

## OFFICE OF THE CHIEF LEGAL AND COMPLIANCE OFFICER

To all AvePoint Employees:

AvePoint is and remains committed to maintaining the highest ethical and legal standards. We constantly strive to comply with all applicable laws and regulations in each country in which we do business. Above all else AvePoint, at its core, conducts its business ethically and honestly and we expect all AvePoint employees and business partners to do the same.

As many of you should be well aware, corrupt business practices raise serious concerns and run counter to AvePoint's long-standing culture. We all have a responsibility to our customers, partners, communities, and ourselves to conduct our business with the highest level of integrity and ethics.

Enclosed with this letter is the AvePoint Anti-Corruption Policy that clearly reflects our obligations under the U.S. Foreign Corrupt Practices Act ("**FCPA**"), the UK Bribery Act 2010, and other applicable anti-corruption laws. Our executives, Board of Directors and all senior management are committed to preventing corruption from tainting our business and require that you adhere to these policies in everything you do for AvePoint.

Please read our Anti-Corruption Policy carefully and apply its principles and guidelines to your daily activities on behalf of the company. We strongly believe in maintaining a culture of honesty, integrity and legal compliance. In this regard, individual managers are expected to ensure that these rules are being followed by their team and will be held accountable should this not be the case.

Failure to comply with the FCPA, AvePoint's Anti-Corruption Policy, and other applicable anti-corruption laws is not tolerated.

As set forth in the attached materials, as Chief Legal and Compliance Officer, I am primarily responsible for overseeing our compliance program. Please direct all questions and concerns on the Anti-Corruption Policy to me at [Legal@AvePoint.com](mailto:Legal@AvePoint.com) so that we can ensure that our Anti-Corruption Policy is being implemented in practice. As earlier indicated, we also have the AvePoint Compliance Hotline (1-877- 811-1703) available 24/7 for the reporting of actual or alleged violations in good faith. I encourage users of the Compliance Hotline to leave their name so that we may investigate claims more specifically, however anonymous reporting is also allowed. AvePoint does not retaliate against anyone reporting violations in good faith.

Thank you in advance for supporting AvePoint's efforts to combat corruption and to continue to implement sound and ethical business practices.

Very truly yours,

Brian M. Brown, Esq.  
Chief Legal and Compliance Officer, AvePoint, Inc.

## AVEPOINT, INC.

ANTI-CORRUPTION POLICY

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Last Updated and Approved: December 26, 2023

**A. PURPOSE.**

AvePoint, Inc., a Delaware corporation, and its subsidiaries (collectively, the “*Company*”) have implemented this anti-corruption policy (this “*Policy*”) for the purpose of ensuring compliance with the U.S. Foreign Corrupt Practices Act of 1977 as amended (the “*FCPA*”), the UK Bribery Act 2010 (the “*UK Act*”), and all other anti-corruption laws and regulations applicable to the Company's business. This Policy applies to all world-wide directors, officers, and employees of the Company. In addition, we expect our agents, consultants, representatives, lobbyists, suppliers/vendors, resellers, distributors, referral partners, customs or other brokers, contractors and other business partners to comply with the principles contained in this Policy.

**B. POLICY STATEMENT.**

**You are strictly prohibited from promising, offering, providing, authorizing, requesting or accepting money (such as bribes or kickbacks) or anything else of value (such as a gift, benefit, favor, or advantage) directly or indirectly to or from *any person* to achieve an improper purpose related to the Company's business. You must comply with all of the Company's internal controls, especially those designed to (i) ensure accurate and complete books and records or (ii) otherwise prevent improper payments, self-dealing, embezzlement, or fraud.**

There are no exceptions to this Policy, even if our competitors engage in improper behavior or corruption is an accepted practice in a country where we operate. You are required to adhere to both the spirit and the letter of this Policy with respect to our business anywhere in the world.

