



Brightstar Lottery PLC
Anti-Corruption Compliance and Ethics (ACE)
Policy

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Guiding Principle: Brightstar forbids using a third party to circumvent this Policy. Brightstar could be held liable for the corrupt actions of a third party with whom we work.

Gifts, Meals, Entertainment, and Travel for Government Officials

Guiding Principle: No gifts, meals, entertainment, travel or any other item of more than nominal value may be provided by Brightstar (or by a third party) to a government official without pre-approval.

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Guiding Principle: Brightstar does not use charitable or political contributions to improperly influence government officials or obtain business advantages from them.

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Guiding Principle: In limited situations, Brightstar may make payments in response to threats to the health and safety of our employees.

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Guiding Principle: Everyone at Brightstar is responsible for understanding and complying with this Policy, which can only be successfully implemented if we all work together.



A Message from the CEO and General Counsel

Brightstar is a global company operating in a complex and highly regulated business environment, and our employees live and work in countries all over the world.

No matter where we live or do business, we are committed to winning business the right way by conducting ourselves with integrity and maintaining the highest ethical standards in all we do. Brightstar is committed to acting with honesty and in good conscience in all our business activities, whether we are dealing with government officials, customers, or any third party.

All directors, officers, and employees of Brightstar and its subsidiaries and third parties working on our behalf must be aware of and comply with all applicable anti-corruption laws, as well as with Company policies regarding those laws.

Brightstar's Anti-Corruption Compliance and Ethics (ACE) Policy, along with our **Code of Conduct**, will help guide us to continue to do business with integrity and with high ethical standards.

I ask that you take the time to fully understand this Policy and conduct your activities in compliance with it.

- Vincent Sadusky, CEO

Brightstar's reputation as a responsible and ethical supplier of lottery products and services is critical to our success. Each of us must earn that reputation, every day, in the way we conduct our business.

Global compliance with anti-corruption laws, and our related policies and procedures, are fundamental cornerstones to protecting our reputation. A single improper act by one person can destroy the reputation earned by the hard work and integrity of many. Protecting our reputation requires a commitment from each of us to consistently operate our business the right way.

This Policy is designed to provide you with the knowledge, guidance, and resources you need to:

- ***Maintain our high ethical standards,***
- ***Comply with anti-corruption laws, and***
- ***Effectively deal with challenges you might confront in doing business globally.***

If you have any questions about this Policy or any related issues that arise, immediately contact your supervisor, and seek advice from the Brightstar Legal Department.

-Christopher Spears, General Counsel

The Basics

Guiding Principle: Brightstar forbids our directors, officers, employees, and third parties from offering or giving to any person, or soliciting or accepting from any person, bribes, kickbacks, or any other improper benefits. Brightstar prohibits bribery in any form to or from any person.

Broadly speaking, this Policy prohibits official bribery, which is:

- offering, paying, promising, or giving
- anything of value
- to a government official
- to improperly influence functions performed in the course of that official's employment
- to obtain or retain business or to obtain an improper business advantage

Brightstar also prohibits bribery in the private sector, which is known as commercial bribery. Commercial bribery is discussed in more detail in “**Commercial Bribery**” below.

FAQs

Q: What is “anything of value?”

A: Anything of value can literally be anything. Cash, cash equivalents (such as gift cards), gifts (such as bottles of wine), meals, entertainment of any kind (such as tickets to sporting events), travel, charitable donations, offers of employment, and personal favors or other advantages are examples of the many types of things that would qualify as “anything of value”.

Q: Who is a “government official”?

A: The term should be construed broadly. It includes any official or employee of (i) a government at any level (national, state, provincial or local) and any branch (executive, legislative or judicial), (ii) a public or state-owned enterprise, (iii) a foreign political party, or (iv) a public international organization (such as an employee of the World Bank). It also includes a candidate for a public office. Below is a non-exhaustive list of people who should be treated as government officials for purposes of this Policy:

- Government regulators who grant lottery licenses
- Government officials or government employees who conduct lottery and other public procurements.
- Directors, officers and employees (regardless of position or level) of entities owned or controlled by, or legally affiliated with, a government.
- Members of royal families who have official responsibilities.
- Candidates for political office.
- Journalists of state-owned or controlled media.
- Anyone acting on behalf of any government entity.
- Tribal Officials
- Government official in their capacity as a representative of a non-government organization or entity (i.e., a government official who also holds a position in a political party or other non-government entity).

