



BUSINESS COURTESIES POLICY

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Introduction – Policy Overview

At times, the exchange of business courtesies – including but not limited to, gifts, meals, entertainment or other hospitality

– is an appropriate way to build goodwill between Sparc Systems Ltd and those with whom we do business. However, improper or excessive business courtesies can result in conflicts of interest or even violations of applicable laws and regulations, which can cause serious harm to Sparc Systems Ltd.

The Sparc Systems Ltd *Code of Business Conduct and Ethics* sets forth the basic principles we must follow to uphold our Company’s ethical and compliant business culture regarding a wide variety of ethics and compliance topics, including the exchange of business courtesies. This *Business Courtesies Policy* (“Policy”) provides more detailed guidelines as well as specific examples of permitted and prohibited conduct regarding the exchange and/or provision of business courtesies

This Policy applies to every employee of Sparc Systems Ltd, its subsidiaries, or controlled affiliates (collectively, “Sparc Systems Ltd” or the “Company”). Please carefully review this Policy and contact your manager or the Ethics & Compliance Department (“Ethics & Compliance”) with any questions.

For purposes of this Policy, the term “Third Parties” means clients, prospective clients, suppliers, prospective suppliers and any person, entity, or organization with whom Sparc Systems Ltd does or may do business.

Key Terms

A **business courtesy** means anything of value and includes any gift, gratuity, favor, benefit, loan, commission, discount, or other tangible or intangible item having monetary value for which fair market value is not paid by the recipient. The recipient may be an individual or an entity.

Gifts include but are not limited to the following: cash and cash equivalents (such as gift cards or gift certificates), discounts, door prizes and raffles, free or reduced cost admittance to a business-related event (conference, briefing, seminar, training, advisory board, committee meeting, etc.), promotional items, services, tickets, training, transportation, or use of a donor's time, materials, equipment, or facilities.

Entertainment is a business courtesy in the form of attendance at an event or performance of an activity in which a representative of the giving organization accompanies the recipient or participates. The courtesy itself has little to no bona fide business purpose other than networking or relationship building. Examples include, but are not limited to, attendance at a sporting event, participation in a golf tournament, and attendance at a supplier party. *If a representative of the giving organization does not accompany the recipient or participate in*

General Guidelines

It is important to understand the applicable laws, regulations, and rules regarding business courtesies and to avoid even the appearance of improper conduct between Sparc Systems Ltd and Third Parties. Business courtesies must be reasonable in value, infrequent, provided openly and transparently, given without expecting any return favor or improper benefit or business advantage, and not otherwise create the appearance of impropriety. When deciding on the appropriateness of giving or receiving a business courtesy, you should consider:

- Whether any applicable legal or regulatory restrictions exist;
- How the business courtesy compares in value to the usual gift-giving practices in the applicable industry and country and whether an objective party would consider the business courtesy to be reasonable in cost and quantity or to be extravagant;
- The total value of business courtesies to or from that person or entity in the current year;
- The suitability of the business courtesy given the Sparc Systems Ltd employee's position or functional responsibility at Sparc Systems Ltd; The impact of the business courtesy on building positive business relations with the recipient or provider of the business courtesy; and
- Whether an objective party would consider the business courtesy to be an improper payment to win business or influence decision-making (such as a bribe or kickback).

Also, please note the following general guidelines:

DO	DO NOT
<ul style="list-style-type: none"> Accept or give business courtesies only if they comply with the law, the <i>Code of Business Conduct and Ethics</i>, this <i>Global Business Courtesies Policy</i>, and other Sparc Systems Ltd policies. 	<ul style="list-style-type: none"> Never give or accept cash, cash equivalents (such as American Express®, Visa® or MasterCard® gift cards, gift certificates or shopping cards) or any other item that can be easily converted to cash.
<ul style="list-style-type: none"> Business courtesies must be appropriate under the circumstances of the event/interaction. 	<ul style="list-style-type: none"> Never give or accept lavish or extravagant business courtesies.
<ul style="list-style-type: none"> Always use good judgment with business courtesies that involve entertainment. 	<ul style="list-style-type: none"> Never provide, accept, or participate in entertainment that is indecent, sexually explicit or that may otherwise harm the reputation of Rimini Street.
<ul style="list-style-type: none"> Ask if a government official is involved and check attendee list for company organized events before proceeding 	<ul style="list-style-type: none"> Never solicit business courtesies from Third Parties.
<ul style="list-style-type: none"> Team members who are in a position of procuring goods or services should be particularly mindful of accepting business courtesies to avoid the appearance of impropriety. 	<ul style="list-style-type: none"> Never accept a business courtesy that would influence – or create an appearance that it would influence – your business decision or judgment.

