
Global Anti-Corruption Compliance Policy

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1.0 Purpose and Scope

The purpose of this **Global Anti-Corruption Compliance Policy** (this “**Policy**”) is to:

- (a) Set out Epicor Software Corporation and its international affiliates’ (collectively the “**Company**”) responsibilities, and the responsibilities of those working for the Company and/or associated with the Company, in observing and upholding the Company’s position on anti-bribery and anti-corruption, including, but not limited to, under the laws of the European Union, the laws under the Foreign Corrupt Practices Act of 1977, the UK’s Bribery Act of 2010, and under the People’s Republic of China Criminal Code, each as may be amended from time to time, including by successor legislation (collectively the “**Anti-Corruption Laws**”); and
- (b) provide information and guidance to those working for and/or representing the Company on how to recognize and deal with bribery and corruption issues in any country into which the Company operates. In this Policy the use of the terms "we", "our" and "us" refer to Epicor.

It is important that you read, understand, and act in accordance with this Policy. This Policy should be read in conjunction with **Epicor’s Worldwide Code of Ethics and Business Conduct Policy** (“**the Code**”) available at <http://epicnet/CorporatePolicies>.

To implement this Policy effectively, every person to whom it applies must make a commitment to it and to uphold the standards it sets out. This Policy does not form part of any employee’s contract of employment and it may be amended at any time; however, breach of this Policy by any employee will be subject to disciplinary action, up to and including termination of employment.

2.0 Policy Statement

The Company is committed to conducting all aspects of its business in keeping with the highest legal and ethical standards and expects all employees and other persons (including partners) acting on its behalf to uphold this commitment. In accordance with this commitment, the Company has adopted this **Global Anti-Corruption Compliance Policy** (the “**Policy**”), which is applicable to all directors, officers, employees, agents, partners, representatives, and other associated persons of the Company (collectively “**Company Personnel**”).

In brief, the Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy or by law. Company Personnel are not permitted to give or offer anything of value (including gifts, hospitality, or entertainment) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Company Personnel may not solicit or accept such improper gifts and/or payments.

This Policy and the internal controls herein have been designed to prevent bribery from occurring, avoid the appearance of wrongdoing and enable the Company to respond promptly and effectively to any inquiries about its conduct. Company employees who violate this Policy may be subject to disciplinary action, up to and including termination. The pages that follow provide a general guide to anti-corruption compliance but do not address every potential scenario that may implicate issues bearing on compliance with this Policy. Therefore, any Company Personnel who have any questions concerning the requirements of this Policy should consult with the Company’s Human Resources or Legal Departments.

3.0 Our Policy

3.1 Company Personnel shall not be permitted to pay or receive bribes.

Company Personnel must conduct their activities in full compliance with this Policy and all Anti-Corruption Laws in force in the country in which Company Personnel may reside (whether temporarily or permanently) and/or the country in which the Company conducts any business.

Under this Policy, Company Personnel are not permitted to give or offer anything of value, directly or indirectly, to any **Government Official**¹ (including any **Foreign Public Official**²) or to any commercial party for the purpose of improperly obtaining (or retaining) a business advantage in any country. “**Anything of value**” should be broadly interpreted to include, but not limited to: cash, gifts (both direct and indirect) to Company Personnel and/or their family members; forgiveness of a debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities and/or medical care. Company Personnel are further prohibited from making any “facilitation payments,” in any country to expedite routine governmental action.

Simply put, bribes, kickbacks or similar payments are never permitted, whether made to any Government Official (whether domestic or foreign based) or to customers, partners, investors, clients, or other private parties. Similarly, Company Personnel may not solicit nor accept such bribes, kickbacks, or similar payments.

If confronted with a request or demand for an improper payment or other violation of this Policy, the request or demand must be immediately rejected and reported, by e-mail, in the first instance, to the Company’s Legal Department at: L-LegalPersonnel@epicor.com. Similarly, if any Company Personnel believes that an improper payment has been or will be made, the employee or agent must also report such payment in accordance with Section 9.0 below. The Company’s policy is that no adverse employment action will be taken against any personnel in retaliation for, honestly and in good faith, reporting a violation or suspected violation of Anti-Bribery Legislation or this Policy.

