



Sycomp Global Anti-Bribery & Anti-Corruption Policy

Effective July 25, 2023

1. Policy Statement

At Sycomp ("Sycomp" or the "Company"), we are committed to conducting business in a fair, ethical, honest and lawful manner and in compliance with all laws, rules, and regulations applicable to our business. We comply with all anti-corruption laws everywhere we operate and have zero tolerance for the giving or receiving of bribes, kickbacks, or other improper payments in connection with our business.

The purpose of this Global Anti-Bribery and Anti-Corruption Policy ("Policy") is to ensure our compliance with anti-bribery and anti-corruption laws worldwide. This Policy also provides guidance to avoid even the appearance of questionable or corrupt conduct in carrying out Company business.

2. Definitions

Bribe: An offer, promise, or gift of money or anything of value that is given with the intent to influence or reward any person or entity to gain an improper advantage.

Government Entity: Any government; public international organization; department, agency, or instrumentality of such a government or organization; public authority; political party; or a company or entity owned or controlled by or acting on behalf of any such Government Entity.

Government Officials: Any official from any local, state, national, or international government, branch, agency or entity owned or controlled by the government; anyone working for or on behalf of, or engaged by, a Government Entity to perform duties or functions for such Government Entity, such as a tax inspector or privacy regulator from a government agency or anyone working for a government-owned financial services entity; members of political parties, party officials or candidates for political office; employees of public international organizations (e.g., United Nations or The World Bank); law enforcement officials; customs officials; taxing or licensing authorities; and/or employees of state-owned entities.

Kickback: A form of bribery that involves an agreement to accept or provide money or anything of value in exchange for favorable treatment or services rendered, with any person or entity, including clients, vendors, subcontractors or other third parties.

3. Scope



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This Policy is global in scope and applies to all employees, officers, directors of Sycomp, as well as Sycomp's subsidiaries (collectively, "Employees"). The anti-bribery provision in this Policy applies to all third parties acting on Sycomp's behalf, including but not limited to subcontractors, consultants, channel partners, suppliers, distributors, agents, representatives or other vendors (collectively, "Third Parties").

Compliance with this Policy is mandatory. If local law imposes stricter requirements than those described in this Policy, Employees and Third Parties must comply with those law requirements. However, if this Policy stipulates stricter rules than local law, the stricter provisions of this Policy apply.

Waivers of this Policy for officers or directors must be approved by the Board of Directors or a committee of the Board. Waivers for any other individual or entity must be approved by the General Counsel.

4. Employee Responsibilities

All Employees must:

- Read, comply with, and understand how this Policy applies to your job function;
- Ask your supervisor or the legal department for guidance when you are uncertain about how to comply with this Policy;
- Complete all required training and certifications related to this Policy, if any; and
- Report violations or potential violations of this Policy.

5. Manager's Additional Responsibilities

- Take steps to implement this Policy to help ensure that its requirements are being met;
- Ensure that members of your team understand and comply with this Policy;
- Ask the Legal Department or a more senior manager for guidance if you are uncertain how to implement this Policy in your area of responsibility; and
- Immediately forward reports of violations or potential violations from your Employees to the General Counsel.



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6. Policy

Sycomp's rule about corruption is simple: **we never pay bribes or act corruptly**. Employees must never offer, make, promise, or request or accept, any bribe, and must not take any corrupt action on Sycomp's behalf. Employees must not attempt to influence individuals to gain an improper business advantage for Sycomp. Giving or accepting bribes or entering into kickback agreements to gain an improper business advantage for Sycomp or to otherwise benefit Sycomp or an Employee, is strictly prohibited. This prohibition applies when dealing both with private individuals and/or entities, and with Governmental Officials and Governmental Entities.

For purposes of this policy, an improper business advantage refers to improper actions made in a business context, such as paying or giving anything of value to a Government Official, commercial entity or individual, directly or indirectly, in order to, for example: (1) influence or prevent a governmental action, or any other action, such as the awarding of a contract, imposition of a tax or fine, or the cancellation of an existing contract or contractual obligation; (2) obtain a license, permit, or other authorization from a Government Entity or Official that Sycomp is not otherwise entitled to; (3) obtain confidential information about business opportunities, bids, or the activities of competitors; or (4) influence the termination of a disadvantageous contract to Sycomp.

Bribing or offering a kickback to a relative, friend, or colleague of an individual (including Government Officials and employees of Government Entities) is the same as bribing the individual and is prohibited. Furthermore, engaging a third party to pay a bribe, offer a kickback, or make an inappropriate political or charitable contribution on Sycomp's behalf is the same as if Sycomp or an Employee directly engaged in the corrupt behavior and is also prohibited.

