



ANTI-CORRUPTION COMPLIANCE POLICY

I. Introduction

CLASSYS Inc. (or 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 acting on its behalf to uphold this commitment. In accordance with this commitment, the Company has adopted this Anti-Corruption Compliance Policy (the “Policy”), which is applicable to all directors, officers, employees, agents, representatives, and other associated persons of the Company (which may include consultants, advisors and temporary employees) (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 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 Personnel 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 Head of Business Management Division.

II. Our Policy

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

Company Personnel must conduct their activities in full compliance with this Policy, the United States Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act, and all other applicable laws relating to bribery or corruption in each jurisdiction in which Company Personnel do business.

Under this Policy, Company Personnel are not permitted to give or offer anything of value, directly or indirectly, to any Government Official¹ or any commercial party for the purpose of

¹ The term “Government Official” includes all officers or employees of a government department, agency, or instrumentality; permitting agencies; customs officials; candidates for political office; and officials of 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).



improperly obtaining or retaining a business advantage. "Anything of value" should be broadly interpreted to include cash, gifts to family members, forgiveness of a debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities and medical care, among other items. Company Personnel are also prohibited from making "facilitation payments," those relatively insubstantial payments made to facilitate or expedite routine governmental action. Simply put, bribes, kickbacks or similar payments are never permitted, whether made to a Government Official or to customers, investors, clients, or other private parties. Similarly, Company Personnel may not solicit or accept such payments. Company Personnel are required to exercise common sense and judgment in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

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 to the Company's Head of Business Management Division. Similarly, if any Company Personnel or agent knows or believes that an improper payment has been or will be made, the Company Personnel or agent must also report such payment to the Company's Head of Business Management Division. 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-corruption laws or this Policy.

B. 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 IV below.

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 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 is prohibited, unless **all** of the following circumstances 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 within the range of Improper solicitation and graft Act.



Gifts that do not fall specifically within the above guidelines require advance consultation and approval by Head of Business Management Division.

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, supplier, or other person doing or seeking to do business with the Company, other than items of nominal value. Any gifts that are not of nominal value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition.

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 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 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 Head of Business Management Division 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 within the range of Improper solicitation and graft Act 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 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 within the range of Improper solicitation and graft Act **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** Head of Business Management Division.

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. Employment/Internships

On occasion, Government 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 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 or the Company's business partners. If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, Head of Business Management Division must be notified of the candidate's relationship to a Government Official or the Company's business partner. If a candidate related to a Government 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 Head of Business Management Division.

C. 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 or government entity made with the prior approval of Head of Business Management Division. In certain instances where there is heightened risk of corruption, Head of Business Management Division may require diligence to be conducted. The Head of Business Management Division must be notified if a Government Official solicits a political or charitable contribution in connection with



any government action related to the Company or its affiliates. Individual Company Personnel or agents may not make political contributions on behalf of the Company or its affiliates.

Company Personnel may, of course, exercise their personal right to make charitable donations from their own resources, providing this does not give rise to any actual or apparent conflict of interest or appearance of impropriety for the Company.

III. 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 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 (depending on the circumstances, such provisions could include representations, warranties, covenants, and may require the agent to undergo training), 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 Head of Business Management Division prior to hiring the third party. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting Head of Business Management Division.

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 or has a close personal or business relationship with a Government 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 shall report the case to Head of Business Management Division, 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.

IV. 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 Head of Business Management Division is primarily responsible for the oversight and enforcement of this Policy. The Company will conduct periodic audits of its books and records to monitor compliance with this Policy.

V. Compliance Procedures and Training

As part of the Company’s ongoing commitment to anti-corruption compliance, all Company Personnel must receive and review a copy of this Policy. All such Company Personnel must then certify in writing that they (1) have reviewed the Policy; (2) agree to abide by the Policy; and (3) agree to report any potential violations of the Policy to Head of Business Management Division.

In addition, the Company will offer periodic anti-corruption compliance training programs to educate Company Personnel about the requirements and obligations of anti-corruption laws and this Policy. All Company Personnel must participate in such training and the Head of Business Management Division must retain attendance records establishing compliance with this requirement.

VI. 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 Head of Business Management Division immediately. Reports may be made anonymously. 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.

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 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 to Head of Business Management Division.