



CVENT HOLDING CORP.

ANTI-CORRUPTION POLICY

Cvent Holding Corp. (the “**Company**”) is dedicated to fostering and maintaining the highest ethical standards and committed to complying with all U.S. and applicable international laws related to ethics, fair dealing, and corruption. Bribery and corruption are prohibited under:

- (1) the United States Foreign Corrupt Practices Act of 1977, as amended (the “**FCPA**”),
- (2) the United Kingdom Bribery Act of 2010 (the “**Bribery Act**”),
- (3) the OECD Anti-Bribery Convention (the “**Convention**”);
- (4) the India Prevention of Corruption Act (2013) (the “**PCA**”);
- (5) Canadian Corruption of Foreign Public Officials Act (the “**CFPOA**”); and
- (6) any other applicable related U.S. or foreign laws and regulations.

It is the policy of the Company to fully comply with both the letter and spirit of the FCPA, the Bribery Act, the PCA, the CFPOA, and all other laws against corruption and commercial bribery.

The purpose of the *Anti-Corruption Policy* set forth below is to describe the practices and procedures the Company’s officers, directors and employees (“**Employees**”) and its distributors, agents, contractors, business partners, and any other third-party representatives (“**Third Party Representatives**”) acting on the Company’s or its subsidiaries’ behalf must follow to ensure that the Company’s business practices meet or exceed all applicable legal and ethical standards. Accordingly, **Employees** and **Third Party Representatives** are required to confirm compliance with the Company’s Anti-Corruption Policy (this “**Policy**”).

Scope of Policy

This Policy applies company-wide to the Company and all domestic and international business units, operations, and subsidiaries. To comply with local laws and regulations, certain foreign offices and subsidiaries may develop more restrictive policies and procedures. If implemented, it is expected that these more restrictive foreign subsidiary policies and procedures would remain in effect over this Policy. Less restrictive procedures, however, may **not** be implemented.

This Policy is not designed to make employees or anyone acting on behalf of the Company experts in the FCPA or anticorruption law generally, but rather is designed to help you recognize situations and payments that might raise FCPA or Bribery Act concerns. Importantly, Employees and Third Party Representatives acting on behalf of the Company must comply with the procedures

described below and work closely with the General Counsel to ensure compliance with the FCPA and other anti-bribery and corruption laws.

Overview of the Anti-Bribery & Corruption Laws:

Bribery and corruption are prohibited under the FCPA, the Bribery Act, and similar U.S. and international laws, including the PCA and CFPOA. Specifically, the FCPA is a U.S. criminal statute that was enacted to deter illegal corporate payments by:

- (1) prohibiting certain payments or promises to foreign officials – a term which the FCPA defines broadly (the anti-bribery provisions);
- (2) requiring public companies to keep adequate records of the disposition of their assets (recordkeeping provisions); and
- (3) making companies responsible for internal monitoring of their accounting practices (internal accounting control provisions).

The FCPA applies to the Company and its Employees, including its officers, directors, and Third Party Representatives, (*e.g.*, resellers, distributors, agents, consultants, business partners, and other third parties acting on the Company’s behalf). The Bribery Act similarly prohibits bribery of foreign officials but also prohibits offering, promising, making, or receiving an improper payment by, or to, any person. The PCA prohibits bribery of public servants and the CFPOA makes it a criminal offense for persons or companies to bribe a foreign public official to obtain or retain an advantage in the course of business. For further detail, a brief summary of the provisions of the FCPA is set forth below.

Definition of Foreign Official

Under the FCPA, a “Foreign Official” should be interpreted broadly and includes:

- (1) an employee of a foreign government or any department, agency, or instrumentality of a foreign government;
- (2) a foreign state-owned or controlled entity, including but not limited to, in many countries, telecom, banks, airlines, energy companies, port authorities, health care, and educational institutions’ employees; a public international organization, such as the Red Cross, International Monetary Fund or World Bank;
- (3) any person acting in an official capacity for or on behalf of such governmental bodies or public organizations, including entities hired to review and accept bids for a government agency;
- (4) a foreign political party (i.e. an organization that is trying to obtain political power) or official thereof;
- (5) royal family members engaged in government functions; or
- (6) a candidate for foreign political office.