Q: What does “improperly influence” mean?

A: An offer, payment or gift should not be intended or have the ability to influence the person receiving the offer, payment or gift to *misuse* his or her position for the giver's benefit. Many anti-corruption laws do not set a monetary threshold to determine when a gift or item of value is designed to improperly influence the receiver.

Q: What constitutes a “business advantage”?

A: The term “business advantage” is to be construed broadly. It includes not only winning contracts and contract extensions but also obtaining anything else that could help our business. Examples of things that could help our business include:

- Procuring licenses, permits and approvals;
- Securing product compliance certifications;
- Gaining access to non-public procurement information or otherwise influencing a procurement process;
- Terminating or ensuring a favorable outcome of an investigation or enquiry;
- Obtaining permission to admit products or people into a country;
- Evading or reducing taxes, duties, or administrative fines; and
- Attaining a favorable decision in a lawsuit.

Q: Does this Policy prohibit the giving of items of truly nominal value to government officials?

A: No. Unless restricted by local law, customer policy or contractual restrictions in our customer's contract, giving an item of truly nominal value, such as providing tea, coffee, a sandwich, snack or other refreshment to a government official at Brightstar's premises during the course of a business meeting, or handing out standard promotional materials, such as a mug or shirt with the Brightstar logo, at a trade show, is unlikely to improperly influence a customer or official and is therefore not prohibited by this Policy. For any item of more than nominal value, you must obtain prior approval following the “GET GO Process” outlined in **“Gifts, Meals, Entertainment, and Travel for Government Officials”** below.

Q: Why is this Policy not limited to “foreign government officials”?

A: Brightstar is incorporated under the laws of England and Wales and is listed on the New York Stock Exchange. As such, we must comply with the United Kingdom Bribery Act 2010 (“UKBA”) and the U.S. Foreign Corrupt Practices Act (“FCPA”) everywhere we do business around the globe. We must also comply with the anti-corruption laws of the countries in which we do business. Some of these laws, like the FCPA, only apply to official bribery, whereas other laws, like the UKBA, also prohibit bribery in the private sector (commonly referred to as “commercial bribery”). Although these various laws might differ in certain ways, this Policy is designed as a baseline to help us comply with all of them.

Q: Is an Brightstar contractor or “third party” covered by this Policy?

A: They can be. Brightstar retains third parties to help with business activities and many of those third parties are engaged to represent Brightstar or act on Brightstar's behalf. The important thing to keep in mind is that Brightstar can be held liable for the acts of its third parties. The types of third parties Brightstar engages is quite extensive and varied so it is essential that we do our best to ensure that Brightstar's third parties do not take any actions which Brightstar could not take directly. Accordingly, the procedure for identifying which third parties are subject to this Policy and for initiating and obtaining approval of a third party should be followed and is set forth in **Brightstar's Third Party Due Diligence Process**.

***Guiding Principle:** Brightstar forbids using a third party to circumvent this Policy. Brightstar could be held liable for the corrupt actions of a third party with whom we work.*

Under anti-corruption laws, Brightstar may be held liable not only for our own actions but also for the actions of third parties with whom we work, such as distributors, suppliers, subcontractors, sales agents, consultants (both government relations and others), customs clearance brokers, advisors, vendors, and joint venture partners. As you read through this Policy, therefore, remember that anti-corruption prohibitions also apply to third parties and we cannot use a third party to try to accomplish anything we cannot do directly.

FAQ

Q: If one of Brightstar's distributors bribes a government official to help it sell Brightstar products, can Brightstar be held responsible for that bribe?

