

Global Anti-Bribery & Anti-Corruption Policy

Introduction

All Flexera Software entities (the “Company” or “Flexera Software”) are committed to the highest standards of ethical conduct and integrity in their business activities around the world. This Global Anti-Bribery and Anti-Corruption Policy (“Policy”) outlines Flexera Software’s position on preventing and prohibiting bribery in accordance with all potentially applicable anti-corruption laws, including the United States Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act, and local anti-corruption laws in countries where the Company conducts business (together, the “Anti-Corruption Laws”). The Company will not tolerate any form of bribery or corruption by, or of, its employees, agents, consultants, or any person or body acting on its behalf. The Company is committed to implementing effective measures to prevent, monitor, and eliminate bribery or corruption. The Company’s General Counsel is responsible for implementing this Policy and overseeing the Company’s Anti-Bribery and Anti-Corruption compliance program, and for providing periodic updates to the Audit Committee.

Scope of this Policy

This Policy applies to the Company’s employees, officers, directors, and associated persons (*e.g.*, people who perform services on behalf of the Company, including temporary workers, consultants, contractors, agents, and subsidiaries) (“Employees and Associated Persons”). Every Employee and Associated Person is responsible for maintaining the highest standards of business conduct. A breach of this Policy may constitute a serious disciplinary, contractual, or criminal matter for the individual concerned and may cause serious damage to the reputation of Flexera Software.

Flexera Software may also face criminal liability for unlawful actions taken by its Employees or Associated Persons under the Anti-Corruption Laws. All Employees and Associated Persons must familiarize themselves and comply with this Policy.

This Policy covers the:

- Main areas of liability under the Anti-Corruption Laws;
- Responsibilities of Employees and Associated Persons; and
- Consequences of failure to comply with this Policy.

Applicable Law

The Company is committed to complying with the Anti-Corruption Laws in all of its business activities.

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These laws generally prohibit the giving, offering, or accepting of anything of value, directly or indirectly, to or from any public official or private citizen for the purpose of improperly obtaining or retaining a business advantage. “Anything of value” should be broadly interpreted to include cash, gifts, forgiveness of a debt, loans, personal favors, entertainment, meals and travel support, political and charitable contributions, business opportunities, medical care, offers of internships or employment, among other items.

What is Prohibited?

The Company prohibits Employees and Associated Persons from offering, promising, giving, soliciting, or accepting bribes or other improper benefits. A benefit may be considered improper if it is given with the intent to secure an improper advantage by inducing the recipient to act or refrain from acting.

This prohibition also extends to benefits given or received indirectly through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers and other third parties.

Facilitation Payments

Principle

The Company prohibits its Employees and Associated Persons from making Facilitation Payments. These are payments made to government officials for carrying out or speeding up routine non-discretionary procedures. Facilitation Payments are distinct from an official, publicly available fast-track process. For example, if an immigration official requests a payment to permit entry into a country despite the traveler having met all official criteria for entry, that payment to the individual immigration officer could be considered a Facilitation Payment. Facilitation Payments, or offers of such payments, may constitute a criminal offense by both the individual concerned and the Company under many Anti-Corruption Laws and are prohibited under this Policy.

Procedure

Employees and Associated Persons who receive a request to make a Facilitation Payment should deny the request, explain that it violates Flexera Software Policy, and immediately report the incident to EthicsOffice@flexerasoftware.com.

Flexera Software recognizes a limited exception to its general prohibition on Facilitation Payments for extortionate demands. Facilitation Payments may be made in situations where

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an Employee or Associated Person is threatened with violence or imminent physical harm. Such payments must be immediately reported to the Legal Department, however, and must be accurately and completely recorded in the Company's books and records. Employees and Associated Persons who are unsure about whether a payment or a request for a payment falls within this limited exception should consult with the Legal Department prior to making the payment.

Gifts, Meals/Entertainment/Hospitality, and Travel Support and Promotional Expenditure

Principle

The Company permits gifts, meals/entertainment/hospitality, and travel support that are:

- Arranged in good faith and **not** offered, promised, or accepted in order to influence the impartial judgment of the recipient to secure an improper advantage for the Company;
- Not in cash or cash equivalents (*e.g.*, gift cards, store cards or gambling chips);
- Presented openly and with complete transparency; and
- Permitted under both local law and the guidelines of the recipient's employer.

