

RIMINI STREET, INC.

GLOBAL ANTI-CORRUPTION POLICY

Amended and Approved as of September 13, 2017

Rimini Street, Inc. (the "**Company**") is dedicated to fostering and maintaining the highest ethical standards. Bribery and corruption are prohibited under the laws of the many of countries in which the Company does business, including the United States Foreign Corrupt Practices Act of 1977, as amended (the "**FCPA**"), United Kingdom Bribery Act of 2010 (the "**Bribery Act**"), United States Travel Act, the OECD Anti-Bribery Convention, Title 18 United States Code section 201, and any other applicable anti-corruption or anti-bribery laws (collectively referred to as the "**Anti-Corruption Laws**"). It is the policy of the Company to fully comply with both the letter and spirit of the Anti-Corruption Laws.

The purpose of this Global Anti-Corruption Policy (this "**Policy**") is to describe the practices and procedures that the Company's officers, directors and employees ("**team members**"), as well as its distributors, consultants, agents, contractors, business partners, and any other third-party representatives acting on the Company's behalf ("**Third Party Representatives**") must follow to ensure that the Company's practices meet or exceed all applicable legal and ethical standards. Team members also should consult the Company's Code of Business Conduct and Ethics (the "**Code of Conduct**") when considering whether to provide anything of value to a customer, government official, or third party.

This Policy will be implemented and overseen by the Company's General Counsel. The Company will require annual certifications from all team members certifying that they have read and understand this Policy. The Company does not expect its officers, directors, team members, and agents to become experts in compliance with the Anti-Corruption Laws. However, the Company expects and requires all those subject to its governance to seek guidance regarding any conduct that may violate the Anti-Corruption Laws. Please consult with the General Counsel should you have any questions.

Anti-Corruption Laws

The FCPA, Bribery Act, U.S. Travel, Act, 18 U.S.C. section 201 and the laws and regulations of many other countries prohibit the corruption/bribery of public officials and bribery of private individuals. A bribe is any offer, promise, authorization, or payment of **anything of value** to an individual to improperly influence that individual in any way, such as to misuse their official position, obtain or retain business, direct business to another person, secure any advantage, or to violate an expectation that the individual will act in good faith, impartially, or in accordance with a position of trust. Bribes can be anything of value, including entertainment and gifts, as well as money, no matter what the value. Bribes can occur in the public and private sectors. In order to be legitimate, all provisions to public officials and private persons must be reasonable in value (not lavish or excessive), provided openly and transparently, and comply with local anticorruption and antibribery laws.

Under the FCPA, bribes may not be offered or made to any "Foreign Official" for the purpose of influencing a government act or otherwise obtaining or retaining business, directing business to any person, or securing any advantage. The term "Foreign Official" is interpreted broadly and includes, but is not limited to: (1) any employee, director, or officer of a foreign or domestic government or any department, agency, or instrumentality of a government; (2) a state-owned or controlled entity, including, in many countries, telecom, health care, and educational institution employees; (3) a public international organization, such as the Red Cross or World Bank; (4) any person acting in an official capacity for or on behalf of such governmental bodies or public organizations, including entities hired to review and accept bids for a government agency; and (5) foreign or domestic political parties, candidates

for political office, and members of royal families. Other laws, including the Bribery Act, also prohibit bribes to Foreign Officials.

Likewise, under title 18 U.S.C. section 201, nothing of value may be offered, authorized, promised, or made to any U.S. "public official" in exchange for influencing an official government act (*i.e.*, no *quid pro quo*). "Public Officials" include U.S. federal officials that hold a position of public trust with federal official responsibilities but also may include state government officials. As noted below, always seek guidance from the Legal Department prior to providing anything of value to a Foreign or U.S. Public Official.

Lastly, the U.S. Travel Act and Bribery Act and other laws also prohibit offering, giving, or promising a bribe to any individual, whether or not a foreign or domestic public official, for an improper purpose or to influence the performance of a relevant function or activity, including any activity connected with a business, trade or profession, or any activity associated with their employment. Such "commercial bribery" has increasingly been a focus of enforcement in many countries, including the U.S. and U.K. Actions that may violate the FCPA, U.S. Travel Act, or Bribery Act may also violate other laws in the countries where the Company does business, including state, local, and municipal laws, as well as conspiracy, mail and wire fraud laws.