6.1. Facilitation Payments

Facilitation payments (also known as "grease" or "expediting" payments) are payments made to Government Officials to increase the speed at which they do their job. For example, small payments made to immigration officials to speed up visa processing, or to customs officials to expedite customs clearance can be considered facilitation payments. All facilitation payments, regardless of amount, are prohibited unless prior written approval has been obtained by the Legal Department. This does not include payment of published expediting fees.

6.2. Special Considerations for Transactions with Government Officials

Employees may occasionally conduct certain transactions with Government Officials or Entities. Pre-approval is not required to conduct routine government transactions. A transaction is a routine government interaction if:



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- It involves the payment of taxes or fees, or the purchase of goods or services;
- The amount of payment (if any) is objectively calculated, such as by a predetermined fee schedule or a published tariff, or fees associated with submitting government applications or obtaining copies of official documents; and
- The Government Entity lacks discretion to refuse payment or withhold the goods/services for reasons other than the customer's inability to pay or the Entity's inability to provide the goods/services at the time or place requested.

Routine government interactions may include obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country; processing governmental papers, such as visas and work orders; providing police protection, mail service, phone service, power and water supply; scheduling inspections associated with contract performance or inspections related to transit of goods across the country; and loading and unloading cargo.

In contrast, a non-routine transaction with a Government Official occurs when the official has discretion to act. Examples of such transactions include: seeking a special permission business license; renting space in a government-owned office or industrial park at a negotiated rate; or entering into a contract with a company that is partially owned or controlled by a Government Entity or Government Official. Employees and Third Parties must obtain pre-approval in writing for all non-routine transactions with Government Entities and Government Officials from the Legal Department.

6.3. Engagement with Third Parties

In many cases, bribes, kickbacks or other improper payments or gifts are not given by a company's own employees but are instead offered by third parties using funds provided by the company. Failure to conduct proper oversight of third parties can expose Sycomp to criminal and civil sanctions. Sycomp can be held liable for the improper actions of Third Parties working on its behalf and for ignoring warning signs that third parties pose corruption risks. Sycomp and any Employees involved in the improper conduct may have liability even if the specific improper action of the Third Party was not specifically known and warning signs were ignored.

In light of the risks presented by third parties, Sycomp has implemented a Third-Party Due Diligence Policy and accompany procedures that must be followed when engaging Third Parties. Sycomp prohibits corrupt offers, promises, and payments of money or anything of value to government or nongovernment officials through Third Parties. Employees who contract with Third Parties are responsible for clearly communicating this policy to Third Parties with whom they interact.



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In addition, Employees must be aware of any red flags indicative of possible corrupt behavior or concerns of misconduct over the course of the Third Party's relationship with Sycomp. Any red flags must be immediately reported to the Chief Financial Officer, and/or the General Counsel. Such red flags may include, but are not limited to:

- Excessive commissions or fees being charged by a Third Party;
- Unreasonably large discounts given to a third-party agent or reseller;
- Consulting agreements that include vaguely described services;
- A Third Party that represents it is in a particular line of business, but is later discovered to be in a different line of business;
- Requests for payment to offshore bank accounts or to a nominee;
- Requests for reimbursement for unexplained or vague expenses, or insufficient or irregular documentation provided in support of invoices;
- A Third Party is able to obtain non-public information from government sources;
- A Third Party is related to or closely associated with a Government Official; or
- A Third Party is a shell company incorporated in an offshore jurisdiction.

6.4. Gifts and Entertainment

The purpose of business gifts and the provision of entertainment in a commercial setting is to create goodwill and sound working relationships. However, these business courtesies can sometimes be used to disguise bribery or other improper payments. To ensure that any provision of gifts or entertainment is appropriate and reasonable, Employees must comply with this Policy, as well as Sycomp's gifts and entertainment policies and procedures.

A critical question that must be answered before providing or accepting gifts, hospitality, or entertainment is why it is being given. If it is to increase the awareness of the services that Sycomp offers or to foster goodwill, and it is not unduly lavish or provided to the recipient frequently, it likely is permissible. However, if it is meant to influence a specific decision, it is not permissible. Key considerations to keep in mind when whether gifts, hospitality, or entertainment is appropriate include:



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- It is not offered to gain an improper advantage or to influence a particular decision;
- It is not offered to a Government Entity or Government Official;
- It is legal under the local laws;
- It would not cause embarrassment to Sycomp or the recipient if it became public;
- It is allowed under the policies of the recipient's organization;
- The value and frequency provided to the recipient is reasonable and appropriate to the recipient's position and circumstances so that it could not reasonably be misunderstood by the recipient or others as a Bribe;
- It is not in the form of cash or a cash equivalent, such as a gift card; and
- The true nature, amount and purpose is accurately recorded in Sycomp's books and records.

