

Anti-Bribery & Anti-Corruption Policy

Purpose

To demonstrate and reflect the commitment to the highest prevailing international anti-corruption standards at Abnormal Security Corporation (“Abnormal”). This policy is designed to ensure the organization complies with the letter and the spirit of anti-corruption laws in the United States and every other jurisdiction in which we do business.

Scope

This policy is applicable to Abnormal, its subsidiaries and affiliates worldwide. Where specific conduct may be permitted under this policy but is prohibited by local law, Abnormal employees must comply with local law. Managers are responsible for ensuring that their teams comply with this policy. Where additional guidance is needed, please contact the Head of Legal.

All full-time employees, part-time employees, contractors, and interns (“employees”) of Abnormal, and its direct and indirect subsidiaries, are subject to this policy. As discussed more fully below, it also applies to third parties acting on Abnormal’s behalf. All employees are expected to become familiar with and comply with this policy, to participate in training, and to communicate the values underlying this policy in interactions with colleagues and third parties.

Requirements

This policy requires the following:

Abnormal’s policy prohibits bribery in any form. It is Abnormal policy to comply with the letter and the spirit of anti-corruption laws in the United States and every other jurisdiction in which we do business. This policy demonstrates and reflects Abnormal’s commitment to the highest prevailing international anti-corruption standards.

In particular, as a corporation domiciled in the United States, Abnormal is subject to the United States Foreign Corrupt Practices Act (“FCPA”). The UK Bribery Act 2010 applies to Abnormal operations in the UK and has broad extra-territorial effect. Finally, laws implementing the OECD Convention Against Corruption, the United Nations Convention Against Corruption, and additional laws in countries throughout the world (such as the Brazil Clean Companies Act and the Canada Corruption of Foreign Public Officials Act) govern the conduct of Abnormal employees in various jurisdictions. Virtually, all of these laws prohibit bribery of “Government Officials”. The UK Bribery Act, and laws in other jurisdictions (including certain U.S. states) also criminalize bribery of private persons.

Abnormal strictly prohibits engaging in or tolerating bribery or any other form of corruption. No employee will be penalized for refusing to pay a bribe.

I. Policy Details

A. Public Bribery – Prohibition of Bribery of Government Officials

This policy strictly prohibits Abnormal and its officers, directors, employees and agents from offering, promising or giving anything of value to a Government Official, directly or indirectly, with the intention of influencing such official in their capacity as a Government Official to obtain or retain business or obtain or retain a business advantage.

This policy prohibits an offer or promise of a bribe, even if the Government Official rejects the offer, or it fails to bring about the desired outcome.

1. *What is “Anything of Value”?*

Under this policy the term “anything of value” is broadly defined to include both financial and other non-financial advantages. Things of value include, for example, gifts, entertainment, favors, services, loans and loan guarantees, the use of property or equipment, job offers, transportation, and the payment of expenses or debts.

This policy does not recognize any “small payment” exception for payments made with an intention to bribe. Specifically, this policy prohibits “speed,” “grease” or “facilitation” payments, which include payments made solely to expedite or secure the performance of routine actions such as: (1) obtaining licenses, permits and other official documents to qualify to do business in a foreign country; (2) processing governmental papers, such as visas and work orders; (3) providing police protection, mail services and inspection of goods or of contract performance; (4) providing telephone service, utilities, loading or unloading cargo and protecting perishable goods from deteriorating; and (5) actions of a similar nature.

It may be permissible, in relation to Abnormal’s business with a Government Official, to incur expenses in connection with the legitimate promotion or demonstration of Abnormal’s services and products. Such expenses are discussed more fully below.

2. *Who is a “Government Official”?*

The term *Government Official* is broadly defined to include any individual who holds a legislative, administrative or judicial position of any kind, whether appointed or elected; who exercises a public function; or who is an official or agent of a public international organization (such as the United Nations, the World Bank or the International Monetary Fund). *Government Official* also includes any official of a political party, and any candidate for political office.

