

# Global Anti-Bribery and Anti-Corruption Policy

Function/Department: Ethics and Compliance

Region: Global

Effective: 16 July 2020

A large, abstract graphic at the bottom of the page, consisting of a curved, flowing shape in various shades of blue, resembling a stylized wave or a modern architectural element.

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# Global Anti-Bribery and Anti-Corruption Policy

## Purpose

Blue Yonder Holding, Inc. and all of its direct and indirect subsidiaries and divisions (collectively, the “Company”) operates in a wide range of legal and business environments. As a company and in our operations, we strive to conduct ourselves according to the highest standards of ethical conduct.

Our business is about seeking results, but not at the expense of our integrity or through corruption. We expect our Associates and those who represent us not to engage in corruption or similar activities.

## Definitions

Define abbreviations, acronyms, infrequently used words, and technical terms.

Term	Definition
ABAC	Anti-Bribery, Anti-Corruption
Associate	An individual hired by and under the direct control of Blue Yonder to perform work in exchange for wages or salary (an employee).
Anything of Value	Anything of Value includes not just cash, but also other sources of compensation including services. Examples include gifts, meals, entertainment, travel, payment of expenses, provision of services of any type, assumption or forgiveness of indebtedness, free goods, charitable and political contributions, or any other transfer of goods, services, or any other tangible or intangible property.
Brazil’s Clean Company Act (BCCA)	Brazil’s Clean Company Act prohibits companies and individuals from engaging in direct and indirect acts of bribery or attempted bribery of both foreign and Brazilian public officials.
Bribery	Bribery means offering, giving or promising (or authorizing someone to offer, give, or promise) an improper benefit, directly or indirectly, with the intention of influencing or rewarding the behavior of someone to obtain or retain a commercial advantage. Bribery can take a variety of forms – offering or giving money or anything else of value. Situations when Associates or Contingent Workers receive, agree to receive, request or accept a financial benefit or anything else of value are regulated by the <a href="#">Conflict of Interest Policy</a> .
China Criminal Law	The Criminal Law of the People's Republic of China.
Contingent Worker	A non-employee engaged to provide services for or on behalf of Blue Yonder, including agency consultants, independent contractors, and vendor resources. Please refer to the <a href="#">Contingent Worker Engagement Policy</a> for details.
Corruption	Corruption is the abuse of entrusted power for personal gain. Bribery and fraud are considered corrupt practices.

Term	Definition
Facilitation Payments	These are unofficial payments made to public official (or other person) in order to secure or expedite the performance of a routine or necessary action. They are sometimes referred to as “grease” payments.
Family Members	The term includes the children, spouse, grandparents, parents, siblings, nieces, nephews, aunts, uncles, first cousins and the spouse of any of these people, and any other individuals who share the same household as the person in question.
FCPA	This term refers to the United States Foreign Corrupt Practices Act, which is a U.S. law that prohibits corrupt payment to Government Officials outside of the U.S. in order to obtain or retain business.
France SAPIN II Law	The French anti-corruption law addressing transparency, anti-corruption and economic modernization, also known as the Sapin II law.
Government Official	<p>For the purpose of this Policy, this includes:</p> <ul style="list-style-type: none"> <li>• An officer, employee or any person acting in an official capacity (whether legislative, administrative, judicial or other) for or on behalf of a government, including its departments, agencies, instrumentalities and government or state-owned or controlled entities: <ul style="list-style-type: none"> <li>◦ An entity is “owned” or “controlled” by the government if: <ul style="list-style-type: none"> <li>▪ The government owns more than 50% of the entity; or</li> <li>▪ The government exercises control over the entity (e.g. via board membership, control in fact, veto rights, or some other known factors)</li> </ul> </li> </ul> </li> <li>• Any person acting in an official capacity for or on behalf of any government, government entity, or public international organization (e.g. an official advisor to the government)</li> <li>• An officer or an employee of an international organization (e.g. the World Bank or the United Nations)</li> <li>• A member of the royal or ruling family of a country</li> <li>• An officer or employee of a political party or any party official</li> <li>• A political party</li> <li>• Any candidates for political office</li> </ul> <p>In many parts of the world (e.g. China), it should be assumed that most third parties with whom Representatives directly or indirectly transact business are Government Officials.</p>
India PCA	India’s Prevention of Corruption Act is the principal legal framework that focuses on corruption in the public sector
Kickbacks	Kickbacks are usually payments made in return for business favor or advantage.
Side Agreements	Side Agreements are also known as Side Deals or Side Arrangements. Side Agreements are modifications to contractual terms and conditions that are either undocumented or documented separately from the actual contractual document.