A: Yes. Under the FCPA, both you and Brightstar could be held responsible for the bribe if you knew or were aware of a "high probability" that the distributor intended to pay it. Similar rules apply under other anti-corruption laws.

Gifts, Meals, Entertainment, and Travel for Government Officials

***Guiding Principle:** No gifts, meals, entertainment, travel, or any other item of more than nominal value may be provided by Brightstar (or by a third party) to a government official without pre-approval.*

Taking a customer to dinner or an event or giving a customer a gift that is suitable for the occasion may be an appropriate way to help build or reinforce a customer relationship. At times, we may wish to bring a customer to an Brightstar facility or event to promote, demonstrate, or explain our products and services, to provide training, or to sign a contract.

When reasonable, moderate, appropriate, and permitted by applicable local law, Brightstar may give a gift to a customer or pay for a customer's meal or travel expenses, even when the customer is a government official. However, gifts, meals, entertainment, or travel that are lavish or expensive or that do not serve a legitimate business purpose can cross the line from being an appropriate business expenditure to being a bribe.

To avoid even the appearance of crossing that line, when seeking to provide a government official with a gift, meal, entertainment, or other item of value, including paying for a government official's travel costs, you must comply **with Brightstar's Process for Gift, Meal, Entertainment, and Travel for Government Officials ("GET GO Process")**. Plan ahead for those instances when you think you may wish to provide a gift, meal, entertainment, or travel to a government official. **Leave sufficient time to seek appropriate pre-approval under the GET GO Process and do not promise to provide any item that requires pre-approval until that pre-approval has been obtained.**

In addition to complying with global anti-corruption laws and this Policy, we must also comply with local laws and regulations (which may prohibit even giving items of truly nominal value), customer policies, contractual prohibitions, and ethical rules regarding gifts, meals, entertainment, and travel in the jurisdictions in which we do business. You should also be sensitive to cultural norms and social practices where you conduct business. Do not give or provide anything that could be considered offensive or in poor taste or that could embarrass you, the customer, or Brightstar. If you would be embarrassed if your family, friends, or colleagues learned about your conduct or if your conduct made it onto the front page of the newspaper then you should avoid the conduct.

FAQs

Q: The jurisdiction where I do business has its own anti-corruption law. Do I need to comply with this Policy and the local law?

A: Yes, you must comply with this Policy in every jurisdiction. You must also comply with any additional laws at the federal, state, provincial, or local level that may apply in the country where you do business.

Q: Do I also need to comply with any anti-corruption obligations in contracts I manage?

A: Yes, in addition to complying with this Policy and with anti-corruption laws in the country where you do business, you must comply with any anti-corruption obligations in contracts you manage.

Q: In the country where I work, it is traditional to give a gift to a government official on a particular holiday. Am I allowed to give that gift without pre-approval?

A: No. Even if a gift or payment is customary or traditional in a particular country, you are still required by Brightstar's GET GO Process to obtain pre-approval before you give it.

Q: At an event such as a trade show or a "users conference" where Brightstar is promoting, demonstrating, or explaining its products and services, may I pay for moderate and appropriate meals for current and prospective customers who are government officials?

A: Generally, yes, but prior approval must be obtained under Brightstar's GET GO Process and it must be properly recorded as a legitimate business expense.

Q: I have received pre-approval under Brightstar's GET GO Process to pay the costs for a government official to travel to a Brightstar facility for a product demonstration. Does this mean that Brightstar will also pay for a "side-trip" for the customer to visit a nearby resort or tourist attraction?

A: No. Generally, you may entertain government officials while they are on business travel, so long as the entertainment complies with this Policy and the GET GO Process. The entertainment must be incidental to the trip and must not take up a substantial portion of the trip's agenda. As a general rule, the agenda for each day should contain at least 75% business activities and no more than 25% leisure activities. Examples of reasonable entertainment would be a two-hour bus tour of the city you are in, or an evening play or ordinary sporting event after a full day of business. Paying for day-long sightseeing outings, spa days, weekend side-trips to amusement parks or vacation areas, or inappropriate or adult entertainment for a government official is not permitted.