In addition, under this policy, *Government Official* refers to any executive, officer, agent or employee of a government-owned or government-controlled business (such as a state-owned bank or utility, a sovereign wealth fund, or a public university).

Finally, under this policy, *Government Official* includes any person who is acting in an official capacity for the entities described above, including a private consultant who also holds a position with, or acts on behalf of, a government or with a public international organization, or with an enterprise owned or controlled by a government.

3. What is an “Improper Advantage”?

- Giving or agreeing to give a Government Official a thing of value that could violate this policy may arise in varied settings. Bribery concerns do not arise solely in the context of trying to win a contract or business. Governing law and Abnormal policy prohibit payments designed to secure any business advantage. By way of example, improper payments or benefits must not be conveyed to a Government Official:
 - To influence the award of a government contract;
 - to prevent some governmental action, such as the imposition of a tax or fine;
 - to obtain confidential information about business opportunities, bids or the activities of competitors;
 - to obtain a permit or license, other than to cover appropriate application fees;
 - to obtain relief or exemption from government controls or regulations of any kind; or
 - to affect the nature of regulations or the application of regulatory provisions.

B. Private Bribery: Prohibition of Bribery in the Private Sector

Abnormal and its officers, directors, employees and third-party agents are prohibited from offering, promising or giving anything of value to a private person, directly or indirectly, with the intention of inducing a person to improperly perform a relevant function or activity (such as his or her work) or to reward a person for having improperly performed a relevant function or activity.

This policy prohibits an offer or promise of a bribe, even if the private person rejects the offer, or it fails to bring about the desired outcome.

It is permissible, in relation to Abnormal’s business with private persons, to incur reasonable, proportionate and good faith expenses in connection with the promotion of Abnormal’s services and products and in the provision of corporate hospitality. Such expenses are discussed more fully below.

C. Solicitation, Extortion, Health and Safety

Bribery payments are prohibited even if they have been requested or demanded by a Government Official or if the Government Official threatens adverse action against Abnormal unless a payment is made.

If a payment is made to protect an employee’s health and safety, it must be immediately reported to the Head of Legal and must be accurately recorded in Abnormal’s books and records to reflect the amount and purpose of the payment. If at all practicable, contact should be made with the Head of Legal before such a payment is made. If prior consultation is not practicable, the fact of payment and the circumstances should be reported as soon as possible thereafter.

D. Conflicts of Interest and Kickbacks

Conflicts of interest arise when a personal interest interferes or even appears to interfere with Abnormal’s best interests. It is a duty for all employees to at all times act in the best interests of

Abnormal. Employees are required to be familiar with Abnormal’s policies about conflicts of interest (see the Employee Handbook). A conflict of interest can escalate to the level of bribery when an employee requests, agrees to receive or receives anything of value (whether financial or otherwise), in a manner that interferes with the employee’s judgment in performing their functions on behalf of Abnormal. Abnormal’s policy strictly prohibits receiving bribes, kickbacks, or improper benefits.

E. Books, Records and Accounting

Abnormal is required to maintain books and accounting records that accurately reflect all transactions in reasonable detail. These record-keeping requirements apply to all payments, not merely those that would be material in the traditional financial sense.

Officers, directors, employees and third parties are prohibited from manipulating books or records in an effort to mask transactions, either by characterizing them in some oblique way, or by omitting them from Abnormal’s books or records entirely. Accordingly, no undisclosed or unrecorded accounts may be maintained for any purpose.

F. Penalties Are Severe

In a situation where an employee of any company is found to have violated the law, the company itself may face harsh penalties, including significant fines. In addition, such a company may be precluded from doing business with government entities in the US, Europe and elsewhere. Individuals who violate the law may be subject to imprisonment.

II. Meals, Entertainment, Travel, and Gifts

It is permissible under this policy to incur certain expenses for a Government Official that are directly related to the promotion or demonstration of Abnormal’s services and products. In addition, this policy allows reasonable meal and entertainment expenses for private persons in the context of establishing and maintaining appropriate business relationships. As discussed more fully below, any such expenses must be reasonable and appropriate.