Term	Definition
UKBA	This term refers to The Bribery Act 2010, a United Kingdom law that criminalizes an offering, promising, requesting, accepting or agreeing to receive a bribe between private commercial parties as well as public officials. It also covers bribes made anywhere in the world on behalf or for the benefit of any company that does business (or a part of its business) in the UK. The UKBA thus applies to Blue Yonder and its Representatives globally.

## Policy

This Global Anti-Bribery and Anti-Corruption Policy (ABAC) reiterates our commitment to integrity and explains the specific requirements and prohibitions applicable to our operations under all applicable ABAC laws. The Company strictly prohibits all forms of corruption and bribery and will take necessary steps to ensure that corruption and bribery do not occur in its business activities.

## Applicability

This Policy is applicable to the entire Company, including all Associates and Contingent Workers, wherever they are located.

This Policy is also applicable to Third Party organizations working with or on behalf of Blue Yonder.

This Policy must be read in conjunction with other company policies, procedures, and guidelines, including the [Code of Conduct](#), [Third Party Code of Conduct](#), our company travel and expense reimbursement policies (see [Reference](#) section), and [Conflict of Interest Policy](#).

## Regulatory Compliance

The Company is required to comply with all applicable federal, state, local and foreign anti-bribery and anti-corruption ("ABAC") laws of the countries in which it does business, including, but not limited to, the:

- [United States Foreign Corrupt Practices Act](#) ("FCPA"),
- [United Kingdom Bribery Act 2010](#) ("UKBA"),
- [Brazilian Clean Company Act](#) ("BCCA"),
- [China PRC Criminal Law](#), (specifically Article 164 of the Law)
- [France SAPIN II Law](#), and
- [India Prevention of Corruption Act](#) ("PCA")

**IMPORTANT:** Our Code of Conduct states that we do not bribe anyone, and this Policy sets forth the Company's respective principles and rules and how they must be implemented. In the event of any conflict between this Policy and any relevant and applicable law, the terms of the law shall be deemed to apply hereunder.

## Principles and Basic Rules

Associates and Contingent Workers must not bribe, and they must not use intermediaries, such as agents, consultants, advisers, distributors or any other business partners to commit acts of bribery.

This Policy does not distinguish between public officials and private persons when it comes to bribery. In other words, bribery is not tolerated under any circumstances, regardless of the status of the recipient. Always ask yourself before offering, giving, or promising Anything of Value to any person if what you are considering could be viewed as having an illegitimate purpose. If the answer is yes, you must not proceed.

**If you are in any doubt, or if you have any questions concerning this Policy, how it applies to specific situations, or if you know of, or suspect a violation of this Policy, you should contact the Legal Department or Ethics and Compliance Department at [ComplianceInquiries@blueyonder.com](mailto:ComplianceInquiries@blueyonder.com) before proceeding. If you wish to report a violation, please see the section [Raising a Concern or Complaint](#).**

## What is Not Acceptable?

Below is a non-exhaustive list of broad unacceptable actions:

- a. Give, promise to give, or offer a payment, gift, or hospitality to secure or award an improper business advantage;
- b. Give, promise to give, or offer a payment, gift, or hospitality to a Government Official, agent, or representative to facilitate, expedite, or reward any action or procedure;
- c. Accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them;
- d. Induce another individual to indulge in any of the acts prohibited in this Policy;
- e. Threaten or retaliate against another individual who has refused to commit a bribery offense or who has raised concerns under this Policy;
- f. Give or accept any gift where such gift is or could reasonably be perceived to be a contravention of this Policy and/or applicable law; or
- g. Engage in any activity that might lead to a breach of this Policy.