Procedure

This procedure is designed to avoid even the appearance of impropriety.

Subject to the above requirements and principles and in compliance with the Expense Reimbursement Policy, Employees and Associated Persons may provide benefits to third parties below the monetary and frequency limits in the following chart.

For benefits exceeding the below limits, Employees and Associated Persons **must seek pre-approval** from the parties listed below. Employees and Associated Persons should submit requests for **pre-approval** for these expenditures by completing the Internal Request for Third Party Expenditure Form (Appendix 2) and submitting it via the Request for Legal Assistance functionality in Salesforce or by emailing it to LegalEthics@flexerasoftware.com). In cases where Employees and Associated Persons are unsure of whether the expenditure will exceed the monetary limits below, they should request pre-approval in an abundance of caution.

Individual managers may impose additional pre-approval requirements.

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Type of Benefit	Monetary Limit	Frequency Limit	Approver for Benefits Above Limits
Gifts	\$250/£165/€225/AUD \$350/ ¥28,000 per person ¹ <ul style="list-style-type: none"> <i>Cash and cash equivalents prohibited</i> 	4 times annually	General Counsel and Chief Financial Officer, or their designees (“Finance and Legal”)
Meals / Entertainment / Hospitality	\$250/£165/€225/AUD \$350/ ¥28,000 per person per event ¹ <ul style="list-style-type: none"> <i>Applies to the entire outing</i> <i>Includes beverages, taxes and service charges</i> <i>Inappropriate venues prohibited (e.g., adult entertainment)</i> 	6 times annually	Finance and Legal
Travel Support <i>(the provision of any type of transport, lodging, or other travel-related expenses to a third party that are not otherwise the subject of a written agreement with Flexera Software)</i>	\$100/£70/€90/AUD \$140/¥12,000 for local travel or any non-local travel ¹ <ul style="list-style-type: none"> <i>Per diems prohibited</i> 	Infrequent	Finance and Legal

Books & Records

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In all cases, whether or not above/below these limits, Employees and Associated Persons are required to keep accurate records of all gifts, meals/entertainment/hospitality, and travel support provided. These expense records should include:

- date, expense type (*e.g.*, meal, golf outing, drinks) and location;
- the objective of the proposed expenditure;
- the identities and positions of those who will be attending; and
- the organization(s) that they represent.

Use of Personal Funds

These provisions for business expenditures apply regardless of whether Employees and Associated Persons are using Company or personal funds.

When possible, these expenditures should be made directly by the Company to the provider of the service, and should not be paid as a reimbursement to the third party. Per diem allowances may not be paid to any third party for any reason.

Please note that any meals, entertainment, or hospitality that are provided where Employees and Associated Persons are not in attendance shall be considered gifts, and subject to the rules and requirements for gifts specified in this Policy.

Benefits Received from Third Parties

Any benefit received by an Employee or Associated Person from clients, public officials, suppliers, or other business contacts must be immediately reported to the General Counsel or his/her designee if it could reasonably be estimated to exceed the limits detailed above or could reasonably be perceived as an attempt to improperly induce the Employee or Associated Person to act or refrain from action. Generally, Employees and Associated Persons may keep small tokens of appreciation (*e.g.*, flowers or a bottle of wine). At the Legal Department's discretion, Employees and Associated Persons may be asked to return or donate gifts that may reasonably be perceived to be excessive in value or frequency or provided with an improper purpose.

Benefit Log

The General Counsel or his/her designee will maintain a log of benefits provided for which pre-approval was requested and of benefits received which were reported to the General Counsel or his/her designee.

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Charitable and Political Donations

All charitable contributions, sponsorships, or donations made on behalf of Flexera Software must be pre-approved by Finance and Legal. The Flexera Software “Matching Contribution for Charities” policy should be considered an approval pursuant to this policy.

The Company does not make donations to any political parties.

Employment/Internships

Principle

On occasion, the Company may receive requests to provide internships or employment to certain individuals. Offering internships or employment to government officials, the Company’s business partners, customers or potential customers, or individuals associated with such parties (*e.g.*, friends or family members) may be viewed as providing an item of value, even if unpaid.

