

ANTI-BRIBERY POLICY

INTRODUCTION

This Policy applies to you as an employee or member of the Board of Directors of Cloud Software Group Holdings, Inc. (“Cloud Software Group”) or one of its subsidiaries, and we expect all third parties (including, but not limited to, consultants, advisors, contractors and business partners) with whom Cloud Software Group does business to comply with similar standards.

Integrity is a core value of Cloud Software Group, central to our culture and crucial to our long-term success. When conducting Cloud Software Group business, you are expected to act ethically and to comply with all anti-bribery laws, which can apply to activities anywhere in the world. If you engage in bribery, you expose Cloud Software Group and yourself to serious legal consequences, including imprisonment, heavy fines and damage to our reputation.

This Policy supplements our Code of Business Conduct and is intended to explain in more detail the standard of conduct expected of you under the U.S. Foreign Corrupt Practices Act (the “FCPA”), the UK Bribery Act and other anti-bribery laws. That standard may extend above and beyond what may be customary conduct in some countries.

Cloud Software Group, its employees, officers, directors, agents, business partners and other third parties will not engage in bribery, meaning that they will not offer, promise or give anything of value to anyone, directly or indirectly, with the intent to obtain or retain business or otherwise to gain an improper advantage for Cloud Software Group. Accurate and complete accounting records, including expense reports, must be kept of all transactions entered into in the course of Cloud Software Group’s business dealings.

1. Bribery is Prohibited

You may not, for the purpose of influencing or promoting Cloud Software Group business:

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- give, offer to give, promise to give, or authorize to give money or anything of value to any individual in connection with Cloud Software Group business (for example, as an inducement for a customer to place an order with Cloud Software Group or to obtain a governmental license or permit), or
- receive, or request the receipt of, money or anything of value from anyone, other than Cloud Software Group, in connection with Cloud Software Group business (for example, as a condition to Cloud Software Group placing an order with a supplier).

The prohibitions in this Policy apply even if:

- a third party (for example, a Cloud Software Group partner or a spouse) makes or receives the payment or thing of value,
- you have funded it personally and not claimed reimbursement from Cloud Software Group,
- the customer, supplier or partner is only a prospect, not a current one, or
- it is a normal or customary practice in your country.

2. Anything of Value

“Anything of value” does not just mean money or tangible goods. Depending on the circumstances, “anything of value” may include, favors, employment or consultancy opportunities, performing services that would otherwise have to be paid for or purchased, charitable donations, political contributions, or material non-public information about Cloud Software Group.

3. Gifts, Meals, and Entertainment

If you provide or receive anything of value in connection with Cloud Software Group business, you may violate anti-bribery laws, and your actions may be prohibited under this Policy. Under certain circumstances, the provision of modest gifts (such as promotional items), meals and entertainment are permitted. However, you should only provide or receive

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something of value if:

- there is no intent or expectation that Cloud Software Group buy or sell something in return,
- it is given in connection with a legitimate business purpose - it is not primarily for your, or someone else's, personal gain,
- it is reasonable, customary and appropriate for the occasion,
- it is provided infrequently,
- it is provided openly and transparently,
- it complies with Cloud Software Group policies, including Global Travel and Expense policies, and all local laws and regulations.

Offering or providing anything of value over USD \$200 per person to a private sector individual, directly or indirectly, requires written pre-approval from CSG Legal Compliance. See below for separate limitations on anything of value for government/public sector. Please note that separate internal budgetary or finance limitations may be lower than USD \$200 per person and should always be followed first.

4. Interactions with Government Employees and Officials

Keep in mind that laws and rules governing offering items of value to government employees or officials are complicated and vary wildly across jurisdictions, especially where Cloud Software Group holds government contracts. What may be permissible with commercial customers may be illegal with government employees or officials or put the government business at risk. The definition of Government Employees or Officials is expansive and includes officers and employees of local, state, regional, federal governments or any department, agency, ministry or instrumentality of a government, candidates for political office, a political party official or employee, royal family members, and anyone whom you believe may be employed by or acting on behalf of a government entity or state-owned or state-controlled enterprise (for example, a national oil company or a state-owned hospital).