## Gifts and Entertainment

Gifts and entertainment can put the Company at risk if used to facilitate unethical business practices. The Company must comply with the [Gift and Hospitality Policy](#) and related procedures for giving and receiving gifts and entertainment, which will seek to ensure that Associates and Contingent Workers act ethically and otherwise comply with this Policy and the Code of Conduct when giving or receiving gifts or entertainment. However, gifts and entertainment must pass the Blue Yonder [FIT Test](#) (see next section)

**IMPORTANT:** Any gift, entertainment, hospitality, or other expense which exceeds \$100 USD or local currency equivalent of this amount, for any individual or event in the aggregate in any given calendar year require prior email approval from a GVP or higher. Failure to receive prior approval will mean the gift is not reimbursable.

In addition to the above, all gifts and entertainment must adhere to the following:

- a. Standard business gifts and entertainment must always be approved at the appropriate level of Company executive management.
- b. Gifts and/or entertainment must not be intended to influence improperly.
- c. Associates and Contingent Workers must always assess the purpose of any gifts or entertainment.
- d. Hospitality or entertainment designed to improperly influence decision-making or objectivity, or make the recipient feel unduly obligated in any way, should never be offered or received.
- e. Associates and Contingent Workers must consider how the recipient is likely to view the gift and/or entertainment and think very carefully before making or receiving gifts. Gifts can occasionally be offered to celebrate special occasions (for example religious holidays, festivals or the birth of a child) provided such gifts do not exceed the limits per country as detailed. These gifts must be occasional, appropriate, totally unconditional, and in-fitting with local business practices. No gift and/or entertainment can be given or accepted if it can reasonably be seen to improperly influence the decision-making of the recipient.
- f. Similarly, Associates and Contingent Workers must decline any invitation or offer of gifts or entertainment when made with the actual or apparent intent to influence their decisions.
- g. Occasionally the Company allows Associates and Contingent Workers to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision-making process. The use of an Associate or Contingent Workers position with the Company to solicit a gift of any kind is not acceptable. In some cultures or countries, it may be seen as an insult to reject a gift, and refusals may adversely affect business relationships. In these circumstances, and if the gift is anything other than moderate, the gift should be reported to the reporting manager who will decide whether such gift will be retained or returned. If your reporting manager is uncertain how to treat the gift, he/she should seek clarification from Ethics and Compliance.
- h. Some types of gifts are never acceptable, including gifts that are illegal or unethical, or involve cash or cash equivalent (e.g., Gift cards, loans, stock options, etc.).
- i. It is acceptable to offer modest promotional materials to business contacts (e.g., branded pens).
- j. Associates or Contingent Workers may never use personal funds to pay for gifts or entertainment in order to avoid this Policy.

Please see the [Gift and Hospitality Policy](#) for more information on what is acceptable and unacceptable for gift giving and receiving with external parties.

## The FIT Test

Before accepting or receiving any gift, we must evaluate:

### *Frequency*

- Does it involve the same giver or recipient in a single calendar year? (For gifts, keep the threshold limit of \$100 USD or local currency equivalent in mind.)