Procedure

If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, the General Counsel or his/her designee must be notified of the candidate’s relationship to a government official or the Company’s business partner. Human Resources is responsible for determining if such a relationship exists and making such a notification.

If a candidate related to a government official or a Company business partner is interviewed outside of the ordinary course of filling a position, any internship or employment offer must be pre-approved by the General Counsel or his/her designee. It is the responsibility of the Employee leading the hiring effort to make such a notification.

Relationships with Third Parties

Principle

Anti-Corruption Laws prohibit the direct and indirect provision or receipt of improper benefits, meaning Flexera Software may be held accountable for the provision of improper payments or benefits by third parties acting on its behalf. The extent of Flexera Software’s liability may increase if it did not perform appropriate risk-based due diligence on the third party, for

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example, to determine whether the third party is connected with government officials or has a reputation for improper conduct. Therefore, Employees and Associated Persons must be vigilant in their diligence and oversight of third parties engaged to act on Flexera Software's behalf.

Procedure

Employees and Associated Persons who interact with third parties acting on Flexera Software's behalf are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this Policy.

Pre-Engagement Due Diligence & Contact Requirements

When any Employee or Associated Person is seeking to engage a third party, they must first contact the Legal Department via legal@flexerasoftware.com or via the Request for Legal Assistance form through Salesforce and submit a completed Third Party Due Diligence Questionnaire (Appendix 1). The Legal Department will determine the appropriate risk-based diligence procedures to be performed.

The Legal Department will also determine the appropriate contract and anti-corruption representations and warranties for each third party acting on Flexera Software's behalf.

Each completed due diligence file and fully executed third party agreement will be maintained by the Legal Department.

The Finance Department will not issue any payment to a third party acting on Flexera Software's behalf unless the Legal Department certifies compliance with the above procedures.

Oversight of Third Parties

Once a third party is engaged and acting on Flexera Software's behalf, Employees and Associated Persons are responsible for monitoring their activities. Employees and Associated Persons must be constantly vigilant to identify potential red flags. Red flags are certain actions or facts that should alert a company that there is a high possibility of improper conduct by a third party. A red flag does not mean that something illegal has happened, but rather that further investigation is necessary. Red flags are highly fact-dependent, but some examples of red flags are:

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- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions, or mid-stream compensation payments;
- Requests for payments to an account in a country other than where the third party is located or is working on behalf of the Company;
- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- Requests for political or charitable contributions;
- The third party is related to a government official or a Flexera Software business partner, or has a close personal or business relationship with a government official or Company business partner;
- Any refusal or hesitancy by the third party to disclose its owners, partners or principals;
- The third party uses holding companies or other methods to obscure its ownership, without adequate business justification;
- The third party expresses a desire to keep its representation of the Company or the terms of his retention secret; or
- The third party has little experience in the industry but claims to “know the right people.”

If Employees and Associated Persons have reason to suspect that a third party is engaging in potentially improper conduct, they must report the matter to the Legal Department immediately. The Legal Department will investigate the concern and take remedial action as necessary (e.g., stopping further payments to the third party or formally terminating the third party).

Mergers & Acquisitions

Flexera Software can, under certain circumstances, inherit liability under Anti-Corruption Laws for actions taken by companies prior to any merger or acquisition, or for the actions of joint venture partners. This can be the case even if Flexera Software knew nothing about the improper conduct at the time it occurred. Therefore, it is Flexera Software policy that anti-corruption diligence be undertaken on merger/acquisition or joint venture targets. The Legal

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Department will determine the appropriate steps to be taken, prior to entering into any definitive agreement for any merger or acquisition or joint venture partnership.

Reporting Suspected Bribery

Principle

The Company depends on its Employees and Associated Persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and Associated Persons must assist the Company and remain vigilant in preventing, detecting and reporting bribery.