No items of value may be offered or given to Government Employees or

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Officials, directly or indirectly, unless pre-approved in writing by the Legal department, other than company branded logo items with a value of USD 20 or less. Proof of Legal pre-approval to provide items of value for government/public sector employees must be submitted with all requests for payment or reimbursement.

It is your responsibility to confirm whether someone is a Government Employee or Official according to Cloud Software Group's definition prior to offering, providing or paying for anything of value. If you have any questions about whether someone is a Government Employee or Official, consult with the Legal department.

5. Facilitation Payments Are Prohibited

Employees working or traveling in certain countries on Cloud Software Group business may sometimes be told by Government Employees or Officials or other persons that they must pay to speed up or secure certain public privileges, services or actions such as processing products through customs, obtaining licenses or permits, scheduling inspections, etc. These types of payments, often known as facilitation payments, are not permitted. If you are asked to make a facilitation payment to obtain any routine government service such as these, please contact your supervisor or the legal department for guidance.

6. Third Party Activities

Cloud Software Group can be liable for prohibited payments or misconduct by third parties (for example, distributors, resellers, agents, suppliers and contractors) and therefore takes reasonable steps to minimize the likelihood of such bribery in relation to Cloud Software Group business. Remember that bribes take many forms and can be "anything of value" not just money.

You should never encourage or facilitate third parties to give something of value to an individual improperly in connection with Cloud Software Group

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business, and you should be mindful of the conduct of third parties with which you interact on behalf of Cloud Software Group (e.g., channel partners or suppliers). Should you become aware of the possibility of a third party offering a bribe in connection with Cloud Software Group business or otherwise, you should immediately report the matter to the legal department.

You must not use third parties, directly or indirectly, to bypass or circumvent this or any other Cloud Software Group policy.

7. Red Flags

From time to time you may encounter “red flags” or circumstances that might cause you concern especially if, for example, Cloud Software Group is conducting business in a country known for corruption. If you have a concern, you should promptly inform your manager or the legal department, or report the concern through Cloud Software Group reporting methods outlined below. The following is a non-exhaustive list of “red flags” that could suggest non-compliance with this Policy, or represent common areas of corruption-related risk.

- Are there extravagant gifts or hospitalities, especially involving Government Employees or Officials?
- Has a person or business person been involved in fraud or bribery before?
- Does a third party have a personal or business relationship with or was such party recommended by a Government Employee or Official?
- Is it a new company? Does the third party lack relevant qualifications or experience in the field? Is there transparency about ownership?
- Is the third party requesting unusual contract terms or payment arrangements such as payments in cash, non-customary credit terms or larger than customary discounts or margins?
- Are payments being directed through a third party not involved in the transaction?
- Are payments requested in advanced of the agreement being finalized?

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It's Your Responsibility, But Please Ask for Help

You are expected to fully comply with this Policy. The company will not tolerate retaliation or retribution against anyone who make a good faith report of a potential violation of this or any other policy, even if it results in a loss of business to Cloud Software Group.

Failure to comply with this Policy will subject you to disciplinary action up to, and including, termination of your employment or relationship with Cloud Software Group. Exceptions to this Policy that comply with all applicable law and that are documented in writing may be granted by the General Counsel or his/her designee. You should always consult with your legal department contact if you are in doubt about the requirements of this Policy or the law.

You are also expected to report any known or suspected violations of this Policy and to ask for help when you are not sure about something. For such purposes, you are encouraged to contact the Cloud Software Group General Counsel.

Alternatively, you can always use our confidential Cloud Software Group Integrity HelpLine by accessing [EthicsPoint - Cloud Software Group](#) which allows you to leave a report anonymously where permitted by law.

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Revision	Prepared by	Date Prepared	Comments/Notes
1.2	J Ingram	18/11/22	Adoption of SH amendments
Effective Date	Reviewed by	Date Reviewed	Comments/Notes
Owner	Approved by	Date Approved	Comments/Notes