You may not offer, give, or accept business courtesies that do not comply with applicable laws and regulations, Sparc Systems Ltd policies, or the policies of the recipient of the business courtesy. You also may not offer, give, or accept any business courtesy that may be questionable, controversial, or reflect negatively on Sparc Systems Ltd's reputation.

You must not use personal funds or assets to circumvent this Policy. All business-related expenditures and reimbursements must be accounted for in accordance with Sparc Systems Ltd policies and procedures.

Any gift or other business courtesy provided to a Third Party under this must be properly reflected in the books and records of the Sparc Systems Ltd business unit or subsidiary that provides it.

If you have questions about offering or accepting business courtesies, you should consult with Ethics & Compliance as directed in the section "Seeking Guidance and Reporting Concerns" below.

Remember ...

If you offer or approve expenditures for business courtesies, you must ensure that all expenses and transactions are accurately recorded with reasonable detail, are given during the course of business, and could not reasonably be construed as improper inducements. Payments made on behalf of Sparc Systems Ltd must include adequate supporting documentation to accurately describe the nature and purpose of any payment.

[Accepting Business Courtesies from Third Parties](#)

[Accepting Gifts from Third Parties](#)

- In general, Sparc Systems Ltd does not accept gifts from Third Parties due to risks of an appearance of improper conduct, and it is easiest to simply not engage in such exchanges. In those limited circumstances where gifts are exchanged, employees may accept gifts that are reasonable in value (provided such gifts also comply with applicable laws and the guidelines set forth in this Policy). To be considered "reasonable in value," a single gift given to an individual recipient must have a value of \$100 USD or less, and multiple gifts given to an individual recipient over the course of 12 months must have an aggregate value of \$300 USD or less.

- Acceptance of individual gifts greater than \$100 USD, or multiple gifts in a 12-month period from the same Third Party totaling greater than \$300 USD, must be approved by Ethics & Compliance before you accept such gifts.
- Gifts of cash or cash equivalents (such as gift cards, gift certificates, credit cards, checks, vouchers, stocks, or virtual currency) are never appropriate and must not be accepted.
- Employees may not solicit gifts from Third Parties.
- Employees may not redirect an impermissible gift to a third party, including a spouse or family member or to a charitable organization.
- If you receive a gift that does not appear to comply with applicable Company policies and that you did not have the opportunity to decline in advance, you should return it (contact Ethics & Compliance if you are unable to do so).

Remember ...

In general, Sparc Systems Ltd does not believe in offering gifts to or accepting gifts from Third Parties due to risks of an appearance of improper conduct, and it is easiest to simply not engage in such exchanges. Where you offer gifts to or accept gifts from Third Parties, you must do so in accordance with the *Code of Business Conduct and Ethics*, this *Global Business Courtesies Policy*, and applicable laws and regulations.

Q&A

A supplier has sent me an expensive gift basket for the holidays. I have never received a gift from this supplier before. Can I accept it? You can accept the gift basket if it is valued at \$100 USD or less. You should use your best judgment to estimate the value. If it is valued over \$100 USD, you will need to receive approval from Ethics & Compliance before accepting it.

A client was really happy with the service I provided. To thank me, she sent me an Amazon gift card for \$50 USD. Can I accept it? A gift card that allows you to choose from a range of goods or services is considered a cash equivalent. Accepting cash or cash equivalents is strictly prohibited, regardless of the amount involved. You should politely return the gift card to the client and explain that Sparc Systems Ltd's policies do not allow you to accept it.

Accepting Meals & Entertainment from Third Parties

- Employees may accept meals or entertainment provided by Third Parties only if offered for legitimate business purposes and that complies with the following guidelines:
 - Is infrequent
 - Is not solicited / Is not given as a bribe, payoff, or kickback
 - Does not create the appearance (or an implied obligation) that the provider is entitled to preferential treatment
 - Is in good taste and occurs at a business-appropriate venue

- Is reasonable and appropriate in the context of the business occasion and your position and functional responsibility at Sparc Systems Ltd

If the employee is the responsible manager or officer for the contract, Sparc Systems Ltd is not and will not soon be in negotiations with the Third Party (for example, responding to a Request for Production or pending contract negotiations)

Remember ...

