

VARETIS, INC.

ANTI-CORRUPTION POLICY

September 2026 Edition

INTRODUCTION

As noted in our *Code of Business Ethics and Conduct* (the "Code"), Varetis, Inc. ("Varetis," the "Company," or "we") is committed to conducting business ethically, responsibly, and in compliance with all applicable laws. This *Anti-Corruption Policy* aims to reinforce that commitment by clearly defining our stance against bribery and corruption and providing specific guidance on how to comply with applicable policies and laws.

This Policy applies to all Company employees and contractors (for ease of reference, referred to collectively herein as "employees") in all locations and situations in which the Company operates. This Policy provides guidance on how we expect our employees to prevent, detect, and report potential bribery; corruption; conflicts of interest; or improper gifts, hospitality, political and charitable contributions, recordkeeping, or other conduct that could compromise our integrity or that of the clients we serve. By studying, acknowledging, and applying the principles set forth in this Policy, we all further contribute to embedding a culture of transparency, accountability, and ethical decision-making into our everyday business activities.

POLICY OVERVIEW

Varetis maintains a zero-tolerance approach to bribery, kickbacks, facilitation payments, extortion, or any other form of corruption, whether direct or indirect, including but not limited to offering, giving, receiving, or soliciting anything of value to influence business decisions. This zero-tolerance stance applies worldwide and in all situations and settings in which our people operate—whether in federal or commercial settings or in the United States or abroad. Employees, officers, agents, contractors, and business partners acting on our behalf may never offer, promise, provide, request, or accept anything of value to attempt to secure an improper business advantage.

Prohibited items or benefits include cash or cash equivalents (like gift cards or cryptocurrency), gifts, meals, entertainment, hospitality, charitable or political contributions, employment or consulting opportunities for family members or associates, or **any other act intended to improperly influence** decisions or obtain preferential treatment. We prevent this risk, in part, by strictly prohibiting our employees from offering or providing *any* gifts, meals, entertainment, hospitality, or anything else of value to *any* third party.

We recognize that corruption risks exist in both the federal and commercial environment, and it is the responsibility of every employee to recognize, avoid, and report potential issues as part of our ongoing commitment to the Code. Among other reporting options, you can reach our 24/7 Ethics Hotline at (202) 863-9281 x707.

WHERE TO GO FOR HELP?

We expect all our employees to understand and abide by the principles set forth in this Policy. **You can *always* reach out to a manager, supervisor, or colleague if something is unclear to you!**

We maintain reporting mechanisms through which employees and third parties can confidentially submit questions, complaints, concerns, or reports.

- Ethics Hotline: Our 24/7 Ethics Hotline number is (202) 863-9281 x707. All questions and incident reports are responded to promptly and confidentially, to the fullest extent possible.
- Ethics Contacts: Employees may directly contact their manager, Human Resources (hr@Varetisinc.com), or Compliance (compliance@Varetisinc.com).

APPLICABLE LAWS

Varetis will comply with all applicable anti-corruption laws, including the Anti-Kickback Act of 1986 ("AKA"), the U.S. Foreign Corrupt Practices Act ("FCPA"), and other applicable national, local, or international laws that prohibit bribery, kickbacks, facilitation payments, extortion, or other corrupt practices. In addition to these laws, other jurisdiction-specific laws and regulations or agency-specific policies may apply to our business dealings depending on the country, region, or specific nature of our business activities. We expect employees to understand the legal requirements applicable to their activities and to consult their manager, Human Resources (hr@Varetisinc.com), or Compliance (compliance@Varetisinc.com) if they have any questions or are uncertain about how a particular law or regulation applies.

LAWS AND DEFINITIONS TO KNOW

AKA. The Anti-Kickback Act ("AKA") of 1986 (41 U.S.C. Chapter 87) seeks to prevent corruption in the federal-procurement process by prohibiting the offering, solicitation, or acceptance of "kickbacks" in connection with U.S. government contracts. In this context, a "kickback" represents any money, fee, commission, credit, gift, gratuity, or other thing of value that is provided to improperly obtain or reward favorable treatment in a prime contract or subcontract relating to a federal government contract.

