

Export Compliance Policy

Function/Department: Legal and Compliance

Region: Global

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Legal notice

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Export Compliance Policy

Purpose

Blue Yonder Group, Inc. and its affiliates and subsidiaries (collectively, "Blue Yonder" or "Company") derive a portion of their revenues by providing their software and services to customers from around the world. This Export Compliance Policy ("Policy") is designed to ensure that Blue Yonder's provision of its software and services, and other business activities as applicable, fully comply with the laws of the U.S. and other jurisdictions relating to economic and trade sanctions and the export of goods, services, and technical information.

Policy

A policy explains the company's position regarding business rules and why a directive exists. Policies guide behavior and decision-making and establish expectations regarding the action.

The policy statement should be concise and easy to read and understand. It is helpful to include examples to show how the policy may be applied in a specific scenario. The policy also should include the impact to the individual for an incident of non-compliance.

Policy Scope

This Policy applies to Blue Yonder Group, Inc. its subsidiaries and affiliates, and each of its officers, directors, and employees (including contingent workers and contractors) (collectively, where used is intended to apply to all such individuals as "Blue Yonder associates" or "Company associates"); it is to be observed and strictly complied with in every aspect of Blue Yonder's business.

Company Commitment

Blue Yonder and each of its officers, directors, and employees (including contingent workers and contractors) are committed to fully complying with U.S. and EU trade embargoes and sanctions, U.S. and EU export control laws and U.S. and EU antiboycott laws and other applicable laws of other countries (collectively, "Sanctions/Export Control Laws").

This Policy, and its underlying procedures, set forth the compliance obligations of the Company, the potential Sanctions/Export Control Laws, the Legal Department, and Blue Yonder personnel who deal with international business activities, or who otherwise have responsibilities that involve the distribution of Blue Yonder products or services.

Blue Yonder associates are the first line of defense in identifying and preventing potential sanctions or export control violations. Protecting Blue Yonder against such violations is the responsibility of all Company associates, and in particular, those who deal with Blue Yonder's international business activities.

Penalties and Disciplinary Action

No transaction that is contrary to this Policy shall be executed under any circumstances. Violation of Sanctions/Export Control Laws can result in severe consequences for Blue Yonder as a company and for Blue Yonder personnel, including substantial civil and criminal penalties, forfeiture or seizure of funds or assets, and/or imprisonment. Failure to adhere to this Policy may subject Blue Yonder associates to disciplinary action, up to and including termination.

Roles and Responsibilities

It is the responsibility of every Blue Yonder associate to ensure that all of their actions and any transactions in which they are involved are handled in compliance with US, EU and other applicable export laws and this Policy.

The Legal Department is responsible for day-to-day coordination and implementation of this Policy, including maintaining and updating, and fostering Blue Yonder personnel's awareness, understanding of, and compliance with, this Policy. The Legal Department is also responsible for keeping Blue Yonder associates informed regarding changes in Sanctions/Export Control Laws and Blue Yonder's compliance with this Policy. Blue Yonder associates should direct any questions that arise about this Policy (or implementation of the procedures and guidance set forth herein or promulgated hereafter) to the Legal Department.

Ensuring Compliance with Sanctions and Export Rules

Summary:

Blue Yonder can sell our products to customers and known end users in any country in the world without an export license, **except to:**

- **Afghanistan**
- **Balkans region**
- **Belarus**
- **Burma**
- **Burundi**
- **Central African Republic**
- **Crimea**
- **Cuba**
- **Congo**
- **Eritrea**
- **Guinea**
- **Guinea-Bissau**
- **Iran**
- **Iraq**
- **Lebanon**
- **Libya**
- **Myanmar**
- **Russia**

- **North Korea**
- **Somalia**
- **Sudan**
- **South Sudan**
- **Syria**
- **Ukraine**
- **Venezuela**
- **Yemen**
- **Zimbabwe**

If an opportunity related to any of the restricted countries exists, the responsible associates must contact the Legal Department for review and direction **before beginning** the sales process, delivering any software or services, or including any of these countries in the territory for any agreement.

An export compliance check is required if Blue Yonder has an opportunity to sell any Blue Yonder products or services to:

- a potential customer in a restricted country/region;
- a potential customer who wants to use or export any Blue Yonder product or service in or to a restricted country/region;
- an alliance partner who wants to resell in a restricted country/region;
- if a Blue Yonder associates has knowledge that an end user of the Blue Yonder software/service is in any of the restricted countries/regions; and/or
- any of the restricted countries/regions will be a territory where a Blue Yonder product/services will be used.

The Legal Department will collect information and conduct a review of the proposed opportunity, including potentially asking the customer to provide additional information. After its review, the Legal Department will provide instructions regarding management of the opportunity.

Prohibited Countries

The U.S. Office of Foreign Assets Control ("OFAC") administers regulations designed to implement United Nations and U.S. sanctions and embargoes on specific countries.

