

**Rimini Street, Inc.**

## **Antitrust Compliance Policy**

### **Introduction – Policy Overview**

Rimini Street is committed to engaging in fair and vigorous competition, in compliance with all antitrust and competition laws around the world. As such, it is essential that we continue to operate in a competitive manner.

The Rimini Street *Code of Business Conduct and Ethics* sets forth the basic principles we must follow to uphold our Company's ethical and compliant business culture with regard to a wide variety of ethics and compliance topics, including compliance with antitrust and competition laws. This *Antitrust Compliance Policy* ("Policy") provides more detailed guidelines as well as specific examples of permitted and prohibited conduct with regard to complying with applicable antitrust and competition laws.

This Policy applies to every employee of Rimini Street, Inc., its subsidiaries, or controlled affiliates (collectively, "Rimini Street" or the "Company"). Rimini Street takes its commitment to compliance with the antitrust and competition laws very seriously and expects all employees to share that commitment. Please carefully review this Policy and contact the Ethics & Compliance Practice Group or the Corporate Practice Group of the Company's Legal Department with any questions by using the contact methods described in the "Seeking Guidance and Reporting Concerns" section below.

Broadly stated, antitrust laws prohibit business practices that improperly limit competition. Certain generally guiding antitrust principles apply throughout the world, and employees must not relax their commitment to compliance when traveling outside the country.

If there is a single guiding antitrust principle that you should apply to your daily business life, it is to compete vigorously and independently at all times in the marketplace. You must treat all competitors, vendors, and clients honestly and fairly and, in return, demand from them the same degree of respect. You must also follow the guidelines set forth in this Policy at all times.

### **Dealings with Competitors**

#### ***Agreements***

The antitrust laws prohibit not only formal agreements with competitors, but also any kind of mutual understanding or informal agreement that gives a competitor a basis for the expectation, whether or not fulfilled, that a business practice or decision it adopts will also be adopted by our Company, or vice versa.

Any type of agreement or understanding with competitors about pricing, distribution markets or territories, production, or contractual terms is strictly prohibited. It does not matter whether the purpose or effect of the arrangement is to increase or decrease costs to our clients or vendors. Decisions about these issues must be made without competitor involvement.

Other types of arrangements with competitors – such as joint ventures – may violate the antitrust laws if they are not appropriately structured. For these reasons, no employee may enter into any form of agreement, formal or informal, with a competitor without the written consent of the Legal Department. Failure to obtain consent prior to entering into such an agreement may result in disciplinary action, up to and including termination of employment.

#### ***Prohibited Communications with Competitors***

Rimini Street employees must not engage in any discussions or communications concerning "competitively sensitive" subjects with any competitor and must not attend any meeting of competitors

where these subjects are discussed, whether or not the Rimini Street employee is a participant in such discussions. This is because such contacts with competitors might support an inference or appearance of collusion.

#### **Key Terms**

For purposes of this *Antitrust Compliance Policy*, **competitively sensitive subjects** include, but are not limited to: current and future pricing; terms of sale; profits; margins; profitability targets; specific costs; confidential information regarding specific clients, including prospects; employee compensation; and marketing, product-development, and strategic plans.

**Meetings** include in-person get-togethers (including at industry or trade association meetings) or vendor meetings, telephone conversations, electronic communications, or any other type of communication between or among competitors. The fact that there may also be a social element involved in such meetings does not provide an excuse for discussing competitively sensitive subjects.

Some of Rimini Street's competitors may also, in limited circumstances, be Rimini Street's vendors or clients. When dealing with a vendor or client that is also a competitor, focus any communications about prices or deal terms on only those prices or terms actually required for the prospective transaction. Rimini Street employees should be careful not to disclose any other competitively sensitive information to competitors in this context.

Because of the significant risks associated with communicating with Rimini Street's competitors, other than transaction-specific communications with our competitors that are vendors or clients, any employee wishing to have meetings or communications with competitors to discuss business-related topics must have those communications approved in advance by the Legal Department.

#### **Q&A**

**I just received some confidential information about a competitor. I didn't ask for it, but this kind of information could be very useful to me. What should I do?** Before you read, copy, or distribute this information, contact the Legal Department to discuss what the information is and how it was obtained. That will determine whether or not you may use it. If you are allowed to use it, follow the Legal Department's instruction for documenting the source of the information.