In all interactions – both in the public and private sector – hospitality and promotional expenses may not be used to exert improper influence. Thus, even reasonable expenses are prohibited if they are for the purpose of improperly influencing a business or regulatory decision, or if they are to reward a person for having improperly performed a relevant function or activity.

Finally, a benefit (even if considered reasonable under this policy) may not be conveyed if the recipient is not permitted to accept it; for example, because the recipient’s company policy forbids it or it is prohibited under local law or regulation.

All promotional expenses must also be fully documented, supported by original receipts, properly approved, and submitted in accordance with the following procedures, and any other procedures governing expense authorization and approval policies and procedures.

A. Meals, Gifts, and Entertainment of Government Officials

Meals, entertainment, and gifts are “things of value” under this policy, and may never be provided to a Government Official for the purpose of influencing a Government Official to obtain or retain business or to secure a business advantage. Lavish meals, extravagant entertainment or cash gifts are never appropriate.

Meal and related entertainment expenses for a Government Official paid by Abnormal require the prior written approval of the Head of Legal. If it is not feasible to obtain such prior approval, meal and related entertainment expenses for a Government Official may be incurred without such prior approval by the Head of Legal only if all of the following conditions are met:

1. The meal or entertainment occurs in connection with substantive business meetings, occurs in the same general location as such meetings, and is attended by appropriate Abnormal representatives;
2. The value of the meal or entertainment expenses are consistent with applicable entertainment or expense policy;
3. The entertainment or meals are permitted under applicable U.S. and local written laws, as well as any rules or regulations of the recipient's employer; and
4. The expenses are properly recorded and approved in accordance with Abnormal's policies.

The Head of Legal should be informed of any such expenditures as soon as possible after they are incurred.

Gifts to a Government Official should only be given as a goodwill gesture, and gifts may never be provided for the purpose of obtaining or retaining business or any improper advantage. Cash gifts are never permitted. Any items provided to a Government Official should be limited to logo gifts and may be provided only if the following conditions are met:

1. The item is of nominal value bearing Abnormal or a subsidiary company's logo.
2. The gift is permitted under applicable U.S. and local written laws, as well as any rules or regulations of the recipient's employer; and
3. The expenses involved are properly recorded and approved in accordance with Abnormal's policies.

Gifts that do not meet all of the foregoing criteria must be reviewed and approved in advance by the Head of Legal in writing.

B. Travel for Government Officials

At times, Abnormal may be requested to pay the travel and lodging expenses of a Government Official in connection with trips to meet with Abnormal representatives, or attend seminars sponsored by Abnormal. Reimbursements by Abnormal for such expenses on behalf of a Government Official require the prior written approval of the Head of Legal.

Reimbursement is generally acceptable where the expenses relate to reasonable and bona fide travel, accommodation and meal expenses in connection with a contract between Abnormal and the government, or the demonstration of Abnormal capabilities relating to proposed business

with the government. Wherever possible, Abnormal should arrange to directly reimburse expenses to the governmental entity rather than reimburse the Government Official personally.

In no case should reimbursements be made:

1. By cash payment directly to a Government Official;
2. For expenses relating to family members or other persons accompanying a Government Official;
3. For expenses relating to destinations that are not directly related to Abnormal's facilities, products, or services; or
4. For travel expenses in excess of those that would likely be incurred by Abnormal's employees of equivalent status as the Government Official if such Abnormal employees were to travel to the same destination.

C. Private Hospitality

In the private sector, hospitality may never be provided if the purpose is to improperly influence a person in the performance of his or her duties, or to reward improper performance of his or her duties.

Reasonable, proportionate hospitality made in good faith in interactions with private persons and entities is permitted for purposes of establishing and maintaining business relationships.

