

TTI SUCCESS INSIGHTS, LTD FOREIGN TRANSACTION POLICY

It is the policy of TTI Success Insights, LTD. and all other subsidiaries and affiliates (collectively, “TTI” or the “Company”), that TTI, its employees, agents, and representatives shall comply with all applicable export, import, and trade compliance laws and regulations in all countries in which TTI does business.

The following information is intended as a guide to applicable U.S. export control laws and regulations and is for the use of all TTI employees, wherever located, in complying with these export controls.

This policy applies to all domestic and international TTI operations and personnel. TTI employees are encouraged to ask questions and seek advice before, rather than after, acting. Employees can first ask questions of their managers. If an employee is not satisfied with the response or feels it would be inappropriate to discuss with his or her manager, the matter can be reported to the Export Compliance Committee, at compliance@ttisi.com or TTI’s outside counsel.

The failure to comply with these export controls can result in severe penalties and damage to the Company and its reputation, and have serious consequences for the individuals involved, including civil and criminal penalties, fines, imprisonment, and termination of employment.

I. Policy

1. All employees and people acting on behalf of the Company must personally comply with all U.S., U.K., European Union and international foreign transaction laws. TTI will not condone any conduct that could reasonably be expected to give rise to charges of violating these laws and regulations.
2. Employees in a management position are personally accountable not only for their own conduct but also for the conduct of their subordinates. Each management employee is expected to inform subordinates about TTI’s Foreign Transaction Policy and Procedures, to ensure that subordinates have access to counsel regarding this information, and to implement appropriate internal controls that will reduce the risk of violations.
3. No employee of the Company has the authority to direct, participate in, approve, or tolerate any violation of applicable international foreign transaction laws by anyone.
4. Any employee who has questions about the application of these laws to past, present, or future conduct should consult with his or her manager, the Export Compliance Committee, or TTI’s outside counsel. The Company will endeavor to keep confidential the identity of employees who consult and who are not themselves personally involved in questionable conduct. The treatment of employees who have been involved in questionable conduct will be decided on a case-by-case basis, depending on the degree of culpability, but the fact of “self-reporting” will weigh in an employee's favor.

II. U.S. Export Controls Overview

The U.S. Departments of Commerce, State, Treasury, and Justice administer the primary controls on exports of U.S. goods and services. The Department of Commerce regulates the export of items and information that have civil applications, the Department of State regulates the export of items that have military applications or that relate to space, and the Department of the Treasury enforces country-specific embargoes. In certain circumstances, these agencies may require the Company to secure a license before an item or information is exported to another country or shared with a foreign national.

TTI has engaged outside counsel to complete a classification of TTI's products and services to determine the appropriate guidelines regarding the export of TTI's goods and services. This classification, completed in March 2017, determined that TTISI's IDS (Internet Delivery Service) web portal and the resulting report outputs are classified as EAR99. The specific restrictions and requirement for export of TTI's products are further described in the Export Classification Report, which is available upon request from the Chief Financial Officer.

A. Department of Commerce Controls

The Bureau of Industry and Security ("BIS") of the U.S. Department of Commerce implements and enforces U.S. export control regulations relating to the export of "dual-use" goods and technologies (having both civil and military applications) as well as exclusively civil items. Items subject to the jurisdiction of BIS are listed on the Commerce Control List ("CCL") found in the Export Administration Regulations. Whether a license is required to export or re-export an item on the CCL is determined by examining the precise classification of the item, the destination of the item, and the end-usage.

BIS also maintains the Denied Persons List and the Entities List, which identify specific persons and entities to which exports are not permitted without the prior approval of BIS. (<http://www.bis.doc.gov/index.php/policy-guidance/lists-of-parties-of-concern>).

BIS also is responsible for enforcing U.S. anti-boycott laws and regulations that prohibit U.S. persons and entities from taking actions or entering into agreements that have the effect of furthering any foreign government boycott not authorized by the U.S. Government.

B. Department of State Controls

The Directorate of Defense Trade Controls ("DDTC") of the U.S. Department of State regulates the export of defense goods, technical data, and defense services. DDTC also administers the International Traffic in Arms Regulations ("ITAR"). Generally, a defense article is an item developed for a military application that does not have a predominant application in our industry.