3.2 Gifts, Meals, Entertainment, and Employment

This Policy sets forth various rules relating to gifts, entertainment, travel, meals, lodging, and employment. All such expenditures must be recorded accurately in the books and records of the Company, in accordance with Section 6.0 below.

3.2.1 Gifts

As a general matter, the Company competes for and earns business through the quality of its personnel, products, and services, not with gifts or lavish entertainment. The use of Company funds or assets for gifts, gratuities, or other favors to Government Officials (including Foreign Public Officials) or any other individual or entity (in the private or

¹ The term “**Government Official**” includes all officers or employees of a domestic government department, agency, or instrumentality; permitting agencies; customs officials; candidates for political office; and officials of domestic public international organizations (e.g., the Red Cross). This term also includes officers or employees of government-owned or controlled commercial enterprises such as state-owned or controlled universities, airlines, oil companies, health care facilities, or other vendors. The term also includes family members and close associates of such individuals (e.g., it is not permissible to give a lavish gift to the sibling, spouse, or child of a government employee if a gift to the individual would be prohibited under this Policy).

² The term “**Foreign Public Official**” is defined in the FCPA to include any officer or employee of a foreign government or any department, agency or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such foreign government or department, agency or instrumentality, or for or on behalf of any such public international organization. The definition of a Foreign Public Official is very broad and encompasses any officer or employee of: any government entity (e.g., mayor, governor, legislator); any department, instrumentality or agency of the government; any political party; any person acting in any official capacity for such organization; or candidates for political office. Importantly, employees of foreign state-owned enterprises (SOEs) are also considered Foreign Public Officials for the purposes of the FCPA.

public sector) that has the power to decide or influence the Company's commercial activities is prohibited, unless **all** of the following criteria are met.

- (a) the gift does not involve cash or cash equivalent gifts (*e.g.*, gift cards, store cards, or gambling chips)
- (b) the gift is permitted under both local law and the guidelines of the recipient's employer
- (c) the gift is presented openly with complete transparency
- (d) the gift is properly recorded in the Company's books and records
- (e) the gift is provided as a token of esteem, courtesy, or in return for hospitality and should comport with local custom; and
- (f) the item costs less than €100 or USD100

Gifts that do not fall specifically within the above guidelines require advance consultation and approval by a Human Resources Business Partner or its equivalent in the country in which the gift is to be offered.

Note that the provision of gifts, as well as the reporting requirements, in this Policy, apply even if Company Personnel are not seeking reimbursement for the expenses (*i.e.* paying these expenses out of your own pocket does not avoid these requirements).

Company Personnel must not accept, or permit any member of his or her immediate family to accept any gifts, gratuities, or other favors from any customer, partner, supplier, or other person doing or seeking to do business with the Company, other than items of nominal value up to €100 or USD100. Any gifts that are not of nominal value should be returned immediately and reported to your manager. If immediate return is not practical, they should be given to the Company for charitable disposition.

3.2.2 Meals, Entertainment, Travel, and Lodging

Common sense and moderation should prevail in business entertainment and the payment of travel, and lodging expenses engaged in and/or on behalf of the Company. Company Personnel should provide business entertainment to someone doing business with the Company only if the entertainment is infrequent, modest, and intended to serve legitimate business goals.

Meals, entertainment, travel, and lodging should never be offered as a means of influencing another person's business decision. Each should only be offered if it is appropriate, reasonable for promotional purposes, offered or accepted in the normal course of an existing business relationship, and if the primary subject of discussion or purpose of travel is business. The appropriateness of a particular type of entertainment, travel, and lodging of course, depends upon both the reasonableness of the expense and on the type of activity involved. This is determined based on whether or not the expenditure is sensible and proportionate to the nature of the individual involved. Adult entertainment is strictly prohibited.

Expenses for meals, entertainment, travel, and lodging for Government Officials (including Foreign Public Officials) or any other individual or entity (in the private or public sector) that has the power to decide or influence the Company's commercial activities may be incurred without prior approval by Epicor's **Chief Financial Officer** or, in their stead, the **Chief Accounting Officer** or **Vice President of Finance** only if **all** of the following conditions are met:

- (a) the expenses are bona fide and related to a legitimate business purpose and the events involved are attended by appropriate Company representatives

- (b) the cost of the meal, entertainment, travel, or lodging is less than €100 or USD100 per person; and
- (c) the meal, entertainment, travel, or lodging is permitted by the rules of the recipient's employer (if applicable).

