korea, or the Crimea Region of Ukraine (collectively, "Targeted Countries"). The above is the current list of Prohibited Countries. If any Kyriba employee receives any request for access from, setting up or connecting a bank or a customer in, or any other export (e.g. a software download) or services to, any of these countries, such request may not proceed and the Compliance Officer must be informed immediately regarding such request in order to determine how to handle the matter. For

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example, if you become aware of any, or requests for any, bank connections in or transfer of funds to such countries you must immediately inform the Compliance Officer and such connections and/or transfers must be immediately stopped. In addition to the Prohibited Countries subject to general embargoes, there are several other countries for which there are lesser sanctions in place that are administered by BIS, OFAC, or both. Sanctions with respect to these countries are primarily against specific individuals and entities that are members of discredited regimes or persons contributing to regional destabilization. Such individuals/entities are listed on the Specially Designated Nationals ("SDN") list discussed below. Therefore, Kyriba complies with its obligations with respect to such countries by screening against this list, rather than blocking transactions with the country entirely. Please see Prohibited Parties (Screening) below. There are also various lists maintained by OFAC that include global terrorists, narcotics traffickers, drug kingpins, among others, whose names are also on the SDN List. Details on the OFAC sanctions programs currently in place is available at the following link: <http://www.treasury.gov/resourcecenter/sanctions/Programs/Pages/Programs.aspx>. The UN, EU, Canada, France, and the UK, among others, maintain sanctions programs similar to those in the U.S.; however, they are not identical and may cover other countries and/or individuals.

➤ **Prohibited Parties (Screening)**

The Compliance Officer or his/her designee(s) are responsible for ensuring that all parties in Kyriba's business transactions are screened against the various US and international sanctions and export control lists (e.g., OFAC's SDN List, U.S. Commerce Department's Bureau of Industry and Security's Denied Persons, Unverified and Entities Lists). Therefore, to ensure the recipient is not a "Prohibited Party," Kyriba will screen each of the following against such prohibited parties lists, in accordance with Kyriba's screening procedures (and involving the relevant Kyriba personnel and departments) that underlie, and are implemented in connection with, this Policy:

- Customers
- Subsidiaries and JVs (of customers) who will be using our system or on whose behalf the customer may be using our system
- Banks of Kyriba
- Banks of customers to which our system connects
- Those making payments to Kyriba and recipients of payments by Kyriba
- Vendors and service providers
- Joint Venture partners of Kyriba
- Channel Partners
- Contract counterparties
- Job applicants

The Compliance Officer or his/her designee will rely on Kyriba personnel to collect the relevant information from such third parties in order to properly conduct the screening. Kyriba has engaged a third party screening software vendor. The Compliance Officer or his/her designee(s) are responsible to conduct all screenings using such software. The current designees for performing these screenings are

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the members of the Legal Department (contact [legal\\_corp@kyriba.com](mailto:legal_corp@kyriba.com) for parties in NORAM and Asia, and [KSEMEA\\_legal@kyriba.com](mailto:KSEMEA_legal@kyriba.com) for parties in EMEA). All requests for such screening are to be directed to such designees, as appropriate, to be screened in accordance with the screening procedure implemented under this Policy. No access to the software (including any download of documentation), provision of any services, or access to source code, is to be provided to any third party unless such party has been screened and approved by the Compliance Officer or his/her designee. In addition, the various Prohibited Parties lists, as well as a consolidated list, also are available at the following link:  
[http://export.gov/ecr/eg\\_main\\_023148.asp](http://export.gov/ecr/eg_main_023148.asp).

➤ **Prohibited End-Uses**


Under the Export Administration Regulations ("EAR") administered by the U.S. Department of Commerce's Bureau of Industry and Security ("BIS"), Kyriba's software and related technology also may not be exported or re-exported, or may require a license for such export, if they are intended for certain prohibited end-uses. Most of the prohibited end-uses set forth in the EAR involve the proliferation of weapons of mass destruction (e.g., nuclear, biological and chemical weapons and missile technology) and, generally speaking, should not apply to Kyriba. With respect to China and Russia, if the end user is the military or the end use is for a military purpose, an export license may be required.

**2. Determining Export Classifications**

- Kyriba has self-classified Kyriba Enterprise and its related modules ("Software") as Export Classification Control Number (ECCN) 5D002 under Section 740.17(b)(1) of the Export Administration Regulations administered by the U.S. Department of Commerce's Bureau of Industry and Security. A self-classification of ECCN 5D002 means Kyriba may export the Software without an export license under License Exception ENC to nearly all countries. Kyriba still may not export the Software without a license to the Prohibited Countries, to any Prohibited Parties, or for Prohibited End-Uses, as discussed above.
- The Compliance Officer is responsible for confirming the proper classification (i.e., ECCN) for all of the following prior to export: (a) any new Kyriba products or services; (b) changes to current products or services that alter the nature of the product/service or its encryption functionality; or (c) other items exported by Kyriba, whether Kyriba or third party products that are controlled under the EAR because they have potential military or dual-use application, (i.e., items which might be useful for both military and commercial application), including determining if an official classification by BIS should be obtained or if a review by BIS is required. Such export classification determination will be made in accordance with Kyriba's sanctions and export control classification procedures that underlie, and are implemented in connection with, this Policy.

