

Business Partner Compliance Guide

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Purpose and Scope

OutSystems Holdings S.A., OutSystems – Software em Rede, S.A. and its subsidiaries (collectively, “OutSystems” or the “Company”) are committed to maintaining the highest standards of business conduct and ethics and ensuring compliance with applicable laws and regulations. This Business Partner Compliance Guide (“this Guide”) sets forth the guiding principles by which OutSystems conducts its business. OutSystems expects our worldwide agents, distributors, resellers, and other third-party intermediaries (collectively, “Business Partners”) to read, understand, and follow this Guide.

Our Principles and Standards of Conduct

Honest and Ethical Conduct

OutSystems promotes the high standards of integrity by conducting our affairs honestly and ethically. The affairs and reputation of the Company depend on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity is the foundation of corporate integrity.

Follow the Law

Our Business Partners are expected to understand and must comply with all applicable laws and regulations in the countries where they perform Company-related services or business. The fact that in some countries certain laws are not enforced or that a violation of those laws is not subject to public scrutiny will not be accepted as an excuse for noncompliance.

Anti-Corruption Compliance

Bribery is never allowed. OutSystems is strongly committed to complying with all applicable anti-corruption, anti-bribery and anti-kickback laws (collectively, “Anti-Corruption Laws”). OutSystems is subject to a number of local anti-corruption laws, applicable in virtually every jurisdiction where OutSystems

conducts business, including the U.S Foreign Corrupt Practices Act and the UK Bribery Act 2010.

Business Partners are prohibited from soliciting, giving or accepting improper payments or other things of value related to OutSystems business. This includes improperly promising, offering, providing or authorizing the provision of money (such as a bribe or kickback) or anything else of value (such as an inappropriate gift, benefit or favor) directly or indirectly to any government employee or official* or other individual, entity or organization in exchange for contracts, sales, business, permits, licenses, regulatory approvals, or any other business advantage. All Business Partners must comply with all applicable Anti-Corruption Laws wherever they operate while performing services for or on behalf of OutSystems and must avoid causing OutSystems to violate Anti-Corruption Laws. Business Partners must also consider adopting appropriate policies and procedures to ensure compliance with Anti-Corruption Laws. There are no exceptions to the above policy even if engaging in corrupt behavior or corruption is a common or acceptable practice in a country where a Business Partner operates. All Business Partners are required to adhere to both the spirit and the letter of this anti-corruption policy with respect to the Company's business anywhere in the world.

The FCPA prohibits one from corruptly promising, offering, providing, or authorizing the provision of money or anything of value directly or indirectly to any non-U.S. Government Official¹ and certain other persons to obtain, retain, or direct business. The UKBA prohibits one from offering, promising, or giving a financial or other advantage directly or indirectly to any recipient (whether in the public or private sector):

¹ The term "Government Official" includes all officers or employees of a government department, agency, or instrumentality; permitting agencies; customs officials; political officeholders; candidates for political office; and officials of public international organizations (e.g., the Red Cross), judges, arbitrators, experts, members of a jury. This term also includes officers or employees of government-owned or controlled commercial enterprises such as state-owned or controlled universities, airlines, oil companies, health care facilities, or other vendors. The term also includes family members and close associates of such individuals (e.g., it is not permissible to give a lavish gift to the sibling, spouse, or child of a government employee if a gift to the individual would be prohibited.)

- i. With the intention that the advantage induce the recipient to perform a relevant function or activity improperly;
- ii. As a 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.

Please note that in addition to the FCPA and UKBA, many other countries where OutSystems conducts its business have their own specific Anti-Corruption Laws.

A violation of Anti-Corruption Laws can occur even if the improper payment fails to achieve the purpose for which it was intended. This means that a Business Partner can cause a violation if that Business Partner provides an improper payment to a recipient and the recipient refuses to 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 Guide apply irrespective of whether you use OutSystems funds or your own funds to finance improper payments or other benefits. OutSystems also prohibits you from soliciting or accepting bribes, kickbacks, or other improper payments and/or benefits from other OutSystems Business Partners, investors, partners, or other persons related to our business.