#### ***Vendor or Supplier Information and Retention***

Employees may not discuss with competitors the terms and conditions by which Rimini Street secures vendors or suppliers. Employees must independently assess each vendor arrangement and conduct the engagement without input from competitors.

Vendor arrangements that are negotiated and secured without input or involvement of competitors are permissible. However, if there is uncertainty as to whether such an engagement may violate the terms of this Policy, the Legal Department must be consulted.

#### ***Trade or Industry Associations and Industry Conferences***

Industry associations and conferences are generally lawful, and Rimini Street's participation in such activities may be beneficial to Rimini Street and the industry. Lawful activities undertaken by trade associations or at conferences may include coordinating efforts among the members on lobbying legislatures or governmental agencies. However, participation in trade associations and industry conferences also presents antitrust risks where participation involves meetings with and sharing of business information among competitors. Participation in trade association or other industry activities that violate antitrust laws may lead to antitrust liability for Rimini Street and the meeting participants. The fact that an activity is sponsored by or undertaken by members of a trade association does not immunize it from the antitrust laws.

Rimini Street employees must notify the Legal Department of their intent to attend trade association meetings or industry conferences and must obtain approval of Rimini Legal before submitting any

potentially “competitively sensitive” Rimini Street information to any trade association or engaging in any benchmarking activity.

Rimini Street employees must observe the guidelines of this Policy with respect to all trade association activities and industry conferences in which they participate.

Any Rimini Street employee who participates in any trade association or industry meeting where it appears that other participants are engaged in behavior that would violate this Policy must immediately depart from the meeting, request that any minutes of the meeting reflect this departure, and inform the Legal Department. This applies to any “informal” gatherings or meetings that take place in conjunction with trade association meetings or conferences as well as the formal trade association meetings themselves.

It is strongly preferred that legal counsel, retained by the trade association for antitrust compliance, is present at all meetings. If no legal counsel will be present at the meetings, please provide a copy of the meeting agenda to the Legal Department in advance of the meeting.

#### **Q&A**

**While at an industry trade show, a competitor’s sales representative, who works in your territory, asks you to lunch in order to discuss a sales opportunity that will be “mutually beneficial.” What should you do?** Before responding to the invitation, consult with the Legal Department for guidance.

#### ***Joint Ventures***

On occasion, Rimini Street may enter into a joint venture with one or more competitors to share certain functions, such as joint production or research and development; joint ownership or operation of facilities; or joint purchasing. The joint collaboration may take many forms, ranging from the formation of a jointly owned company to a more informal joint venture agreement.

Certain competitor joint ventures may not be permissible under the antitrust laws. However, if collaborations are designed and managed carefully, they will not violate the antitrust laws, even if they involve some restrictions on competition between the joint venture parties. The task of conforming these joint ventures to the antitrust laws is complex. If it is not done correctly, Rimini Street may be exposed to serious and unnecessary antitrust risks, including potential liability for a cartel agreement.

You must consult with the Legal Department before beginning any discussion with a competitor concerning a potential collaboration.

The Legal Department will monitor all communications with competitors during the formation of a joint venture or collaborative agreement. Any restriction on communications imposed by the Legal Department must be followed.

Before any joint venture or collaborative agreement with a competitor is finalized and implemented, the Legal Department will provide guidance for Rimini Street’s participation.

#### ***Human Resources Issues***

Rimini Street employees may not agree with other companies to refrain from hiring or recruiting each other’s employees. Nor may any employee agree to exchange information regarding employee salaries, benefits, or other elements of employee compensation with other companies that employ the same type of employees as Rimini Street.

This restriction applies to agreements with any company from any industry that hires or employs the same types of employees, such as salespeople, IT professionals, and accountants. Thus, the restriction applies

not only to agreements with Rimini Street's usual competitors, but also to agreements with companies across many other industries (including Rimini Street's clients).

