

## RIMINI STREET, INC.

### GLOBAL ANTI-CORRUPTION POLICY

Amended and Approved as of November 5, 2019

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, laws promulgated in accordance with the OECD Anti-Bribery Convention, and any other applicable anti-corruption or anti-bribery law or regulation (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 provide guidance to 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**”) regarding Anti-Corruption Laws as well as the procedures that we 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 other third party.

This Policy will be implemented and overseen by the Company’s Chief Ethics and Compliance Officer. 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 Company’s Ethics and Compliance Department (“**Ethics & Compliance**”) should you have any questions. Contact information for Ethics & Compliance can be found in Section VII (Reporting Violations or Potential Violations of this Policy) below.

#### **I. Anti-Corruption Law Prohibitions**

Anti-Corruption Laws prohibit corruption, including both bribery of public officials and private individuals. A bribe is any direct or indirect offer, promise, authorization, or payment of **anything of value** to improperly influence an individual, such as to misuse their official position, obtain or retain business, direct business to another person, secure an improper 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 offers of employment, discounts on products or services, entertainment, travel, and gifts, as well as money, no matter what the value. In order to avoid even the appearance of impropriety, anything of value that is provided to a public official or private business partner by the Company must be reasonable in value (not lavish or excessive), provided openly and transparently, and comply with local laws.

Under Anti-Corruption Laws like the FCPA, bribes may not be offered or made to any “Foreign Official” for the purpose of influencing an official act or decision, inducing such Foreign Official to do or

omit to do any act in violation of the legal duty of such official, or securing any improper advantage or favorable treatment. The term “Foreign Official” is interpreted broadly and includes, but is not limited to any employee, director, or officer, or person working on behalf of: (1) a foreign government or any department, agency, or instrumentality thereof, at any level (e.g., local, regional, or national); (2) a state-owned or controlled entity, including, in many countries, telecom, health care, and educational institutions as well as labor unions (in some countries); (3) a public international organization, such as the Red Cross, United Nations, International Monetary Fund, or World Bank; (4) foreign or domestic political parties, including candidates for political office; and (5) immediate family members (e.g., parents, children, spouse, and in-laws), close friends, and close business associates of any of the persons described above. Members of royal families are also typically considered to be Foreign Officials under Anti-Corruption Laws.

In addition to laws like the FCPA that prohibit bribery of Foreign Officials, numerous local and national regulations prohibit bribery of local public officials. For example, in the United States, title 18 U.S.C. section 201 prohibits corruptly giving, offering, or promising anything of value 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 and written approval from Ethics and Compliance prior to providing anything of value to a Foreign or U.S. Public Official.

Other laws prohibit private, commercial bribery. For example, the U.S. Travel Act and Bribery Act and other laws 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 other regulations that prohibit conspiracy, mail and wire fraud.

**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.**

## **II. Exceptions**

### **Facilitating Payments**

Some Anti-Corruption Laws permit certain payments to low-level government officials. The FCPA includes a narrowly defined exception for “facilitating payments” to expedite or secure routine and nondiscretionary governmental action. However, because these payments may violate local laws or other Anti-Corruption Laws (including the Bribery Act and other laws promulgated in accordance with the OECD Anti-Bribery Convention), **it is against Company policy to make facilitating payments** unless there is an imminent threat to an individual’s health, safety, or welfare. Whenever possible, you must obtain pre-approval from Ethics & Compliance and report such a payment immediately when pre-approval is not possible. 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 Ethics & Compliance.

## **Reasonable and Bona Fide Business Expenditures**

Anti-Corruption Laws permit the provision of 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.

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. For more information, see the section on Gifts, Meals, Entertainment and Travel below.

**As noted below, team members must seek written pre-approval from Ethics & Compliance before providing anything of value to Foreign or Public Officials.**

## **III. Dealing with Third Party Representatives**

Anti-Corruption Laws prohibit *indirect* bribery or corruption, meaning giving anything of value to a Third Party Representative (such as a consultant, agent, contractor, reseller, joint venture partner or any other intermediary) while knowing that all or a portion of that thing of value will be given to a Foreign, Official for an improper purpose. The term "knowing" is defined in the FCPA broadly to extend beyond actual knowledge and to include "conscious disregard" and "deliberate ignorance" of suspicious actions and the likelihood that an improper payment to a foreign, non-U.S. official will be made. This means that 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 has or intends to make an improper payment on its behalf. To protect the Company against such risks, **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 Ethics & Compliance should they have any questions on such a process.