**C. ANTI-BRIBERY PROHIBITIONS.**

The FCPA prohibits you and the Company from corruptly promising, offering, providing, or authorizing the provision of money or anything of value directly or indirectly to any foreign official and certain other persons to (i) influence any act or decision of the recipient in their official capacity; (ii) induce the recipient to do or omit to do any act in violation of their lawful duty; (iii) secure any improper advantage; or (iv) induce the recipient to influence any act or decision of a non-U.S. government or instrumentality, in order to obtain, retain, or direct business.

The UK Act prohibits you and the Company from offering, promising, or giving a financial or other advantage directly or indirectly to *any* recipient (i) with the intention that the advantage induce the recipient to perform improperly a relevant function or activity; (ii) as reward for the improper performance of a function or activity; or (iii) with the knowledge or belief that the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity.

In addition to the United States and the United Kingdom, almost all other countries have promulgated anti-bribery legislation. Most of those countries prohibit making improper payments to government and private-sector recipients within their borders. However, several countries have also adopted legislation similar to the FCPA and UK Act that prohibit improper payments *outside* those countries. This means that there is potential for a company or an individual to face liability under the laws of several countries for the same single act of corruption.

Given the broad prohibitions under the FCPA, the UK Act, and certain other anti-corruption laws applicable to the Company, this Policy prohibits bribes, kickbacks, and the provision of other improper benefits and advantages to employees, officials, or agents of *any* government, government-owned or affiliated entity (including state hospitals, research institutions, or utilities, or sovereign wealth funds), public international organizations (such as the United Nations or the World Bank) or private-sector companies. You are also strictly prohibited from bribing political candidates or political parties or their officials.

One may be asked by certain parties to provide a bribe or other improper benefit in exchange for (i) the award of a contract or other business; (ii) the issuance or renewal of a concession, license, or business, construction, or other permit; (iii) an impermissible reduction in duties or other taxes; (iv) securing the purchase of state-owned land or other public assets; (v) avoiding mandatory inspections; (vi) obtaining a favorable inspection result or court decision even if the facts or circumstances do not support such a result; or (vii) the grant of some other improper advantage. This Policy prohibits you from providing bribes or other improper benefits to any person to achieve *any* of these types of purposes.

A violation of this Policy can occur even if the bribe fails to achieve the purpose for which it was intended. A person can violate the FCPA and this Policy if that person provides an improper payment or benefit to a recipient and the recipient does not grant any business or other advantage in return. In addition, the mere offer or promise of a bribe or other improper benefit is sufficient to cause a violation. All of the anti-bribery prohibitions contained in this Policy apply irrespective of whether you use Company funds or your personal funds to finance improper payments or other benefits.

This Policy also prohibits you from soliciting or accepting bribes, kickbacks, or other improper payments/benefits from the Company's vendors or other persons in relation to our business. For instance, a violation of this Policy will occur if you cause the Company to overpay a vendor and that vendor then shares all or a portion of that overpayment with you. You must disclose any actual or potential conflicts of interest to the Chief Legal and Compliance Officer. For example, you must notify the Chief Legal and Compliance Officer if you are aware of any Company vendor that is wholly or partially owned by you, a member of your family, or a personal friend.

This Policy requires you to adhere to high ethical standards and to comply with all applicable laws in the course of performing services for the Company. FCPA, UK Act, and other anti-corruption violations typically involve circumstances that also result in violations of other laws, including those that prohibit money laundering, embezzlement, or fraudulent activities. Guilty persons can face multiple charges based on the same set of facts.

**D. ACCOUNTING REQUIREMENTS.**

The Company is committed to maintaining accurate books, records, and accounts which, in reasonable detail, accurately and fairly reflect the Company's transactions, expenses, and asset dispositions. You are prohibited from concealing bribes or falsifying any other transaction or expense. You must comply with our accounting controls and avoid unauthorized activities or expenses. In addition, you are prohibited from using off-the-books accounts or other slush funds.