OutSystems and certain Business Partners may be subject to substantial fines, penalties, imprisonment, debarment, the loss of export privileges, and other consequences if a violation occurs.

The FCPA, the UKBA, and other Anti-Corruption Laws applicable in the jurisdictions where OutSystems is conducting business are criminal statutes that have broad jurisdictional reach. Individuals can potentially face liability under those and other Anti-Corruption Laws irrespective of their nationality or country of residence.

Third Parties

Business Partners are also prohibited from providing bribes or other improper benefits directly as well as indirectly through third parties such as representatives, consultants (including a law or accounting firm), travel agencies, brokers, agents, or other subcontractors or Business Partners. Please note that OutSystems may face liability under certain Anti-Corruption Laws if a Business Partner provides a bribe even if the Company did not have actual knowledge of the bribe. As a result, it is imperative that Business Partners comply with these laws.

Gifts & Hospitality

Anti-Corruption Laws prohibit the provision of money or things of value for improper purposes. Accepting gifts and entertainment and other business courtesies can create the appearance of a conflict of interest or even be viewed as a bribe, especially if the value of the gift or business entertainment or courtesy is more than nominal. OutSystems prohibits the provision of cash gifts and gift cards or certificates that can be easily converted into cash. Further, Business Partners are prohibited from providing gifts, meals, and other hospitality benefits on behalf of or to anyone related to the Company's business, including to Government Officials or customers.

Training

We encourage our Business Partners to provide appropriate anti-corruption training to and obtain compliance certifications from their personnel.

Anti-Money Laundering Compliance

OutSystems prohibits Business Partners from engaging in any activity that facilitates money laundering or the funding of terrorist or criminal activities (collectively, "Prohibited Transactions") in connection with our business. Money laundering is the act of concealing or disguising the existence, illegal origins, and/or illegal application of criminally derived income so that such income appears to have legitimate origins or constitute legitimate assets. Money laundering is typically associated with income derived from corruption, drug trafficking, arms smuggling, prostitution, organized crime, and terrorism. While money-laundering involves giving "dirty" money the appearance of legitimacy, terrorist

financing generally involves using legally earned income to finance illegal activities. OutSystems expects all of its Business Partners to comply with all applicable laws and regulations on Prohibited Transactions.

Export Control and Sanctions Compliance

The Company's products and services are subject to various U.S. export control laws and may be subject to the trade laws of other countries. Business Partners must comply with applicable laws related to our business and must avoid causing the Company to violate those laws. Unless authorized by the relevant government authority, you may not transfer any OutSystems products or engage in any other transaction related to our business in, to, or with:

1. Cuba, Iran, North Korea, Syria, the Crimea, Donetsk People's Republic, and Luhansk People's Republic regions of Ukraine, or any other country that becomes subject to sanctions or embargoes imposed by the U.S. government; or
2. Any individual or entity identified on the most current restricted parties lists maintained by the U.S. government, European Union, and other relevant authorities, including:
 - a. The Specially Designated Nationals and Blocked Persons List, administered by the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC");
 - b. The List of Foreign Sanctions Evaders administered by OFAC;
 - c. The Sectoral Sanctions Identification List administered by OFAC;
 - d. The List of Debarred Parties, Directorate of Defense Trade Controls administered by the U.S. State Department;
 - e. The Denied Persons List administered by the U.S. Department of Commerce's Bureau of Industry and Security ("BIS");
 - f. The Entity List administered by BIS;
 - g. The Unverified List administered by BIS;
 - h. The European Union's List of Persons and Entities Subject to Financial Sanctions; and
 - i. Any other applicable debarment list maintained by the government in your country of location and/or operation. Business Partners are responsible for securing all necessary export licenses or authorizations to the extent applicable.

Modern Slavery and Human Trafficking

OutSystems is committed to conducting our business in a manner consistent with all applicable employment and human rights laws, rules and regulations wherever we operate. We have a zero-tolerance policy for the use of child labor, forced or indentured labor, or human trafficking practices. We will not knowingly do business with Business Partners who engage in these practices. All Business Partners are prohibited from using unlawful forced labor or child labor or engaging in human trafficking practices when performing services for or on behalf of the Company. All Business Partners must abide by such restrictions and are required to report any potential violations of labor or human trafficking laws of which they become aware.

