

# Global Anti-Corruption Policy

## Introduction

### Policy Overview

AXON Networks Inc. (together with our subsidiaries, “AXON” or the “Company”) has a long-standing commitment to strictly comply with all anti-corruption laws applicable to the countries in which we or our Representatives operate. (See definition of “Representative” below.) Bribes, “kick-backs,” secret commissions and similar payments are prohibited. You should never offer, make or agree to such payments. Additionally, gifts, hospitality, and other items of value must not be used in a manner that may violate anti-corruption laws.

It is illegal to bribe a Government Official or anyone acting on such official’s behalf in order to affect any governmental act or decision, obtain or retain business, or gain an improper business advantage. (See definition of “Government Official” below.) Offering or making such a payment may expose you and AXON to criminal prosecution and serious penalties under U.S. law and the laws of other countries. Importantly, the acts of our Representatives may also expose us to such penalties, whether or not we are involved in, or even aware of, their actions. Accordingly, it is vital that Representatives are only selected in strict compliance with the principles outlined in this Policy.

This Policy reinforces our commitment to maintaining the highest standard of business and personal ethics, as set forth in the AXON Code of Business Conduct and Ethics, and is designed to avoid even the appearance of wrongdoing. As a result, its prohibitions may go beyond those actually required by law. The fact that an action or practice is “customary” in a particular country or region is not sufficient to justify a violation of this Policy or applicable law.

If you have information about a possible violation of this Policy, contact our Legal Department or the AXON Listens email at [AXONListens@axon-networks.com](mailto:AXONListens@axon-networks.com).

This Global Anti-Corruption Policy applies to every officer, director, employee, and Representative of AXON and our subsidiaries. For additional guidance regarding contractors and other third parties, please refer to the section on “AXON Representatives” below. Representatives should report any information regarding possible violations to their primary contact at AXON or by using the AXON Listens Hotline.

Strict compliance with this Policy and applicable law is required. All managers are responsible for the enforcement of and compliance with this Policy, including its communication to lower-level employees. Anyone who does not comply with this Policy shall be subject to disciplinary action, to the extent permissible under local laws, up to and including immediate termination. Ignorance of the law or this Policy will not excuse conduct that violates the law or this Policy.

## **Anti-Retaliation Policy**

AXON prohibits any form of retaliation for reporting a violation of this Policy in good faith. In addition, AXON prohibits retaliation for refusing to pay a bribe—even where AXON may lose revenue or business as a result.

## **Policy Custodian**

General Counsel

## **Adoption Date**

This Policy was revised on June 12, 2023

## **Definitions**

*Anything of Value* – Money or anything that has value to the recipient, such as gifts, favors charitable donations, or political contributions.

*Government* — Any agency, instrumentality, department, ministry, or other body of any non-U.S. national, state, or local government, or any public international organization, including any governmental committee or commission and regulatory agency, and any non-U.S. government-owned or government-controlled business, corporation, company, or society, or any non-U.S. political party.

*Government Official(s)* — Any:

- Official (elected, appointed, career, or member), employee, or other representative of a Government;
- Official, employee, or other representative of a public international organization (e.g., Red Cross, United Nations, World Bank, European Union, World Trade Organization, World Customs Organization, North Atlantic Treaty Organization);
- Individual acting for or on behalf of a Government, even though he or she may not be an employee of such Government (such as an uncompensated honorary official or a member of a royal family);
- Official of a political party or candidate for political office outside the U.S.; and
- Individual who is considered a Government Official under applicable local (non-U.S.) law.

Note: An employee of a government-owned or government-controlled business is considered a “Government Official” and is subject to the same restrictions under this Policy as an official, employee or representative of a Government. If you have any question as to whether a person (e.g., potential or current customer or vendor) is considered a “Government Official” under this Policy, please consult with the Legal Department.

**Management** — Any employee of AXON managing at least one other employee. For purposes of the approval process under this Policy, “management” refers to the immediate supervisor of the person seeking approval or a more senior member of management with the appropriate decision-making authority.

**Promotional Item** — Goods prominently featuring either AXON’s corporate branding or logo.

**Representative(s)** — Any agent, contractor, consultant or third party intermediary, including any owner, director, officer and employee of such entity who provides services to, or on behalf of, AXON in connection with obtaining or retaining business from or delivering services to our customers, or who interacts with Government Officials on our behalf. For example, this term includes Global Service Participants (GSPs), Regional Service Providers (RSPs), Logistics Service Providers (LSPs), customs brokers and lobbyists worldwide.

