

BRG Anti-Bribery Policy

Policy Summary: Berkeley Research Group and its domestic and international affiliates (“BRG” or the “Company”) enjoy a reputation as a leading professional services firm. Our reputation is based on conducting our business operations in accordance with the highest ethical standards. BRG prohibits all forms of bribery and corruption.

This Anti-Bribery Policy (“Policy”) prohibits bribery of government officials (both US and non-US) as well as private-sector (commercial) bribery, including the offering, promising, authorizing, or providing of 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 either this Policy or the Company’s Code of Conduct (“the Code”) could result in disciplinary actions including, but not limited to, termination of employment. It is 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 questions about this Policy or applicable anti-bribery laws generally, contact the Legal team.

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

2. Risks and/or consequences of noncompliance: A violation of relevant anti-corruption laws can lead to severe civil and criminal penalties and reputational harm to our Company. Company employees who violate these laws can also face severe civil and criminal penalties, including jail time. The prohibition against bribery is incorporated into our Code; thus, a violation of this Policy could also result in disciplinary actions pursuant to our Code including, but not limited to, termination of employment.

3. Scope and range of application: BRG expects all officers, employees, 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 work conducted on behalf of BRG by its employees and third parties working on its behalf.

4. Policy details:

4.1. Applicable Laws: Employees of the Company must abide by all applicable anti-bribery laws, including the Foreign Corrupt Practices Act (FCPA), UK Bribery Act, and local laws in every country in which we do business (for example, federal, regional, provincial, and state laws). 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.

4.2. Prohibition of Bribery:

4.2.1. 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 US and non-US officials) to obtain or retain business, secure some other improper advantage, or influence a government official's actions improperly. Additionally, BRG personnel must avoid the appearance of improper interactions with government officials.

4.2.2. 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 (nongovernment) persons and entities. Such payments constitute commercial bribery and are often called "kickbacks."

4.2.3. Facilitation Payments: The Company's prohibition on bribery applies to 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 nondiscretionary 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 limited set of circumstances, including the personal safety of BRG personnel; and generally, such payments are subject to the prior written approval of the General Counsel.

4.3. Providing Items of Value to Government Officials:

4.3.1. Government Dealings Approval (GDA): Before providing an item of value to any government official or entity (both US and non-US government officials), employees first must obtain prior written approval from the General Counsel.

4.3.2. Gifts, Meals, Travel, and Entertainment (GME): It is never permissible to provide gifts, meals, travel, or entertainment to anyone (government officials or commercial clients) in exchange for any improper favor or benefit. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible. Prior approval from the General Counsel is required before providing GME to a government official or entity. Note that many government officials and commercial clients are subject to internal rules and regulations related to GME.

4.3.3. Donations: It is never permissible to provide a charitable 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 the General Counsel is required before making such a donation.

4.3.4. 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), the hiring professionals must first receive legal approval from the General Counsel.

4.3.5. 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.

4.3.6. Limited Exceptions: There are limited exceptions to the prior approval requirement. These exceptions include when a blanket approval is in place (blanket approvals must be renewed on a yearly basis) and when an employee's personal safety is at issue.

4.4. Third-Party Management:

4.4.1. 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, and 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 the General Counsel; or to bank accounts that are not in the third party's name, unless otherwise approved in advance and in writing by the General Counsel.

4.4.2. Due Diligence: Any and all third parties that will interact with government officials or entities on behalf of the Company are subject to background screening and related due diligence.

Any red flags raised during a due diligence review of a vendor must be addressed to the satisfaction of the General Counsel prior to entering the relationship with the third party.

All agreements with third parties that interact with government entities or officials must be memorialized in writing (e.g., subcontractor or independent contractor agreements) and must include appropriate anti-bribery 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.

4.5. Auditing: 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 liaise with the General Counsel to clarify any questions related to application of this Policy.

4.6. Reporting Violations: If you observe conduct that may violate this Policy, you may contact the General Counsel or anonymously call BRG's hotline. For information on how to contact the hotline, please see the Human Resources page on ThinkTank. 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.