**E. FACILITATING PAYMENTS.**

The FCPA prohibits the provision of bribes to government officials. However, the FCPA contains an exception to this prohibition for so-called "facilitating" or "grease" payments. Specifically, the FCPA allows the provision of small payments made to secure or expedite "routine government actions" such as (i) the processing of visas, licenses, work permits, or other doing-business documents; (ii) the provision of police protection, mail delivery, phone service, public utilities and other public services; (iii) the performance of inspections, cargo loading/unloading, customs clearance, and the protection of perishable products from deterioration; or (iv) actions of a similar nature.

The FCPA's facilitating payment exception only applies to routine *non-discretionary* actions that government officials are otherwise obligated to perform. This exception does not apply to improper payments/benefits provided to (i) influence *discretionary* government actions such as awarding a contract, sale, or other type of business; (ii) avoid or reduce taxes or import duties; (iii) forgo mandatory permits, licenses or inspections altogether; or (iv) influence the outcome of inspections or court decisions. Improper payments/benefits provided for these types of purposes will violate the FCPA and this Policy.

The Company generally does not allow you to provide facilitating payments, except in limited circumstances where prior approval from the Chief Legal and Compliance Officer is obtained. The Company adheres to this limited approach because various non-U.S. anti-corruption laws do not contain a facilitating payment exception. Personnel that have questions or concerns regarding such payments must confer with the Company's Chief Legal and Compliance Officer.

**F. INTERMEDIARIES.**

This Policy prohibits you from providing bribes or other improper benefits directly as well as *indirectly* through third parties such as sales representatives, consultants, agents, resellers, distributors, referral partners, or other contractors or business partners (collectively "Intermediaries").

You and the Company can be held liable under the FCPA if you authorize a third party to engage in corruption. Another section of the FCPA goes one step further by holding a company or individual liable for providing, promising, or authorizing the provision of money or anything else of value to *any person* (including an Intermediary) while *knowing* that all or a portion of that money or thing of value will be used by that person for corrupt purposes. This means that you and the Company can be held liable even if you do not expressly authorize or instruct an Intermediary or other person to pay a bribe, but instead have knowledge that they will. In this context, the term "knowledge" is interpreted broadly to cover (i) the possession of actual information that a person will engage in corruption or (ii) a conscious disregard, deliberate ignorance, or willful blindness as to the other party's corrupt or improper practices.

Given these significant risks, this Policy prohibits you from working with corrupt or disreputable Intermediaries. This Policy forbids you from using or paying any Intermediary responsible for government or customer interactions unless (i) appropriate anti-corruption due diligence has been performed on that Intermediary and (ii) the Intermediary has executed a written agreement containing anti-corruption compliance clauses. In this regard, you must confer with the Company's Chief Legal and Compliance Officer who maintains the Company's due diligence procedures and template Intermediary agreements which incorporate anti-corruption compliance clauses. The level of due diligence that must be performed on an Intermediary could vary depending on the risks presented by that particular Intermediary. The Chief Legal and Compliance Officer will determine the appropriate level of due diligence that will apply.

Throughout any relationship with an Intermediary for which you are responsible, you must monitor their performance to ensure that they do not engage in activities that raise FCPA, UK Act, or other corruption concerns. **ANNEX I** contains a list of red flags that are relevant at both the pre-contract due diligence stage and the post-contract monitoring stage. Please study this red flag list closely and notify the Chief Legal and Compliance Officer if you determine that any of these concerns exist with respect to an Intermediary.

This Policy requires you to notify the Chief Legal and Compliance Officer if you learn of any Company Intermediary or other contractor that engages in corrupt or other improper practices.

#### **G. JOINT VENTURES.**

International joint ventures may raise anti-corruption concerns similar to those discussed above in the context of Intermediaries. For instance, a red flag can arise if a joint venture partner is a government agency or official or is related to one. You must involve the Chief Legal and Compliance Officer before engaging in international joint ventures.