## **Prohibited Payments**

### **Strict Prohibition Against Bribes**

AXON prohibits improper payments in all our business dealings throughout the world. No one may pay or offer, authorize or promise to pay Anything of Value, either directly or indirectly:

- To:
  - A Government Official or non-U.S. political party; OR
  - Any other person—such as a third-party agent, consultant, or intermediary—while suspecting or having reason to believe that the payment or promise to pay will be offered to, given to, or otherwise benefit any Government Official or non-U.S. political party;
- With the intention of inducing or influencing the Government Official or non-U.S. political party to do, delay, or refrain from doing any official act;
- In order to assist AXON in obtaining or retaining business, or securing any improper business advantage.

“Anything of Value” is not just money. It is anything that has value to the recipient such as:

- Gifts
- Entertainment
- Meals
- Favors
- Travel expenses
- Charitable or political contributions
- Internships/job offers for family members

Prohibited payments can take the form of:

- Cash and cash equivalents (gift cards)
- Payments-in-kind (e.g., gifts, favors)
- “Kick-backs”
- Secret commissions
- Unofficial fees
- The use of contracts, purchase orders or consulting agreements to direct payments to Government Officials, their relatives or business associates.

Before providing travel, lodging, meals or entertainment to a Government Official, review the requirements of this Policy and your company’s Anti-Corruption Compliance Procedures because these could be considered a “payment.”

Any AXON employee who has been approached or has any information about proposed or actual improper payments must promptly report that information to Management and the Legal Department directly or by using the AXON Listens Hotline. Representatives should report any information regarding potential violations to their primary contact at AXON (“Company Contact”) directly or by using the AXON Listens Hotline.

## Facilitating Payments

A facilitating payment is a small payment (usually less than US\$100) paid to expedite or perform routine, non-discretionary governmental action such as processing a visa, expediting the inspection of goods in transit, or receiving mail deliveries. A facilitating payment is allowed under U.S. anti-corruption law under very narrow circumstances. However, **facilitating payments violate the anti-corruption laws of most countries**, are often poorly documented and tend to encourage and perpetuate corruption. At AXON, our policy is that no payment should be made to a Government Official even if it could fall within the U.S. anti-corruption law exemption for a “facilitating payment” **unless it is necessary to protect the health or safety of a person, as referenced in the section on Extortion/Duress below. Under no circumstances, should any payment be made to secure, keep or extend a contract or any improper business advantage.** If a facilitating payment is made (whether or not in accordance with this Policy), **it must be fully and accurately documented as such** (and not described otherwise, such as a “donation” or “fee”) and you must immediately notify the Legal Department.

## Extortion/Duress

Requests or demands for a bribe or other payment might take the form of a personal threat to the health or safety of a person. If a demand for a bribe or payment request is made, you must notify the Legal Department as soon as possible. If there is a threat made to your health or safety, you should take whatever action you deem appropriate to ensure your safety. If you are not able to notify the Legal Department in advance of

making a payment, **you must notify the Legal Department as soon as possible after making the payment and document any transactions in accordance with the provisions of this Policy.**

## **AXON Representatives**

The actions of our Representatives may expose AXON to significant liability under anti-corruption laws. Therefore, we must take great care in selecting Representatives and insist they comply with anti-corruption laws while they are working with us.

### **Due Diligence Review**

Before entering into or renewing a contract with any Representative that will, in the normal course of its business, have dealings with a Government or Government Official on behalf of AXON, a due diligence review must be undertaken to assess whether the Representative has engaged in any improper practices. Whether a review takes place and to what degree must be approved by the Legal Department. Additionally, the results of any such review must be reviewed and approved by the Legal Department before any relationship with the Representative may proceed. Factors to consider as part of the due diligence review include:

- Reputation
- Qualifications
- Financial stability
- Relationship to Government Officials
- Commitment to ethical business practices

The degree of appropriate due diligence will vary based upon the level of risk involved. Factors to consider when determining the required degree of due diligence, include risks presented by the country, type and amount of work performed, and the level of interaction with Government Officials. If you are uncertain whether a contract requires anti-corruption due diligence and/or the degree of due diligence required, consult with the Legal Department.

### **Contract Language**

Any contract or agreement entered into or renewed between AXON and a Representative that will, in the normal course of its business, have dealings with a Government or Government Official on behalf of AXON must contain anti-corruption representations, warranties and covenants that have been reviewed and approved by the Legal Department.

### **Warning Signs**

When dealing with our Representatives, everyone has a responsibility to take note of “warning signs” that may indicate reasons for concern including, but not limited to:

- The country where the Representative is operating has a history of corruption.
- The Representative was specifically recommended by a Government Official.
- The Representative refuses to agree to abide by applicable anti-corruption laws.
- The Representative provides incomplete or inaccurate information in required disclosures.
- The Representative requires that payment be made to a third party or in some other country.
- The Representative requests an unusually large commission in relation to the service provided.
- The Representative requests reimbursement for poorly documented (or questionable) expenses.
- The Representative makes unusually large or frequent political contributions.
- The Representative has family or business ties to relevant Government Officials.
- The only qualification the Representative has is influence over Government Officials.