*Intent*

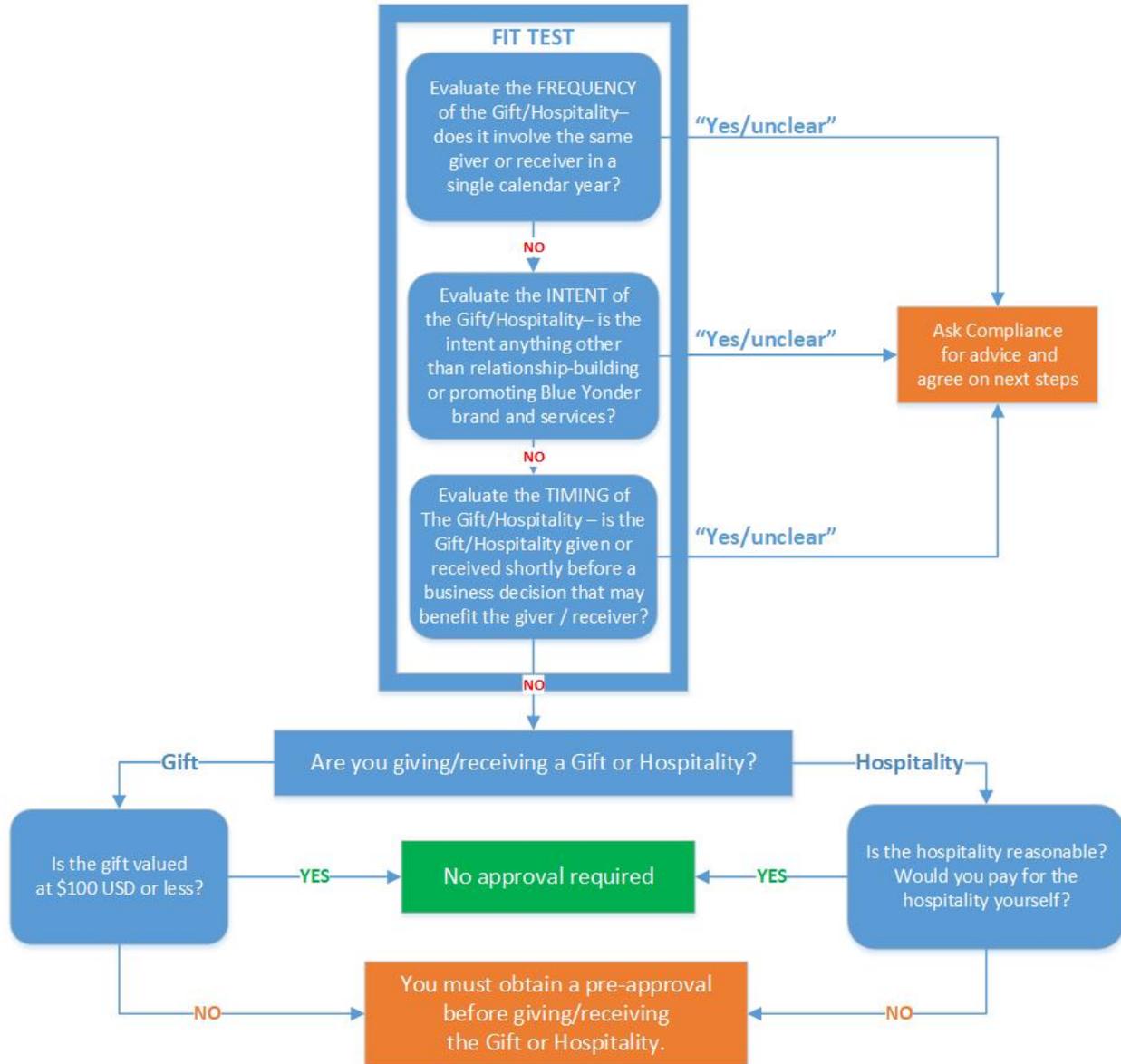
- Is the intent anything other than relationship-building or promoting Blue Yonder and its business, and is it consistent with local law?

*Timing*

- Is the gift given or received shortly before a business decision will be made that may benefit the giver or receiver?