TTI does not produce any products or provide services that are covered by ITAR. If a request is made concerning ITAR from a customer or vendor, the Export Compliance Committee must be notified. However, DDTC also maintains a List of Statutorily Debarred Parties, which identify specific persons and entities to which exports are not permitted without the prior approval of

DDTC (<https://www.pmddtc.state.gov/compliance/debar.html>). TTI's policy is not to do business with persons or entities on this list.

C. Department of Treasury Controls

The Office of Foreign Assets Control ("OFAC") of the U.S. Department of Treasury administers and enforces certain country-specific controls that take the form of economic embargoes against countries. The scope of these economic and trade embargoes varies from country to country. OFAC has adopted regulations that detail the scope of the embargo against each country.

OFAC also maintains lists of Specially Designated Terrorists and Specially Designated Nationals and Blocked Persons, with whom U.S. persons are prohibited from engaging in any transactions due to U.S. foreign policy and national security concerns (<https://home.treasury.gov/policy-issues/financial-sanctions/specially-designated-nationals-and-blocked-persons-list-sdn-human-readable-lists>). Transfers of items and information to individuals or entities on these lists are prohibited without the prior approval of OFAC.

III. U.K. Export Controls Overview

The U.K. Department of International Trade and the HM Treasury administer the primary controls on exports of U.K. goods and services. The Department of International Trade implements trade bans and regulates the export of products, technology, and services including "dual-use" items. The HM Treasury enforces exports controls that take the form of financial restrictions. In certain circumstances, these Departments may require a Company to secure a license before goods and services are exported from the UK or by U.K. persons.

A. U.K. Department of International Trade

The Export Control Joint Unit ("ECJU") of the U.K. Department of International Trade implements and enforces U.K. export control regulations relating to the export of civilian, military, and "dual-use" goods and services. Whether a license is required to export U.K. goods, and services is determined by its inclusion in the UK Strategic Export Control Lists, the destination of the item, and the end-usage.

B. HM Treasury

The Office of Financial Sanctions Implementation ("OFSI") of the HM Treasury implements export controls that take the form of financial sanctions. The scope of financial sanctions includes asset freezes (restricting funds and economic resources), targeted (named individuals and entities) or restrictions on a wide variety of financial markets and service (specified groups, or entire sectors). Generally, transactions for goods and services are subject to financial restrictions.

OFSI maintains a Consolidated List of Asset Freeze Targets, listing the individuals and entities subject to U.K. financial sanctions located at <https://sanctionssearchapp.ofsi.hmtreasury.gov.uk/>.

IV. European Union Export Controls

The European Union administers the primary controls on exports of Member States and issues guidance on the application of regulations. Implementation and enforcement of these controls are the responsibility of the designated authorities within each Member State. In addition to European Union mandated controls, Member States may enforce stricter export controls.

The export controls applicable to TTI concerning European Union goods and services primarily take the form of economic and financial restrictions. TTI does not produce any products exported from the European Union. Requests to export goods or services from the European Union from a customer or vendor must be notified to the Export Compliance Committee.

The Credit Sector Federations of the European Union has created a consolidated list of persons, groups and entities subject to economic and financial controls located at <https://webgate.ec.europa.eu/fsd/fsf>.

V. Anti-Corruption Laws Overview

A. U.S. Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (“FCPA”) prohibits TTI Representatives, wherever located, from offering, promising, paying, or authorizing the payment of Anything of Value to any Foreign Government Official to improperly influence that official (or another official) in the performance of official duties in order to obtain business, retain business, or obtain some other improper business advantage. Improper influence could mean inducing an act in violation of a lawful duty, causing a person to refrain from acting in violation of a lawful duty, securing an improper advantage, or influencing the decision of the Foreign Government Official. Payments, gifts, and benefits of any amount could be considered a bribe.

TTI may also be liable for payments made by a Third Party to Foreign Government Officials on TTI’s behalf that violate the FCPA. TTI Representatives may not indirectly provide or extend payments to Foreign Government Officials through Third Parties. TTI Representatives may not engage a Third Party if there is any reason to suspect that the Third Party may attempt to make a payment to a Foreign Government Official or otherwise violate this Policy.

