

REVISION HISTORY

DATE	DESCRIPTION	REVISION
07/10/2019	POLICY CREATED – GARY CHALLBURG	1.0

Foreign Corrupt Practices Act Policy

InMoment, Inc. – July 2019

1. **POLICY/PURPOSE** InMoment is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA) and other laws that prohibit improper payments. This policy prohibits bribery and other improper payments in the course of InMoment's business operations and sets out responsibilities for ensuring compliance with this policy (Policy).
2. **INDIVIDUALS COVERED BY THIS POLICY** This Policy covers all of InMoment's directors, officers, employees, agents, franchisees, and business partners.
3. **RESPONSIBILITY FOR ADMINISTRATION** InMoment's Compliance Officer and Compliance Committee shall administer this Policy.
4. **PROCEDURES**
 - a. **The FCPA Generally.** The FCPA makes it unlawful to bribe a foreign official to gain an improper business advantage. An improper business advantage may involve efforts to obtain or retain business, as in the awarding of a government contract, but also can involve regulatory actions such as licensing or approvals. Examples of prohibited regulatory bribery include paying a foreign official to ignore an applicable customs requirement or to accelerate a tax refund. A violation can occur even if an improper payment is only offered or promised and not actually made or the result benefits someone other than the giver (for example, directing business to a third party). Also, it does not matter that the foreign official may have suggested or demanded the bribe, or that a company feels that it is already entitled to the government action.

A foreign official under the FCPA can be essentially anyone who exercises governmental authority. This includes any officer or employee of a foreign government department or agency, whether in the executive, legislative or judicial branch of government, and whether at the national, state or local level. Officials and employees of government-owned or controlled enterprises also are covered, as are private citizens who act in an official governmental capacity. The FCPA prohibition also applies to political parties and candidates, and to officials of public international organizations such as the United Nations. Foreign official status may often, but not always, be readily apparent. In some instances, individuals may not consider themselves officials or be treated as such by their own governments but still perform the types of functions that would make them a foreign official for purposes of the FCPA.

- b. **What does the FCPA Prohibit?** The FCPA prohibits offering, promising or giving anything of value to a foreign official to gain an improper business advantage. In addition to cash payments, anything of value may include:
- i. Gifts, entertainment or other business promotional activities;
 - ii. Covering or reimbursing an official's expenses except;
 - iii. Offers of employment or other benefits to a family member or friend of a foreign official; or
 - iv. Contributions to a political party, candidate, or even a charitable organization.
- c. **What Payments Are Allowed Under the FCPA?** The FCPA does not prohibit payments for routine government action, including expediting fees that do not involve discretionary action by foreign officials. Some examples of routine government action include:
- i. Obtaining permits, licenses or other official documents that qualify a person to do business in a foreign country;
 - ii. Processing governmental papers such as visas;
 - iii. Providing police protection or mail service;
 - iv. Scheduling inspections associated with contract performance;
 - v. Providing phone, power or water service;
 - vi. Loading or unloading cargo, or protecting perishable products from deterioration; or
 - vii. Other similar actions that are ordinarily and commonly performed by an official.
- Additionally, the FCPA does not prohibit payments that are explicitly legal under the laws of a foreign country, or reasonable travel and lodging expenses incurred by or on behalf of a foreign official that is directly related to the promotion, demonstration, or explanation of products or services the execution or performance of a contract with a foreign government or agency.
- d. **FCPA Responsibilities** Employees and directors. InMoment's employees and directors engaging in international work for InMoment's benefit, regardless of location or position, have an obligation to:
- i. Abide by the FCPA and all applicable corruption related laws, both foreign and domestic;
 - ii. Be familiar with applicable aspects of this Policy and communicate them to subordinates as appropriate;

- iii. Ask questions if the Policy or action required to take in a particular situation is unclear;
 - iv. Properly manage and monitor business activities conducted through third parties;
 - v. Be alert to indications or evidence of possible wrongdoing;
 - vi. Accurately record and account for all transactions that could have FCPA implications;
 - vii. Participate in all FCPA training mandated by the Compliance Officer;
 - viii. For any other action that potentially implicates the FCPA, especially including the making of payments to people or entities abroad, a senior employee who is knowledgeable about the FCPA must review the action; and,
 - ix. Promptly report violations or suspected violations to either the General Counsel or Compliance Officer. 2. Business partners, vendors, and franchisees working outside of the United States.
- e. **InMoment's business partners, vendors, and franchisees working outside of the United States have an obligation to:**
- i. Abide by the FCPA and all applicable corruption related laws, both foreign and domestic;
 - ii. Provide appropriate FCPA training and oversight to employees;
 - iii. Accurately record and account for all transactions that could have FCPA implications; and,
 - iv. Promptly report to InMoment's General Counsel or Compliance Officer any FCPA violations or suspected violations that could directly affect or implicate InMoment. InMoment's General Counsel's Office can be reached (801) 743-7341.
- f. **Training** InMoment's Compliance Officer will identify employees whose work implicate the FCPA and make FCPA compliance training available as deemed appropriate.
- g. **Due Diligence in Hiring, Paying, and Contracting** InMoment performs due diligence of its agents and partners, both before and, from time to time, after retention. Contracts made with foreign individuals, government entities, or businesses and contracts made with domestic individuals, government entities, or businesses for work to be performed in foreign countries should contain appropriate anti-corruption provisions.

- h. **Accounting** Special care must be exercised when transactions may involve payments to foreign officials. Off the-books accounts should never be used. Approved facilitation or other payments to foreign officials should be promptly reported and properly recorded, with respect to purpose, amount and other relevant factors. Requests for false invoices or payment of expenses that are unusual, excessive or inadequately described must be rejected and promptly reported. Misleading, incomplete or false entries in The InMoment books and records are never acceptable. The Internal Audit Department may periodically review InMoment's internal controls for FCPA compliance, comment on their efficacy, and suggest controls and procedures that should be implemented based on industry best practices.
- i. **Investigations** InMoment, under the direction of the Compliance Officer, will investigate suspected FCPA violations, cooperating with outside firms and government agencies as deemed necessary or appropriate.
- j. **Disciplinary Procedures** Violations of this policy will result in corrective action that may include, but is not limited to, verbal or written warnings, suspension from work, or termination. Violations could also result in criminal and civil charges in the United States or abroad, with significant penalties if an employee or InMoment is convicted. InMoment also could face civil litigation and serious harm to its reputation as a result of FCPA violations. Employees who are convicted of FCPA violations also could face imprisonment.
- k. **Reporting** Violations InMoment has a system for raising concerns and reporting violations of the Code of Conduct. All employees are expected to report suspected Code violations. The reporting system, described in the Code of Conduct, provides multiple reporting channels and allows those reporting to remain anonymous if so desired. InMoment forbids retaliation against those who, in good faith, report concerns or participate in investigations. We encourage you to speak out if you have any questions or concerns. InMoment's General Counsel's Office (801) 743-7341.