If the answer to any of these questions is **YES**, or if you are **UNSURE**, you should consult the Compliance Team at [ComplianceInquiries@blueyonder.com](mailto:ComplianceInquiries@blueyonder.com)

Below is the **FIT Test Decision Tree** to evaluate whether the Gift or Entertainment will require approval:



## Facilitation Payments and Kickbacks

The Company prohibits making or accepting Facilitation Payments or Kickbacks of any kind. All Associates and Contingent Workers must avoid any activity that might lead to a Facilitation Payment or Kickback being made or accepted. If you are asked to make a payment on behalf of the Company, you must consider the purpose of the payment and whether the amount requested is proportionate to the goods or services provided. Any request for a Facilitation Payment should be refused unless you feel you are at risk of harm or injury if you refuse. If one of these exceptions applies, a receipt should be obtained, and the matter reported, as soon as possible, to the Company Ethics and Compliance Department.

## Side Agreements

Side Agreements (also known as Side Deals or Side Arrangements) are modifications to contractual terms and conditions that are either undocumented or documented separately from the actual contractual document, which do not have the prior written approval of the Company's Legal Department.

Associates are prohibited from making or accepting any Side Agreement of any kind. All Associates and Contingent Workers must avoid any activity that might lead to a Side Agreement being offered or considered. Associates who use Side Agreements with a third party is subject to disciplinary action up to and including termination of employment.

The Company prohibits any Side Agreements (written, electronic or verbal) between the Company and any third party (including partners and customers) with respect to our products and services or otherwise. All negotiated terms and conditions are required to be included in the final contractual agreement with any third party. If an Associate (or Contingent Worker) becomes aware of, or suspects that, a Side Arrangement has been entered into, it must immediately communicate it to its most senior contact at the Company.

**IMPORTANT:** All agreements should be in writing. No written agreements should be subject to any oral side agreements.

## Charitable Contributions

The Company, and Associates on behalf of the Company, may make donations or charitable contributions, but only if they are ethical and in compliance with the [Charitable Contributions Policy](#), this Policy, ABAC laws and any other applicable local laws.

Per the Charitable Contributions Policy, any charitable contributions must be first requested, and upon review receive pre-approval and be processed through the Charitable Contributions Procedure. No donation or contribution should be made, which does, or may be perceived to breach applicable law or any other section of this Policy.

Please see the [Charitable Contributions Policy](#) for more details.

## Political Contributions and Activities

It is the policy of the Company that any political contribution or donation to any public official, candidate or political organization requires the prior, written approval from an EVP or higher. The Company will not use company funds, equipment, products, facilities, or other gifts or benefits to seek an illegal or improper advantage with any public official, candidates, or political organization.

This written, pre-approval requirement applies to both direct contributions as well as indirect contributions or support of candidates or political parties through the purchase of tickets to political fundraisers or other political events. This written, pre-approval requirement applies to the provision of other goods, services or items of value provided to political parties or political committees.

## Government Officials

Blue Yonder prohibits the giving of gifts and hospitality to Government Officials, or to agents or representatives of Government Officials.

Please contact the Ethics and Compliance Department at [ComplianceInquiries@blueyonder.com](mailto:ComplianceInquiries@blueyonder.com) if you have any questions or concerns.

## We Compete Fairly

We are successful because of our relentless pursuit of results, our superior products and services, our focus on our customers, and our strict adherence to our values.

- We engage in fair and open competition
- We do not make agreements with competitors to unfairly compete

## Raising a Concern or Complaint

Associates are encouraged to raise concerns about any issues or suspicion of violation of this Policy at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, you should raise the matter with your manager or consult an appropriate member of the Ethics and Compliance Department. Concerns should be reported by following the procedure set out in the [Whistleblower Policy](#).

If the Associates prefers anonymity raising a concern or complaint or prefers not to raise the matter directly with their manager, the Company's [EthicsLine](#) should be used to raise the issue.

