



Revision 1.1



Fortasa Anti-Corruption Policy Document



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1 PURPOSE

Fortasa Memory Systems, Inc. ("FORTASA") is dedicated to upholding a culture of ethical adherence. FORTASA's directive is to enforce high ethical standards by managing our business efforts in a principled and upright manner. Our collective integrity is anchored in the honesty, fairness, and ethical conduct each employee brings to their role.

We are required to adhere to the anti-corruption regulations, including the United States Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act, and any other pertinent anti-corruption statutes ("Anti-Corruption Regulations"). These regulations may affect our global operations, regardless of where the laws originate or where our activities are conducted.

2 SCOPE

This Policy is binding for FORTASA, encompassing its executives, board members, workforce, partners in ventures, and any Business Associate representing FORTASA. Everyone involved is obligated to understand, respect, and report any infractions of this Policy.

3 ANTI-BRIBERY AND CORRUPTION LAWS

Bribery is illegal under U.S. and international law and may lead to substantial criminal sanctions as well as reputational harm to FORTASA and any individual involved. FORTASA complies with all Anti-Corruption Laws applicable to the jurisdictions in which it does business, including, but not limited to, the FCPA and the UK Bribery Act. The FCPA applies to all elements of a U.S. business and makes it unlawful to provide anything of value to a foreign government official in order to obtain or retain business. The UK Bribery Act criminalizes both providing and receiving a bribe, and applies to both bribery of foreign government officials as well as commercial bribery. Under these anti-corruption laws, FORTASA is responsible for payments made by FORTASA itself and may be held responsible for payments made by a Business Partner on FORTASA's behalf.

Not all bribery takes the form of cash payments or commissions. Bribery can involve anything of value. For example, gifts, hospitality, favors, meals, travel and related expenses, honoraria, entertainment, tickets to entertainment or sporting events, and even some charitable donations, may qualify as bribes or improper payments.

In addition, not all Government Officials work for a government. A “**Government Official**” under certain laws and for purposes of this Policy means any official or employee of any national, state, provincial or local government, or public body, or any department, agency, body or instrumentality thereof or of a public international organization, or any person acting for or on behalf of any of the foregoing, or any political party or party official, any political candidate, or any person working for a political party or for a candidate for a political office. Employees of commercial enterprises controlled or partially owned by a government are Government Officials under the FCPA and other Anti-Corruption Laws.

The term “Business Partner” includes agents, contractors, partners, joint ventures or similar entities, distributors, manufacturer or sales representatives, consultants, intermediaries, and any other third party acting for or on behalf of FORTASA anywhere in the world. In certain circumstances, a supplier may be a Business Partner.

Should you have a question concerning whether a person is a Government Official or a Business Partner, contact FORTASA’s Legal Department. Communications to FORTASA’s Legal Department can be sent to legal@fortasa.com.

Certain Anti-Corruption Laws, including but not limited to the FCPA, also require companies to maintain complete books, records, and accounts that accurately and transparently reflect the transactions and dispositions of the company, as well as internal controls sufficient to, among other things, provide reasonable assurances that transactions are executed and assets are accessed and accounted for in accordance with management’s authorization. Failure to follow these books and records provisions can create liability even if there is no proof of a corrupt payment.

4 POLICY

Aligned with our foundational principles of integrity and ethical conduct, FORTASA explicitly prohibits all officers, directors, employees, and Business Partners from engaging in any form of bribery or corruption. This prohibition extends beyond direct financial transactions to encompass any exchange of value that might be construed as an attempt to influence business outcomes unduly or to secure an unfair business advantage. Our global stance against corruption reflects our commitment to ethical business practices and legal compliance across all jurisdictions in which we operate, affirming our dedication to acting with integrity in all our business dealings.

Moreover, this Policy rigorously forbids indirect forms of bribery, ensuring that our representatives and partners act with the utmost integrity and transparency in all dealings. This includes a comprehensive prohibition against any actions or transactions that could indirectly influence government officials or private commercial counterparts for the purpose of obtaining any form of improper business advantage. Violations of this Policy not only contradict our ethical standards but also expose the individuals involved, as well as FORTASA, to significant legal and disciplinary repercussions, reinforcing our unwavering commitment to maintaining the highest standards of ethical conduct and legal compliance.

