



Global Sanctions Export Policy

Kyriba Corp.

EXECUTIVE SUMMARY: 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 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.

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



Global Sanctions Export Policy	Effective Date: February 10, 2020 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 Changes
1.6		February 10, 2020	
1.7	Director, Global Ethics, Compliance, and Regulatory	October 2022	Formatting updates; minor updates to language and nomenclature, added Section 5 Training.



1. 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"). However, because Kyriba's parent company is a U.S. company, 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 set forth the compliance obligations of the Company, the Director, Global Ethics, Compliance, and Regulatory, 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 engage in Kyriba's international business activities.

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 and Responsible Parties

The Company requires officers, directors, management, employees, and agents of the Company to observe high standards of business and personal ethics. Ethical behavior includes acting with honesty and integrity in fulfilling job responsibilities and complying



with all laws and regulations applicable to the Company.

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.

Kyriba's Compliance Officer is currently its Director, Global Ethics, Compliance, and Regulatory. 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 Director, Global Ethics, Compliance, and Regulatory 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:

3.1. Ensuring Compliance with Sanctions and Export Rules

- **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, North Korea, or the Crimea, Donetsk or Luhansk Regions of Ukraine (collectively, "Targeted Countries"). The list of prohibited countries is subject to change and should be checked on for any newly added or deleted countries. The list are published by and can be found visiting [The Bureau of Industry and Security](#) and/or [Office of Foreign Assets Control](#).

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 the prohibited countries, such request may not proceed and must immediately inform the Director, Global Ethics, Compliance, and Regulatory regarding such request in order to determine how to handle the matter. For 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 Director, Global Ethics, Compliance, and Regulatory 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 U.S. Department of Commerce's Bureau of Industry and Security ("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. Detail on the OFAC sanctions programs currently in place is available at the following link: <http://www.treasury.gov/resource-center/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)**

Director, Global Ethics, Compliance, and Regulatory 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 screened 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.

The Director, Global Ethics, Compliance, and Regulatory or his/her designee relies on Kyriba personnel to collect the relevant information from such third parties in order to properly conduct the screening. Third party screenings may be conducted using a screening software vendor. The current designees for performing these screenings are the members of the Legal Compliance Department (contact legal.compliance@kyriba.com for parties in NORAM and Asia, and for parties in EMEA). All requests for such screening must be directed to such designees, to be screened in accordance with the appropriate screening procedures implemented under this Policy. Access to Kyriba software (including any download of documentation), provision of any services, or access to source code, shall not be provided to any third party unless such party has been screened and approved by the Director, Global Ethics, Compliance, and Regulatory or his/her designee. In addition, the various Prohibited Parties lists, as well as a consolidated screening list, are available at the following link: http://export.gov/ecr/eg_main_023148.asp.

- **Prohibited End-Uses**



Under the Export Administration Regulations ("EAR") administered 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, 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.

3.2. Determining Export Classifications

The Kyriba platform and Kyriba mobile application are classified as EAR99 items under the Export Administration Regulations administered by the U.S. Department of Commerce's Bureau of Industry and Security. Items classified as EAR99 under the Export Administration Regulations are not subject to encryption controls and annual classification reporting requirements thereunder. EAR99 items generally do not require a license to be exported or reexported in most situations. However, exports of EAR99 items to Prohibited Countries, to Prohibited Parties or for Prohibited End-Uses, may require Kyriba to obtain an export license.

The Director, Global Ethics, Compliance, and Regulatory 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 is made in accordance with Kyriba's sanctions and export control classification procedures that underlie, and are implemented in connection with, this Policy.

3.3. Ensuring Antiboycott Compliance

The Director, Global Ethics, Compliance, and Regulatory is responsible for managing all antiboycott compliance issues for Kyriba. Kyriba personnel may receive requests from third parties to comply with or otherwise support an unsanctioned foreign boycott. Kyriba and its personnel shall not comply with such requests and must be refused and reported to the Compliance Officer. Kyriba will report any receipt of requests to engage in boycott-related activities or to otherwise further or support an unsanctioned foreign boycott to the **Office of Antiboycott Compliance ("OAC")**. Activities that may be prohibited by U.S. laws include but are not limited to the list below. If you have any question as to whether a particular request may be related to a foreign boycott, please immediately contact the Director, Global Ethics, Compliance, and Regulatory to determine if a report must be made.

- Refusing, or requiring any other person to refuse to do business with or in a boycotted country or with blacklisted countries.
- Discrimination or agreements to discriminate against a U.S. person based on race, religion, sex, or



- national origin.
- Furnishing information or agreements with respect to the race, religion, sex, or national origin of any United States person
- Furnishing information or agreements to furnish information about business relationship with or in a boycotted country.

4. Record Retention

The Director, Global Ethics, Compliance, and Regulatory or his/her designee(s) maintains all export records of Kyriba for five (5) years. This period is five years from the export date 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. Training

The Director, Global Ethics, Compliance, and Regulatory and his/her designee(s) provides periodic training to appropriate Kyriba personnel in connection with this Policy. Such training is conducted in accordance with Kyriba's compliance training requirements.

6. Auditing

The Director, Global Ethics, Compliance, and Regulatory and his/her designee(s) are responsible for conducting periodic internal auditing of Kyriba's compliance with this Policy.

7. Reporting Obligations and Guidance

Kyriba personnel shall report any violations or potential violations and direct any questions that arise about this Policy, to the Director, Global Ethics, Compliance, and Regulatory at legal.compliance@kyriba.com or by reporting it through [Kyriba's Ethics Hotline](#). BIS's "Know Your Customer" and "Red Flags" guidance on things to look out for in transactions are attached as Appendix A.

8. Related Policies

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

- a. Kyriba Code of Business Conduct
- b. Kyriba Anti-Corruption & Anti -Bribery Policy
- c. Kyriba Gift and Entertainment Policy
- d. Kyriba Anti -Money Laundering Policy
- e. Kyriba Anti-Trust Policy

Appendix A

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.
- 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.

*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.