Specifically, the AKA prohibits any person from: i) providing, attempting to provide, or offering to provide a kickback; ii) soliciting, accepting, or attempting to accept a kickback; or iii) including, either directly or indirectly, the cost of a kickback within the price charged to the U.S. government under a contract or subcontract. **In plain English, the AKA prohibits exchanging anything of value for the purpose of improperly influencing the award of performance of contracts or subcontracts with the U.S. government.**

The AKA imposes both criminal and civil liability to companies and individuals who engage in such conduct, and the U.S. government can offset the value of a kickback against payments owed to a contractor, require prime contractors to withhold funds from subcontractors involved in violations, and pursue claims under federal contract disputes law. The AKA also imposes compliance and reporting obligations. Prime contractors and subcontractors are required to report possible violations of the AKA and implement reasonable procedures (including policies, training, auditing mechanisms, and reporting systems) to prevent and detect kickbacks. The AKA also requires contractors to fully cooperate with federal investigations into potential AKA violations.

You can access the full text of the AKA here: U.S.C. Chapter 87 - Kickbacks.

FCPA. The Foreign Corrupt Practices Act ("FCPA") of 1977 (15 U.S.C. §§ 78dd-1, et seq.) seeks to prevent corruption in international markets by prohibiting the bribery of foreign officials in connection with obtaining or retaining business. The FCPA contains both "anti-bribery" provisions and "accounting" provisions.

The anti-bribery provisions prohibit the willful use of the mails or any means of instrumentality of interstate commerce corruptly in furtherance of any offer, payment, promise to pay, or authorization of the payment of money or anything of value to any person, while knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to a foreign official to influence the foreign official in his or her official capacity, induce the foreign official to do or omit to do an act in violation of his or her lawful duty, or to secure any improper advantage in order to assist in obtaining or retaining business for or with, or directing business to, any person. **In plain English, the FCPA's anti-bribery provisions**

generally make it unlawful to bribe foreign government officials to assist in winning new business or retaining existing business.

The FCPA also requires companies whose securities are listed in the United States to a) make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer; and b) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that i) transactions are executed in accordance with management's general or specific authorization; ii) transactions are recorded as necessary (I) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (II) to maintain accountability for assets; iii) access to assets is permitted only in accordance with management's general or specific authorization; and iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences. **In plain English, the FCPA's accounting provisions require companies to maintain accurate and complete financial records and internal-control systems that facilitate accurate reporting and reasonably control company resources.**

You can access the full text of the FCPA here: Foreign Corrupt Practices Act.

You can also access a helpful resource guide prepared jointly by the U.S. Department of Justice and U.S. Securities and Exchange Commission here: A Resources Guide to the U.S. Foreign Corrupt Practices Act, Second Edition.

"Foreign official" in the context of the FCPA. The FCPA defines a "foreign official" as any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of such government, department, agency, instrumentality, or public international organization.

What does that mean in practice? Well, it can represent essentially anyone who exercises governmental authority. This includes any officer or employee of a foreign government department or agency, whether in the executive, legislative, or judicial branch of that government, and whether at the national, state, or local level. It also includes officials and employees of government-owned or controlled enterprises and private citizens who act in an official governmental capacity. It can even include people like doctors at state-owned hospitals and professors at state-owned universities.

It's not always clear whether someone qualifies as a "foreign official" for purposes of FCPA compliance. The safest approach is to avoid any action that could be construed as an attempt to improperly influence an activity over which that individual has influence. That means avoiding giving these individuals anything of value—whether cash, gifts, meals, hospitality, favors, promises, or *anything* else that could be perceived as having value and serving to influence an activity over which that person has influence.

"Anything of value" in the context of the FCPA. The FCPA prohibits offering, promising, or giving "anything of value" to a foreign official to gain an improper business advantage. What exactly does that mean? We should interpret the meaning as broadly as possible, but the definition typically includes, among other things:

- Cash or cash equivalents, including gift cards, prepaid cards, or cryptocurrency;
- Gifts, entertainment, hospitality, and other business-promotional activities;
- Covering or reimbursing a foreign official's expenses;

- Employment offers or similar benefits to a foreign official or the official's friends or family members;
- Contributions to a political party, candidate, or campaign;
- Donations or sponsorships to a charitable organization or non-profit organization.