5 RULES

A. Interacting with Government Officials and Making Political or Charitable Contributions.

In all situations, before (1) offering any gift, entertainment or anything of value to a Government Official, or (2) making a political or charitable contribution on FORTASA's behalf, or (3) meeting with a foreign Government Official on FORTASA's behalf (which includes all visits to a FORTASA site by a foreign Government Official), FORTASA employees must:

1. complete the appropriate form,
2. have the form approved and signed by a senior management person,
3. submit the form to FORTASA's Legal Department at legal@fortasa.com, and
4. obtain prior written approval from the Legal Department.

In lieu of using **Form A**, **Form B**, or **Form C** described below, a FORTASA employee may make the respective request by sending an email to FORTASA's Legal Department with the material information requested in the respective form, being certain to have on copy a senior local management person.

If a situation arises where the entertainment, meeting and/or visit involving one or more foreign Government Officials occurs when prior written approval was not feasible, employees must fill out and submit to the Legal Department, the appropriate Compliance Form as soon as reasonably practical after the fact and include an explanation as to why prior written approval was not obtained.

Business Courtesies. FORTASA's business decisions must be made objectively, without influence by gifts or favors. While certain business courtesies may be considered a routine part of business, they can present risk to FORTASA. Under this Policy, FORTASA may extend modest gifts, meals, entertainment, travel, or anything of value to a Government Official or private individual as long as the business courtesy is lawful and directly related to promotion or demonstration of FORTASA's products or services, or in performance of a particular FORTASA contract. Business courtesies must never be lavish or given too frequently. Meals and entertainment may only be given if an FORTASA officer, director, employee, joint venture partner or Business Partner is also in attendance. All business courtesies must be given openly and without any expected action in return, appropriate for the occasion, permitted under applicable laws and by the recipient's organization, accurately recorded in FORTASA's books and records, and in accordance with FORTASA's Code of Conduct. Gifts of cash or cash equivalents are never permitted.



If you intend to provide business courtesies to a Government Official or private individual, you must complete **Compliance Form A** and seek advanced approval from FORTASA's Legal Department.

Charitable Contributions. A charitable contribution is any payment or other support given to a charitable organization or to a formal entity organized to provide a public benefit. Charitable contributions may help FORTASA generate goodwill and give back to the communities in which it operates. Charitable contributions must never be given with the intention of obtaining or retaining business or gaining an improper advantage for FORTASA. FORTASA only works with charities that have been vetted to ensure that they are legitimate, reputable and will not be used as a conduit for an improper payment. Charitable contributions must be accurately recorded in FORTASA's books and records, and require prior approval by FORTASA's Legal Department. If you intend to make a charitable contribution using FORTASA funds or resources (including allowing FORTASA facilities to be used by Government Officials), or on behalf of FORTASA, fill out **Compliance Form B**. Charitable contributions made in lieu of tax payments and in compliance with government regulations will not require **Compliance Form B** provided that appropriate documentation is provided from the governmental authorities and the required approval pursuant to the FORTASA internal spending authority is received.

Political Donations. Business contributions to political campaigns are strictly regulated by federal, state, local and foreign law in the United States and other jurisdictions. This Policy prohibits FORTASA from making any political contributions, including any such contribution to a political party or candidate for political office, for or on FORTASA's behalf, without written authorization of the Legal Department, in accordance with FORTASA's Code of Conduct and all applicable laws and regulations. This restriction includes campaign appearances on FORTASA premises by candidates for political office. Any approved political contribution for or on FORTASA's behalf must be accurately recorded in FORTASA's books and records. If you intend to make political contributions using FORTASA funds or resources (including allowing FORTASA facilities to be used by Government Officials), or on behalf of FORTASA, fill out **Compliance Form B**.

In-Person Meetings with Foreign Government Officials. More than one FORTASA representative is required to be present at each in-person meeting with foreign Government Officials unless a prior written exception has been received. After all in-person meetings with foreign Government Officials, employees attending such meeting must prepare minutes explaining in reasonable detail what transpired in the meeting and submit a copy of the minutes to FORTASA's Legal Department. In certain situations of recurring, routine interactions with foreign Government Officials, employees can request a written exception from FORTASA's Legal Department to the requirement to have more than one FORTASA representative present and/or the requirement to obtain pre-approval from FORTASA's Legal Department for each recurring meeting and/or to prepare minutes, provided that approval for each meeting is received from the site's Legal Department. For in-person meetings with foreign Government Officials on FORTASA's behalf or visits from foreign Government Officials to a FORTASA site, fill out **Compliance Form C**.