Conflicts of Interest

All Business Partners must avoid conflicts of interest during the performance of services for OutSystems. This may occur when a Business Partner's business or personal interests interfere in any way with the performance of its duties for or the best interests of the Company. We expect our Business Partners to be free from influences that conflict with the best interests of OutSystems. Even the appearance of a conflict of interest where none exists can be damaging and should be avoided.

Maintenance of Corporate Books and Records

OutSystems is committed to maintaining accurate books, records, and accounts related to its business. Business Partners are prohibited from concealing bribes, fraud, or criminal activities and falsifying any other transaction or expense in invoices, purchase orders, or other documents that they prepare related to their services for OutSystems. The Company expects Business Partners to maintain (i) accurate and honest corporate, complete and true business, and accounting records and (ii) adequate accounting controls that prevent unauthorized activities or expenses. OutSystems prohibits Business Partners from using off-the-books accounts or other slush funds in relation to the Company's business.

Fair Dealing

Never do anything illegal or lacking integrity to win business. OutSystems strives to outperform its competition fairly and honestly, through superior performance, never through unethical or illegal business practices. Acquiring proprietary or confidential

information from others through improper means, possessing or utilizing trade secret information that was improperly obtained, obtained without the owner's consent or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited. You should never misrepresent the quality, features or availability of the Company's products and never take unfair advantage of anyone by manipulating, concealing or abusing confidential or privileged information, misrepresenting material facts, or engaging in any other unfair dealing.

Protection and Proper Use of Company Assets

Business Partners are expected to protect OutSystems assets and ensure their efficient use. Business Partners may not use the Company's corporate name, any brand name or trademark owned or associated with OutSystems, or any Company letterhead stationery for any personal or other purpose, unless such purpose is approved in writing by an authorized OutSystems person.

Confidentiality

One of the Company's most important assets is our confidential information. As an OutSystems Business Partner, you may learn of information about the Company that is confidential and proprietary. This includes non-public information that might be of use to competitors or harmful to OutSystems or its customers if disclosed. Unauthorized use or distribution of confidential information is prohibited and could also be illegal resulting in civil or criminal penalties.

Media and Public Discussions

It is the Company's policy to disclose material information about OutSystems to the public only through specifically limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the Company will have equal access to information. If a Business Partner receives any inquiries or calls from the press and financial analysts about OutSystems, they must be referred to compliance@outsystems.com.

Sub-Partners

OutSystems prohibits Business Partners from working with other sub-partners, subcontractors, or other business partners (collectively, "Sub-Partners") in relation to the Company's business if they have a history or reputation for engaging in unethical or illegal

practices or would otherwise cause the Company to be viewed in negative light. OutSystems requires that Sub-Partners that have government interactions undergo a due diligence review. Business Partners must confer with the OutSystems' Compliance Officer on such matters prior to working with such Sub-Partners. Business Partners should share copies of this Guide with Sub-Partners connected with or working on OutSystems matters and monitor their compliance with this Guide or the terms of their agreements. You are strictly forbidden from accepting any payments or other personal benefits from the Sub-Partners or other parties that create a conflict of interest with your duties to OutSystems as a Business Partner or otherwise violate any laws or regulations.

Health and Safety and Environment

Business Partners shall ensure that it, its staff and premises comply with all relevant legislation and regulations relating to health, security, safety and environment matters and shall ensure that its employees are provided with a safe working environment at its facilities.

Questions and Concerns

If you have any questions, doubts or concerns regarding this Business Partner Compliance Guide, please speak up and do so with appropriate urgency. OutSystems maintains an anonymous hotline that may be used to report any suspected violation of the standards of conduct set forth in this Guide. Reporting may be conducted through the internet or via phone at [OutSystems SpeakUp Helpline](#). You may also contact us directly at compliance@outsystems.com.