All of Blue Yonder's companies and associates are subject to OFAC's jurisdiction and may be liable for violations of the U.S. sanctions laws. Generally, without a US government license, Blue Yonder may not provide access to its software (including any download of documentation), provide its services, or export products when it knows that its software or services are intended to be accessed from or transmitted, shipped or otherwise provided to any of the following Prohibited Countries:

- **Cuba**
- **Iran**
- **Sudan**

- **Syria**
- **North Korea**
- **Crimea**

In addition, Blue Yonder may require a license from E.U. Member State authorities in order to engage in transactions with any of these countries.

If Blue Yonder receives any request for access from, or any other export (e.g. a software download) or services to, any of these countries or regions, such request should not be approved or acted upon and the Legal Department must be informed immediately regarding such request in order to determine how to handle the matter.

For example, if you become aware of any request for or to sell, access, and/or use Blue Yonder software in such countries or regions you must immediately inform the Legal Department and such actions must be immediately stopped.

In addition to the Prohibited Countries subject to general embargoes, there are several other countries for which there are U.S. and/or E.U. sanctions, as follows:

- **Afghanistan**
- **Balkans region**
- **Belarus**
- **Burma**
- **Central African Republic**
- **Burundi**
- **Congo**
- **Cotê d'Ivoire**
- **Eritrea**
- **Guinea**
- **Guinea-Bissau**
- **Iraq**
- **Lebanon**
- **Liberia**
- **Libya**
- **Myanmar**
- **Russia**
- **Somalia**
- **South Sudan**
- **Ukraine**

- **Yemen**
- **Venezuela**
- **Zimbabwe**

Sanctions with respect to these countries are primarily against specific individuals and entities that are members of discredited regimes or persons contributing to regional destabilization. Such individuals/entities are listed on the Specially Designated Nationals ("SDN") list in the U.S. and/or in other sanctions (e.g. E.U. sanctions). Although there is often overlap between the individuals/entities listed on the SDN list and in E.U. sanctions, this is not always the case and it is necessary to check both lists. Blue Yonder complies with its obligations with respect to such countries by screening against these lists, rather than blocking transactions with the country entirely. Please see Prohibited Parties (Screening) below. There are also various lists maintained by OFAC that include global terrorists, narcotics traffickers, drug kingpins, among others, whose names are also on the SDN List. Detail on the OFAC sanctions programs currently in place is available at the following link: <http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>.

In addition, the various U.S. Prohibited Parties lists, as well as a consolidated list, also are available at the following link: http://export.gov/ecr/eg_main_023148.asp.

The consolidated E.U. list of individuals/entities subject to financial sanctions is available at the following link: <https://sanctionsmap.eu/#/main>

Prohibited Parties (Screening)

The Legal Department assists in ensuring that all parties in Blue Yonder's business transactions are screened against the various U.S. and E.U. export control lists (e.g., OFAC's SDN List, European Commission's consolidated list, Bureau of Industry and Security's ("BIS") Denied Persons, Unverified and Entities Lists) after such parties are referred to the Legal Department for screening. To ensure that a recipient is not a "Prohibited Party," once an individual or entity is referred to the Legal Department for screening, Blue Yonder will screen each of the following against such prohibited parties' lists, in accordance with Blue Yonder's screening procedures:

- Customers in restricted countries
- Alliance Partners
- Contingent workers
- Job applicants
- Any other party that shall be determined as a risk from time to time by the Legal Department

The Legal Department will rely on Blue Yonder associates to collect the relevant information from such third parties in order to properly conduct the screening. Examples of Customer Information Forms to be used to provide this information are attached as "[Appendix A - Customer Information Forms](#)" (on page 9).

In some cases, Blue Yonder may engage a third-party vendor to provide the screening. The Legal Department or its designee(s) are responsible for conducting all screenings using such software. All requests for such screening are to be directed to such designees, as appropriate, to be screened in accordance with the screening procedure implemented under this Policy. No sales of software or services, access to the software, and/or provision of any services is to be provided to any third party listed above unless such party has been screened and approved by the Legal Department.

Prohibited End-Uses

Under the U.S. Export Administration Regulations ("EAR") administered by the United States Bureau of Industry and Security ("BIS"), Blue Yonder's software and related technology also may not be exported or re-exported, or may require a license for such export, if they are intended for certain prohibited end-uses. Most of the prohibited end-uses set forth in the EAR involve the proliferation of weapons of mass destruction (e.g., nuclear, biological and chemical weapons and missile technology) and, generally speaking, should not apply to Blue Yonder.

With respect to China and Russia, if the end user is the military or the end use is for a military purpose, an export license may be required. Also, sales to Russian entities involved in the oil/gas industry may also trigger export licensing requirements.

Export Control Classification Number (ECCN)

In the United States, Export Control Classification Numbers ("ECCN") are used by the US Bureau of Industry and Security to regulate exports and determine whether a license is required to export an item to any given country. The ECCN is an alpha-numeric code, e.g., 5D992, that describes the item and indicates licensing requirements. BIS has also assigned Blue Yonder products a Commodity Classification Automated Tracking System ("CCATS") number as part of its classification process.

Blue Yonder maintains a list of the ECCNs for Blue Yonder products along with the corresponding CCATS at <https://blueyonder.com/export>.

