

**EAGLE PARENT, INC
EPICOR SOFTWARE CORPORATION
ACTIVANT SOLUTIONS, INC.**

UK ANTI-BRIBERY AND CORRUPTION POLICY

(As Adopted – July 2011)

Introduction

This UK Anti-Bribery and Corruption Policy (“**Policy**”) is intended for use by Eagle Parent, Inc. and its subsidiaries, including Epicor Software Corporation, Activant Solutions, Inc., Epicor Software (UK) Limited, Scala International Limited, Activant Solutions UK Limited and Epicor Retail Solutions Corporation and other companies within the group that are either incorporated in the UK or have entered into contracts with customers, partners or suppliers who are incorporated or located in the UK (together “**Epicor**”)

This Policy should be read in conjunction with our Foreign Corrupt Practices Act Compliance (“**FCPA**”) Policy (“**FCPA Policy**”).

Epicor is committed to maintaining the highest level of professional and ethical standards in the conduct of its business in all countries in which it operates or otherwise has business connections. The Company’s reputation for honesty, integrity, and fair dealing is an invaluable component of the Company’s financial success, and of the personal satisfaction of its employees.

1. Purpose

1.1 The purpose of this Policy is to:

- (a) set out our responsibilities, and the responsibilities of those working for us or associated with us, in observing and upholding our position on bribery and corruption, including under the UK’s Bribery Act 2010, as such may be amended from time to time, including by successor legislation (the “**Act**”); and
- (b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

In this Policy the use of the terms “we”, “our” and “us” refer to Epicor.

It is important that you read, understand and act in accordance with this Policy.

To implement this Policy effectively, every person to whom it applies must make a commitment to it and to uphold the standards it sets out.

2. To whom does this Policy apply?

This Policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "**Workers**" in this policy).

This Policy does not form part of any employee's contract of employment and it may be amended at any time. **However breach of this policy by any employee will be a disciplinary offence which could result in dismissal.**

3. Our principles

- 3.1 It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and to implementing and enforcing effective systems to counter bribery.
- 3.2 It is our best practice objective that those we do business with take a similar zero-tolerance approach to bribery and corruption.
- 3.3 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. Epicor's UK subsidiaries remain bound by the laws of the UK, including the Act, in respect of their conduct both at home and abroad.
- 3.4 Bribery and corruption are criminal offences and are punishable in the UK for individuals by up to ten years' imprisonment and if an Epicor group company is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously and expect you to do the same.
- 3.5 In this Policy "third party" means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- 3.6 This Policy should be read in conjunction with Epicor's FCPA Policy and Epicor's Worldwide Code of Business Conduct and Ethics.

4. Responsibility for the Policy?

- 4.1 This Policy is endorsed by Epicor's executive management team and board of directors. The board of directors of Eagle Parent, Inc. has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 4.2 Epicor's Corruption and Anti-Bribery Compliance Manager is Vince Lowder, Vice President, Asst. General Counsel ("Compliance Manager").
- 4.3 The Compliance Manager has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness. The Compliance Manager can be contacted about this Policy at vlowder@epicor.com. In his absence, questions should be directed to Yu-Ho Cheung, Corporate Counsel at ycheung@epicor.com.
- 4.4 Management and senior staff at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it.

5. Risks for our business

We have identified some particular risks for our business. An overview of these risks is set out in Schedule 2 to this Policy together with our assessment of those risks and the steps we have taken to address them.

6. What are bribery and corruption under the Act?

Corruption is the abuse of public or private office for personal gain.

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. Some possible examples of bribery are set out below. These are examples only and are not the only ways bribery and corruption can occur. They are provided to assist you with your compliance with this Policy:

Example 1: Offering a bribe

You offer a potential client tickets to a major sporting event on the condition that they agree to do business with us.

This offer would be an offence under the Act as you are making the offer to gain a commercial and contractual advantage. Epicor may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Note that the Act does not prohibit bona fide and reasonable hospitality (see Section 7 below for further information).

Example 2: Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to agree to this as you would be doing so to gain a personal advantage; accordingly, such an offer must therefore be declined.

Example 3: Bribing a foreign official:

You arrange for the business to make a payment to a foreign official to speed up an administrative process. This is not a payment required under local written law.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for on behalf of the Company. We may also be found to have committed an offence. This is also an offence under the FCPA Policy.

Should you encounter any similar scenarios to these, you should contact your line manager and the Compliance Manager immediately.

7. Hospitality

7.1 This Policy does not prohibit bona fide reasonable and proportionate hospitality (given and received) to or from third parties, which seeks to improve the image of Epicor, allow us to better present products and services or establish cordial relations.

7.2 The giving of hospitality is not prohibited provided the following requirements (and 7.1) are met:

- (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it complies with local law where the hospitality is being given;
- (c) it is given in the Company's name, and not in your name;
- (d) it is of nominal value;

- (e) it is appropriate in the circumstances;
- (f) taking into account the reason for the hospitality, it is of an appropriate type and value and given at an appropriate time;
- (g) it is given openly, not secretly; and
- (h) the hospitality is promptly and accurately recorded as “Entertainment” in our records using our expense-recording system. and that the third party is identified.

Hospitality may not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Compliance Manager.

8. Gifts

8.1 The giving or receipt of nominal gifts is not prohibited, providing the following requirements are met:

- (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it complies with local law where the gift is being given;
- (c) it is given in the Company's name, not in your name;
- (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) it is of nominal value;
- (f) it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- (g) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (h) it is given openly, not secretly; and
- (i) the gift is promptly and accurately recorded as a “gift” in our records using our expense-recording system and the third party identified.

Gifts may not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the express prior approval of the Compliance Manager.