The penalties for violating the FCPA are severe. Civil penalties for violations of the FCPA can include fines up to \$500,000.00. Criminal penalties can exceed \$2,000,000.00 and may include imprisonment for up to five years. Penalties can also include the loss of export privileges and debarment from U.S. Government contracts, insurance, and financing.

B. U.K. Bribery Act

The U.K. Bribery Act, like the U.S. FCPA, prohibits TTI Representatives, wherever located, from offering, promising, paying, or authorizing the payment of Anything of Value to any Foreign Government Official to improperly influence that official (or another official) in the performance of official duties in order to obtain business, retain business, or obtain some other improper business advantage. The U.K. Bribery Act, however, also prohibits similar offers to

private individuals to bring about or reward improper performance of a function or activity.

Additionally, it is an offense under the Bribery Act to request, to agree to receive, or to accept a bribe. An organization can also be found to have violated the Bribery Act by failing to prevent bribery by a person associated with the organization.

As with the FCPA, the penalties for violating the U.K. Bribery Act are severe. Criminal penalties may include imprisonment for up to ten years. Penalties can also include debarment from U.K. and EU government contracts.

C. Other Applicable Anti-Corruption Regulations

In addition to the FCPA and U.K. Bribery Act, TTI Representatives should be cognizant of any similar anti-corruption laws in either their country or other countries in which they conduct business. Similarly, TTI Representatives working in the United States should be familiar with other U.S. and state laws that prohibit bribery of U.S. and state government officials, as well as commercial bribery. Additionally, certain foreign laws and international treaties make it a criminal offense to pay, offer, or give anything of value to any individual, regardless of that person's private or governmental status, with the intent to improperly influence the business decisions of that individual. Therefore, TTI Representatives and Third Parties must be familiar with and follow all foreign laws applicable in the state and country in which they may work or conduct business, even if the TTI Representative never travels to that location.

VI. TTI SI's Foreign Transaction Compliance Procedures

TTI has a high global profile because it conducts business in all regions of the world. The prohibitions on violating U.S. foreign transaction laws are broadly construed and have no intent requirement. Additionally, the penalties for violations are high – criminal penalties for corporate violations of these regulations can range up to \$2 million per violation, with individual criminal penalties of up to \$250,000 and 30 years in prison. Civil penalties of up to \$500,000 per violation or twice the value of the prohibited transaction may also be imposed administratively.

TTI, through its employees, must remain vigilant and execute appropriate due diligence before finalizing, executing, and performing any agreement. The following guidelines set forth specific types of conduct or business practices which relate to foreign trade regulation where you should be especially careful and actively consult your manager, the Export Compliance Committee, or TTI's outside counsel.

A. Compliance Coordination

TTI's compliance efforts are coordinated through its Chief Financial Officer, and his or her designee, who is responsible for:

- Chairing the Export Compliance Committee, composed of representatives from TTI. The individual stakeholders are identified through specific positions and are designated by the Export Compliance Committee in writing.

- Ensuring that international business agreements (e.g., sales, consultants, independent contracting, vendors, distribution, agency, joint venture) have the appropriate contractual clauses consistent with this policy.
- Overseeing the coordination of TTI's responses to regulatory agency inquiries or requests for information.
- Ensuring that this policy is updated with any changes in the law.
- Monitoring the effectiveness of this policy.
- Coordinating periodic (at least annual) internal audits of compliance with this policy.

B. Audits and Reports

In addition to regular internal audits, TTI may conduct periodic audits as needed to further ensure compliance with this policy. The results of all audits will be reviewed by outside counsel to determine which recommendations should be adopted, including any additional measures to correct weaknesses or problems observed during the audits.

C. Training

The success of this policy depends on employees, agents, and members developing a clear understanding of applicable laws. Therefore, TTI will send key staff to seminars conducted by regulatory agencies, as needed.

TTI will also require designated employees to attend internal export compliance training. A copy of all handouts, sign-in rosters, and similar materials generated from any training attended by TTI employees will be maintained.