For all such expenses, the reimbursement request must identify the total number of all attendees and their names, employer, and titles (if possible). All expense reimbursements must be supported by receipts, and expenses and approvals must be accurately and completely recorded in the Company's records. In all instances, Company Personnel must ensure that the recording of the expenditure associated with meals, lodging, travel, or entertainment clearly reflects the true purpose of the expenditure.

Note that the provision of meals, entertainment, travel, and lodging as well as the reporting requirements, in this Policy, apply even if Company Personnel are not seeking reimbursement for the expenses (*i.e.* paying these expenses out of your own pocket does not avoid these requirements).

When possible, meals, entertainment, travel, and lodging payments should be made directly by the Company to the provider of the service and should not be paid directly as a reimbursement. Per diem allowances may not be paid to a Government Official (including any Foreign Public Official) or any other individual (in the private or public sector) that has the power to decide or influence the Company's commercial activities for any reason.

Any meal, entertainment, travel, or lodging expense greater than €100 or USD100 per person, and any expense at all that is incurred for meals, entertainment, travel, or lodging unrelated to a legitimate business purpose, must be pre-approved by Epicor's Chief Financial Officer or, in their stead, the Chief Accounting Officer or Vice President of Finance.

Please note that in addition to traditional gifts, meals, entertainment, and travel that are provided to business relationships where Company Personnel are not in attendance shall be considered gifts, and subject to the rules and requirements for gifts specified in this Policy.

3.2.3 Employment/Internships

On occasion, Government Officials (including Foreign Public Officials) or the Company's business partners may request that the Company provide internships or employment to certain individuals. Offering internships or employment to Government Officials (including Foreign Public Officials) or the Company's business partners may be viewed as providing an item of value.

This Policy sets forth guidance for handling such requests from Government Officials (including Foreign Public Officials) or the Company's business partners. If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, Epicor's **Chief Human Resources Officer** must be notified of the candidate's relationship to a Government Official (including a Foreign Public Official) or the Company's business partner. If a candidate related to a Government Official (including a Foreign Public Official) or a Company business partner is interviewed outside of the ordinary course of filling a position, any internship or employment offer must be pre-approved by Epicor's **Chief Legal Officer**.

3.3 Political Contributions and Charitable Donations

Company Personnel may not make political or charitable donations, whether in their own name or in the name of the Company, to obtain or retain business or to gain an improper business advantage. Any political or charitable contributions by the Company must be permitted under the law, permissible pursuant to the terms of this Policy, made to a *bona fide* charitable organization, and in the case of political contributions or charitable contributions connected to any Government Official (including any Foreign Public Official) or government entity made with the prior approval of **Epicor's Legal Department**. In certain instances where there is heightened risk of corruption, Epicor's **Chief Legal Officer** may require diligence to be conducted. The **Chief Legal Officer** must be notified if a

Government Official (including a Foreign Public Official) solicits a political or charitable contribution in connection with any government action related to the Company or its affiliates. Individual employees or agents may not make political contributions on behalf of the Company or its affiliates.

4.0 Relationships with Third Parties

Anti-corruption laws prohibit indirect payments made through a third party, including giving anything of value to a third party while knowing that value will be given to a Government Official (including a Foreign Public Official) for an improper purpose. Therefore, Company Personnel should avoid situations involving third parties that might lead to a violation of this Policy.

Company Personnel who deal with third parties are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this Policy. Such precautions may include, for third parties representing the Company before governmental entities, conducting an integrity due diligence review of a third party, inserting appropriate anti-corruption compliance provisions in the third party's written contract, requiring the third party to certify that it has not violated and will not violate this Policy and any applicable anti-corruption laws during the course of its business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the third party during the engagement. Company Personnel retaining third parties that will be representing the Company before governmental entities must discuss the engagement with a senior member of **Epicor's Legal Department** and, where necessary, the **Chief Legal Officer** prior to hiring the third party. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting the **Chief Legal Officer**.

