

**APPIAN CORPORATION  
ANTI-CORRUPTION POLICY  
(RESTATED NOVEMBER 1 2019)**

---

## **INTRODUCTION**

This policy applies to all Appian employees worldwide, regardless of whether the employee is involved in transactions or interactions with governments or commercial entities.

The purpose of this policy is to ensure that Appian's business is conducted in accordance with our company's high ethical standards and with applicable local, national, and international anti-bribery and anti-corruption standards and laws. In addition, Appian's anti-corruption policy serves to advance the goal of transparency internationally, as well as to combat the financial, social and physical harms inflicted as a result of corruption.

In virtually every nation in which Appian does business, it is unlawful to make a corrupt payment to a government official for the purpose of obtaining or retaining business or for a competitive business advantage. In many countries, private commercial bribery is also prohibited. Numerous transnational laws and treaties have been adopted in recent years that prohibit a variety of corrupt practices, including transnational bribery. These include the:

- United States Foreign Corrupt Practices Act (FCPA)
- United Kingdom Bribery Act 2010
- Organization of Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions
- Organization of American States (OAS) Inter-American Convention Against Corruption
- Council of Europe Criminal Law Convention Against Corruption

## **COMPANY EXPECTATIONS**

In addition to being a legal requirement, conducting business without engaging in bribery or other corrupt practices is a fundamental component of our overarching corporate values. All Appian employees are expected to maintain the highest level of integrity and to maintain accuracy in corporate recordkeeping with regard to all transactions or interactions with governments as well as commercial entities. **Appian employees are expected to report any suspected bribe or corrupt payment, or any demand for a bribe or corrupt payment as soon as it is possible to do so.** Any violation of this policy may provide reasonable grounds for employee discipline, up to and including termination of employment.

## **ANTI-CORRUPTION & ANTI-BRIBERY POLICY**

### **1. Corrupt Payments**

It is the policy of Appian not to make a corrupt payment under any circumstances, directly or indirectly. A "corrupt payment" means providing or offering or promising to provide anything of value, e.g., cash, travel, gifts, scholarships for family members, etc., either directly or indirectly to

a government official or to an officer, director, employee, agent, representative, or consultant of a commercial entity, in an attempt to induce the recipient:

- To misuse his or her position to grant action favorable to Appian's interest;
- To refrain from official action contrary to Appian's interests;
- To use his or her influence to secure action or inaction of a third party to advance Appian's interests; or
- Otherwise to obtain improper business advantage.

A "government official" means any employee, officer, director, agent, consultant, trustee or board member of any body or branch of any national, local or other subdivision of government, whether legislative, executive, or judicial. It also includes any officials of political parties, candidates for political office, political parties, and officers, directors, employees, agents, consultants, or officials of business entities owned, operated or controlled by, or otherwise under the dominant influence of, a government. It would also include persons in similar positions with an international organization, such as the United Nations.

## **2. Facilitation Payments**

Appian does not permit "facilitation payments," small payments to government officials to expedite the performance of routine governmental actions (e.g., obtaining licenses, permits or other needed government documents), unless failure to make a requested payment would put the health, safety or freedom of its employees or their family members at risk. If an Appian employee makes a "facilitation payment" because the health, safety or freedom of the employee or a family member is at risk, that Appian employee should report the payment as soon as possible to Appian's General Counsel.

## **3. Gifts, Entertainment, and Travel**

Many alleged acts of corruption arise in the context of gifts, entertainment, and travel. It is the policy of Appian that all gifts, entertainment, and travel benefits given by Appian employees in connection with Appian's business must be legal, reasonable, and approved by senior management within the appropriate business group.

Gifts made be given only when:

- the gift is made for the right reason, i.e., as an act of appreciation or reasonable hospitality, or, if travel expenses, for a bona fide business purpose;
- the gift or hospitality does not place the recipient under any obligation, nor does the gift create any expectations that the recipient will provide favors to the giver or Appian;
- the gift is made openly;
- the gift is of reasonable value (such as Appian marked promotional items) in accordance with general business practices;
- the provision of the gift complies with local laws and the policies of the recipient's organization;

- gifts have only infrequently been provided to the recipient; and
- the gift is documented and reported to management.

Please note that Appian's existing practices involving providing small thank you gifts to clients who speak at Appian World, or with Appian at a trade show, as well as sending flowers to ill clients, are acts of appreciation / reasonable hospitality that are consistent with this policy.

#### **4. Charitable Contributions**

A charitable contribution made by Appian or on Appian's behalf is illegal under some anti-bribery laws if the contribution is intended to improperly influence a government official or is used as a conduit for a corrupt payment. In order to prevent any appearance of impropriety, Appian will not make contributions to charities based on requests or suggestions from customers, prospective customers, or government officials.

#### **5 Political Contributions**

Contributions by Appian or on Appian's behalf to political parties, party officials, candidates for political office, and persons closely related to them can also raise issues under anti-corruption laws. No Appian employee may, except with prior approval from Appian's Chief Financial Officer and General Counsel, make any political contribution, either monetary or in-kind, on behalf of Appian or use Appian's name, funds, property, equipment or services for the support of any political party, initiative, committee or candidate in any country.