**3. Ensuring Antiboycott Compliance**

- The Compliance Officer is responsible for handling all antiboycott compliance issues for Kyriba. Kyriba personnel may receive requests from third parties to comply with or otherwise support foreign boycotts not sanctioned by the U.S. Government. Kyriba and its personnel must not comply with such

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foreign boycotts and such requests must be refused and reported. Some examples of activities prohibited by U.S. laws as applied to the Arab boycott of Israel are as follows:

- Refusing, or requiring any other person to refuse to do business with an Israeli person or business
- Furnishing information with respect to the race, religion, sex, or national origin of any United States person; and
- Furnishing information about whether any person has any business relationship with Israel.
- This is not an exhaustive list. If you have any question as to whether a particular request may be related to a foreign boycott, please contact the Compliance Officer immediately to determine if a report must be made.

#### 4. Maintaining Records

- The Compliance Officer or his/her designee(s) will maintain all export records of Kyriba for five (5) years. Generally, this period is five years from the export of the item from the United States. The Compliance Officer, and other relevant Kyriba personnel, are responsible for ensuring such records are properly maintained in accordance with Kyriba's sanctions and export control recordkeeping procedures that underlie, and are implemented in connection with, this Policy.

#### 5. Conducting Training

- The Compliance Officer and his/her designee(s) are responsible for conducting periodic training of appropriate Kyriba personnel in connection with this Policy. Such training will be conducted in accordance with Kyriba's sanctions and export control training procedures that underlie, and are implemented in connection with, this Policy.

#### 6. Conducting Auditing

- The Compliance Officer and his/her designee(s) are responsible for conducting periodic internal auditing of Kyriba's compliance with this Policy. Such auditing will be conducted in accordance with Kyriba's sanctions and export control auditing procedures that underlie, and are implemented in connection with, this Policy.

#### 7. REPORTING, INQUIRIES & RESOURCES


- Kyriba personnel should report any violations or potential violations and direct any questions that arise about this Policy or implementation of its underlying procedures, to the Compliance Officer. BIS's "Know Your Customer" and "Red Flags" guidance on things to look out for in transactions are attached as Appendix A.

#### 5. Policy References:

- Kyriba Code of Business Conduct
- Kyriba Anti-Bribery and Corruption Policy

#### 6. Appendix

- Know Your Customer & Red Flags Guidance

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## Appendix A


### SANCTIONS AND EXPORT CONTROL POLICY

#### *Know Your Customer and Red Flags Guidance*

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#### Red Flags for Export Controls/Sanctions Misconduct and Legal Compliance Risk

- Doing business in a country that is perceived as being corrupt or high-risk.
- Refusal or reluctance to answer questions during the due diligence.
- Any suggestion that laws or regulations or Company compliance and ethics policies need not be followed.
- Any suggestions that otherwise illegal conduct is acceptable because it is the norm or custom in a particular country.
- Use of shell companies.
- Relationship or close association with a Government Official.
- Owners, major shareholders, or executive managers who are Government Officials.
- Refusal to identify a principal or beneficial owner.
- A Government Official requests, urges, insists or demands that a particular party, company, or individual be selected or engaged.
- Refusal to execute a written contract, or a request to perform services without a written contract where one is sought.
- Lack of experience with the product, service, field, or industry.
- Lack of adequate facilities or qualified staff.
- Requirement of an unusually high commission.
- Insistence on payment in cash or cash equivalent.
- Insistence on payment outside of the country in which services are to be performed or where the company is headquartered.
- Insistence on payment to or sharing commission with a third party.
- Request for advance payment or bonuses.
- Sharing of compensation with others whose identities are not disclosed.
- The customer or its address is similar to one of the parties found on the Commerce Department's [BIS] list of denied persons or on the Treasury Department's OFAC Specially Designated National's List.
- The customer or purchasing agent is reluctant to offer information about the end-use of the item.
- The item ordered is incompatible with the technical level of the country to which it is being shipped.
- The customer is willing to pay cash for a very expensive item when the terms of sale would normally call for financing (e.g., letter of credit).
- The customer has little or no business background.
- The customer is unfamiliar with the product's performance characteristics but still wants the product.
- Routine installation, training, or maintenance services are declined by the customer.
- Delivery dates are vague, or deliveries are planned for out of the way destinations.
- The product's capabilities do not fit the buyer's line of business (e.g., an order for sophisticated computers systems for a small bakery).
- The customer is unfamiliar with the product's performance characteristics, application, and support equipment but still wants the product.
- A freight forwarding firm or Export Company with no apparent connections to the purchaser is listed as the product's final destination.
- The shipping route is abnormal, non-economic, or circuitous for the product and destination.
- Packaging is inconsistent with the stated method of shipment or destination.

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- The end-destination is Iran, Sudan, North Korea, Cuba, Burma, Belarus, Syria or another country with either OFAC or BIS list-based or activity-based restrictions
- The customer is willing to pay well in excess of market value for the commodities.
- Firms or individuals from foreign countries other than the country of the stated end-user place the order.
- When questioned, the buyer is evasive and especially unclear about whether the purchased product is for domestic use, for export, or for re-export.
- "Fragile" or other special markings on the package are inconsistent with the commodity described.

The rules that govern shipping or transferring US goods, technology, technical data, and munitions, etc., are complex and are not detailed here. As a note the monitoring for the "red flags" that signal a possible export controls violation can be done during the same process in which employees vet and monitor for FCPA "red flags, when practicable and appropriate.

**Sources: Bureau of Industry and Security Red Flags**