It is important to note that the purpose of this Policy is to prevent conflicts of interest and to avoid situations that may be perceived by others as a potential conflict. Not only does this protect Sparc Systems Ltd and our reputation for conducting business with integrity, but it also protects you and your personal integrity. While offers of nice meals or entertainment events can be attractive, careful consideration should be given to each of the above factors. If you are unsure of the reasonableness or appropriateness of, or whether you can attend, a particular meal or entertainment event, you should consult with your manager or Ethics & Compliance.

- If the event is business-related, a spouse or guest may accompany the employee for the purpose of assisting the employee with the business purpose of the event.
- Lodging and travel for a business conference, meeting or event may not be accepted from a Third Party unless approved in advance by Ethics & Compliance.
- The guidelines in this section (“Accepting Meals & Entertainment from Third Parties”) apply to situations in which a representative of the Third Party providing the event tickets is present. Tickets to sporting, musical or cultural events provided to a Sparc Systems Ltd employee where a representative of the Third Party providing the event ticket is not present are considered gifts and must comply with the guidelines set forth above (“Accepting Gifts from Third Parties”).

Q&A

I was invited to a conference that is sponsored by a supplier. The supplier has offered to pay for all my travel expenses, including airfare, meals, and accommodations? Can I accept this offer? You may not accept the supplier’s offer to pay for travel and lodging without prior approval by Ethics & Compliance. You may accept meals from the supplier as long as they are not lavish or excessive and otherwise comply with the guidelines listed above.

Offering Business Courtesies to Third Parties

Offering Gifts to Third Parties

- In general, Sparc Systems Ltd does not believe in offering gifts to Third Parties due to risks of an appearance of improper conduct, and it is easiest to simply not engage in such exchanges. In those limited circumstances where gifts are exchanged, employees may offer gifts to Third Parties that are reasonable in value (provided such gifts also comply with applicable laws and the guidelines set forth in this Policy). To be considered “reasonable in value,” a single gift given to an individual recipient must have a value of \$100 USD or less, and multiple gifts given to an individual recipient over the course of 12 months must have an aggregate value of \$300 USD or less.

- The offer of individual gifts greater than \$100 USD, or multiple gifts in a 12-month period to the same Third Party totaling greater than \$300 USD, must be approved by Ethics & Compliance before you offer such gifts.
- Gifts of cash or cash equivalents (such as gift cards, gift certificates, credit cards, checks, vouchers, stocks, or virtual currency) are never appropriate and may not be offered.
- Managers are responsible for reviewing the appropriateness of gifts and other business courtesies offered or provided to Third Parties by Sparc Systems Ltd employees. A manager's approval of expense vouchers or an approval given by other means, indicates that a review was completed and the manager determined the business courtesies provided were appropriate. Managers must ensure they take the needed time to understand the details regarding any business courtesy and follow all existing processes for giving their approval.
- Employees may not offer an impermissible gift to a third party, including a spouse or family member or to a charitable organization to circumvent this policy.
- Please refer to the *Code of Business Conduct and Ethics* and the *Global Anti-Corruption Policy* regarding offering gifts and other business courtesies to government officials.

Offering Meals & Entertainment to Third Parties

- Employees may offer meals or entertainment to Third Parties only if offered for legitimate business purposes and that complies with the following guidelines:
 - Does not contravene any local regulatory or anti-bribery and corruption laws
 - Is infrequent
 - Is not given as a bribe, payoff, or kickback
 - Does not create the appearance (or an implied obligation) that the provider is entitled to preferential treatment
 - Is in good taste and occurs at a business-appropriate venue
 - Is reasonable and appropriate in the context of the business occasion and your position and functional responsibility at Sparc Systems Ltd
 - If the employee is the responsible manager or officer for the contract, Sparc Systems Ltd is not and will not soon be in negotiations with the Third Party (for example, responding to a Request for Production or pending contract negotiations)

Q&A

The IT manager for one of our large clients is getting married. I think we should send her a wedding gift. Is that ok? As long as the gift is reasonable and appropriate and complies with all other guidelines above, it would be acceptable to provide this gift. You should not, however, offer any gift that may influence our client's business judgment or create the appearance that it can be influenced.