Procedure

Employees and Associated Persons are required to report any concerns they have, or are informed of by a subordinate or external party, regarding actual or suspected conduct that may be in violation of this Policy as soon as possible via one of the following methods:

- Directly to the Legal Department at LegalEthics@flexerasoftware.com.
- Business Ethics Committee at EthicsOffice@flexerasoftware.com.
- Via the Whistleblower Hotline at flexera.ethicspoint.com

Standard Phone Lines	
COUNTRY	PHONE NUMBER
Denmark	80 25 41 07
United States	(844) 973-2671
Germany	0800 1824500
United Kingdom & Northern Ireland	0800 069 8740
China	400 120 4029
India	000 800 0502 240
Singapore	800 492 2264
Australia	1800 313 168

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Japan	0800-919-8500
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An instruction to cover up wrongdoing is itself a disciplinary offense. While Flexera Software encourages reporters to identify themselves, the Whistleblower Hotline allows for anonymous reporting.

If there is any doubt as to whether or not an act constitutes bribery or may be in violation of this Policy, Employees and Associated Persons should report the matter or contact the Legal Department to discuss.

Any such reports will be thoroughly and promptly investigated by the Legal Department. Employees and Associated Persons may be required to assist in any investigation into possible or suspected bribery.

Whistleblower Protection Policy

The Company will support Employees and Associated Persons who report instances of bribery in good faith. The Company will take all appropriate steps to prevent retaliatory or detrimental treatment of any individual making a report. Any instances of retaliation or detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offense. Employees and Associated Persons should not remain silent if they are told not to raise or pursue a concern, even by a person in authority such as a manager.

Review of Procedures and Training

The Company will regularly communicate its anti-bribery measures to Employees and Associated Persons. The Company will set up periodic, risk-based training sessions tailored to particular Employees and Associated Persons. The Company will include risk-based training sessions for all new Employees or Associated Persons. The Legal Department is responsible for implementation of this Policy and will monitor and review the implementation of this Policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, gifts, corporate hospitality, and entertainment.

Employees and those working for, or on behalf of, Flexera Software are encouraged to contact the Legal Department with any suggestions, comments, or feedback that they may have on how these procedures may be improved.

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Flexera Software reserves the right to amend and update this Policy as required.

Questions & Concerns

Employees and Associated Persons should reach out to the Legal Department with any questions or concerns regarding this Global Anti-Corruption Policy.

LegalEthics@flexerasoftware.com or via the Request for Legal Assistance in Salesforce.

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Appendix 1

Third Party Due Diligence Questionnaire

Please provide current and complete information in response to each question below. If additional room is required, please add an attachment containing the additional information.

Item	Response
Company name	
Type of entity	Sole proprietor/Company/Partnership/LLC/LLP/Other
Date of formation/incorporation	
Country/State/Province of formation	
Primary Address	
Primary Telephone	
Primary contact name and e-mail	
Shareholders/Owners (including % ownership)	If the Company is publically held, please write "Public". If the Company is a wholly owned subsidiary, please specify the ultimate owners.
Members of the Board of Directors (or other advisory committee as applicable) (full legal names)	
Officers of the Company (full legal names)	President/CEO: CFO: COO: Sales/Marketing Director: Other
Nature of business	Explain in detail the nature of the business in which the third party is engaged:

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	How long as the third party been involved in such activities?	
	What is the third party's relevant industry experience, qualifications and resources?	
	Provide the names of the top three (3) suppliers/customers the third party represents:	
Company's bank details (Name of bank and address)		
Is any officer, director, employee or agent of the Company also:	an official or employee of any government (or any agency, ministry, or instrumentality of any government)?	YES/NO
	an official or employee of any partially or wholly government-owned or controlled entity?	YES/NO
	an officer or employee of any public international organization?	YES/NO
	an officer, employee, or official of any political party?	YES/NO
	an employee of a Flexera Software customer or supplier?	YES/NO
	If you answered "yes" to any question immediately above, please explain in detail:	
Is any immediate family member of an officer, director, employee or agent of the Company:	an officer or employee of any government (or any agency, ministry, or instrumentality of any government)?	YES/NO
	an official or employee of any partially or wholly government-owned or controlled entity?	YES/NO

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	an officer or employee of any public international organization?		YES/NO
	an officer, employee, or official of any political party?		YES/NO
	an employee of a Flexera Software customer or supplier?		YES/NO
	If you answered "yes" to any question immediately above, please explain in detail:		
Does any officer or employee of any government entity (including of any state-owned enterprise or government agency, ministry or instrumentality thereof) or of any Flexera Software customer or supplier have any legal or financial interest in the Company?	Yes/No	If yes, provide details:	
Has either the Company or any of its officers, directors or employees ever been suspected or accused of making, authorizing or permitting any illegal payments or the giving of anything else of value in violation of any applicable law (collectively, "Prohibited Payments")?	Yes/No	If yes, provide details:	
Does the Company have written internal controls, policies and procedures specifically designed to prevent and detect any Prohibited Payments from occurring?	Yes/No	If yes, please attach a copy. If not, will the third party establish and implement a written compliance program to prevent and detect Prohibited Payments?	

