

# Anti-Bribery Policy Overview

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## Policy Summary:

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We take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

This Anti-Bribery Policy (Global) (“Policy”) prohibits bribery of government officials (both U.S. and non-U.S.) as well as private sector (commercial) bribery, including the offering, promising, authorizing or providing anything of value to any customer, business partner, vendor or other third party in order to induce or reward the improper performance of an activity connected with our business.

A violation of this Policy could result in disciplinary actions including, but not limited to, termination of employment. It is therefore vital that you not only understand and appreciate the importance of this Policy, but also comply with it in your daily work. If you have any questions about this Policy or applicable Anti-Bribery laws generally, contact us at [compliance@3clogic.com](mailto:compliance@3clogic.com).

## Purpose and Goals of policy:

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This Policy is intended to outline the Company’s risks related to bribery and corruption, to highlight your responsibilities under both the relevant anti-corruption laws and Company policies, and to provide you with the tools and support necessary to identify and combat those anti-corruption risks.

## Risks and/or consequences of non-compliance:

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A violation of relevant anti-corruption laws can lead to severe civil and criminal penalties and reputational harm to our Company. Company employees that violate these laws can also face severe civil and criminal penalties, including jail time. A violation of this Policy could result in disciplinary actions including, but not limited to, termination of employment.

## Scope and Range of application:

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3CLogic expects all employees, officers, directors, and third parties working on its behalf to refrain from engaging in any form of bribery or corruption, irrespective of citizenship, domicile, or location. In addition to this general prohibition on bribery and corruption, this Policy sets forth several policy

and procedural requirements that apply to all employees of 3CLogic and its world-wide majority-owned or controlled subsidiaries.

## Definitions:

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- **Bribery:** Offering, promising, giving, receiving, or soliciting anything of value to influence a person's actions improperly.
- **Government Official:** Any officer or employee of a government (local, state, federal, foreign), government-owned entity, public international organization (like the UN), or political party. This includes candidates for political office.
- **Commercial Bribery:** The act of offering or accepting anything of value between private parties (not government) to gain an unfair business advantage.
- **Facilitation Payments:** Small payments made to government officials to expedite routine, non-discretionary actions (e.g., customs clearance). These are generally prohibited under this policy.
- **Kickback:** A form of commercial bribery where a portion of funds is returned to the briber as a reward for making a favorable business decision.
- **Third Party:** Any individual or entity not employed directly by 3CLogic that performs services on its behalf (e.g., agents, consultants, distributors).
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## Clarification of Enforcement Responsibilities:

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- **Company Legal Counsel:** Provides legal interpretation of applicable anti-bribery laws and must approve high-risk activities (e.g., gifts to officials, hiring government-related individuals).
- **Managers and Supervisors:** Responsible for ensuring team awareness and compliance with the Policy. They must report any suspected violations immediately.
- **Compliance Committee:** Named by the Board of Directors, it reviews high-risk issues, investigates reported concerns, and determines remedial actions.

## Policy details:

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### 6.1. Applicable Laws –

Employees of the Company must abide by all applicable Anti-Bribery laws, including the FCPA, the UKBA, and the local laws in every country in which we do business (for example, federal, regional, provincial, and state laws). Virtually every country in which we operate prohibits bribery. These laws generally prohibit both bribery of government officials and private sector (commercial) bribery. In addition to the prohibition of bribery, the FCPA mandates that companies establish and maintain accurate books and records and adequate internal controls.

### 6.2. Prohibition of Bribery –

**6.2.1. Government Bribery** - The Company and its employees are prohibited from giving, promising, offering, or authorizing payment of anything of value to any government official (both U.S. and non-U.S. officials) to obtain or retain business, to secure some other improper advantage, or to improperly influence a government official's actions. Additionally, Company associates must also avoid the appearance of improper interactions with government officials.

**6.2.2. Commercial Bribery** - In addition to the prohibitions of bribing government officials discussed above, the Company prohibits employees from offering or providing corrupt payments and other advantages to or accepting the same from private (non-government) persons and entities. Such payments constitute commercial bribery and are often called “kickbacks.”

**6.2.3. Facilitation Payments** - The Company's prohibition on bribery applies to all improper payments regardless of size or purpose, including “facilitating” (or expediting) payments. Facilitating payments refer to small payments to government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo. Generally, facilitation payments are prohibited by this Policy, except for a very limited set of circumstances for which prior written approval must be obtained from Company Legal Counsel.

### 6.3. Providing Items of Value to Government Officials –

**6.3.1. Government Dealings Approval** - Before providing an item of value to any government official or entity (both U.S. and non-U.S. government officials) employees must first obtain prior written approval from Company Legal Counsel.

**6.3.2. Gifts, Meals, Travel and Entertainment** - It is never permissible to provide gifts, meals, travel, or entertainment to anyone (government officials or commercial partners) in exchange for any improper favor or benefit. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible.