Bribery of anybody, whether or not a Foreign or Public Official, is therefore illegal and strictly prohibited by the Company's policies and the Anti-Corruption Laws.

Facilitating Payments

Some anticorruption and antibribery laws permit small payments to be made to low-level government officials. However, because most anticorruption and antibribery laws, such as the Bribery Act and OECD Anti-Bribery Convention outlaw these payments, **it is against Company policy to make facilitating payments** (unless the health or safety of an employee is at risk). If you have any question whether a payment qualifies as a facilitating payment or whether an exception may be granted from this Policy to make a facilitating payment, contact the General Counsel.

Permissible Payments and Provisions

The Anti-Corruption Laws permit companies, including the Company, to provide certain types of entertainment, meals, gifts, and travel to foreign or public officials provided that such entertainment and travel expenses are: (a) bona fide and related to a legitimate business purpose (*i.e.*, not provided to obtain or retain business or to gain an improper advantage); (b) reasonable in amount; (c) legal under the written laws of the foreign official's home country; (d) not in the form of cash; and (e) properly booked in the Company's books and records. A legitimate business purpose is to educate, promote, or explain the Company's products or services or to provide training or educational information to customers. **As noted below, all provisions to Foreign or Public Officials must be pre-approved, in writing, by the General Counsel.**

Team members may provide modest meals, gifts, travel, and entertainment to private persons provided the value is reasonable (not lavish or excessive), is in good taste, related to a legitimate business purpose, in accordance with the Code of Conduct, and properly booked in the Company's books and records.

Third Party Representatives

The Company violates anti-bribery laws if it authorizes a Third Party Representative, such as a consultant, agent, contractor, reseller, joint venture partner or any other intermediary, to engage in a forbidden bribe on its behalf. In addition, the Company can be held liable if it disregards or ignores signs

(also known as “red flags,” as discussed below) that should have alerted the Company that a Third Party Representative intended to make an illegal bribe on its behalf. Under the FCPA, firm belief that the Third Party Representative will pass through all or part of the value received from the Company to a government official, or an awareness of facts that create a “high probability” of such a pass-through, also constitute knowledge under this law. As such, Third Party Representatives should be investigated, also known as conducting due diligence, prior to their engagement with the Company to ensure their commitment to compliance with the Anti-Corruption Laws.

Team members should conduct risk-based due diligence on Third Party Representatives prior to their engagement. Risk-based due diligence is the investigation or vetting of a Third Party Representative based on the particular risks presented by such third party. Before entering into, or renewing an agreement with, or compensating a Third Party Representative, employees should perform an analysis of that party’s reputation for, and history of, legal compliance, particularly with respect to the Anti-Corruption Laws. The Third Party Representative’s qualifications should be determined and documented and employees should consult the General Counsel should they have any questions on such a process.

Company personnel should be particularly alert to any “red flags” that may be encountered during due diligence or in transactions with Third Party Representatives. “Red flags,” as discussed in more detail below, can arise with any third party involved with the Company’s foreign business operations, but arise more frequently in dealings with joint venture partners and foreign agents (such as promoters, sales agents, distributors, resellers, or consultants). **The basic rule is simple: a red flag cannot be ignored, it must be addressed.**

“Red flags” can arise at any stage of a transaction – during due diligence, during contract negotiations, in the course of operations, or at renewal or termination. “Red flags” that do not present serious issues at one stage of a transaction or relationship may pose significant liability risks when they appear at a different stage or in combination with a different overall set of facts. Thus, the significance of “red flags” must be considered in context rather than in isolation. All “red flags” must immediately be investigated and appropriately addressed. If you become aware of facts that may be “red flags” but are not sure how to respond to them, you should immediately contact the General Counsel.

