

HYLAND[®] *SOFTWARE*

GLOBAL ANTI-BRIBERY ANTI-CORRUPTION POLICY AND GUIDE

HYLAND SOFTWARE, INC.

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TABLE OF CONTENTS

1.	Policy Statement	4
2.	Key Terms	4
2.1	Payment	4
2.2	Facilitation Payment	4
2.3	Government Official	4
2.4	Prohibited Payment	5
2.5	Knowing or Knowledge	5
2.6	Fraud, Defraud or Defrauding	5
3.	Red Flags of Potential Violations	5
3.1	Examples of Recordkeeping and Accounting Red Flags	5
3.2	Examples of Local Third Parties (including Business Representatives) Red Flags	6
4.	Examples of Prohibited Payments	7
5.	Examples of Payments which are not Prohibited Payments	8
6.	Government Contracting Prohibitions	9
7.	Due Diligence and Safeguards with respect to Current and Prospective Business Representatives	9
8.	Reporting Responsibilities and Obligations	10
9.	Accounting and Record Keeping	10
10.	Criminal and Civil Penalties and Fines	11
11.	Training	12

12.	Corporate Internal Audit	12
13.	Disciplinary Actions for Violations of this Policy	12

HYLAND SOFTWARE, INC.

GLOBAL ANTI-BRIBERY/ANTI-CORRUPTION POLICY AND GUIDE

1. Policy Statement. Hyland Software, Inc., its affiliates and subsidiaries (“Hyland”), requires all of its directors, officers, and employees to conduct its business in accordance with the highest standards of ethical behavior and honesty and to monitor the activities of Hyland’s employees, and the activities of Hyland’s agents, resellers, OEMs, solution providers, consultants, contractors and representatives, including their respective employees and agents (“Business Representatives”). It is the policy of Hyland to comply with, and to only do business with Business Representatives which comply with, all anti-bribery and anti-corruption laws of the United States and countries in which Hyland transacts business, including but not limited to the United States Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”), the United Kingdom Bribery Act of 2010 (the “UK Bribery Act”), and the Brazilian Federal Law No. 12846/2013 (the “Brazilian Anti-Corruption Law”). In doing business anywhere in the world, Hyland prohibits: (a) corruption of Government Officials, (b) the offer, promise, authorization or payment of, or offer, promise, authorization or receipt of, Prohibited Payments in dealing with Government Officials or individuals in the private sector, (c) any acts of Fraud related to government contract, procurement, and bidding processes, (d) using an intermediary legal entity or individual to conceal or disguise a party’s real interests or the identity of the beneficiaries of the wrongdoings, (e) hindering or interfering with the investigations, inspections or audits of public agencies, entities or agents, and (f) the financing, funding, sponsoring or subsidizing of any such prohibited acts. This Policy sets out the responsibilities of Hyland and all of its directors, officers, employees, and Business Representatives in preventing such conduct.

This Policy supplements Hyland’s Code of Business Conduct and Ethics and Hyland’s Travel and Expense Policy, each of which remains fully in effect in accordance with their respective terms.

2. Key Terms. As used in this Policy, the following terms have the meanings set forth below:

2.1 Payment. A “Payment” is the delivery of anything of value, including money, gift cards, non-monetary gifts, free trips, entertainment and other forms of non-cash favors.

2.2 Facilitation Payment. A “Facilitation Payment” (sometimes referred to as a “grease payment”) is a Payment related to the facilitation, expediting, omitting or delaying of routine governmental actions ordinarily and commonly performed by a Government Official, but specifically excludes the payment of legally required administrative fees or fast-track services fees.

2.3 Government Official. A “Government Official” means: (i) any officer or employee of a government, of any department, agency or instrumentality of a government, or of a public international organization; (ii) any person acting in an official capacity for or on behalf of a government, of any department, agency or instrumentality of a government, or of a public international organization; (iii) any political party or party

official; or (iv) any candidate for political office. These include elected officials, persons who hold other government positions, or employees of companies owned by governments (such as housing authorities, oil companies, or electric utilities). “Public international organizations” include organizations such as the International Monetary Fund, the European Union, the World Bank, the Inter-American Development Bank and other similar organizations.

2.4 Prohibited Payment. A “Prohibited Payment” means a Facilitation Payment or the offer, promise, or authorization of a Payment to or from any agent, representative, intermediary or employee of another company or any Government Official as a bribe or to corruptly influence the recipient’s actions in relation to Hyland’s affairs or business or to secure an improper business advantage. See Section 4 below for examples of Prohibited Payments and Section 5 for Payments which are not Prohibited Payments.