**6.3.3. Donations** - It is never permissible to provide a donation to improperly influence a government official, or in exchange for any improper favor or benefit. It may, however, be permissible to make

donations directly to a government agency (rather than to an individual government official) as part of a charitable effort. Prior approval from Company Legal Counsel is required before making such a donation.

**6.3.4. Promoting, Demonstrating, or Explaining Products** - It is never permissible to direct promotional expenses or activities to a government official to improperly influence him or her, or in exchange for any improper favor or benefit. In some cases, however, it may be appropriate to direct such expenses to a government official or entity in order to promote, demonstrate, or explain the Company's products and services. Before doing so, Company associates must seek prior approval from Company Legal Counsel.

**6.3.5. Hiring or Engaging Government Officials** - It is never permissible to hire or engage a government official, or his or her immediate family members, to improperly influence the official, or in exchange for any improper favor or benefit. Note that before hiring a government official (or relative thereof) Company associates must first receive approval from Company Legal Counsel.

**6.3.6. Political Contributions** - It is never permissible to provide a political contribution to improperly influence a government official, or in exchange for any improper favor or benefit.

## 6.4. Third-Party Management –

**6.4.1. Applicability to Third Parties** - Third-party agents, consultants, distributors, or any other third-party representatives acting for or on behalf of the Company (collectively, "third parties") are prohibited from making corrupt payments on the Company's behalf. This prohibition also applies to subcontractors hired by third parties to perform work on the Company's behalf.

Any and all payments made to third parties, including commissions, compensation, reimbursements, must be customary and reasonable in relation to the services provided and accurately documented in the Company's books and records. These payments must not be made in cash without prior written approval from Company Legal Counsel; or to bank accounts that are not in the third party's name, unless otherwise approved in advance and in writing by Company Legal Counsel, and Corporate Treasury.

**6.4.2. Due Diligence** - Any red flags raised during a due diligence review of a vendor must be addressed to the satisfaction of Company Legal Counsel prior to entering the relationship with the third party, and any remediation measure put in place should be documented. All agreements with third parties that interact with government entities or officials must be memorialized in writing and include appropriate Anti-Bribery language. Company Legal Counsel shall determine the appropriate contractual language. Once a third-party agent or consultant has been retained by the Company, the third party's activities and expenses must be monitored by the relevant Company employee to ensure continued compliance with the applicable anti-corruption laws and Company policies.

## 6.5. Practical Guidance –

Scenario	Permitted?	Explanation
Offering a \$25 meal to a vendor during a business meeting	✔ Yes (if modest and not frequent)	Modest, business-related hospitality may be acceptable.
Giving a \$100 gift card to a foreign official after contract signing	✘ No	Gifts of cash or cash equivalents are always prohibited.
Paying a customs officer \$10 to speed up package processing	✘ No	This is a facilitation payment and is prohibited unless approved in writing by Legal.
Donating to a government-run school as part of a local outreach project	✔ Yes (with legal approval)	Donations to agencies (not individuals) can be allowed with prior approval.
Hiring a former government official's relative without Legal review	✘ No	Must be approved in advance to avoid perceived conflicts.

## 6.6. Books, Records, and Internal Controls –

- All payments (including gifts, travel expenses, and commissions) must be accurately recorded in the Company's books and accounting systems.
- No "off-the-books" accounts or transactions are permitted.
- Falsifying records (e.g., disguising a bribe as a "consulting fee" or "marketing expense") is strictly prohibited.
- All invoices and receipts must clearly describe the nature and purpose of the transaction.
- Finance and Internal Audit teams will conduct regular reviews to ensure proper recordkeeping and compliance with this policy.
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### Training:

The Company requires that the following associates complete Anti-Bribery training every other year:

- All managers
- All other personnel that have been identified by Company Legal Counsel as requiring training.

The required Anti-Bribery training may include in-person or online COBC training, a web-based Anti-Bribery training course, or instructor-led training programs. If a Company associate is assigned an online training course, he or she must complete that online course regardless of whether they have also received in-person training.

## Auditing:

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Company employees will conduct periodic internal audits of relevant Company operations to help ensure the Company's continued compliance with applicable Anti-Bribery laws and this Policy. It is the duty of all employees to cooperate with and never interfere with or obstruct such audit activities or Company investigations. Company auditors are expected to act independently, and to liaise with Company Legal Counsel and 3CLogic's Compliance Committee to clarify any questions related to application of this Policy.

## Reporting Violations

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If you observe conduct that may violate this Policy, contact us at **[compliance@3clogic.com](mailto:compliance@3clogic.com)**. Suspected violations will be reviewed and investigated as appropriate and may lead to disciplinary action. Any such reporting will be treated as confidential to the extent permitted by law. The Company strictly prohibits retaliation for good faith reports of suspected misconduct. Failure to report a violation of this Policy constitutes an independent violation of this Policy and is subject to discipline, up to and including termination of employment.

There has never been a single legal action taken against 3CLogic for anti-competitive behavior, including corrupt practices or bribery since the company founding in 2005. We are proud of this track record and will continue to enforce all relevant policies and practices.