In some regions of Asia, "red packets" or "red envelopes" are monetary gifts which are commonly given during holidays or special occasions such as weddings, graduation or the birth of a baby. Since these gifts are commonly given in accordance with local custom, can I give such gifts on behalf of Sparc Systems Ltd? No. These would be considered cash gifts, which are prohibited by Company policy.

Gifts to Fellow Team Members

- Sparc Systems Ltd employees may receive gifts (including cash or cash equivalents such as gift cards) provided by the Company to mark certain work-related or personal events. Examples of such gifts include flowers for illness or bereavement, a giftcard for a work anniversary, a plaque or other personalized item for a retirement, and the like. Such gifts must be in good taste, reasonable and appropriate, and properly expensed to Sparc Systems Ltd in accordance with Company policies and procedures.
- Sparc Systems Ltd employees may also exchange personal gifts (including cash or cash equivalents such as gift cards) with fellow employees (including from managers to team members) if the gifts are in good taste, reasonable and appropriate, paid for by the employee and not expensed to Sparc Systems Ltd, and does not create an actual or perceived conflict of interest. If you collect funds for a group gift, be sure that participation is strictly

voluntary. Also, keep in mind that personal gifts to and from managers and direct reports may be viewed by others as favoritism if not done carefully.

- Please note that personal gifts to employees should not be provided as performance awards. Performance awards should be provided to employees by Sparc Systems Ltd under approved Company sponsored reward and recognition programs.

Sponsorship and Charitable Contributions

Sponsorships and charitable contributions must be consistent with Sparc Systems Ltd values and must not create, or create the appearance of, a bribe, kickback or other corrupt practice or be used to circumvent or otherwise violate this Policy or applicable laws and regulations relating to the giving of business courtesies. No sponsorship or charitable contribution may be undertaken to procure future business directly or indirectly or otherwise be made with the intent to obtain or retain business, secure an improper advantage, or induce anyone to act improperly.

In cases where the intended recipient presents Sparc Systems Ltd with a proposed sponsorship or charitable contribution, such proposal should be submitted to the Sparc Systems Ltd Foundation which is a program operated and privately funded by the Company. Any proposal for a sponsorship or charitable contribution will be reviewed in accordance with the procedures established by the Company, including a review by Ethics & Compliance to determine whether the proposed sponsorship or charitable contribution complies with Sparc Systems Ltd policies and applicable laws and regulations.

Offering Business Courtesies to Government Officials

Please note that this Policy does not address offering business courtesies to government officials. Please refer to the *Code of Business Conduct and Ethics* and the *Global Anti-Corruption Policy* regarding offering business courtesies to government officials. You should be aware that giving or offering even a simple gift or meal to a government official can be illegal. You must obtain written approval from Ethics & Compliance before giving or offering any business courtesy to a government official.

Key Terms

Examples of a “**government official**” under our *Global Anti-Corruption Policy* may include:

- All government employees, including employees of regulatory agencies or departments, such as environmental, licensing, tax, and customs
- Any candidate for political office, any political party or an official of a political party
- Representatives of public international organizations and charities, such as the World Bank, UNICEF, International Red Cross, or the World Health Organization
- Mayors or other local city officials
- Members of law enforcement, including the military, local police, and other enforcement agencies
- Employees of state-owned enterprises, such as purchasing managers of government-run airlines, universities, school systems, hospitals, television stations, utilities (e.g., oil, gas, water and electrical companies), laboratories, defense contractors or other commercial enterprises that are owned, controlled or managed by a government
- Members of royal families
- Spouses or immediate family members of any of the foregoing

Strict compliance with this Policy is required. All managers are responsible for enforcement of and compliance with this Policy, including its communication to their employees. Anyone who does not comply with this Policy may be subject to disciplinary action, up to and including termination, to the extent permissible under local law.

Seeking Guidance and Reporting Concerns

This Policy cannot address every possible situation that you might encounter in your daily work. If you cannot find an answer in this Policy or if you have questions about how to interpret this Policy, ask for help. And if you are aware of something that may be a violation of this Policy or the law, you must report it so it can be addressed. Sparc Systems Ltd prohibits any form of retaliation for reporting a suspected violation of this Policy in good faith.

You can ask questions, raise concerns, or make reports of suspected compliance violations by contacting the Sparc Systems Ltd Compliance

Department by emailing ethics@sparcsystems.africa

Remember ...

If you have questions or need advice regarding whether a particular business courtesy is or is not acceptable to give or receive, you should contact your manager or Ethics & Compliance for assistance.