Currently, all Blue Yonder products are classified in the U.S. as EAR99. EAR99 items generally do not require a license to export. However, if you plan to export an EAR99 item to an embargoed country, to an end-user of concern, or in support of a prohibited end-use, you may still be required to obtain a license. While all Blue Yonder products include an EAR99 classification, Blue Yonder products may require third-party software that has a different classification.

Furthermore, the E.U. places restrictions on the exports of "dual-use" equipment and software (i.e. products or software with potential military and civilian/commercial applications). Currently, all Blue Yonder products fall outside the scope of the EU Dual-Use Regulation and do not require a license to export.

The Legal Department or its designee(s) is responsible for confirming the proper classification (i.e., ECCN) for all of the following prior to export: (a) any new Blue Yonder products or services; (b) changes to current products or services that alter the nature of the product/service or its encryption functionality; or (c) other items exported by Blue Yonder, whether Blue Yonder or third party products that are controlled under the EAR or EU Dual-Use Regulation because they have potential military or dual-use application, (i.e., items which might be useful for both military and commercial application), including determining if an official classification by BIS should be obtained or if a review by BIS is required. Such export classification determination will be made in accordance with Blue Yonder's sanctions and export control classification procedures that underlie, and are implemented in connection with, this Policy.

Ensuring Antiboycott Compliance

The Legal Department or its designee(s) is responsible for handling all antiboycott compliance issues for Blue Yonder. Blue Yonder associates may receive requests from third parties to comply with or otherwise support foreign boycotts not sanctioned by the U.S. Government. These requests may appear within contracts, purchase orders, invoices, letters of credit, bills of lading, shipping agreements and other commercial documents. Blue Yonder and its associates must not comply with such foreign boycotts and such requests must be refused and reported. Some examples of activities prohibited by U.S. laws as applied to the Arab boycott of Israel are as follows:

- Refusing, or requiring any other person to refuse to do business with Israel;
- Furnishing information with respect to the race, religion, sex, or national origin of any United States person; and
- Furnishing information about whether any person has any business relationship with Israel.

In addition, the Legal Department or its designee(s) is responsible for handling all issues arising from the EU Blocking Statute, which places limitations on the ability of EU nationals and entities to comply with US laws in respect of Iran and Cuba. The Legal Department will determine on a case-by-case basis how to handle any such matter.

This is not an exhaustive list. If you have any questions as to whether a particular request may be related to a foreign boycott, please contact the Legal Department immediately to determine if a report must be made.

Conducting Training

The Legal Department or its designee(s) is responsible for conducting periodic training of appropriate Blue Yonder associates in connection with this Policy. Such training will be conducted in accordance with Blue Yonder's sanctions and export control training procedures that underlie, and are developed and implemented in connection with, this Policy.

Conducting Auditing

The Legal Department or its designee(s) is responsible for conducting periodic internal auditing of Blue Yonder's compliance with this Policy. Such auditing will be conducted in accordance with Blue Yonder's sanctions and export control auditing procedures that underlie, and are developed and implemented in connection with, this Policy.

Reporting, Inquiries and Resources

Blue Yonder associates should report any violations or potential violations and direct any questions that arise about this Policy or implementation of its underlying procedures, to the Legal Department or its designee(s). BIS's "Know Your Customer" and "Red Flags" guidance on things to look out for in transactions are attached as "[Appendix B - Know Your Customer and Red Flags Guidance](#)" (on page 10).

Definitions

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

Term	Definition
BIS	United States Bureau of Industry and Security
EAR	Export Administration Regulations

Term	Definition
EAR99	EAR99 is a classification for an item. It indicates that a particular item is subject to the Export Administration Regulations (EAR), but not listed with a specific Export Control Classification Number (ECCN) on the Commerce Control List (CCL).
ECCN	Export Classification Control Number
E.U.	European Union
OFAC	The Office of Foreign Assets Control
Sanctions / Export Control Laws	U.S. trade embargoes and sanctions, U.S. export control laws and U.S. antiboycott laws
SDN	Specially Designated Nationals

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.

[Export Control Classification Number \(ECCN\)](#)

[Blue Yonder Product ECCNs by Suits](#)

[Definition of Terms](#)

Appendix A - Customer Information Forms

This Appendix contains Customer Information Forms to be used to collect relevant information from third party organizations:

[FCPA and Export Questionnaire](#)

Appendix B - Know Your Customer and Red Flags Guidance

This appendix lays out the various stages involved in developing a product from the business perspective. It also reflects the associated stage of development in accounting terms.

Know Your Customer

Certain provisions in the Export Administration Regulations (EAR) require an exporter to submit an individual validated license application if the exporter "knows" that an export that is otherwise exempt from the validated licensing requirements is for end-uses involving nuclear, chemical, and biological weapons (CBW), or related missile delivery systems, in named destinations listed in the EAR.

BIS has issued guidance on how individuals and firms should act under this knowledge standard. This guidance does not change or revise the EAR. Click on this [link](#) to see the latest guidance.

Red Flags Guidance

There are things to look for in Export Transactions. Please click on this [link](#) to use as a checklist to discover possible violations of the Export Administration Regulation.