The Company has a [Non-Retaliation and Non-Retribution Policy](#) and a [Anti-Harassment and Non-Discrimination Policy](#) which protects any associate raising an issue, concern or complaint in good faith.

## Implementation

1. Periodic Training and Acknowledgment of This Policy
  - a. Associates and Contingent Workers must be familiar with and perform their duties according to the requirements set out in this Policy.
  - b. Training requirements for Contingent Workers and third-party representatives are defined by Company Anti-Bribery, Anti-Corruption requirements. External contractors and third-party representatives who violate this Policy may be subject to termination of all commercial relationships with the Company. Local Blue Yonder organizations may define additional training requirements.
2. Reporting Potential Misconduct/ Non-Retaliation
  - a. Our Company prohibits retaliation against any person by another Associate or by the Company for using available channels in good faith to seek assistance, make complaints or reports, or assist or participate in any manner in any internal investigation or other proceeding whether internal, or conducted by or on behalf of a governmental enforcement agency. Any Associate who learns of potential violation of applicable laws or this Policy is required to report his or her suspicion promptly in accordance with the Company's [Code of Conduct](#). Associates and Contingent Workers will not be retaliated against even if their complaints are proven unfounded by an investigation, unless the Associate or Contingent Worker knowingly made a false allegation or otherwise acted in bad faith. Any Associate who is found to have engaged in retaliation is subject to disciplinary action up to and including discharge from employment, subject to local legal requirements.

3. Policy violations

- a. This Policy sets forth the expectations and requirements for compliance with global ABAC laws. Any conduct that is contrary to this Policy, the Company's [Code of Conduct](#), [Third Party Code of Conduct](#), or applicable ABAC laws can lead to disciplinary action up to and including termination, subject to local legal requirements.

4. Accountability and Policy Oversight

- a. Ethics and Compliance is the Policy and Program Owner and will administer this Policy and develop a policy framework that includes procedures and tools to implement this Policy and achieve its objectives. Ethics and Compliance shall provide oversight of the annual training on the Policy that is provided to relevant Associates and Contingent Workers.
- b. Breaches of this Policy will not be tolerated and can lead to disciplinary and other actions, up to and including termination.
- c. In some countries, more stringent laws, regulations or industry codes supersede the principles set out in this Policy.

5. Exceptions

- a. No exception can be granted from compliance with applicable laws, regulations and industry codes.

6. Your Responsibilities

- a. It is the responsibility of every Company manager to implement this Policy within his or her area of functional responsibility, lead by example, and provide guidance to Associates and Contingent Workers reporting to him or her.
- b. All Associates and Contingent Workers are responsible for adhering to the principles and rules set out in this Policy. The Company may at times undertake a more detailed review of certain transactions. As part of these reviews, the Company requires all Associates, Contingent Workers, and third-party representatives to cooperate with the Company, outside legal counsel, outside auditors, or other similar parties. The Company views failure to cooperate in an internal review as a breach of your obligations to the Company.

## Reference

For policies supported by various documents (for example, procedures), establish a link to the associated document. If there are numerous documents that are referenced, list them alphabetically and state where these documents can be found, either by links or a general overall statement.

- [Code of Conduct](#)
- [Third Party Code of Conduct](#)
- [Anti-Money Laundering Policy](#)
- [Conflict of Interest Policy](#)
- [Blue Yonder EthicsLine](#)

- [Non-Retaliation and Non-Retribution Policy](#)
- [Anti-Harassment and Non-Discrimination Policy](#)
- [Worldwide \(Except India\) Travel and Expense Reimbursement Policy](#)
- [India International Travel Policy](#)
- [India Domestic Travel Policy \(Billable\)](#)
- [India Domestic Travel Policy \(Non-Billable\)](#)
- [Contingent Worker Engagement Policy](#)
- [Gift and Hospitality Policy](#)
- [Charitable Contributions Policy](#)