Because they present heightened corruption risks, Gifts and Entertainment provided to Government Officials are not permitted unless pre-approved in writing by the General Counsel, even if laws and customs in the different jurisdictions where we operate may differ with this Policy. Employees are also prohibited from engaging a Third Party to provide gifts or business entertainment to Government Officials or employees of Government Entities that would violate this Policy, or any applicable laws around the world, including but not limited to the US Foreign Corrupt Practices Act or the UK Bribery Act.

6.5. Corporate Political Contributions

Political contributions are generally regarded as anything of value given to support a political or public policy goal. No Employee may make any contributions or payments to political parties, candidates or initiative, referendum, or other political campaigns on Sycomp's behalf. This Policy does not apply to Employees making political contributions on their own behalf with their own funds.

6.6. Corporate Charitable Contributions

Sycomp actively supports charitable giving in communities where we do business. We may make charitable contributions to various organizations in those communities, to individuals, in the case of scholarships, or to charitable organizations supported or sponsored by Government Officials. While charitable contributions help us generate goodwill and give back to the communities in which we operate, charitable contributions can also present corruption risks. Such contributions



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may be particularly problematic if a Government Official or Government Entity controls or has influence over the organization that receives the contributions.

Charitable donations may only be made if properly vetted to ensure that the charity (a) is legitimate and reputable, (b) will not be used as a conduit for a Government Official's payment, (c) is not controlled by a Government Official, and (d) the funds donated will actually be used for the charitable purpose. At a minimum, all charitable contributions must be:

- Reasonable in nature and amount;
- Permissible under all applicable laws and regulations;
- Provided in a manner that would not embarrass Sycomp if publicly disclosed;
- Given openly with no appearance of an improper purpose;
- Given without expecting anything in return; and
- Accurately records in Sycomp's books and record.

Any charitable donations of Sycomp assets (including use of Sycomp premises or employee working time) to organizations controlled or influenced by a Government Official or Government Entities must receive pre-approval from the General Counsel. All other charitable donations must be approved by legal@sycomp.com. The Policy does not apply to contributions made by Employees on their own behalf using personal funds.

6.7. Hiring Decisions

Employees are hired on the basis of their qualifications, merit, and demonstrated ability to perform the job for which they are hired. Sycomp prohibits hiring a relative of a Government Official for the purpose of influencing the official's decision-making. Any proposed hiring of a Government Official or a relative of a Government Official as an Employee should adhere to the Company's policies and applicable hiring procedures and must be reviewed and preapproved by the Human Resources Department, with input from the General Counsel as necessary.

6.8. Red Flags that Might Arise During the Diligence Process

From time to time, we might expand our business by launching new products, competing for new business, or entering a new geographic market. We may conduct these activities through joint ventures, mergers, acquisitions, or new market entries.



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Acquisitions, mergers, joint ventures, and new market entries can all present corruption risks. For example, we can be held liable for bribes paid by a company we acquire, even if the conduct occurred before the acquisition. Accordingly, before entering into a joint venture, completing a merger or acquisition, or undertaking a new market entry, Employees must ensure the General Counsel has been contacted to provide guidance about how to address anti-corruption aspects of the proposed transaction.

6.9. Recordkeeping, Accounting, and Internal Controls

Employees and Third Parties who enter into transactions on Sycomp's behalf are required to ensure that all transactions (no matter how small) are recorded promptly and accurately, contain sufficient detail, and are appropriately supported. Records of transactions involving Government Officials must include, at a minimum, information sufficient to prove the benefit recipient's name, position, benefit purpose or occasion, and benefit value. Absolutely no false or misleading information may be provided for any reason. Failure to record or inaccurately recording a direct or indirect transaction with a Government Official or Government Entity is a violation of this Policy. All Employees and Third Parties are responsible for complying with these requirements to the extent applicable to their job functions and roles.

6.10. Violations and Disciplinary Actions

A violation of this Policy is a serious matter. Any Employee determined to have violated this Policy may be subject to disciplinary action up to and including termination of employment. Any violation of law or this Policy may also result in a loss of incentive compensation, bonuses, or other awards, to the extent permitted by law. Third Parties determined to have violated this Policy will be subject to contractual remedies and, where appropriate, termination of the business relationship. Sycomp reserves the right to refer potential violations to regulatory and law enforcement authorities, if deemed appropriate under the circumstances.

6.11. Resources and Reporting Channels

Employees are encouraged to ask questions regarding this Policy by contacting your Line Manager, local Human Resources Representative, the General Counsel, or through Sycomp's confidential whistleblower hotline:

- Phone: Telephone numbers per country listed on website below.
- Website: sycomp.ethicspoint.com
- Mobile Device: sycompmobile.ethicspoint.com



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Sycomp will not tolerate retaliation against any individual who submits a good faith report of a violation or participates in a related investigation. Any individual who believes they may be the target of retaliation should promptly report the matter to the Legal Department. Retaliation itself is a violation of this Policy, with consequences up to and including termination.