

AVEPOINT, INC.

GIFTING POLICY

Approved and Effective: March 10, 2023

AvePoint, Inc., a Delaware Corporation (the “*Company*”) is committed to fair dealings with its competitors and to avoiding the appearance of improper bias based on the provision of gifts. Accordingly, the Company has issued this Gifting Policy (this “*Policy*”) in conjunction with its general Anti-Corruption Policy and Cover Letter (the “*Anti-Corruption Policy*”) to further clarify its position and provide guidance to its personnel, directors, and other representatives of the Company.

Business gifts and entertainment are often customary courtesies designed to build goodwill among business partners and clients. However, the Company is committed to competing solely on a merit of its products and services. As a result, the Company strives to avoid any actions that create a perception that favorable treatment of outside entities by the Company was sought, received, or given in exchange for personal business courtesies.

This Policy is a supplement to the Code of Ethics and Business Conduct Policy (the “*Code*”) and the Anti-Corruption Policy and should be read in conjunction with the Code and the Anti-Corruption Policy.

I. Purpose and Scope.

The purpose of this Policy is to set forth the Company’s position and guidelines on the provision or acceptance of business courtesies gifts by any person on behalf of the Company. The scope of this Policy is global in nature and applies uniformly to any person, internally or externally, acting on behalf or in the interest of the Company (each a “*Company Representative*” and, collectively, “*Company Representatives*”).

II. General Rules.

- a. It shall be the duty of a Company Representative who offers a business courtesy or gift to any individual or entity to assure that the business courtesy or gift cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon the Company.
- b. A Company Representative may never use personal funds or resources to do something that cannot be done with Company resources.
- c. Accounting for business courtesies and gifts must be done in accordance with approved Company procedures.
- d. Company Representatives must abide by the Company’s rule that all business courtesies or gifts are bona fide, reasonable, and directly related to the promotion, demonstration, or explanation of the Company’s products or services, or to the execution of a contract.
- e. If required, approval shall be obtained prior to the extension of a business courtesy or giving of a gift.

- f. If the recipient of a gift has a more stringent policy or lower thresholds regarding business courtesies or gifts, Company Representatives will abide by the stricter policy.
- g. Outside of the United States, the monetary threshold stated in this Policy should be, in areas where business courtesies and gifts are more expensive or where the US Dollar is not as strong, adjusted upwards to match the local currency and equivalent buying power. In areas where business courtesies and gifts are not as expensive or where the US Dollar is stronger, the amount should be adjusted downward to match the equivalent standard of a being able to provide a nice, but not extravagant business courtesy or gift. Questions about adjustments should be addressed to the Company's legal department (the "*Legal Department*") by sending an email to Legal@AvePoint.com.
- h. A business courtesy or gift which is extended to all individuals and entities, regardless of whether they are private or public sector, must either:
 - i. Have the business courtesies or gifts separated by private and public sector and have the appropriate rules applied to each business courtesy or gift; OR
 - ii. Apply the most stringent policy to all of the business courtesies or gifts.

III. Giving of Business Courtesies and Gifts to Private Sector Individuals or Entities.¹

a. Business Courtesies.

- i. Meals, refreshments, and events that provide Company Representatives with an opportunity to promote the Company's goods or services are generally acceptable, as long as they are not inappropriately lavish, and business is actually discussed or promoted.
- ii. As a best practice, the Company Representative should provide to his or her manager a list of goals or an agenda for the meeting (i.e., promoting a specific product or obtaining feedback on a customer service issue) to reinforce the bona fide business objective of the business courtesy.
- iii. Company Representatives may extend business courtesies of reasonable value which shall not exceed one hundred fifty US dollars (\$150.00 USD) per person, provided that:
 - 1. The business courtesy does not violate the Anti-Corruption Policy, the US Foreign Corrupt Practices Act ("*FCPA*"), the UK Bribery Act of 2010 ("*UK Bribery Act*"), or any other applicable anti-corruption law or regulation or the standards of conduct of the recipient's organization;
 - 2. The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish; and
 - 3. The business courtesy is properly reflected on the books and records of the Company.

¹ Branded gifts of nominal value given to private sector individuals or entities are not subject to the reporting requirements.

- iv. Before extending a business courtesy in excess of the threshold above, approval must be obtained using the methods below.
 - 1. For a business courtesy of up to two hundred fifty US dollars (\$250.00) per person, a Vice President or above within the Company Representative's organization may approve the transaction.
 - 2. For a business courtesy of up to five hundred US dollars (\$500.00) per person, a Vice President or above within the Company Representative's organization and a representative of the Company's finance department (the "*Finance Department*") must approve the transaction.
 - 3. For a business courtesy of up to one thousand US dollars (\$1,000.00) per person, a Vice President or above within the Company Representative's organization, a representative of the Finance Department, and a representative of the Legal Department must approve the transaction.
- b. Gifts.
 - i. Gifts, as opposed to business courtesies, are generally meant to be enjoyed outside of the presence of the Company Representative. For this reason, their business purpose can be less direct and should be considered carefully.
 - ii. Company Representatives may provide branded promotional gifts (i.e., company logo apparel or similar items) to the Company's existing or prospective customers or partners if those promotional gifts do not exceed the lesser of (1) fifty US dollars (\$50.00) per item or (2) one hundred and fifty US dollars (\$150.00) per person.
 - iii. Company Representatives may provide other individual gifts to the Company's existing customers if the gift does not exceed fifty US dollars (\$50.00) per individual or, for an office gift (such as flowers or a gift basket) which only has nominal value to each individual, one hundred and fifty US dollars (\$150.00).
 - iv. All gifts are subject to the caveat that:
 - 1. The business courtesy does not violate the Anti-Corruption Policy, the FCPA, the UK Bribery Act, or any other applicable anti-corruption law or regulation or the standards of conduct of the recipient's organization;
 - 2. the business courtesy is consistent with industry practice, is infrequent in nature and is not lavish; and
 - 3. the business courtesy is properly reflected on the books and records of the Company.
 - v. Before offering a gift in excess of the threshold above, approval must be obtained using the methods below.
 - 1. For a gift of up to two hundred fifty US dollars (\$250.00) per person, a Vice President or above within the Company Representative's organization may approve the transaction.