Charitable and Political Contributions

Guiding Principle: Brightstar does not use charitable or political contributions to improperly influence government officials or obtain business advantages from them.

Brightstar believes in corporate social responsibility and is committed to being a good citizen of the countries in which we do business. Under appropriate circumstances, this may include making a contribution, which includes a gift of money, a product or a service, to charitable organizations to support schools, health and human services initiatives, educational projects or the arts.

However, because a charitable contribution could be considered a thing of value to a government official or could be improperly directed by the charity to a government official, we must be sure that any charitable contribution is being made to a *bona fide* charitable organization for a proper purpose and not to improperly influence a government official. Contributions intended to improperly influence or obtain a business advantage from a government official are prohibited.

Requests for charitable contributions on behalf of Brightstar must be submitted and approved in advance by either the Brightstar Social Impact Committee ("SIC") (requests that are not government related or requested by a government official), or by the Government Affairs Committee ("GAC") and the Legal Department (requests that are government related or requested by a government official) pursuant to the Government Affairs Policy and the Approval Matrix for Corporate Public Affairs. For both approval processes you will be required to provide information to assist in the process.

You must notify the Global Government Relations Department and the Legal Department immediately if a government official requests a charitable contribution. Because a charitable contribution **made at the request of a government official** could be perceived as a bribe, even when a charity is the recipient, special care must be taken to review these requests.

Political contributions may be appropriate under certain circumstances. Political contributions intended to improperly influence or obtain a business advantage from a government official, a political candidate, a political party or organization, or a party official are prohibited. Contributions of Company funds or resources for the benefit of government officials, political candidates, political parties or organizations, or party officials must be approved in advance pursuant to **Brightstar's Government Affairs Policy** and the Approval Matrix for Corporate Public Affairs.

FAQs

Q: May I use my own funds to make a contribution to a charity, and do I need to seek pre-approval from Brightstar?

A: In most cases, employees are free to use their own funds to make charitable contributions, and if there is no relationship between the charity and your job responsibilities then there is usually no requirement to inform Brightstar. However, if you believe that there is a potential relationship between a personal contribution and a Brightstar business interest, you should contact Brightstar's Legal Department for guidance. You may not use your own funds to make a charitable contribution that would otherwise violate this Policy. Also, remember that you are responsible for complying with applicable laws and regulations when you make contributions with personal funds.

Q: What questions should I ask when considering whether a charitable contribution is being made for a proper purpose?

A: Before considering any charitable contribution, you should ask questions such as:

- What is the purpose of the contribution?
- Is the payment at the request of a government official?
- Is the charitable organization associated with a government official or his or her family or close friends?
- Is the intended recipient of the contribution a legitimate charitable organization?
- Is the contribution conditioned upon receiving business or other benefits?
- Is the payment consistent with Brightstar's internal guidelines on charitable giving?

Q: What should I do if a political contribution is being requested in connection with a procurement by a government for products or services?

A: It is not permissible to make political contributions for improper purposes and you must immediately disclose this to Brightstar's Legal Department and the Global Government Relations Department.

Hiring

Guiding Principle: Brightstar hires on merit, not to curry favor with government officials.

Brightstar hires strictly on merit. We seek to hire talented, hard-working people who share our commitment to integrity, trustworthiness, and high ethical standards. Hiring decisions are made strictly in accordance with Brightstar Human Resources policies and are never made to improperly induce a government official to benefit Brightstar. Because employment, consulting arrangements and internships can be considered “things of value” under anti-corruption laws, we must be cautious when seeking to fill these roles with a government official, his or her immediate family member, or his or her close associate. Hiring any such individual must be pre- approved by the Brightstar Legal Department.

FAQ

Q: A government official attending a Brightstar product demonstration asked if we would give her son an unpaid internship. Can we do that?