D. Records Maintenance

Records of Foreign Transaction and Practices ("FTP Records") include any and all records maintained by TTI, to include export applications and licenses, memoranda, notes, correspondence, contracts, invitations to bid, proposals, books of account, financial documents, restrictive trade practice or boycott documents and reports, and other records that relate in any way to transactions with foreign persons, entities, or governments and practices related to same.

U.S. export control, anti-boycott, and other laws require that FTP Records be retained for at least **five years** from the time a respective transaction **ends**. For example, even though an export of an actual product is delivered, if a separate service agreement is in place, then records pertaining to the **entire transaction** (export of product and related services) must be maintained for five years after the termination of the service agreement. Regardless of how long maintained, records implicated by pending government requests, internal investigations, or contract disputes will not be destroyed or disposed of without written authorization from the agency concerned or the legal department.

All FTP Records will be maintained by the designated departmental Export Compliance Committee member in a complete, legible, orderly, and accessible manner.

All original FTP Records must be maintained in the form in which they were received or created. In cases where original documents are not the property of TTI, every effort will be made to obtain a complete, accurate, and legible copy of such documents and, where possible, a certification from the custodian of such documents attesting under oath to the accuracy and completeness of any such reproduction of the document provided.

For FTP Records stored as digital images, TTI will maintain a digital storage system capable of readily locating and reproducing all records relating to a particular transaction based on identities of the parties to the transaction and/or countries connected with the transaction.

TTI is committed to full, accurate, timely, and understandable disclosures in all documents. In no case shall an entry be made in any document that intentionally obscures or disguises the true nature of a transaction.

E. Anti-Corruption Procedures

It is the policy of TTI to strictly comply with the FCPA and foreign anti-corruption laws, including the activities of its overseas affiliates and agents. TTI employees are also specifically directed to learn the anti-corruption laws in the countries in which they are responsible for conducting TTI business and ensuring that no foreign laws are violated. TTI employees are directed to contact and coordinate with senior management and, at their direction outside legal counsel, as to other countries in which TTI transacts business.

Gifts, Meals, and Entertainment

Accordingly, no TTI employee may give anything of value to any private individual, foreign official, political entity, or individual, or any individual acting on behalf of a foreign government official or business entity where such payment could reasonably be construed as influencing business. There are certain limited payment exceptions to the FCPA and other laws; any such contemplated payments must first be screened with the Export Compliance Committee.

Gifts, meals, and entertainment of reasonable expense may be given to non-government personnel in connection with standard business. Such gifts above a reasonable value must first be cleared by senior management in accordance with TTI's Employee Handbook.

Political Contributions and Charitable Donations

As a general policy, TTI does not directly make political contributions domestically or in foreign countries. TTI in no way discourages employees from making such private contributions or otherwise being involved in their country's political process.

Further, no TTI employee may make a charitable donation on behalf of TTI without prior approval of the Export Compliance Committee. TTI in no way discourages employees from making such private charitable donation or otherwise supporting charitable causes.

VII. General Export Prohibitions

TTI is subject to the following prohibitions, among others:

A. The U.S. has imposed a complete embargo against Cuba, Iran, North Korea, Syria, and the Crimea Region. The exportation, re-exportation, sale, or supply, directly or indirectly, from the United States, or by a U.S. person wherever located, of any TTI products, technology (including technical data), or services to any of these countries is strictly prohibited without prior authorization by the U.S. Government. If TTI "knows or has reason to know" that a prohibited shipment, reshipment, or delivery will take place, the Company may not ship the products or deliver the services.

B. The U.S., U.K. and the European Union have imposed a wide range of Russia-related economic and trade controls including territorial, individual, entity, and industry -based restrictions. These sanctions are volatile and frequently updated. TTI 's products and services may not be exported or re-exported in violation of these sanctions. Any transactions involving Russian individuals and entities, or suspected Russian individuals and entities require prior approval of the Export Compliance Committee.

C. The European Union has imposed a trade ban against the Crimean region of the Ukraine and the non-government-controlled areas of Donetsk and Luhansk. The exportation of specifically listed goods and technology for the telecommunications, transport, energy, oil, gas, and mineral resources sectors is prohibited.