In addition, once a third party is engaged, Company Personnel who deal with third parties must always be aware of potential red flags. Red flags are certain actions or facts which should alert a company that there is a possibility of improper conduct by a third party. A red flag does not mean that something illegal has happened, but rather that further investigation is necessary. Red flags are highly fact-dependent, but some examples of red flags are:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions, or mid-stream compensation payments
- Requests for payments to an account in a country other than where the third party is located or is working on behalf of the Company
- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds
- Requests for political or charitable contributions
- The third party is related to a Government Official and/or Foreign Public Official or has a close personal or business relationship with the said Government Official and/or Foreign Public Official
- Any refusal or hesitancy by the third party to disclose its owners, partners, or principals
- The third party uses holding companies or other methods to obscure its ownership, without adequate business justification
- The third party expresses a desire to keep his representation of the Company or the terms of his retention secret; or
- The third party has little experience in the industry but claims to "know the right people."

If Company Personnel have reason to suspect that a third party is engaging in potentially improper conduct, they must report the case to the Chief Legal Officer, immediately. The Company shall conduct an investigation and stop further payments to the third party if the Company's suspicions are verified through the investigation.

5.0 Acquisition and Investment Due Diligence

The Company and its personnel can be exposed to corruption risk by virtue of the activities of companies and joint ventures in which the Company invests. For example, Company personnel serving on the board of, or otherwise exercising certain control rights over, Company acquisitions and investments may be in a position to detect and deter corrupt activity on the part of the third-party company or investment. Equally, failure to take appropriate steps to prevent corrupt activity can expose the Company and its employees to liability. Furthermore, corrupt conduct predating the Company's investment may also pose financial and regulatory risk to the Company, including in the form of regulatory fines or penalties as well as diminished investment value. Accordingly, the Company will undertake appropriate risk-based due diligence prior to an investment in a company or assets or establishing a joint venture.

6.0 Recordkeeping and Internal Controls

This Policy requires that all expenditures made by the Company are accurately reflected in the Company's financial records and that all payments made with Company funds, or on behalf of the Company, have been properly authorized. Company Personnel must follow all applicable standards, principles, laws, and practices for accounting and financial reporting. Company Personnel must be timely and complete when preparing all reports and records required by management. In particular, Company Personnel should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. Company Personnel should use best efforts to ensure that all transactions, dispositions, and payments involving Company funds or assets are properly and accurately recorded in the Company's financial records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company's books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy. The Company will conduct periodic audits of its books and records to monitor compliance with this Policy.

7.0 Responsibility for this Policy

The Board of Directors of Epicor Software Corporation has overall responsibility for ensuring that this Policy complies with Epicor's legal and ethical obligations and that all those under Epicor's control comply with this Policy. The Chief Legal Officer has primary day to day responsibility for implementing this Policy, and for monitoring its use and effectiveness.

8.0 Compliance Training

As part of the Company's ongoing commitment to anti-corruption compliance, the Company offers periodic anti-corruption and/or anti-bribery interactive compliance training programs (as well as, where possible, live in-person training) to educate employees about the requirements and obligations of anti-corruption laws and this Policy. All employees of the Company must participate in such training and the **Epicor's Human Resources Department** must retain attendance records establishing compliance with this requirement.

9.0 Reporting Requirements and Whistleblower Protection

The Company takes its commitment to anti-corruption compliance very seriously and expects all Company Personnel to share this commitment. The Company therefore expects and requires any Company Personnel who have knowledge of, or reason to suspect, any violation of this Policy to contact the Company's **Chief Financial Officer**, **Chief Human Rights Officer**, or **Chief Legal Officer** immediately. Reports may be made anonymously through Ethics

Point by going to their website at www.ethicspoint.com or by telephoning anonymously to 1-866-384-4277. If any Company Personnel fail to report known or suspected violations, then the relevant Company Personnel may be subject to disciplinary action, up to and including termination including the termination of any partnership or other commercial agreements.

It is the Company's policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related (or other termination) action will be taken against any Company Personnel in retaliation for reporting a violation or suspected violation of anti-corruption laws or this Policy.

All questions regarding this Policy should be directed, in the first instance to the Chief Legal Officer at vlowder@epicor.com and, in his absence, to Epicor's Legal Department at L-LegalPersonnel@epicor.com

10.0 Revision History

Date	Contact	Description
10/31/2020	Dawn Kitt, Legal	Creation of Global Policy (to consolidate separate US (FCPA), UK (UK Anti-bribery) and global anti-bribery policies).

11.0 Disclaimer/Copyright

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