2.5 Knowing or Knowledge. “Knowing” or “Knowledge” of a Prohibited Payment means having actual knowledge or reasonable grounds to believe that a Prohibited Payment has been made or received by Hyland or any of its Business Representatives. Knowledge can be inferred from willful blindness to, or conscious disregard of, relevant facts and circumstances. This means that a person will be considered to have Knowledge and to have acted Knowingly if there is evidence of a conscious purpose to avoid learning the truth. This is sometimes referred to as “placing one’s head in the sand.” Deliberately ignoring circumstances, such as “red flags” as further described in Section 3 of this Policy, which should reasonably alert a person that a further inquiry is required or that an event or course of conduct is likely to occur, will give rise to an inference that the person who did not inquire further acted with Knowledge.

2.6 Fraud, Defraud or Defrauding. “Fraud”, “Defraud” or “Defrauding” means to cheat, trick or misrepresent material facts with the intent to gain an unfair advantage over third parties in order to secure business or something of value or to deprive any third party of business or something of value.

3. Red Flags of Potential Violations. Certain situations may indicate a potential violation of this Policy or corrupt business practices which should serve as a “red flag” for Hyland’s directors, officers and employees. If a Hyland director, officer or employee spots a “red flag” he or she should report it as described in Section 8 below.

3.1 Examples of Recordkeeping and Accounting Red Flags.

- Finders’ fees, agents’ fees or payments for products or services which are uncommon or greater than normal.
- Payments to persons outside the normal scope of the transaction.
- Invoices which are padded, greater than normal or inadequately documented as to products or services delivered or received compared to prices customarily charged or paid.

- Abbreviated, customized or non-standard invoices or purchase orders.
- Pre-payments, greater than normal extensions of credit and cash advances to new and unfamiliar customers or solution providers. Such conditions are sometimes a sign that money must be placed in the hands of company representatives or Government Officials before an order can be completed.
- Checks drawn to cash.
- Unrecorded accounts or transactions.
- Submission of incomplete, inaccurate or false travel and expense forms.
- The creation, existence or use of general purpose or miscellaneous transaction accounts that can be used to hide improper payments.
- Misstated transactions, including recording a payment to the wrong payee.

3.2 Examples of Local Third Parties (including Business Representatives) Red Flags.

- A local third party is doing business in a country which previously has had problems with bribery (examples of such regions and countries are central Asia, China, Russia, Nigeria, Kazakhstan, Haiti, Guinea, Congo, Chad, Bangladesh, Uzbekistan, Equatorial Guinea, Cote d'Ivoire, Cambodia, Venezuela, Argentina, Sierra Leone, Pakistan, Egypt, Ecuador, Bolivia and Kenya).
- The local third party has a reputation for paying bribes.
- The local third party requests excessive fees or commissions.
- The local third party requests payment in cash.
- The local third party requests that payments be made to third parties or to bank accounts in countries other than the country in which the transaction will occur.
- The local third party has a special relationship to a Government Official (for example, the local third party's relatives, partners, owners, principals or staff members are Government Officials).
- The local third party refuses to provide representations regarding its conduct (such as whether the local third party is aware of anti-corruption and anti-

bribery laws and has not taken, and will not take, any action that would violate applicable anti-corruption and anti-bribery laws).

- The local third party requests payment of exorbitant travel and entertainment expenses or gifts for an agent, representative, intermediary, employee or Government Official, or requests reimbursement of such expenses not approved in advance.
- The local third party requests that its relationship with Hyland be kept secret.
- The local third party misrepresents its background, history or experience in business or in the foreign jurisdiction in which it operates.
- The local third party misrepresents or has a reputation for misrepresenting products, services or business terms or conditions.
- The local third party's use of an unknown or non-standard third party in a business transaction, including, to participate in or respond to a public bid, solicitation or contract.
- The local third party creates a legal entity to participate in a public bidding procedure or contract.

4. Examples of Prohibited Payments. Certain common situations may indicate a Prohibited Payment of which Hyland's directors, officers and employees should be aware. If a Hyland director, officer or employee spots a Prohibited Payment he or she should report it as described in Section 8 below. Examples include:

- Payment of gifts to foreign charities that are outside Hyland's normal pattern of charitable contributions.
- Payment to consultants or agents who are also connected with a government or government agency.
- Payment which is not in accordance with customary courtesies or related to a legitimate business purpose or which is not lawful under local laws.
- Payment which is not in accordance with Hyland's Travel and Expense Policy or other applicable Hyland policies.
- Payment to relieve Hyland of otherwise required government obligations, such as paying taxes, passing an inspection or obtaining required permits.
- Payment in the form of permitting the use of Hyland's facilities by an agent, representative, intermediary or employee of another company or Government Official

or their staffs, other than for purposes of promoting, demonstrating or explaining Hyland's products and services.