A: Even though the internship would not directly benefit the government official, it is a thing of value and could be considered an indirect benefit for the government official. Providing even an indirect benefit to a government official is prohibited unless proper procedures are followed. Here, the government official’s son would have to go through the normal internship hiring process and be judged on his merit, with no special consideration given because of his familial relationship. Brightstar’s Legal Department must also review and approve the hiring.

Third Parties

Guiding Principle: No third party may be engaged or begin any work (whether formally or informally) on Brightstar’s behalf until Brightstar’s Third Party Due Diligence Process is reviewed and completed, as required.

Brightstar retains third parties to help us with our business activities. These arrangements can be beneficial and can fulfill a legitimate business need. However, under the anti-corruption laws, Brightstar could be held liable for the acts of our third parties. It is therefore essential that we do our best to ensure that our third parties do not take any actions which we could not take directly. The procedure for identifying which third parties are subject to this Policy and for initiating and obtaining approval of a third party should be followed and is set forth in Brightstar’s Third Party Due Diligence Process.

For every third party engagement:

1. There must be a legitimate business purpose and rationale for engaging the third party;
2. Before being engaged, thorough due diligence must be conducted on the third party to ensure Brightstar only engages appropriate and qualified business partners;
3. The services, payment amounts and payment terms must be clear and transparent and benchmarked against legitimate market terms. Any agreement with a third party must accurately reflect such terms and contain appropriate anti-corruption clauses;
4. After being engaged, the third party must be monitored on an on-going basis and due diligence will be updated periodically to determine whether the engagement should continue; and
5. Payments to the third party must comply with the terms of the contract, be reasonable, and be supported by sufficient detail.

Our third parties are strictly prohibited from offering, promising, or giving anything improper to a government official on our behalf. We cannot under any circumstances offer or pay any non-standard discount or fee to a third party if we know or suspect that it will be used for a prohibited purpose. ***If you suspect that any third party may be offering, promising, or making improper payments, you should promptly notify Brightstar's Legal Department.***

Mergers & Acquisitions and Dispositions

Guiding Principle: Brightstar will apply this ACE Policy to Mergers & Acquisitions and, when appropriate, dispositions to ensure compliance with Anti-Corruption laws and regulations.

Brightstar will apply this ACE Policy to Mergers & Acquisitions and, when appropriate, dispositions in accordance with the following principles: (1) conduct thorough risk-based FCPA and anti-corruption due diligence on businesses being acquired; (2) ensure that Brightstar's Code of Conduct, this ACE Policy and related procedures apply as quickly as is practicable to acquired businesses; (3) train the directors, officers and employees of acquired businesses (and, when appropriate, train agents and business partners) on the FCPA and other relevant anti-corruption laws, Brightstar's Code of Conduct, this ACE Policy and related procedures; (4) conduct an FCPA-specific audit of all acquired businesses as quickly as practicable; and (5) disclose any corrupt payments discovered as part of its due diligence of acquired businesses. Brightstar will subject businesses being acquired and, if appropriate, the third parties of businesses being acquired, to the Brightstar Third Party Due Diligence Process. The foregoing shall also apply to businesses in which Brightstar receives an interest in connection with dispositions.

FAQs

Q: What kinds of questions should I ask when considering whether there is a legitimate business need for a third party?

A: Examples:

- When considering whether to retain a third-party sales agent, ask whether Brightstar already has sufficient internal sales staff to sell to the customer directly.
- When considering hiring a consultant, ask whether Brightstar is already sufficiently knowledgeable about the market or the sales opportunity to pursue business without outside help.

If the answer to these questions is “yes”, then Brightstar may not wish to proceed with the engagement being considered. If the answer is “no”, ask whether the third party has the required expertise for the project.

Q: What type of due diligence does Brightstar perform on third parties?

A: Brightstar assesses prospective third parties based on several anti-corruption risk factors. If you are involved in the decision to engage a third party, you will be required to obtain information about the proposed third party to assist in the due diligence process. When seeking to engage any third party, we conduct diligence to identify “red flags”. Any red flag should be immediately brought to the attention of Brightstar’s Compliance Department and Legal Department, which will investigate and assess all red flags. Brightstar’s Compliance Department in coordination with the Legal Department will determine the appropriate level of due diligence required under the circumstances.