The following are some “red flags” that frequently arise with third party representatives involved in non-U.S. operations:

- A reference check reveals the third party’s flawed background or reputation;
- The transaction involves a country known for corrupt payments;
- The Third Party Representative is suggested by a government official, particularly one with discretionary authority over the business at issue;
- The Third Party Representative objects to Anti-Corruption Law representations in Company agreements;
- The Third Party Representative has a close personal or family relationship, or a business relationship, with a government official or relative of an official;
- The Third Party Representative requests unusual contract terms or payment arrangements that raise local law issues, such as payment in cash, payment in another country’s currency, or payment in a third country;

- The Third Party Representative requires that his or her identity or, if the third party is a company, the identity of the company's owners, principals or employees, not be disclosed;
- The Third Party Representative's commission exceeds the "going rate" or must be paid in cash;
- The Third Party Representative indicates that a particular amount of money is needed in order to "get the business" or "make the necessary arrangements" or because "you know how business is done";
- The Third Party Representative requests that the Company prepare or accept false invoices or any other type of false documentation; or
- The Third Party Representative requests payment in a third country (*i.e.*, not where services are rendered, or where the third party resides), or to an account in another party's name.

After due diligence is completed and any risks are mitigated, the Third Party Representative's relationship with the Company must be memorialized by a written contract and such contract must contain appropriate Compliance with Anti-Corruption Laws language. The Company should, where appropriate, obtain periodic Anti-Corruption certifications from Third Party Representatives.

Political Contributions

The Company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is, however, always the Company's policy to comply fully with all local state, federal, foreign, and other applicable laws, rules, or regulations regarding political contributions. No Company funds, facilities, or services of any kind may be paid or furnished to any Foreign Official, including any candidate or prospective candidate for non-U.S. public office, to any non-U.S. political party, or to any non-U.S. political initiative, referendum, or other form of political campaign, unless explicitly permitted by applicable laws. Any such contribution must be pre-approved in writing by the General Counsel.

Charitable Contributions

The Company is committed to improving and promoting the interests of the communities in which it conducts business operations. Those working on the Company's behalf may provide charitable donations only to not-for-profit *bona fide* charitable organizations. However, no charitable donation may be made for the purpose of inducing any individual or entity to purchase, lease, recommend, use, or arrange for the purchase or lease of a Company product or service. Prior approval of the General Counsel must be obtained before any charitable donation is made.

Books and Records and Internal Control Violations

The FCPA also requires that the Company make and keep books and records which: (1) have reasonable detail; (2) accurately and fairly reflect transactions and the disposition of assets; and (3) are not false. In addition, the FCPA requires that the Company keep a system of internal controls that provide reasonable assurances that transactions: (1) occur only as permitted by the Company's policies; and (2) are accurately recorded in the Company's books and records. As such, all team members (not just those working in finance) must assure that the Company's books and records are accurate and must never create, submit, authorize, or otherwise permit false or fictitious documents to be incorporated into the Company's books and records. All Company funds must be properly accounted for and no side, off-

the-books, or “slush funds” may be maintained by the Company or its team members. All team members are responsible for compliance with books and records and internal controls laws, not just those working in the finance department.

Penalties

Violations of the Anti-Corruption Laws can result in severe criminal and civil penalties for both the Company and the individuals involved, including imprisonment, forfeiture of profits, and significant fines. In addition, bribery is always a violation of the Company’s policies and will result in disciplinary action, up to and including termination of employment.

The Company’s Policy

To ensure compliance with the Anti-Corruption Laws, it is the policy of the Company that:

- (1) The use of Company funds or assets for any unlawful or improper purpose is strictly prohibited.
- (2) No payment or other thing of value shall be offered, promised, authorized, or given to any Foreign or Public Official or other individual for the purpose of obtaining or retaining business, obtaining favorable action by a government agency/department/entity, securing any advantage, directing business to any person, or inducing that individual to violate an expectation that the individual will act in good faith, impartially, misuse an official position, or in accordance with a position of trust:
 - a. All gifts, entertainment, meals, Company-sponsored travel, or other things of value provided to any person must be (a) bona fide and related to a legitimate business purpose (*i.e.*, not provided to obtain or retain business or to gain an improper advantage); (b) reasonable in amount; (c) legal under the written laws of the foreign official’s home country; (d) not in the form of cash; and (e) properly booked in the Company’s books and records;
 - b. All gifts, entertainment, meals, Company-sponsored travel, or other things of value provided to a Foreign or Public Official must be pre-approved in writing by the General Counsel; and
 - c. Facilitating payments are prohibited.
- (3) The offer, payment, authorization, or promise to transfer in the future any Company funds, assets, gifts, or anything else of value to any Foreign or Public Official or other individual is **strictly prohibited** for the purpose of influencing any act or decision of any such person in his or her official capacity or to induce improper performance of any relevant function or activity.
- (4) All gifts, entertainment, meals, Company-sponsored travel, or other things of value provided to a private person must be modest and reasonable in value, in good taste, relate to a legitimate business purpose, provided in accordance with the Code of Conduct and local law, and properly booked in the Company’s books and records.
- (5) The retention of Third Party Representatives, such as consultants, agents, contractors, resellers, joint venture partners or any other intermediary, who may be reasonably expected to represent or act on behalf of the Company in non-U.S. jurisdictions, should