5. Examples of Payments which are not Prohibited Payments. There are three (3) limited exceptions for Payments which are not Prohibited Payments under this Policy. Use common sense. If you have any questions as to whether or not a Payment is within one of these exceptions you should make an inquiry directed to Hyland's General Counsel:

- **Payments Made Under Threats of Violence.** Payments that would otherwise violate this Policy may be made if a director, officer or employee of Hyland or its Business Representative is the victim of extortion. For these purposes, extortion covers only threats of physical violence. Only under these circumstances and only where there is an imminent threat to the health or safety of Hyland or Business Representative personnel may such a payment be made. However, if the need for such a Payment can be anticipated, or if circumstances permit, such a Payment should be expressly approved by Hyland's Chief Financial Officer and Hyland's General Counsel prior to making such Payment. If a Payment is ever made under a threat of violence it must be reported in accordance with Section 8 immediately after the danger has passed.
- **Lawful Payments.** Payments which are lawful under the written laws and regulations of the local jurisdiction and which are not otherwise prohibited under Hyland's Travel and Expense Policy or by any other applicable Hyland policy are permitted. The local laws and regulations must be validly adopted and recognized as the law of the country. The absence of written laws prohibiting certain activity does not meet the requirement that the activity be lawful under the written laws. Further, the fact that government officials or local companies may routinely solicit and receive bribes does not make the payment of such bribes acceptable for Hyland or its Business Representatives.
- **Payment of Reasonable and Bona Fide Expenses and Reasonable Entertainment Expenses.** Payments of bona fide and reasonable expenditures (including meals, entertainment, travel and lodging) and reasonable promotional items incurred by or on behalf of a Hyland director, officer or employee, a Government Official or an agent, representative, intermediary or employee of another company or Business Representative are allowed if the Payments are:
 - not made for the purpose of bribery or corruption,
 - not considered a Facilitation Payment or a Prohibited Payment according to items 2.2 and 2.4 of Section 2,
 - not prohibited by the other party's policies,
 - made in accordance with Hyland's Travel and Expense Policy and any other applicable Hyland policy, and
 - incurred in a manner directly related to:
 - the promotion, demonstration or explanation of Hyland's products and services to a customer or solution provider prospect,

- the promotion, demonstration or explanation of another company's products and services to Hyland as a prospective customer or distributor,
- the marketing of any products or services described above, or
- the execution or performance of a contract.

6. Government Contracting Prohibitions. Any use of the term "Government Contracting Prohibitions" in this Policy refers to the prohibitions identified in this Section 6. Hyland prohibits its directors, officers, employees and Business Representatives from:

- Defrauding the competitive nature of a public bidding procedure;
- preventing, hindering, or Defrauding the performance of any act of a public bidding procedure;
- diverting or attempting to divert a bidder by Fraud or by the offer of any type of advantage;
- Defrauding a public bid or its resulting contract;
- deceitfully forming an entity to participate in a public bid or contract;
- illegally benefitting from changes or extensions of government contracts;
- Defrauding the financial-economic balance of government contracts; or
- hindering or interfering with the investigations, inspections or audits of public agencies, entities, or agents.

7. Due Diligence and Safeguards with respect to Current and Prospective Business Representatives. Hyland cannot turn a blind eye to suspicious activities of its Business Representatives. Prior to entering into a business relationship with any potential Business Representative and periodically (but at least annually) during the duration of any such business relationship, Hyland will perform appropriate due diligence and impose prudent safeguards against illegal conduct, bribery and corruption. All new solution provider contracts will contain standard provisions addressing compliance with laws, including applicable anti-bribery and anti-corruption laws. A non-exhaustive list of due diligence steps includes:

- Investigate the Business Representative's reputation within its community.
- Conduct and document a background check on the Business Representative.
- Call local bankers, clients, business associates, the country desk at the U.S. State Department and U.S. Department of Commerce, call the U.S. Embassy in the foreign jurisdiction, call the commercial office of the foreign country's embassy or consulate

in the United States, and inquire whether they know the Business Representative and its reputation. Appropriately document the conversations and information provided.

- Assess the Business Representative's level of experience in the business activity for which the Business Representative is conducting business.

8. Reporting Responsibilities and Obligations. No director, officer or employee of Hyland and no Business Representative has the authority to act (or fail to act) in a manner which is in contravention of this Policy or to authorize, direct or condone violations by any other director, officer or employee or Business Representative.

8.1 Hyland Director, Officer and Employee Reporting Responsibilities and Obligations. Any Hyland director, officer or employee who has knowledge of facts or an incident which he or she believes may be a Prohibited Payment, a Government Contracting Prohibition, or otherwise be in violation of this Policy has an obligation, promptly after learning of such facts or incident, to report the matter to Hyland. This may be done either by reporting the matter through Hyland's reporting hotline (see "Doing What's Right" in MindShare or the HR Portal for a refresher on how to submit such a report, which may be anonymous if you choose); or by reviewing the matter directly with Hyland's General Counsel. Retribution or retaliation against a director, officer or employee making a good faith report of illegal, improper, or unethical conduct will not be tolerated. Any Hyland director, officer or employee who retaliates against a person making a report in good faith will be subject to appropriate disciplinary action, up to and including termination of employment. Any Hyland director, officer or employee who fails to report a violation of this Policy will be subject to appropriate disciplinary action, up to and including termination of employment.