Q: What are examples of “red flags” to look out for when considering engaging a third party?

A: Examples of red flags include:

- A government official recommended that Brightstar work with the third party.
- The third party is associated with relatives or close associates of a government official.
- The third party refuses to disclose its ownership structure.
- The third party lacks relevant experience or relies primarily on political contacts rather than expertise and effort to accomplish its objectives.
- The third party or an affiliate of the third party conducts business with government officials.
- The third party has requested fees that are significantly above or below the market rate for comparable work.
- The third party has requested that payments be made to a person not involved in the work, or to an offshore bank account or another unusual arrangement.
- The third party has asked to be paid in cash or that records not be kept of the payment.
- The third party has refused to agree to Brightstar’s standard anti-corruption contract provisions or to agree that it will abide by this Policy.
- The third party’s proposal does not completely or accurately describe the services for which it will be engaged.
- There are news reports, past convictions, or allegations or rumors that the third party has previously made improper payments or bribes.
- The third party has said or done something that suggests it might commit bribery.

Q: How should I monitor a third party to determine whether it is acting with the high ethical standards we expect and to identify whether any red flags have developed during our business relationship?

A: Frequently ask questions and keep written responses of the following:

- Has there been a change in the third party’s ownership that creates a red flag?
- Has there been a change in government that could result in the third-party having influence over government officials?
- Has the third party said or done anything that raises a red flag? For instance, has the third party requested an odd payment method or change in payment amount or suggested that it may be sharing a portion of its payment with someone else “to get the job done”?
- Have you heard rumors or read newspaper reports that call the third party’s trustworthiness or business ethics into question?
- If at any time you become concerned about a third party, you should immediately bring any concerns about the third party to the attention of Brightstar’s Compliance Department or Legal Department. In accordance with this Policy and Brightstar’s Third Party Due Diligence Process, Brightstar will periodically audit payments to third parties, update due diligence on third parties, including when a contract with a third party is up for renewal, and require the third party to re-certify that it is complying with anti-corruption laws and this Policy.

Q: What type of detail is required to support a payment to a third party?

A: All contracts, purchase orders, and statements of work must provide a reasonably detailed statement of the products or services for which payments will be made and must specify the amount that will be due for those products and services. For example, a contract providing generally for “consulting services” is not sufficient; a statement of work is required that identifies what services the consultant will perform. Line items for “special fees” may also warrant further scrutiny. See also, “Accurate Books and Records and Internal Accounting Controls” below regarding our obligation to keep accurate books and records and to follow internal accounting controls.

Facilitation Payments

Guiding Principle: Brightstar does not make facilitation payments or permit such payments to be made on its behalf.

“Facilitation payments” are payments made to low-level government officials to ensure or speed up the performance of routine, non-discretionary, duties or actions. Such payments are forbidden by the UKBA and, with few exceptions, are illegal in the countries in which they are paid. Accordingly, **Brightstar does not make facilitation payments or permit such payments to be made on its behalf.** In contrast, certain fees paid directly to a government agency according to a fixed fee and publicly available schedule, such as a set fee paid directly to a consulate to issue an expedited visa, are not considered facilitation payments and may be permissible. If you have any questions about facilitation payments, please contact the Brightstar Legal Department.

Threats to Health and Safety

Guiding Principle: In limited situations, Brightstar may make payments in response to threats to the health and safety of our employees.

Brightstar values the health and safety of our employees. Payments made in response to imminent threats of physical harm are generally not prohibited by anti-corruption laws or this Policy. However, payments made in response to threats of economic harm, such as a threat that business will not be awarded a contract or a contract will be cancelled if a payment is not made, are considered bribes and are prohibited by anti-corruption laws and this Policy. If you have any questions about any such payments, please contact the Brightstar Legal Department.