occur after risk-based due diligence has been conducted and any “red flags” have been addressed by the General Counsel.

- (6) Contracts with Third Party Representatives must contain appropriate Anti-Corruption Laws representations and warranties.
- (7) All records must truly reflect the transactions they record. All assets and liabilities shall be recorded in the regular books of account. No undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entries shall be made in the books and records for any reason. No payment shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the document supporting the payment.
- (8) Any employee who learns of or suspects a violation of this Policy should promptly report the matter according to the guidelines under “Reporting Violations or Potential Violations of this Policy” below. All managers shall be responsible for the enforcement of and compliance with this Policy.
- (9) Relevant team members will receive anti-corruption training on a regular basis, but in no event less than once every two (2) years; and
- (10) A violation of this Policy will lead to disciplinary action, up to and including termination of employment.

Reporting Violations or Potential Violations of this Policy

If an individual suspects or becomes aware of any action related to bribery, recordkeeping or internal controls that he or she believes may be illegal, unethical or inappropriate, or otherwise in violation of this Policy, the person should immediately report the situation to the General Counsel. Any manager or Human Resources representative who receives a report of a potential violation of this Policy or the law must immediately inform the General Counsel. If for any reason an individual is uncomfortable discussing the matter with the General Counsel, he or she may raise the matter directly with the Audit Committee at:

Jack Acosta, Chair, Audit Committee
audit@riministreet.com

If the individual wishes to report his or her concerns anonymously, he or she may access the Company’s anonymous whistleblower hotline, a confidential messaging system administered by:

NASDAQ
Toll free number: 866-862-3062 (in the US)
Email: RMNI@openboard.info
Web portal: <http://www.openboard.info/RMNI/>

Anonymous reports should be factual instead of speculative or conclusory, and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith with a reasonable basis for believing that a violation of this Policy or other illegal, unethical or inappropriate conduct has occurred. The Company encourages and highly values such good faith reporting of potential conduct that may violate Anti-Corruption Laws or related laws or regulations.

Acknowledgment and Certification of Compliance

I acknowledge that I have received a copy of the Company's *Global Anti-Corruption Policy* and hereby certify that I have read and understood it, and am in compliance with the *Global Anticorruption Policy*, including all particulars set forth therein.

I understand that it is my responsibility to comply with the *Global Anti-Corruption Policy*, as well as related internal guidelines and policies, and external legal and regulatory requirements, and that my compliance is a term and condition of my continued employment.

I have no knowledge of any questionable payment paid or received, or of any undisclosed funds, or any other prohibited conduct referred to in the *Global Anti-Corruption Policy*.

To the best of my knowledge, the employees who report to me whose responsibilities are such that they could violate this Policy are familiar with the *Global Anticorruption Policy* and they have complied with it.

I agree that, if in event I know or suspect a violation of *Global Anti-Corruption Policy*, I will report that violation in accordance with the procedures provided for in this Policy.

To the best of my knowledge, the operating unit/subsidiary of the Company where I work maintains appropriate accounting records and internal accounting control systems so as to permit the preparation of fair and accurate reports in order to reasonably ensure accountability for the Company's activities and assets.

I understand that a false, misleading or incomplete statement in this Certificate or a violation of this Policy may be grounds for immediate dismissal.

Signed: _____

Printed name: _____

Date: _____