#### **H. MERGERS & ACQUISITIONS.**

The Company may also face liability for mergers or acquisitions involving target entities or assets tainted by corruption. Newly acquired subsidiaries of the Company must take appropriate measures to implement this Policy, comply with our internal controls, and adhere to the FCPA, the UK Act, and other anti-corruption laws. You must confer with the Chief Legal and Compliance Officer to determine how to address these matters if you are responsible for mergers or acquisitions.

#### **IX. GIFTS & BUSINESS COURTESIES**

The Company manages the receipt and offering of gifts and business courtesies through its Gifting Policy and related procedures.

#### **I. POLITICAL CONTRIBUTIONS.**

Contributions to non-U.S. political parties can raise significant concerns under both the FCPA and local laws; it is quite possible that government benefits could be tied to political contributions and trigger scrutiny and prosecution by U.S. enforcement agencies. Also, some countries may restrict companies and individuals from other nations from making political contributions. The Company generally prohibits

Company-financed contributions to non-U.S. political parties or candidates in relation to Company business. The Chief Legal and Compliance Officer can provide you with further guidance on this matter if necessary.

**J. CHARITABLE CONTRIBUTIONS.**

Several governments support various charitable organizations and causes. In some cases, a government may require the Company to make a social contribution to a charity or public cause as a condition to being awarded a contract or a permit. Special care must be made to ensure that the charity or organization that will receive such contribution is legitimate and is not operated by or affiliated with a government official in their personal capacity.

As with Intermediaries, it is imperative that we perform adequate due diligence on charitable organizations to ensure that they are not a vessel through which bribes and other improper payments/benefits are made. In addition, the Company may require the charity to provide written legal compliance certifications. You must confer with, and obtain the written permission of, the Chief Legal and Compliance Officer before making contributions to charities with respect to the Company's business. Also, all such contributions must be accurately recorded in our books and records.

**K. VIOLATIONS/CONSEQUENCES.**

A violation of this Policy will result in appropriate disciplinary action, including demotion, reassignment, additional training, probation, suspension, or even termination.

The FCPA and UK Act are criminal statutes. Both the Company and you may be subject to substantial fines and penalties for violating these and other anti-corruption laws. In serious cases, you may face imprisonment. In addition, the Company may face suspension or debarment from government contracts, the loss of export privileges, and certain other consequences. These results can be devastating to our business.

Anti-corruption enforcement has significantly increased in the United States. Even non-U.S. employees and other individuals have been extradited to the United States to face charges. In addition, a number of other countries have strengthened their laws on this matter. This means that we can face liability across multiple jurisdictions for the same corrupt act.

**L. TRAINING AND MATERIALS.**

All designated personnel must undergo anti-corruption training provided by the Company. The nature, content, and frequency of that training will be determined by the Company based on your risk profile. We encourage all of our business partners to provide training to their personnel as well.

**M. STATUS.**

This Policy does not form part of any employment contract with you and may be amended at any time. This Policy should be read in conjunction with the Company's other policies and procedures.

**N. CERTIFICATION.**

Please sign the certificate that appears in ANNEX 2 after you have read this Policy. The Company may require you to recertify your compliance with this Policy on a periodic basis.

**O. REPORTING/QUESTIONS.**

You have an affirmative obligation to report all violations of this Policy to the Chief Legal and Compliance Officer as follows:

**Office of the Chief Legal and Compliance Officer**

**AvePoint, Inc.**

**901 East Byrd Street**

**Suite 900**

**Richmond, VA 23219**

**legal@avepoint.com**

Reports may also be submitted anonymously by using the Company's hotline number **1-877-811-1703** or by e-mail to the Chief Legal and Compliance Officer above. However, we encourage you to consider revealing your identity so that we can properly follow up and investigate alleged violations. We will not retaliate against any individual for reporting violations in good faith.