Even if an individual is not considered a government official under local law, he or she may still qualify as a “Foreign Official” under the FCPA. In some countries, such as the People’s Republic of China, employees of ordinary commercial business enterprises such as a hospital, airline, employment agency, or a factory qualify as a Foreign Official because such businesses are wholly or partially state-owned. Foreign Officials include officials at every level of government, regardless of rank or position. Even a low-level employee of a business enterprise could qualify as a Foreign Official.

Anti-Bribery Provisions

The FCPA applies to Cvent, its subsidiaries, Employees and Third Party Representatives. The FCPA’s Anti-Bribery provisions makes it a **criminal offense** to make an offer, payment, promise to pay, gift, or authorization of the payment, of any money or anything of value, directly or indirectly, to a Foreign Official, for the **“corrupt”** purpose of obtaining or retaining business, securing an improper advantage, or directing business to any other person. The term “anything of value” includes not only cash and cash equivalents, but also gifts, charitable contributions, grants, sponsorships, trips, investments, entertainment, accommodations, commitments to invest in businesses that are unrelated to the agreement with a third party, and anything else of tangible or intangible value. The term “corrupt” is construed to prohibit any activity, including the provision of meals, entertainment, travel accommodations or gifts, which is meant to influence the recipient and which is done for the stated illegal purposes. **Importantly, there is no minimum value for a violation to occur.**

It is the Company’s policy to allow **nothing** of value to be given to any foreign government employee or, in fact, any current or prospective customer unless it is approved in accordance with this policy and the Company’s Code of Business Conduct and Ethics. **All provisions to a foreign government employee/official must be pre-approved, in writing, by submitting the Request for Travel or Entertainment Expenditure/Reimbursement Regarding a Foreign Government Official (“T&E” Form) to the Chief Financial Officer or Legal Department.** Please strictly adhere to this requirement before giving **anything** of value to any foreign government employee/official.

Compliance with the FCPA and Bribery Act must be undertaken on a case-by-case basis and can be complex. Employees should **not** try to solve FCPA or other anti-bribery problems on their own. If any question arises regarding whether a payment could be a potential violation of the FCPA or the anti-bribery laws in other countries, an employee should discuss it with the Legal Department.

Permissible Business Expenses

While the FCPA and Bribery Act prohibits providing anything of value to any person, including foreign government employees/officials, that does not mean the Company cannot provide reasonable, legitimate, bonafide business expenses to customers related to its business operations. The FCPA permits the provision of “reasonable and bona fide expenditures” if related to the “promotion, demonstration, or explanation of products or services” or if the expenses are related to “the execution or performance of a contract with a foreign government or agency thereof.” Moreover, it is permissible to provide things of value “if the payment or promise to pay was lawful under the written laws and regulations of the country in which the recipient is located.”

For example, it is customary in many parts of the world to occasionally give nominal gifts or provide meals to customers and other parties that have a business relationship with the Company. Generally, a nominal gift or meal may be provided by a Company employee to a foreign official (, or, in the case of a private party, without violating the FCPA or Bribery Act if: (a) the giving of the gift or meal does not meet the elements of an FCPA or Bribery Act violation (*i.e.*, the gift or meal is not given to obtain or retain business or gain an improper advantage); (b) the gift or meal is lawful under the written laws of the country where the gift is being given; (c) the gift or meal constitutes a bona fide promotion or goodwill expenditure; (d) the gift is not in the form of cash; (e) the gift or meal is of nominal value (on an individual and aggregate basis); and (f) the gift or meal is accurately recorded in the Company's books and records.

Simply put, the Company may provide reasonable – not lavish or excessive – meals, entertainment, or travel expenses to its customers related to legitimate Company business. However, all provisions to foreign government officials must be pre-approved, in writing, by the Chief Financial Officer's or Legal Department. Any questions regarding whether an expense is reasonable should be directed to the Legal Department.