#### ***Practice Guidance for Dealings with Competitors***

- **Do not** meet with competitors for any business-related reason, except to (i) participate in trade association or other industry conferences (after providing advance notice to the Legal Department); or (ii) engage in any other activity or communication approved by the Legal Department.
- **Do not** ever exchange or discuss any "competitively sensitive" information, including confidential information regarding the business practices of Rimini Street, with competitors or others who are not employed by Rimini Street, including on the telephone or during events such as trade meetings.
- **Do** walk out of trade association or other meetings attended by competitors if anyone insists upon exchanging or discussing competitively sensitive information, and promptly report the incident to the Legal Department.
- **Do not** talk on the telephone with competitors for any business-related reason unless you are speaking with them about topics preapproved by the Legal Department.
- **Do not** join a trade association, multi-employer group or other organization in which Rimini Street's competitors are members without prior approval from the Legal Department.
- **Do not** send correspondence to competitors, unless it is approved by the Legal Department.

#### **Dealings with Clients and Vendors**

The rules discussed above primarily address agreements between and communications among competitors. This section addresses agreements between companies in the chain of commerce, such as vendors or clients that are *not* also Rimini Street's competitors. The antitrust rules regarding these types of agreements are generally more permissive than the prohibitions on agreements between competitors. Yet, failure to follow the antitrust rules regarding these types of agreements can also cause severe antitrust consequences for Rimini Street. You must therefore use caution regarding these types of dealings as well.

Any of the following types of agreements with clients or vendors must be reviewed and approved in advance by the Legal Department:

- *Tying arrangements*: agreements or arrangements that oblige a client to purchase one product or service in order to purchase a separate product or service;
- *Requirements contracts*: contracts with clients that require the clients to purchase all or a minimum percentage of their requirements from the seller or supplier; and
- *Exclusive dealing arrangements*: agreements under which sellers or suppliers condition sales or terms of sales on an understanding that the purchaser will not use a competitor.

#### ***Practice Guidance for Dealings with Client and Vendors***

- **Do not** condition the sale of one Rimini Street product or service upon a client's purchase of another Rimini Street product or service, unless the Legal Department has previously approved such arrangement. Refusing to sell a product or service unless a client purchases another product or service may raise legal concerns, and any proposal to require multiple products and/or services to be purchased together must be approved by the Legal Department. On the other hand, offering

a bundling discount (i.e., a package of products or services at a reasonable discount from the price to purchase those products or services separately) is generally acceptable.

- **Do** discuss with the Legal Department any plan to offer or enter into an agreement that establishes exclusivity, whether in terms of requirements, number of purchases, or price.

## **Policy Compliance**

Strict compliance with this Policy is required. All managers are responsible for enforcement of and compliance with this Policy, including its communication to their employees. Anyone who does not comply with this Policy shall be subject to disciplinary action, up to and including termination, to the extent permissible under local law. In addition, the penalties for violating the antitrust laws are severe. For example, individuals who violate the antitrust laws of various countries face imprisonment, as well as substantial fines and penalties. Employers may not reimburse fines imposed on individuals for such violations. In addition, Rimini Street could be held responsible for violations by its employees and face substantial fines, penalties, and other serious consequences.

## **Seeking Guidance and Reporting Concerns**

This Policy cannot address every possible situation that you might encounter in your daily work. If you cannot find an answer in this Policy or if you have questions about how to interpret this Policy, ask for help. Because antitrust and competition laws are complex and vary from country to country, you should consult with the Legal Department regarding the application of antitrust and competition laws, dealings with competitors, as well as certain arrangements with clients and vendors, as explained in this Policy. Contacts to the Legal Department relating to this Policy should be directed to the [Director & Managing Counsel, Litigation & Competition](#).

If you are aware of an actual or suspected violation of this Policy or the law, you must report it so it can be addressed. Such reports may be made to the Legal Department. Rimini Street prohibits any form of retaliation for reporting a suspected violation of this Policy in good faith.

You may 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 ask questions and report concerns by contacting Rimini Street's Ethics & Compliance Practice Group of the Legal Department by emailing [ethics@riministreet.com](mailto:ethics@riministreet.com).

### **Remember ...**

If you have questions or need advice regarding what is and is not acceptable under Rimini Street's *Antitrust Compliance Policy* or applicable antitrust and competition laws, you should contact the Legal Department.