Business Partners in connection with their work for or on behalf of FORTASA are prohibited from giving any form of gift or entertainment or any other thing of value to a Government Official, regardless of the value, and may not make political or charitable contributions of any nature on behalf of FORTASA.

B. Interacting with Non-Government Officials.

Occasional business gifts to, and entertainment of, people who are not Government Officials in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of FORTASA's business.

However, these gifts and/or entertainment should be infrequent, their value should be modest, and they should not be given if the recipient is not permitted to accept them under applicable laws, policies, rules, or standards. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.

C. Business Partners - Choosing Others to Act for or on Behalf of FORTASA.

FORTASA may retain Business Partners to conduct business or perform services on its behalf. The retention of Business Partners can pose corruption risks, especially when the Business Partner is likely to interact with Government Officials on FORTASA's behalf. Prior to engaging a Business Partner, and again periodically throughout the life cycle of the relationship between FORTASA and that Business Partner, FORTASA must undertake appropriate, risk-based anti-corruption due diligence. Due diligence may include consideration of factors such as the Business Partner's reputation and qualifications for the specific services for which they are retained, the manner and reasonableness of compensation, and the relationship, if any, between the Business Partner's owners and employees and any Government Officials.

Employees responsible for engaging Business Partners must (i) evaluate the qualifications and reputation of Business Partners, including their government ties, (ii) take steps to ensure that the Business Partners understand and agree to abide by this Policy, and (iii) include appropriate provisions in agreements with Business Partners designed to protect FORTASA from violations of this Policy. No Business Partner may be retained or partnered with unless adequate due diligence has been completed and the prior written approval of the Legal Department Officer has been obtained. The Legal Department will provide appropriate contractual provisions and may provide training and monitoring procedures where deemed appropriate.

Before engaging with any Business Partner, FORTASA employees must comply with FORTASA's diligence program for Business Partner engagement. The site Legal Department may grant a deviation from the required diligence program when circumstances warrant a deviation.

Examples of warning signs, or “Red Flags” that indicate that a Business Partner may be more likely to make improper payments or otherwise violate this Policy include:

- o The Business Partner will work in a country known for corruption.
- o The Business Partner is or has a close relative who is a Government Official in a position to influence decisions or business in favor of FORTASA.
- o The Business Partner does not have in-country support services.
- o The Business Partner was recommended by a Government Official.
- o The Business Partner refuses to provide sufficient documentation or explanation of its activities and expenses.
- o The Business Partner requests cash or payments to offshore accounts or to third parties.
- o The Business Partner makes suspicious assurances such as “things will be taken care of.”
- o The Business Partner refuses to adhere to FORTASA’s diligence program or provide other documents requested by FORTASA.

D. Accounting Controls.

No payment shall be made, or other transaction entered into, for or on behalf of FORTASA, without proper approval consistent with FORTASA’s policies and procedures. Likewise, FORTASA funds, assets, or services may not be used for any purpose that is unlawful under the laws of any applicable jurisdiction. Complete and accurate records (including expense reports) must be maintained of all transactions, including transactions that directly or indirectly relate to Government Officials and Business Partners. Additionally, no undisclosed or unrecorded funds or assets of FORTASA shall be established, and no false or artificial entries shall be made in FORTASA’s books or records.

D. Reporting Obligations.

All FORTASA employees and Business Partners have a responsibility to report suspected or actual violations of this Policy and any applicable law, including but not limited to the FCPA, no matter how seemingly insignificant the violation may seem. Additionally, any request for a bribe must be reported. If an FORTASA employee or Business Partner becomes aware of a possible or actual violation, he or she must immediately raise the concerns to a supervisor, FORTASA’s Legal Department, or the Corporate HR Department. Employees and Business Partners do not need to prove or be sure that a violation occurred to report it.



No retaliatory action will be taken against any person who, in good faith, reports any suspected violation of this Policy and/or any applicable law or who participates in any investigation of the matter. If an employee believes that he or she has been subject to any such retaliation, such employee should immediately make a report to FORTASA's Legal Department, or the Corporate HR Department. Reports of violations or retaliation will be immediately investigated, and appropriate remedial action will be taken.

6 ADDITIONAL INFORMATION

Questions about and further guidance with respect to this Policy should be directed to FORTASA's Legal Department. Communications to FORTASA's Legal Department can be sent to legal@fortasa.com.



7 REVISION HISTORY

Revision	Date	Description	Author
1.0	9/14/2018	Initial Release	Joanne Brown
1.1	6/8/2023	Update	Joanne Brown