Any employee that is engaged in activities on behalf of Varetis that involve potential interactions with foreign officials should consult with Compliance (compliance@Varetisinc.com) for more information. **When in doubt, consult!**

CONFLICTS OF INTEREST

Conflicts of interest can compromise ethical decision-making and create the appearance of impropriety. Employees must avoid any personal, financial, or other interests that could interfere with (or create the perception of interfering with) the objective performance of their duties. As noted in our Code, examples can include, but are not limited to:

- Holding a significant financial interest in a current or prospective customer, supplier, or competitor of Varetis, or serving as an employee, consultant, or director of that business.
- Supervising the job performance or compensation of a relative.
- Using confidential Company information or improperly using Company assets for personal benefit or the benefit of others.

If you are unsure of whether a particular situation or relationship constitutes a potential conflict of interest, you should consult with Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707 for guidance.

THIRD-PARTY RELATIONSHIPS

We expect all business partners, consultants, agents, and other third parties acting on our behalf to uphold standards of ethics and integrity consistent with this Policy and to comply with applicable anti-bribery and anti-corruption laws and regulations, including the FCPA. We also expect our employees to recognize and report potential bribery and corruption risks associated with third parties, including our customers and suppliers.

We seek to exercise reasonable judgment before engaging third parties, including by assessing prospective counterparties' reputations and avoiding relationships with entities or individuals known to be affiliated with illegal or corrupt activities. We also monitor the activities of existing third parties, including by subjecting third-party invoices to multiple layers of review and approval.

Many bribery and corruption schemes involve a third-party vendor, agent, or intermediary. Third parties can serve as a conduit through which companies funnel illicit payments for the benefit of ultimate decision-makers, such as a government official or procurement manager. One common example occurs when a third party conspires with a company to submit an inflated invoice that covers the cost of the third party's own services plus an "extra" (often unsupported) amount intended to be passed on to another party, to help influence a decision or process in the company's favor. We can help prevent and detect such risks by

documenting our agreements with third parties in writing, with clear descriptions of services and related pricing, and validating that invoices we receive align with underlying agreements.

If employees observe any unusual situations, including requests from third parties for additional, rush, or expedited payments; promises of preferential or special treatment; references on invoices to vague, miscellaneous, or general charges or to expense reimbursements that lack support or do not align with the underlying agreement; or any other conduct or situation that raises any doubts in their mind, they should immediately report their concerns to their manager, Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707.

GIFTS, HOSPITALITY, AND ENTERTAINMENT

Employees are strictly prohibited from offering or providing any gifts, meals, entertainment, hospitality, or anything else of value to any third party without written pre-approval from Compliance (compliance@Varetisinc.com). Any such expenses, to the extent they occur alongside written pre-approval from Compliance, must *never* be offered or provided in a way that could create the appearance of undue influence or improperly affect a business decision.

When providing pre-approved gifts, hospitality, or entertainment in line with this Policy, employees must retain documentation of expenditures (e.g., receipts) in accordance with applicable Company policies and attach to their expense-reimbursement submission evidence of Compliance approval, which the Company shall validate before processing the expense for reimbursement.

Employees are prohibited from accepting anything of value (including, but not limited to gifts, meals, entertainment, or hospitality) from any third party that might create an actual or perceived conflict of interest, including interference with any active business pursuit, including bids, tenders, proposals, or contract-renewal negotiations.

In all cases, employees should seek guidance from and consult with Compliance (compliance@Varetisinc.com) or our 24/7 Ethics Hotline at (202) 863-9281 x707 if they are unsure whether a given situation is appropriate.

POLITICAL AND CHARITABLE CONTRIBUTIONS

Employees must ensure that all political activities and contributions comply with applicable laws and the standards set forth in this Policy. Employees may not make political contributions, provide gifts, or engage in activities designed to secure an unlawful business advantage.

Charitable contributions may only be made for bona fide purposes and in accordance with the laws and regulations of the country in which the contribution is made. Employees must avoid any actions that could create an appearance of impropriety or that could influence business outcomes improperly.

Any contributions made on behalf of, paid by, or reimbursed by the Company must be pre-approved by Compliance.