This policy does not prohibit or restrict the purely personal political contributions or activities of Appian employees.

#### **6. Third Party Sales Representatives, Subcontractors, Agents, and Consultants**

Appian does not do business with individuals or organizations known to make corrupt payments, or who otherwise could harm Appian's reputation. It is also a violation of this policy to use or induce any third party to perform any act prohibited by this policy or by law.

Any third party sales representatives who conduct business on Appian's behalf will be required to accept certain minimum terms prohibiting corrupt activities prohibited by applicable law. Where possible, they should explicitly agree to abide by the terms of this policy.

In addition, all third party sales representatives who conduct business on Appian's behalf are required to complete a due diligence form prior to their entry into a partnership with Appian.

#### **7. Joint Ventures, Subsidiaries, and Other Affiliates**

Appian's prohibition on corrupt payments extends to all joint ventures, subsidiaries and other affiliates under Appian's control. For the purposes of this policy, "control" means the right or power to direct or cause the direction of management or policies of an entity, whether through the ownership of voting securities or by contract or agency or other similar arrangement.

Appian's policy is to strongly discourage any such payments by entities outside our control. Appian employees involved in the formation, investment in, operation, or oversight of an Appian

joint venture, subsidiary (including a wholly-owned operation or subsidiary), or affiliate are responsible for the following anticorruption measures:

- Prior to formation or investment, conduct a due diligence review of the parties to the transaction to include, among other things, confirmation of the reputation(s) of the parties relative to integrity and lawful conduct. Such parties include, without limitation, the other significant shareholders of the joint venture, subsidiary or affiliate, as well as the senior management and directors of the joint venture, subsidiary or affiliate; If due diligence reveals that one of such parties is, or is controlled by, a government official, or any beneficial or financial interest of a government official, or reveals any potential conflict of interest, management must be contacted immediately;
- Include contract provisions approved by the Appian's legal counsel that confirm compliance with applicable anti-bribery and anti-corruption laws by such joint venture, subsidiary or affiliate; and,
- Where the joint venture, subsidiary, or affiliate is controlled by Appian, including where the entity is fully consolidated in Appian's financial statements, assure that the affiliate implements an effective anti-bribery and anti-corruption compliance program.

If Appian does not control the entity, the related Appian business group must exercise reasonable efforts to cause the entity to implement an effective anti-bribery and anti-corruption compliance program, including systems of internal controls and for accurate and complete recordkeeping.

## **8. Books and Records**

Appian requires accuracy and transparency in all Appian transactions. Regardless of the type of transaction, all books and records established by Appian employees must be complete and accurate. Appian employees must never consent to the creation of false or misleading documents, especially if those documents relate gifts or payments to government officials or to persons affiliated with business entities with whom Appian desires to do business.

## **9. Monitoring Compliance and Seeking Assistance**

### **A. All Employees**

All employees must be vigilant in their compliance with anti-bribery and anticorruption laws and this policy. All Appian employees must report any actual or suspected violations of this policy to the proper Appian authorities (e.g., the General Counsel or most senior executive in the employee's home office country). Willful blindness or conscious disregard for suspicious activities may be viewed as a violation of this policy. If any Appian employee has a question or concern about anti-bribery or anti-corruption compliance, he or she should contact the General Counsel and/or the most senior executive in that employee's home office country.

Appian will not tolerate any retaliation against an employee who honestly reports an issue or concern regarding compliance.

## B. Business Department / Regional Management

The most senior executives in Appian's various business departments and in the countries in which Appian has offices or legal presences have an affirmative obligation to be familiar with the requirements of this policy as well as the specific corruption issues facing their departments and/or regions. Specifically, this would mean that a senior executive overseeing business relationship in a country should be familiar with the most common forms of corruption and bribery in that country and counsel any Appian employees traveling to that country concerning operating within the country.

## C. Legal Department

Appian's legal department will:

- Monitor company activities for anti-bribery and anti-corruption issues;
- Monitor legal developments of relevance to the company on a regular basis and brief Appian senior executives on any relevant legal developments;
- Support/guide due diligence efforts;
- Develop and negotiate anti-corruption safeguards;
- Coordinate with other compliance functions, e.g., Finance, IT, Sales; and,
- As necessary, coordinate with local counsel and subject matter experts on questions involving bribery and other corrupt acts.

## D. Finance

Appian's finance department will be responsible for reviewing all reimbursements and payments made by or to Appian employees for indicia of corrupt payments. The Finance Department will also require employees to provide proper documentation of any requests for reimbursement or payments to government officials or clients, potential clients or third party representatives and facilitators. The finance department will coordinate with the other compliance functions, e.g. legal, to ensure compliance with this Policy.

## **10. Training**

All Appian employees are required periodically to participate in training covering compliance with this policy and Appian's anti-corruption standards and procedures, as directed and scheduled by the General Counsel. All existing employees and each new employee shall complete such anti-corruption training courses as may be provided as a condition of their employment with Appian.