Record-Keeping Provisions and Internal Accounting Provisions

As also covered in our [Code of Business Conduct and Ethics](#), Cvent requires you to keep accurate and transparent transactions. Regardless of the type of transaction, all books and records established by employees must be complete and accurate. All relevant records, including invoices and expense reports, must accurately reflect the associated transaction.

Cvent representatives must never consent to or initiate the creation of false or misleading documents, including any that are designed to disguise a bribe as a legitimate payment.

Documenting Government Official Expenses

Any appearance of impropriety must be avoided when providing gifts, travel, and entertainment to government officials or other individuals or entities with whom the Company does business. The intent and business purpose of these expenses must be clearly stated when submitting approval requests, such as the T&E Form, or other expense reports. In addition, after incurring an expense, all receipts must be promptly submitted. In all cases, the Company documentation must accurately and completely describe the relevant facts. When requesting approval and documenting expenses, the following must be identified:

- (1) the date the gift, travel or entertainment was, or will be, provided;
- (2) the name and governmental title of the government official receiving the gift, travel, or entertainment;
- (3) the location of the activity, including vendor names for entertainment and travel expense;
- (4) a clear description of the nature of the expense and the business purpose; and
- (5) the name of the Company employee who paid, or will pay, the expense and the names of all other Company employees or agents participating in or authorizing the activity.

Penalties Under the FCPA

The U.S. Department of Justice (the “DOJ”) and the Securities and Exchange Commission (the “SEC”) enforce the FCPA. The penalties for violations are **severe** and may include individual fines and imprisonment, in addition to substantial corporate penalties. This means that the Company’s employees can be **individually and personally liable** and face significant penalties, including a term in prison, for violations of the Act. As a result of continuing international efforts, many countries around the world have enacted similar laws criminalizing the bribery of Foreign Officials. Furthermore, most countries have laws prohibiting bribery of domestic government employees.

Under the Act, a corporation can be fined up to double the amount of gross gain or loss from the illegal activity, or \$2,000,000, whichever is greater, for violating the anti-bribery provisions. Individuals can be fined up to \$250,000 and/or imprisoned for up to five (5) years. Violations of the recordkeeping and internal controls provisions by a corporation can result in criminal penalties of up to \$25,000,000, in addition to civil fines. An employee may be subject to an individual criminal fine of \$5,000,000, in addition to civil fines, and may face up to 20 years imprisonment. Accountants and other professionals may also be barred from practicing before the SEC.

An employee may be convicted of an FCPA violation even if the Company is not convicted. Furthermore, the FCPA **prohibits** the Company from paying or indemnifying the employee’s fine. This means that if a Company employee is found to have violated the Act, he or she will be personally liable for any fines or penalties that are imposed.

Pursuant to international agreements, the U.S. Government has the ability to prosecute individuals all over the world for violations of the Act and can hold a U.S. entity liable for actions of its foreign subsidiaries, even if the U.S. entity did not know or approve of the actions. Therefore, all of the Company’s worldwide employees and companies are prohibited from bribing or offering to bribe Foreign Officials. Even if a particular act cannot be prosecuted by the U.S. Government under the FCPA, it will likely violate other U.S. or non-U.S. laws, such as the Bribery Act or the PCA.

Third Party Representatives (Agents, Representatives, Consultants, Contractors, Resellers and Distributors)

The FCPA and Bribery Act establish liability for improper provisions made **indirectly** to a foreign official or private person, as well as payments made directly. The Company and individual directors, officers, or employees may be liable for a payment made by a third party, such as a joint venture partner, reseller, or consultant, if the Company makes a payment or transfers other value to that third party “knowing” that it will be given to a government official or private party. Under the FCPA, firm belief that the third party will pass through all or part of the value received from the Company to a government official, or an awareness of facts that create a “high probability” of such a pass-through, also constitute knowledge under this law. As such, third parties must be investigated prior to their engagement (known as conducting due diligence) with the Company to ensure their commitment to FCPA and Bribery Act compliance.