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		Yes/No
<p>Modern Slavery – if the company provides goods/services in the UK, has the Company issued a statement compliant with the UK Modern Slavery Act 2015?</p> <p>What steps has the Company taken to implement the principles within their statement and prevent modern slavery in the company's own business and its supply chains?</p>	Yes/No	<p>If yes, please attach a copy of the statement and/or policies and provide details of steps taken, including any training, identification of risk and remedying of any breaches.</p> <p>If No, explain why the Company is not yet compliant and will the Company establish and implement a statement and program compliant with the Modern Slavery?</p> <p>Yes/No</p>
<p>Is the Company willing to allow and facilitate independent inspections and audits by our employees and/or external professional advisors, at our expense, of the Company's books, financial records, accounts, contracts, any subcontracts and compliance policy and practices in order to ensure that no Prohibited Payment is made to any foreign official or to any employee of a Flexera Software customer or vendor?</p>	Yes/No	

Signature

Name and Title

Business Name

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Date

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Appendix 2

Internal Request for Third Party Expenditure

THIS FORM IS INTENDED FOR USE IN OBTAINING APPROPRIATE COMPLIANCE APPROVAL **PRIOR TO** ENGAGING IN INTERACTION WITH GOVERNMENT OFFICIALS AND EMPLOYEES OF PRIVATE SECTOR COMPANIES. THE FORM IS BASED ON COMPANY ANTI-CORRUPTION GUIDELINES. SHOULD THERE BE ANY QUESTIONS OR UNCERTAINTIES PLEASE CONSULT WITH THE LEGAL DEPARTMENT.

SUBMITTING PERSON		DATE OF SUBMISSION	
TYPE OF INTERACTION (Mark an appropriate box)	<input type="checkbox"/>	GIFTS (Fill in items # 1, 2, 4, 5, 6, 8, 9, 11, 12 below)	
	<input type="checkbox"/>	ENTERTAINMENT (Fill in all items below excluding item #12)	
	<input type="checkbox"/>	HOSTING (Fill in all items below excluding item #12. Reasonable entertainment associated with hosting can be included in hosting)	
1. NAMES, TITLES/POSITIONS, DEPT., AND COMPANY/GOVERNMENT AGENT/DEPT. OF FOREIGN OFFICIALS			
2. BUSINESS RELATIONSHIP OF THE PROPOSED TRAVELER(S) WITH COMPANY			
3. ANY PERSONS ACCOMPANYING THE PROPOSED TRAVELER(S) WHOSE EXPENSES ARE TO BE PAID FOR BY COMPANY			
4. EXISTING CONTRACT/CONTRACT OBLIGATION IF ANY			
5. BUSINESS PURPOSE OF THE PROPOSED INTERACTION			
6. HOW THE REQUEST WAS RECEIVED (State name, position, and company/organization of the person who actually requested the interaction)			

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7. PROPOSED SCHEDULE/ITINERARY	
8. Expenses (per person and total)	
Airfare	:
Hotel	:
Meals	:
Entertainment	:
Gifts	:
TOTAL ESTIMATED EXPENSES PER TRAVELER	
9. EXPENSES TO BE PAID BY	
10. NAMES OF COMPANY EMPLOYEES WHO WILL ACT AS HOSTS	
11. PROPOSED PAYMENT METHOD	
12. GIFTS RECORD OF PREVIOUS 12 MONTHS OF THE PROPOSED RECIPIENT	
13. NUMBER OF TIMES ENTERTAINED/HOSTED IN THE SAME CALENDAR YEAR	
14. REVIEW AND APPROVAL	

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