8.2 We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, proportionate and justifiable. The intention behind the gift or hospitality must always be considered.

If you have any doubt as to whether the giving or receiving of a gift falls within this exception contact your line manager in the first instance.

9. Other Prohibitions Under the Act

In addition to the prohibitions above it is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure (where the payment is not a legitimate payment pursuant to local written law);
- (c) accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- (d) accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- (e) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this Policy; or
- (f) engage in any other activity that might lead to a breach of this Policy.

10. Facilitation payments

10.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Whilst we recognise that limited facilitation payments are permitted under the FCPA (see our FCPA Policy for further information) it is not acceptable to make such a payment under this Policy.

10.2 "Facilitation payments" are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions in which we operate.

- (a) Example: A government prospect indicates that it has tentatively accepted your bid, subject to a formal signature approval process. You may not offer an inducement to a government official to expedite the approval process. Such inducement is considered a "facilitation payment".

10.3 If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the

reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you must raise these with the Compliance Manager.

- 10.4 “Kickbacks” are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

11. Donations

As a rule, the Company does not typically make contributions to political causes or parties. . We only make charitable donations that are legal and ethical under local laws and practices. No donation to a political cause or party or charity must be offered or made without the prior approval of the Compliance Manager.

12. Your responsibilities

- 12.1 You must read, understand and comply with this policy.
- 12.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under its direction or control. All workers are required to avoid any activity that breaches or gives the appearance of a breach of this Policy.
- 12.3 You must notify your manager or the Compliance Manager or any available whistleblowing facility which we may have been put in place as soon as possible if you believe or suspect that a conflict with this Policy has occurred, or may occur in the future. For example, if a client or prospect offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further indicators that may point towards bribery or corruption are set out in Schedule 1. These indicators cannot be ignored and must be addressed. Further red flags are set out in the Company’s FCPA Policy.
- 12.4 Any employee who breaches this policy will face disciplinary action, which may include dismissal.
- 12.5 We reserve our right to terminate our contractual relationship with other Workers if they breach this policy.

13. Record-keeping

- 13.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

- 13.2 You must declare and keep a written record of all hospitality or gifts accepted or offered seeking any prior managerial approval required as appropriate.
- 13.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's expense policy and specifically record the reason for the expenditure using our expense-recording system and the expense type "Entertainment" or "Gift" and identify the third party involved. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, must be prepared and maintained with strict accuracy and completeness. No accounts may be kept "off-book" to facilitate or conceal improper payments.

14. How to raise a concern

- 14.1 You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your line manager or the Compliance Manager.
- 14.2 Concerns should be reported by following the procedure set out in our Whistleblowing Policy. Concerns can be raised confidentially and anonymously through the Company's whistleblower hotline, Ethicspoint either on line at www.ethicspoint.com or by telephoning anonymously to 1-866-384-4277. A copy of our Whistleblowing Policy can be found at the Company website.

15. What to do if you are a victim of bribery or corruption

It is important that you inform the Compliance Manager or follow the procedure in the Whistleblowing Policy as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

16. Protection

- 16.1 Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- 16.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a

concern. If you believe that you have suffered any such treatment, you should inform the Compliance Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our grievance procedure, which can be obtained from your local HR representative.

17. Training and communication

- 17.1 Training on this Policy will be provided to all Workers on a periodic basis.
- 17.2 Such training will be relevant to the Worker's roles and some Workers will be given more detailed training.
- 17.3 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

18. Monitoring and review

- 18.1 The Compliance Manager will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness, and implement improvements as required.
- 18.2 All Workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 18.3 Workers are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Manager.

Schedule 1 - potential risk scenarios: bribery and corruption indicators

The following is a list of possible scenarios that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only to help you in your compliance with this Policy.

If you encounter any of these scenarios while working for us, you must report them promptly to your manager or to the Compliance Manager or use the procedure set out in the whistleblowing policy. It is important that if such a scenario arises it is immediately addressed:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend, relative or contact;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;

- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party;
- (o) you are asked to give hospitality at which you are requested not to attend;
- (p) you are offered hospitality at which the giver is not going to be in attendance; or
- (q) you are asked to give hospitality to persons who are not associated with the organisation (for example family members) or are offered hospitality which extends to persons beyond our business (for example family members).

Other examples are listed in our FCPA Policy.

Schedule 2 Risk Assessment

As explained in Section 5 of this Policy we have identified some particular risks for our business, having considered the jurisdictions and sectors in which it operates and the transactions which it carries on.

The risks we have identified are:

- Workers or other persons associated with our organisation accepting bribes from existing or potential suppliers
- Channel Partners or other associated persons offering incentives or other advantages which could amount to a bribe to induce customers to purchase Epicor products/Services
- Channel Partners or other associated persons making facilitation payments
- Payments being made to intermediaries and/or agents into off-shore accounts.

These risks will be reviewed periodically by the Compliance Manager and the Company's board of directors and updated to reflect any changes in our business / perception of the risks faced as necessary.

To address the risks identified Epicor's senior management have determined to take the following measures:

- Implement this Policy on anti-bribery and corruption
- Mandate the Compliance Manager to oversee the implementation and effectiveness of the policy as set out in Section 4.2 and to document the same.
- Have a zero-tolerance culture to bribery and corruption which is communicated by our senior management team to all workers and associated persons, including on our intranet and our external website
- Introduce training on this Policy.
- Establish appropriate training is periodically provided for our existing Workers on this Policy and the issues it seeks to address.
- Place reference to this Policy in our Code of Conduct signed up to by all Workers and make compliance with it mandatory.
- Carry out an ongoing programme of due diligence of our existing activities – considering the jurisdiction, sector, party and transaction risks involved and for this due diligence to be ongoing for existing business and all new business.