You must also notify the Chief Legal and Compliance Officer of any corrupt, improper, illegal, or other unusual requests for payments or other benefits made by customers, Intermediaries, vendors, business partners, or government officials. By reporting such matters, you will enable us to explore options to achieve our business goals without having to interact with such persons or provide improper benefits.

We welcome any constructive comments or questions that you may have regarding the substance and implementation of this Policy in your respective sector and/or territory. Please direct such communications to the Chief Legal and Compliance Officer.

## ANNEX I

### **THIRD PARTY RED FLAGS**

The following "red flags" or warning signs may suggest a high likelihood that an illegal payment may be made by an Intermediary. One may discover these red flags in the course of performing due diligence on or working with an Intermediary:

- The Intermediary has a history or reputation for corruption, other legal violations, or for bypassing normal business channels.
- The Intermediary requests an excessive operating budget or for approval of excessive expenditures, commissions, or fees (the excess amount may be used to finance a bribe).
- The Intermediary demands payments (i) without any written invoice, activity report, or supporting documentation; (ii) in cash; (iii) be made to another party; or (iv) be directed to an account in a country different from the one where the Intermediary is located or is doing business.
- The Intermediary has a practice of providing excessive gifts and hospitalities to government officials, customers or investors.
- The country or industry of the Intermediary has a strong reputation for corruption.
- The Intermediary lacks the qualifications or resources to perform the services offered.
- The Intermediary has been recommended by a government official or an employee of a customer.
- The Intermediary makes statements or inferences that a particular payment is needed to "get the business."
- The Intermediary states that a government official, customer, or investor has requested a "gift" or something of value.
- The Intermediary is related to a government official, customer or investor.
- The sole reason for doing business with the Intermediary is to use its influence over certain government officials, customers or investors.
- The Intermediary requests that the Company prepare false invoices or other documentation.
- The Intermediary refuses to certify that it will not engage in corrupt activity or otherwise cause the Company to be in violation of the FCPA or other anti-corruption laws.
- The Intermediary recommends that the Company enter into a relationship with a specific person

or company, and such person is a relative of a government official, or such company is owned in part by a government official or a relative of a government official, customer or investor.

- The Intermediary is reluctant to identify the principals or other persons holding an ownership interest in the Intermediary.
- The Intermediary insists upon sole control over a government approval process. Managers of the Intermediary are awarded unusual bonuses.
- The Intermediary refuses to disclose subagents or subcontractors that interact with government officials, customers or investors.
- The Company decides to use an Intermediary to perform tasks that available Company employees are in a better position to perform.

The existence of a red flag could mean that the Company will be unable to engage in business with the Intermediary altogether. However, the Chief Legal and Compliance Officer may determine that certain red flags can be overcome with additional due diligence and compliance measures. All red flags must be reported to the Chief Legal and Compliance Officer for further evaluation.

**ANNEX 2**

**AVEPOINT, INC.**

**ANTI-CORRUPTION POLICY**

**CERTIFICATION**

To: **AVEPOINT, INC.**

I, \_\_\_\_\_, hereby certify that I have read and am in compliance with the Anti-Corruption Policy (the “*Policy*”) of AvePoint, Inc., a Delaware corporation, and its subsidiaries (collectively, the “*Company*”). Neither I nor, to my knowledge after due inquiry, any of my direct or indirect reports nor any Company contractor or business partner with which I or they work has offered, provided, solicited, or accepted a bribe, kickback, or other improper payment/benefit or has otherwise taken any actions that would result in a violation of (i) the Policy or any employee handbook, code of conduct, or other policies or procedures of the Company that have been provided to me; (ii) the U.S. Foreign Corrupt Practices Act of 1977, as amended; (iii) the UK Bribery Act 2010; or (iv) any other applicable anti-corruption or other law or regulation. I will notify the Company's Chief Legal and Compliance Officer if, at any time, I learn of or suspect such violation.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Date)