8.2 Business Representative Reporting Responsibilities and Obligations. Any Business Representative who has knowledge of facts or an incident which he or she believes may be a Prohibited Payment, a Government Contracting Prohibition, or otherwise be in violation of this Policy has an obligation, promptly after learning of such facts or incident, to report the matter to Hyland. This may be done by discussing the matter directly with the Hyland employee who is the Business Representative's principal contact with Hyland or by discussing the matter directly with Hyland's General Counsel. Any Business Representative who fails to report a violation of this Policy will be subject to appropriate measure, up to and including termination of the business relationship with Hyland.

9. Accounting and Record Keeping. Hyland shall maintain reasonably detailed books, records and accounts, as well as a system of internal financial controls sufficient to reflect with reasonable accuracy all transactions and dispositions of assets. This requirement also applies to all Business Representatives.

- Hyland shall maintain complete books, records and accounts that conform to professional standards of accounting and that, in reasonable detail, accurately and fairly reflect all transactions, including all expenditures, invoices, expense reports, receipts, disbursements, vouchers, and other disposition of assets.

- Records of travel, hospitality, entertainment and gift expenses shall reflect the date of such expenditure, the names and business association of all those in attendance and the reason for such expenditure. All records of such payment and expenses shall be supported by actual and detailed third-party invoices and receipts.
- All financial books, records and accounts must be sufficiently detailed to:
 - Permit the proper classification of transactions for financial reports;
 - Provide reasonable assurances that transactions are recorded as necessary to permit the preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”); and
 - Maintain accountability for the use of all assets.
- All transactions must be recorded contemporaneously, in the accounting period in which they are executed.
- Financial controls and systems, including the training of relevant personnel, shall be implemented that are sufficient to provide reasonable assurances that:
 - Transactions are executed in accordance with Hyland management’s general or specific authorization;
 - Access to assets is permitted only in accordance with Hyland management’s general or specific authorization; and
 - Recorded assets are compared with existing assets at reasonable intervals, and appropriate action is taken with respect to any differences.
- The books, records and financial controls required by this Policy and any applicable laws shall be reviewed periodically to ensure compliance, and modifications shall be made as necessary.

10. Criminal and Civil Penalties and Fines. Violations of anti-bribery/anti-corruption laws can trigger civil and criminal responsibility for Hyland and for individual directors, officers and employees. For example, a company found criminally responsible for violating the FCPA may be fined as much as \$2,000,000.00 per violation; and officers, directors, employees or other agents of such company which are found criminally responsible are subject to fines of up to \$250,000.00 individually (*i.e.*, the company cannot pay such fine) and imprisonment of up to five (5) years. Such individuals and companies are also subject to civil fines of up to \$10,000.00 each per violation. Certain matters which start as FCPA enforcement actions may end up generating charges under other anti-bribery/anti-corruption laws (such as the UK Bribery Act and Brazilian Anti-Corruption Law) and other laws prohibiting or regulating money laundering, mail fraud and wire fraud, which charges may trigger additional civil fines and criminal liability for such individuals and the company.

11. Training. All Hyland officers and employees whose duties are likely to lead to involvement in or exposure to any of the areas covered by this Policy will be required to

complete annual training on compliance with anti-bribery and anti-corruption laws and this Policy.

12. Corporate Internal Audit. In accordance with its annual audit plans, Hyland's Internal Audit Department periodically will assess or audit internal controls across Hyland, assuring compliance with this Policy.

13. Disciplinary Actions for Violations of this Policy. Any Hyland director, officer or employee who makes a Prohibited Payment, commits an action considered a Government Contracting Prohibition, or otherwise violates this Policy, or who orders anyone else to make a Prohibited Payment, to commit an action considered a Government Contracting Prohibition, or otherwise violate this Policy, or who Knowingly permits anyone else to make a Prohibited Payment, to commit an action considered a Government Contracting Prohibition, or otherwise violate this Policy, will be subject to appropriate disciplinary action, up to and including termination of employment. Any Business Representative who makes a Prohibited Payment, commits an action considered a Government Contracting Prohibition, or otherwise violates this Policy, or who orders anyone else to make a Prohibited Payment, to commit an action considered a Government Contracting Prohibition, or otherwise violate this Policy, or who Knowingly permits anyone to make a Prohibited Payment, to commit an action considered a Government Contracting Prohibition, or otherwise violate this Policy, will be subject to appropriate measure, up to and including termination of the business relationship with Hyland.

Employees with questions or concerns on how to comply with this Policy should contact Hyland's General Counsel.