Meal and related entertainment expenses for private persons may be incurred without prior approval by the Head of Legal only if all of the following conditions are met:

1. The meal or entertainment occurs in connection with substantive discussions of Abnormal's services and is attended by appropriate Abnormal representatives;
2. The value of the meal or entertainment expenses are consistent with applicable entertainment or expense policy;
3. The entertainment or meals are permitted under applicable laws, as well as any rules or regulations of the recipient's employer; and
4. The expenses are properly recorded and approved in accordance with Abnormal's policies.

Abnormal hosts a number of annual promotional and educational events. Employees must take particular care in inviting a businessperson to these events if there is a business decision expected or pending with the person's employer that could benefit Abnormal. Questions regarding the appropriateness of extending an invitation to a promotional or educational event should be presented to the Head of Legal.

III. Political Contributions

No Abnormal funds, assets, services, or facilities shall be contributed to any politician, candidate for political office, political party, or political action committee without the prior written approval of Abnormal's Chief Executive Officer (CEO), whether or not the written laws of the relevant country allow such payments. A "political contribution" includes not only monetary contributions, but also payments for fundraising dinners or other material support.

All of the following criteria must be met when Abnormal makes a political contribution to a politician, candidate for political office, political party, or political action committee in a foreign country:

- A. Compliance with Local Law: The Head of Legal must be consulted and provide confirmation that such a payment is legal under the applicable foreign country's law.
- B. CEO Approval: Abnormal's CEO must approve any political contribution before any payment is made. The request for approval must be written and include information sufficient to prove the political contribution is bona fide.
- C. Record Retention: All documents pertaining to the contribution, including documents described in paragraphs (a) and (b), should be forwarded to the Accounting Department and to the Head of Legal for Abnormal's compliance files.

IV. Donations to Charities and Event Sponsorships

Charitable donations and event sponsorships may be used as a means to conceal a bribe. Even bona fide donations could be construed as an attempt to influence a Government Official or another person.

Accordingly, donations to charities and event sponsorships must not be made in an effort to obtain or retain business or a business advantage for Abnormal with a Government Official or any other private person, or company. The following procedures must be observed before making a donation of Abnormal funds, assets, services, or facilities to a charitable entity or in connection with an event sponsorship (these are in addition to, not in lieu of, any other applicable expense or authorization policy or procedure):

- A. If the donation involves a Government Official (including an event honoring a Government Official or an organization established or controlled by or named after a Government Official), written notice must be provided to the Head of Legal: This notice should describe the charity, the identity of the party requesting the donation, the names of persons contacted at the charity, the amount of the proposed contribution and any supporting documentation should be submitted. Head of Legal, in consultation with the Legal Department, must first determine that the contribution fully complies with local law before any donation is made. All documents relating to the donation, including documents should be forwarded to the Accounting Department and to the Head of Legal for Abnormal's compliance files.
- B. If the donation does not involve a Government Official, appropriate due diligence must be performed to ensure that the recipient of the donation is a bona fide and legitimate organization (the organization must be a legitimate charitable organization in the case of a charitable contribution). Unless the recipient entity is both known to Abnormal and to the general business community, this diligence should include documented research to confirm that the recipient is a legitimate charitable entity.

V. Relationships with Agents and Business Partners

A. Agents

The use of an agent, consultant, intermediary, or other third party to pay or give a bribe is prohibited. The actions of third parties present particular risks due to limited oversight from Abnormal. In certain circumstances, Abnormal and its employees can be held liable for improper

payments made by a third party even if Abnormal did not have actual knowledge of the payment. Accordingly, this policy provides for strict due diligence and controls when dealing with third parties who may interact with a Government Official or who may interact with private parties for or on behalf of Abnormal. Whenever Abnormal seeks to engage a consultant, agent, representative, subcontractor, or other third party (“Agent”) in a context in which the Agent may interact with a Government Official or act for or on behalf of Abnormal in private matters, the following guidelines must be followed:

1. Due Diligence

Due diligence must be performed to ensure that the agent is a bona fide and legitimate entity; is qualified to perform services for which it will be retained; and maintains standards consistent with Abnormal’s ethical and reputational standards. Diligence should be tailored to the particular corruption risks of the situation and be undertaken in accordance with applicable Abnormal Policies. In appropriate circumstances, this diligence may include external research and confirmation of the Agent’s qualifications, and an in-person meeting or interview with the principals of the agent. In addition to public profile information, it may be appropriate to have the agent respond to written questions regarding its structure, history, connections to Government Officials, and references.