Commercial Bribery

***Guiding Principle:** Brightstar prohibits offering, promising, or paying a bribe to, or soliciting or accepting a bribe from, a commercial customer, supplier or other private sector business or individual.*

To maintain the highest ethical standards in all we do, and to comply with global anti-corruption laws, Brightstar also prohibits bribery in the private sector, which is known as commercial bribery. We prohibit offering or paying a bribe, directly or indirectly (such as through a third party), to a private sector customer, business partner, or other party. You should never provide a gift, travel, entertainment, or any other thing of value to any such person or entity to improperly induce the recipient to misuse his or her authority to benefit Brightstar. Any business courtesy should be reasonable and for a legitimate business purpose. We also prohibit soliciting or accepting a bribe from a supplier or other private-sector party. We will use good judgment and common sense when working with private sector businesses and individuals. Seek guidance from your supervisor or the Brightstar Legal Department if you have any questions about whether a proposed course of action would violate this Policy or be considered commercial bribery.

FAQs

Q: Is Brightstar's prohibition on commercial bribery required by law?

A: Some global anti-corruption laws, such as the FCPA, are limited to bribery of non-US government officials. Others, such as the UKBA, apply to all forms of bribery, whether domestic or foreign, public, or commercial. Other jurisdictions in which we conduct business may have laws that prohibit commercial bribery, including, for example, most U.S. states. To comply with all these laws, as well as Brightstar's own high ethical standards, we prohibit any offer, payment, or promise designed to improperly influence any person in any jurisdiction.

Q: Does the GET GO Process apply to private sector businesses or individuals?

A: No. The GET GO Process is designed to comply with laws prohibiting bribery of government officials. Most jurisdictions set more stringent standards for the types of gifts, travel, entertainment, and other forms of hospitality that their government officials may accept. This does not mean, however, that there are no limits on what you can provide businesses in the private sector. You are expected to use good judgment and to follow guidance from your supervisor when interacting with businesses in the private sector.

Accurate Books and Records and Internal Accounting Controls

***Guiding Principle:** All of Brightstar's transactions must be properly authorized and accurately recorded in Brightstar's books and records, and all of Brightstar's internal accounting controls must be followed.*

Brightstar is required to keep accurate books and records and to maintain a system of internal accounting controls sufficient to give reasonable assurance that transactions are properly authorized and accurately recorded. Transactions that are not properly authorized or accurately recorded by Brightstar may violate these requirements and could result in serious consequences for Brightstar and the individuals who fail to comply with these requirements.

A violation of this requirement does not depend on the legality or illegality of the underlying transaction — improperly recording or failing to properly authorize an otherwise legal transaction can be a violation of law. Accordingly, all Brightstar employees must obtain all required authorizations and provide accurate and complete information for Brightstar's books and records. Brightstar employees are prohibited from making false, inflated, artificial or otherwise misleading entries in Brightstar's books and records, including entries that fail to reflect improper transactions (e.g. kickbacks and bribes) and/or entries that are falsified to disguise improper transactions.

FAQs

Q: How do I properly document a reasonable, appropriate, and pre-approved lunch provided to a government official during the course of an all-day business meeting?

A: Follow Brightstar's GET GO Process. Among other things, you should retain the receipts and accurately fill out all required forms, including accurately stating the name and title of the government agency with which the guest is affiliated. Even though the lunch itself is not a bribe (because it was reasonable, appropriate and for a legitimate business purpose), intentionally omitting or inaccurately stating the guest's governmental affiliation on any form violates this Policy and could be illegal.

Q: One of our consultants asked me to characterize half of his consulting fee as "reimbursement for expenses". I know that the country in which he works has very high income taxes and that this will result in significant tax savings for him. May I do this to help him out?

A: No. This would result in a false book and record entry because the payment would not accurately reflect the work performed. The payment should be characterized as having been made entirely for consulting services. (The consultant's request to mischaracterize a portion of his payment is also a "red flag" that should be reported to Brightstar's Legal Department and Compliance Department. See "Third Parties" above.)

Training

Guiding Principle: Brightstar will provide training on anti-corruption laws and this Policy.