Conducting Due Diligence

Company employees are required to investigate the backgrounds of prospective third parties prior to engagement. When seeking to engage a third party, please contact Procurement for assistance

in investigating the third party's background and reputation, also referred to as conducting due diligence. Company employees must follow the Company's procurement process and procedures as outlined on the Company's intranet as updated from time to time. As a part of the due diligence process, the Procurement Department will require third parties to complete a diligence questionnaire. The completed diligence questionnaire should be reviewed by Procurement and any "red flags" should be escalated to the Legal Department.

Red Flags

Company personnel should be particularly alert to any "red flags" that may be encountered during due diligence or in transactions with third parties. "Red flags," as discussed in more detail below, can arise with any third parties involved with the Company's foreign business operations, but arise more frequently in dealings with joint venture partners and foreign agents (such as resellers, sales agents or consultants). The basic rule is simple: a red flag cannot be ignored, it must be addressed.

"Red flags" can arise at any stage of a transaction – during due diligence, during contract negotiations, in the course of operations, or at termination. "Red flags" that do not present serious issues at one stage of a transaction or relationship may pose significant liability risks when they appear at a different stage or in combination with a different overall set of facts. Thus, the significance of "red flags" must be considered in context rather than in isolation. All "red flags" must immediately be investigated and appropriately addressed. If you become aware of facts that may be "red flags" but are not sure how to respond to them, you should immediately contact the Legal Department.

The following are some "red flags" that frequently arise with third parties involved in non-U.S. operations:

- A reference check reveals the third party's flawed background or reputation;
- The transaction involves a country known for corrupt payments;
- The third party is suggested by a government official, particularly one with discretionary authority over the business at issue;
- The third party objects to FCPA and/or Bribery Act representations in Company agreements;
- The third party has a close personal or family relationship, or a business relationship, with a government official or relative of an official;
- The third party requests unusual contract terms or payment arrangements that raise local law issues, such as payment in cash, payment in another country's currency, or payment in a third country;
- The third party says, or implies, that he must "take care of people" or "grease the wheel" in order to get the business;
- The third party requires that his or her identity or, if the third party is a company, the identity of the company's owners, principals or employees, not be disclosed;

- The third party’s commission exceeds the “going rate” or must be paid in cash;
- The third party indicates that a particular amount of money is needed in order to “get the business” or “make the necessary arrangements”;
- The third party requests that the Company prepare or accept false invoices or any other type of false documentation; or
- The third party requests payment in a third country (*i.e.*, not where services are rendered, or where the third party resides), or to an account in another party’s name.

Third Party Representative Contracts

All contracts with foreign third party representatives must contain appropriate provision requiring the Third Party Representative to comply with the FCPA and Bribery Act.

The Company’s Policy

To ensure compliance with the FCPA, Bribery Act, PCA and other applicable anti-bribery and anticorruption laws, it is the policy of the Company that:

- (1) The use of Company funds or assets for any unlawful or improper purpose is strictly prohibited;
- (2) No payment shall be made to, or for the benefit of, government employees (which may include employees of state-owned enterprises) for the purpose of, or otherwise in connection with, securing sales to, or obtaining favorable action by, a government agency:
 - a. Gifts of substantial value to, or lavish entertainment of, government employees are prohibited since they can be construed as attempts to influence government decisions in matters affecting the Company’s operation, and
 - b. Any entertaining of public officials (which may include employees of state-owned enterprises), or the furnishing of assistance in the form of transportation or other services should be of such nature that the official’s integrity or reputation would not be compromised;
- (3) The offer, payment or promise to transfer in the future Company funds or assets, or the delivery of gifts or anything else of value, to government employees (which may include employees of state-owned enterprises) and includes Foreign Officials, **strictly prohibited** for the purpose of influencing any act or decision of any such person in his or her official capacity, including the decision to fail to perform his or her official functions or to use such person’s or party’s influence with a foreign government or instrumentality in order to affect or to influence any act or decision of such government or instrumentality in order to assist the Company in obtaining or retaining business for or with, or directing business to, any person or entity;
- (4) If anything of value, regardless of the amount, is to be given to a foreign official (which includes any employee of a foreign government or any department, agency, or

instrumentality of a foreign government; a foreign state-owned or controlled entity, including, in many countries, telecom, health care, and educational institutions' employees; a public international organization, such as the Red Cross or World Bank; and any person acting in an official capacity for or on behalf of such governmental bodies or public organizations, including entities hired to review and accept bids for a government agency), foreign political parties or officials or candidates of foreign political parties, it must strictly adhere to the policies and procedures set forth in this Policy and the Company's Code of Business Conduct and Ethics;