2. Record Retention:

All documents relating to the diligence must be retained for seven years following the end of the Agent’s work on the project. Diligence should be enhanced if there are red flags of improper activity, such as the following:

- unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, unusual commissions, or mid-stream compensation payments;
- requests for payments in a different country, to a third party, to a bank account outside of the country in which the Agent operates, or in cash or other untraceable funds;
- a close relationship between the representative and a Government Official or commercial counterparty;
- any refusal or hesitancy by the Agent to promise in writing to abide by Abnormal policy and governing law;
- charges against the Agent for violation of local or foreign laws, or regulations concerning the award of government or other contracts;
- a demand or strong suggestion by a Government Official or commercial counterparty that a particular Agent should be retained;
- reliance by the Agent on government or business contacts as opposed to knowledgeable staff and investment of time to promote Abnormal’s interests; or
- the Agent expresses a desire to keep his representation of Abnormal or the terms of his retention secret.

3. *Written Contract*

Agreements with Agents must be in writing and must describe the services to be performed, the basis for compensation of the Agent, the amounts to be paid, and other material terms and conditions of the representation. Written agreements must contain the following provisions:

- A representation that the Agent will remain in compliance with all relevant anti-corruption laws, including the FCPA. The Agent should be required periodically to certify its compliance with laws, and to notify Abnormal of any breaches of compliance with anti-corruption laws.
- A provision allowing Abnormal to terminate the contract if Abnormal believes, in good faith, that the Agent has breached relevant anti-corruption laws or the FCPA.
- A provision that requires the Agent to respond to reasonable requests for information from Abnormal regarding the work performed under the agreement and related expenditures by the Agent.

Agreements with Agents who may interact with Government Officials must be reviewed and approved by the Legal Department.

4. *Supervision*

The Abnormal Business Contact (the person in Abnormal's business unit who is procuring the services of the Agent) is responsible for supervising the Agent and monitoring the Agent's conduct at a level commensurate with the risks associated with the Agent's activities.

5. *Payment Procedures*

Payments to an Agent should never be made in cash, and should be made directly to the Agent's bank account in the country where the services are performed or where the Agent's offices are located. Payment to other locations must be approved in advance by the Head of Legal.

6. *Business Partnerships and Co-Promotion Activities*

From time to time, Abnormal may partner with another entity ("Business Partner"). Such combinations could present legal and reputational risks to Abnormal, if the conduct of the Business Partner is inconsistent with Abnormal's policy or in violation of relevant anti-corruption laws. Accordingly, Abnormal should perform appropriate diligence of potential Business Partners in such circumstances. In addition, Abnormal should obtain written agreement that the Business Partner will act in compliance with all relevant anti-corruption laws in connection with proposed business.

B. *Joint Ventures and Business Combinations*

In considering and executing joint ventures and other business combinations, Abnormal must ensure that there is appropriate due diligence of the potential partner, and that there are appropriate legal protections in agreements with the partner. Because each transaction is likely to involve unique factors, the Head of Legal should be consulted early in the process regarding an appropriate due diligence work plan, and appropriate representations, warranties, and covenants.

More Information

If employees have any doubts or questions as to whether their conduct is permissible under governing law or this policy, they should contact the Head of Legal at Legal@abnormalsecurity.com.

Anyone in violation of this policy is subject to the sanctions as described in the Disciplinary Actions Policy. This policy is owned by the Ethics and HR team. Contact us at ethics@abnormalsecurity.com.

You may ask questions about this policy or report suspected violations by contacting the Head of Legal or any member of the Legal Department.