D. TTI's products and services may not be exported or re-exported to anyone on the U.S. Treasury Department's list of Specially Designated Nationals, the U.S. Department of Commerce Denied Person's List or Entity List, DDTC's Debarred List, or OFAC's Embargoed Countries List.

E. TTI's products and services may not be exported or re-exported to anyone on the U.K. lists of Designated Persons.

F. TTI shall not cooperate with any restrictive trade practice or boycott that is prohibited by U.S. or applicable local laws. An "illegal boycott request" under U.S. law is any request from a third party to take any of the following described actions against countries friendly to the U.S.: (i) refusal to do business with or in countries friendly to the U.S., or with other persons or entities that do business in or with countries friendly to the U.S.; (ii) furnishing information about business relationships with or in countries friendly to the U.S.; (iii) discriminating against someone based on race, religion, sex, or national origin, except in cases where such information is related to valid government documents such as visas; or (iv) executing business documents such as contracts, letters of credit, or warranties that contain illegal boycott requests.

G. TTI shall ensure that the applicable export controls are followed in an effort to hinder "deemed exports" to nationals of foreign countries prohibited from reviewing technical data or obtaining products within the United States. Because visual disclosures of technical data constitute exports, visits and tours of TTI's facilities by foreign nationals must be approved, in advance, by the Chief Financial Officer or his or her designee.

H. All employees must not perform any of the following acts in connection with the marketing, sale, or distribution of TTI products: offer or promise to pay, or authorize the payment of, any money, or give or promise to give, or authorize the giving of, any services or anything else of value, either directly or through a third party, to any official or employee of a public international organization or of any government, or of any agencies or subdivisions thereof, or of any public international organizations or governmental instrumentalities, or to any political party or official thereof or to any candidate for political office for the purpose of (i) influencing any act or decision of that person in his official capacity, including a decision to fail to perform his official functions with such government or instrumentalities, (ii) inducing such person to use his influence with such government or instrumentalities to affect or influence any act or decision thereof, or (iii) securing any improper advantage.

VIII. Enforcement and Compliance

Under no circumstance will TTI sell, ship, or deliver any product or provide any service contrary to applicable export laws. Nor shall TTI personnel violate these laws for personal gain. Sales, shipments, and deliveries are not to be made to any individual or firm appearing on the Denied Parties Lists of the U.S. export laws and regulations or to any firms owned by or associated with the individuals or firms listed thereon. Also, no orders may be accepted from, or shipments made to any country subject to economic or trade sanctions imposed by the U.S., unless otherwise authorized by applicable laws.

All TTI managers and employees engaged in sales, order processing, shipping, or supervising foreign nationals or projects involving materials or technology subject to export controls should view export control compliance as an important part of their day-to-day responsibilities. Any violation of this Policy or applicable export regulations must be reported immediately to TTI's senior management. Because export control laws and regulations are complex, this summary of such laws and regulations is not comprehensive and should not be taken as legal advice or counsel. Please contact senior management if you have any questions or need further guidance in this regard.

IX. Reporting Suspected Violations

Effective implementation and administration of this Policy requires ongoing and consistent cooperation between TTI and its employees, agents, and members. Accordingly, any questionable, unauthorized, or illegal activity, whenever discovered, must be immediately reported to senior management for investigation and response.

Any person may submit a good faith complaint regarding perceived violations. A confidential report can be made by email at compliance@ttisi.com. Once received, TTI is committed to investigating and responding to any report of violation. TTI will not discharge, demote, suspend, threaten, harass, or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding foreign transactions or practices.

TTI follows a zero-tolerance standard for willful violations of this Policy and applicable laws.

Accordingly, following an investigation, any verified violation may lead to disciplinary action, up to and including termination of employees and agents.

The Export Compliance Committee will maintain a log of all reports of violations, tracking their receipt, investigation, and resolution, and shall prepare a periodic summary report thereof for future agency review, as necessary.

Failure to comply with this Policy may subject an employee to discipline, up to and including termination and criminal prosecution.

If you have any questions or concerns regarding the applicability of U.S. export controls to a specific transaction, the legitimacy of a sale, or a violation or possible violation of U.S. export controls, please contact a member of TTI's Export Compliance Committee immediately.