- (5) All records must truly reflect the transactions they record. All assets and liabilities shall be recorded in the regular books of account. No undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entries shall be made in the books and records for any reason. No payment shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the document supporting the payment;
- (6) No political contribution shall be made, directly or indirectly, with corporate funds or assets regardless of whether the contributions are legal under the laws of the country in which they are made;
- (7) Any employee who learns of or suspects a violation of this Policy should promptly report the matter according to the guidelines under "Reporting Violations or Potential Violations of this Policy" below. All managers shall be responsible for the enforcement of and compliance with this Policy, including the necessary distribution to insure employee knowledge and compliance;
- (8) The foregoing Policy shall apply to all of the Company's subsidiaries and their employees with respect to such subsidiary's funds and operations;
- (9) Employees who regularly conduct business with government employees, or are involved in the sale of products to government entities, must receive training on the FCPA on a regular basis, but in no event less than once every two (2) years;
- (10) A violation of this Policy will lead to disciplinary action up to and including termination of employment.

Education and Training

The Legal Department will lead or arrange for anti-bribery training sessions to be conducted at all major Company offices and work locations throughout the world on an annual basis. From time to time, such training may be conducted via teleconference, video conference, webinar, e-learning or other means supplementary to in-person training.

Annual Certifications

The Company requires certification from all employees certifying that he or she has read and understands this *Anti-Corruption Policy*. Annually, the Company will require those employees that are in positions affected by this Policy to complete a certification acknowledging, among other things, that they are not aware of any violation of this Policy.

Auditing

Testing and auditing of the Company's transactions for possible violations of the Policy will be a function of the Chief Financial Officer's office and a regular part of the Company's routine audit process. This will include a determination by the Legal Department that the organization is providing training and education on this Policy and the Company's anti-bribery and corruption procedures to its employees. It will also include risk assessments that will be performed to identify any risk of potential violations of this policy, including violations of the FCPA and/or Bribery Act. In addition, the Chief Financial Officer's office will perform testing of procedures to confirm whether this Policy and the Company's anti-corruption, bribery and fraud controls and processes are working as intended or whether vulnerabilities exist. All Employees must cooperate fully with these internal audits.

The results of all anti-bribery and corruption auditing activities shall be communicated to the Audit Committee of the Board of Directors promptly after completion of the relevant audit.

Reporting Violations or Potential Violations of this Policy

If an individual suspects or becomes aware of any action related to bribery, recordkeeping or internal controls that he or she believes may be illegal, unethical or inappropriate, or otherwise in violation of this Policy or the Company's Code of Business Conduct and Ethics, the individual should immediately report the situation to the Chief Financial Officer or General Counsel. Any manager or Human Resources representative who receives a report of a potential violation of this Policy or the law must immediately inform the Chief Financial Officer or General Counsel. If for any reason an individual is uncomfortable discussing the matter with the Chief Financial Officer or General Counsel, he or she may raise the matter directly with a representative of the Legal Department or a member of the Audit Committee.

If the individual wishes to report his or her concerns anonymously, he or she may access the Company's anonymous Whistleblower Hotline, a confidential messaging system administered by NAVEX Global at:

US: 877-219-5568

UK: 0808-234-1077

India: 000-800-100-1635

Canada: 1-855-326-9719

Australia: 000-800-100-1635

Singapore: 000-800-100-1635

Germany: 0808-234-1077

Or visit www.reportlineweb.com/cvent.

Anonymous reports should be factual instead of speculative or conclusory, and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith with a reasonable basis for believing that a violation of this Policy or other illegal, unethical or inappropriate conduct has occurred.