Every director, officer, and employee is responsible for understanding this Policy, the **Brightstar Code of Conduct**, the **GET GO Process**, and the **Third Party Due Diligence Process**. Brightstar requires specified employees to complete anti-corruption training on a periodic basis and to certify completion of that training. Employees will also be required to certify compliance with this Policy. Where appropriate, Brightstar will also require training of and certification by third parties with respect to this Policy.

Preventing, Reporting and Investigating Violations and Non-retaliation

Guiding Principle: We all have a duty to prevent bribery and violations of this Policy and to report and fully cooperate with investigations of any attempted, suspected, potential or actual violations of this Policy. Brightstar will not retaliate or permit retaliation against anyone who reports suspected misconduct in good faith or who cooperates with an investigation.

Brightstar is committed to preventing, detecting, and remediating any improper conduct. To help us in these efforts, you should promptly report any attempted, suspected, potential, or actual violations of this Policy, whether by an Brightstar employee or a third party, to Brightstar's Legal Department or Brightstar's Compliance Department or to the Integrity Line. In accordance with Brightstar's **Whistle Blower Policy** and **Code of Conduct**, no employee will be retaliated against for reporting misconduct in good faith or cooperating in the investigation of improper conduct.

Reporting Suspected Misconduct

All reports should be directed to Brightstar's Legal Department or Compliance Department.

- Legal Department: legal@brightstar.com
- Compliance Department: compliance@brightstar.com

Alternatively, employees and third parties may anonymously call the Integrity Line:

- From the United States and Canada call: 1-888-807-4832
- From Italy call: 800870012
- From China call: 4008811459
- From all other locations, first call the country-specific AT&T Direct Access Code found at <https://www.business.att.com/bt/access.jsp> and then call 888-807-4832.
- In addition, one may access the Integrity Line online portal at <https://integrityline.org>

All calls to the Integrity Line are confidential.

Discipline

Guiding Principle: Brightstar will not tolerate violations of this Policy or any anti-corruption law.

Compliance with this Policy and the policies and processes referenced herein is mandatory, and non-compliance will be grounds for disciplinary action. Compliance with this Policy and the policies and processes referenced herein may be considered as a factor in promotion and compensation decisions, and, under certain circumstances, non-compliance may result in adverse employment actions, including termination of employment.

Seeking Advice

Guiding Principle: When any question or uncertainty arises with respect to this Policy, it is your obligation to seek guidance.

Deciding whether making a particular payment or providing a particular thing of value is allowable may depend on unique facts and surrounding circumstances. While this Policy provides general basic guidance, it does not anticipate the many questions that may arise in this area. Brightstar is committed to helping you make appropriate decisions when those questions arise. *When any question or uncertainty arises with respect to this Policy, it is your obligation to seek guidance from the Brightstar Legal Department.*

Program Responsibility

Guiding Principle: Everyone at Brightstar is responsible for understanding and complying with this Policy, which can only be successfully implemented if we all work together.

The Brightstar Legal Department will be responsible for administering this Policy including: Overseeing the consistent administration and enforcement of this Policy; Investigating reports of suspected violations of anti-corruption laws or this Policy and ensuring that Brightstar has taken all reasonable steps to respond appropriately in the event a violation is detected to prevent similar violations from occurring, including reporting the conduct to the Board of Directors or an appropriate board committee; and Conducting periodic evaluations of this Policy to assess its effectiveness and proposing improvements to this Policy.

Brightstar Internal Audit will conduct periodic audits of compliance with this Policy and any non-compliance will be reported to Brightstar's Audit Committee.

This Policy is owned by Brightstar's General Counsel and may only be amended by the General Counsel or other members of the Brightstar Legal Department at the direction of the General Counsel.

Referenced Documents

Code of Conduct
GET-GO Process
Third Party Due Diligence
Commercial Gifts & Entertainment Policy
Approval Matrix
Government Affairs Policy
Whistleblower Policy

Version History

Version Number	Date
1	December 2016
2	October 2018
3	December 2021
4	April 2025