If you become aware of any of these or other “warning signs,” notify the Legal Department.

## **Additional Areas of Concern**

### **Travel, Meals, Lodging & Entertainment**

Under certain circumstances, it is permissible to authorize or pay for reasonable expenditures related to the travel, meals, lodging, or entertainment (local tourist sites and sporting events, etc.) for a Government Official. Acceptable expenditures must be:

- In accordance with local law;
- Reasonable and legitimate business expenses;
- Not made with a corrupt purpose or to secure an improper business advantage; and
- Directly related to either: (1) the promotion, demonstration, or explanation of AXON products or services; or (2) the execution or performance of a contract with a Government.

#### **Important Guidelines:**

- No cash or cash equivalent shall ever be given to a Government Official.
- There must be an appropriate balance between the business meeting or event and other activities provided (e.g., providing four days of lodging for one day of meetings would not be acceptable; or, providing entertainment for three consecutive evenings would not be acceptable for one day of meetings).
- Travel, meals, lodging or entertainment expenses may not include spouses, family members or other guests of a Government Official not acting in an official capacity themselves without prior written approval from our EVP, General Counsel.
- Any entertainment must be within the same metropolitan area as the business meeting.
- Closer consideration must be given to offering travel, meals, lodging or entertainment to any Government Official where there are matters outstanding that may increase the risk of such activities being inferred as improper. This would, for example, include

activities taking place during the course of any bidding process, or while awaiting the award of business licenses or permits.

- No expenses shall be paid out of pocket (i.e., with personal funds) without a request submitted for reimbursement.
- The legitimate business purposes shall be fully documented (e.g., in the invitation letter).

## **Promotional Items, Gifts & Hospitality**

To be permissible, a gift to a Government Official must meet all of the following requirements:

- Given openly and in accordance with local law;
- A reasonably priced gift or Promotional Item;
- Customary in type and value, and given at an appropriate time or season (e.g., at a retirement party or to commemorate a holiday); and
- Given as an expression of esteem, appreciation, or goodwill, and not with the intention of influencing the recipient or someone else to help the Company secure an improper advantage or obtain or retain business.

Whenever possible, the gift should be given to the Government, rather than to the individual Government Official. Also, it is preferred that the gift is a Promotional Item, whenever possible. Unless prohibited by local law, you may provide coffee, tea, doughnuts, sandwiches or other light refreshments to Government Officials. These refreshments may only be provided in accordance with the criteria referenced above..

## **Charitable Contributions**

Charitable contributions (of cash or in kind) may be given:

- Only to legitimate charities for proper charitable purposes;
- If they do not violate the law or AXON's policies; and
- In compliance with your company's specific policies and procedures.

Prior to making charitable contributions, the background and reputation of the intended recipient must be reviewed. In addition, prior written approval of Legal Department must be obtained in any of the following circumstances:

- The recipient or amount has been suggested by a Government or Government Official;
- An officer or employee of the recipient is or is related to a Government Official; or
- There is any suggestion or suspicion that the contribution may influence a Government action or the decision of a Government Official.

You must comply this and all relevant AXON policies before making a charitable contribution on behalf of the Company.

## **Political Contributions**

No one may make or authorize a political contribution to a Government Official or non-U.S. political party, whether in cash or in kind, by or on behalf of the Company. Prohibited activities and transactions include, but are not limited to:

- A financial donation made to a political party or campaign on behalf of the Company;
- The loan of Company personnel to perform work for a political party or campaign, including allowing employees to use paid leave of absence or additional vacation time for such activities;
- The use of Company facilities or equipment, such as automobiles, duplicating equipment, office equipment, stationery and postage for a political campaign or activities; and
- The guaranty of debt for any political candidate, party, or campaign organization.

Please refer to the Standards of Conduct Policies for more information.

## **Related Requirements**

### **Accounting**

We must maintain financial controls to prevent violations of law and to provide reasonable assurances that transactions are executed in accordance with Management's authorization. We are required to keep appropriate books, records and accounts, which accurately and fairly reflect, in reasonable detail, all Company transactions and disposition of assets. Do not take any action that might result in the falsification of Company accounting or business records for any purpose. For example:

- Do not create or maintain any unrecorded fund or asset of the Company.
- Do not make false, mislabeled or artificial entries in the books and records of the Company or participate in any arrangement that could result in such entries.
- Do not approve or make any payment on behalf of the Company with the intention or understanding that any part of the payment is to be used for an improper purpose or any purpose other than that described by the documents supporting the payment.
- Do not directly or indirectly use any funds or other assets of the Company for any unlawful purpose.