REPORTING CHANNELS

We are committed to maintaining a culture of openness, transparency, and good-faith reporting. As noted throughout our Code, we all have a duty to raise our hand if we observe something that isn't right. In some cases, that includes refusing to follow instructions that we believe aren't appropriate. We will protect employees who submit concerns in good faith from retaliation, demotion, or any other adverse employment action.

Employees should promptly submit any questions, complaints, concerns, or reports regarding potential violations of this Policy to their manager, HR (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or through the 24/7 Ethics Hotline at (202) 863-9281 x707.

INVESTIGATIONS AND DISCIPLINE

Human Resources shall have access to the 24/7 Ethics Hotline and shall be responsible for confidentially processing and investigating concerns, complaints, and reports that come through the Hotline or through other means, including verbal and written reporting to employees' managers, Human Resources, or Compliance. Human Resources shall confer and collaborate with Legal, Compliance, and other internal Company functions, as necessary, to timely and effectively investigate, document, and, where necessary, discipline cases.

Employees shall not conduct their own investigations. Varetis will confidentially investigate all incidents reported to us to the fullest extent necessary and possible and will take appropriate action to address the situation. We expect employees to cooperate fully with such investigations and to provide all information that they possess regarding such violations. Failure to cooperate fully in a forthright manner with any such investigation is grounds for disciplinary action, up to and including termination.

As noted above, the Company will periodically evaluate employee expense activity to identify activity that violates this Policy and may take disciplinary action, as needed.

ACCOUNTING AND RECORDKEEPING

The Company will maintain accurate, transparent, and complete financial records and transactions with appropriate supporting documentation. We strictly prohibit the use of off-the-books accounts, false invoices, and knowingly misrepresented costs and expenses. Approved expenses incurred by our employees for legitimate business purposes, including but not limited to those associated with gifts, entertainment, hospitality, donations, and contributions must be recorded in the Company's records, with applicable transaction-level information such as description, amount, date, and attendees.

TRAINING AND COMMUNICATION

Varetis provides anti-corruption training within broader compliance training that it delivers to all its new hires and that it maintains on its intranet. Compliance is responsible for reviewing and periodically updating the content of compliance-related trainings and Human Resources is responsible for overseeing the logistics, delivery, tracking, and integration of training into onboarding materials and employee resources. Employees are responsible for completing required training, acknowledging receipt of certain training-related materials, and abiding by the principles included in compliance-related trainings, including the Code and this Policy, throughout their day-to-day activities.

The Company will periodically review this Policy and reserves the right to modify it from time to time, with or without notice, to maintain the Policy's continued relevance, accuracy, and alignment with applicable industry and legal standards. Where necessary, the Company will make corresponding revisions to applicable training materials and notify personnel of changes.

ANTI-CORRUPTION ACKNOWLEDGEMENT AND CERTIFICATION FORM

I acknowledge that I have received and carefully read Varetis Inc.'s *Anti-Corruption Policy*. I understand that this Policy, along with the Company's Code and other related policies, procedures, and guidelines outline Varetis' Ethics & Compliance Program and the requirement that I conduct business honestly, ethically, and in accordance with the Company's policies and all applicable laws.

I understand that Varetis strictly prohibits me from offering or providing *any* gifts, meals, entertainment, hospitality, or anything else of value to *any* third party with pre-approval from Compliance. I understand the importance of my obligation to always conduct my business affairs in a legal and ethical manner in accordance with Varetis' policies, procedures, and guidelines and with applicable laws and regulations.

Where applicable, I agree to be available to my staff to provide them guidance on proper business conduct, including how to comply with this Policy. To the extent I learn of any possible violations of this Policy—including through queries and consultations that I receive from anyone that I supervise—I will promptly escalate those to Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or to our 24/7 Ethics Hotline at (202) 863-9281 x707.

I understand that compliance with this Policy is a mandatory condition of employment with Varetis, and that my employment with Varetis is at-will and may be terminated by me or Varetis at any time. I understand that this Policy—along with the Code and Varetis' other implementing policies, procedures, and guidelines—may be amended or revoked or that new policies, procedures, or guidelines may be established unilaterally and at Varetis' sole discretion.

At the time of my signing, I am not aware of any former or ongoing violations or potential violations of this Policy that I have not already previously reported to the Company.

_____

Signature