Team members 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 Ethics & Compliance.

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 an industry or country known for corrupt payments;
- The Third Party Representative does not appear qualified to perform its duties;
- 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 is reluctant or refuses to provide information or provides false or inconsistent information in the due diligence process;
- The Third Party Representative is owned by a Politically Exposed Person (a current or former high-level government official or family member or close associate), and there is information that the government official improperly benefited from his or her government position or the country is known to have a high degree of public corruption.
- 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.

#### **IV. Special Situations**

##### **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 Ethics & Compliance. For more information regarding Rimini's policies regarding political activities and contributions, please see the Code of Conduct.

##### **Charitable Contributions**

The Company is committed to improving and promoting the interests of the communities in which it conducts business operations. That said, charitable contributions made in foreign, non-U.S. countries may present a corruption risk. For example, a charitable contribution to the favored charity of a Foreign Official made in order to obtain or retain business can violate the FCPA.

To minimize the risk—and even the appearance—of misconduct, those working on the Company's behalf may provide charitable donations only to not-for-profit *bona fide* charitable organizations. 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 Ethics & Compliance must be obtained before any charitable donation is made. For more information regarding Rimini's policies regarding charitable contributions and community support, please see the Code of Conduct.

##### **Gifts, Meals, Entertainment and Travel**

Gifts given to government officials always raise concerns regarding undue influence and corruption under Anti-Corruption Laws. The FCPA has no exception for gifts of nominal value, and gifts given to Foreign Officials for the purpose of improperly influencing these officials in their official capacity violate the FCPA and are strictly prohibited. Some modest gifts to Foreign Officials may be permissible under the FCPA in limited circumstances. A gift, like expenditures for travel or entertainment, is never permissible where used or intended to influence an official in order to obtain or retain business. Any such gift requires prior review and written approval by Ethics & Compliance.

Similarly, providing meals or entertainment to government officials may be appropriate in certain limited circumstances, but must be reasonable, modest and not lavish, and directed at a legitimate business purpose. Meals and entertainment can never be used to influence an official in order to obtain or retain business. Any such meal or entertainment or offer or promise to provide the same requires prior review and written approval by Ethics & Compliance.

Although the FCPA may permit the payment of reasonable and bona fide travel expenses for Foreign Officials for certain legitimate business purposes, these situations are very limited and narrowly construed by U.S. enforcement authorities. Any such payment or offer or promise to make such payment requires prior review and written approval by Ethics & Compliance.

### **Books and Records and Internal Control Violations**

In addition to the prohibitions on bribery and corruption, 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 transactions must be recorded accurately. Team members should never attempt to disguise improper payments in the books and records by renaming them to appear legitimate, or by burying them in legitimate payments. All team members 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.

### **V. Penalties**

Violations of 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.

### **VI. The Company's Policy**

To ensure compliance with 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 Ethics & Compliance; 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 Ethics & Compliance.
- (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.

## **VII. Reporting Violations or Potential Violations of this Policy**

If you suspect or become aware of any action related to bribery, recordkeeping or internal controls that you believe may be illegal, unethical or inappropriate, or otherwise in violation of this Policy, you should immediately report the situation to Ethics & Compliance at [Ethics@riministreet.com](mailto:Ethics@riministreet.com). Any manager or Human Resources representative who receives a report of a potential violation of this Policy or the law must immediately inform Ethics & Compliance.

You can also ask questions, raise concerns or make reports of suspected compliance violations by contacting the Rimini Street Compliance Helpline:

- By phone using a special toll-free telephone number based on the country from which you are calling. In the United States, call **844-754-3342**. For a list of international country phone numbers, see our Compliance Helpline section at [www.riministreet.com](http://www.riministreet.com)
- By web available at [www.RiminiStreet-ComplianceHelpline.com](http://www.RiminiStreet-ComplianceHelpline.com)

The Rimini Street Compliance Helpline is managed by an outside company and is available 24 hours a day, seven days a week. Where allowed by local law, you may make an anonymous report to the Compliance Helpline.

You may also raise the matter directly with the Audit Committee at:

Jack Acosta, Chair, Audit Committee  
[audit@riministreet.com](mailto:audit@riministreet.com)

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.