2. For a gift of up to five hundred US dollars (\$500.00) per person, a Vice President or above within the Company Representative's organization and a representative of the Finance Department must approve the transaction.
 3. For a gift of up to one thousand US dollars (\$1,000.00) per person, a Vice President or above within the Company Representative's organization, a representative of the Finance Department, and a representative of the Legal Department must approve the transaction.
- c. It shall be the responsibility of the Company Representative offering the business courtesies or gifts to keep records of the business courtesies or gifts (including the recipient, date, and estimated value) and the appropriate approvals obtained, and to report those business courtesies or gifts annually to each the Legal Department and Finance Department.
 - d. Company Representatives with questions about providing business courtesies or gifts should reach out to the Legal Department by sending an email to Legal@AvePoint.com.
 - e. No Company Representative should ever feel obligated to provide a business courtesy or gift. If a Company Representative is pressured to give a business courtesy, or gift or is made uncomfortable by the request of a courtesy or gift, the Company Representative should report the incident by contacting the Company's Chief Compliance Officer (the "CCO") at Legal@AvePoint.com or by using the contact information in Exhibit A.

IV. Giving of Business Courtesies or Gifts to Public Sector Individuals or Entities.

- a. The Company's general rule on the giving of business courtesies or gift to public sector individuals or entities is that such business courtesies or gifts should not be given in any circumstance.
- b. However, Company Representatives may provide promotional gifts (i.e., company logo apparel or similar items) to the Company's existing public sector customers if they are nominal in value.
- c. Any other business courtesies or gifts must be approved by the Legal Department.²

V. Receiving of Business Courtesies or Gifts by Company Representatives.

a. Business Courtesies

- i. Company Representatives may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:
 1. The business courtesies comply with the Anti-Corruption Policy, the FCPA, the UK Bribery Act, and all other applicable anti- corruption laws;
 2. The business courtesies are not inappropriately lavish or excessive;

² Email approval by a member of the Legal Department shall serve as sufficient approval until such time as an automated approval system is in place.

3. The business courtesies are not frequent and do not reflect a pattern of frequent acceptance of business courtesies from the same person or entity;
 4. The business courtesies do not create the appearance of an attempt to influence business decisions (e.g. accepting business courtesies from a supplier whose contract is expiring in the near future); and
 5. The Company Representative accepting the business courtesy would not feel uncomfortable discussing the business courtesy with his or her manager or co-worker or having the business courtesies known by the public.
- b. Gifts.
- i. Company Representatives may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace and comply with the Anti-Corruption Policy, the FCPA, the UK Bribery Act, and all other applicable anti-corruption laws, including:
 1. Flowers, fruit baskets and other modest presents that commemorate a special occasion; or
 2. Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising, or promotional items).
 - ii. Company Representatives may not accept compensation, honoraria, or money of any amount from entities with whom the Company does or may do business.
 - iii. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than fifty US dollars (\$50.00) may not be accepted unless approval is obtained the Legal Department.³
- c. It shall be the responsibility of the Company Representative accepting the business courtesies or gifts to keep records of the business courtesies or gifts (including the giver, date, and estimated value) and the appropriate approvals obtained, and to report those business courtesies or gifts annually to each the Legal Department and Finance Department.
- d. Company Representatives with questions about accepting business courtesies or gifts should reach out to the Legal Department by sending an email to Legal@AvePoint.com.
- e. No Company Representative should ever feel obligated to accept a business courtesy or gift. If a Company Representative is pressured to accept a business courtesy or gift or is made uncomfortable by the offer of a courtesy or gift, the Company Representative should report the incident using the contact information in Exhibit A or to the CCO by email to Legal@AvePoint.com.

³ Email approval by a member of the Legal Department shall serve as sufficient approval until such time as an automated approval system is in place.

VI. Clarifications

- a. Giveaways and other gifts given as part of a Marketing events which are not targeted towards a particular recipient are not subject to this Policy and the value of these giveaways and gifts should be added to the value of the Marketing procurement for the event and will be reviewed pursuant to the Procurement Policy and Procedure.
- b. Annually recurring gifts given to private sector individuals and entities in recognition of a holiday or anniversary should not be added to the aggregate total of the gifts given to that private sector individual or entity for the year. However, the gift shall still be subject to the monetary thresholds herein and the documentation and approval requirements.

VII. Reports of Violations.

Any violation of this Policy should be reported directly to the CCO or indirectly through the means listed in Exhibit A.

VIII. Penalties for Violations of the Policy

Violations of this policy can result in serious implications for AvePoint, including but not limited to, costly investigations, criminal fines, imprisonment, and disbarment from certain contracts. Due to the serious nature of potential repercussions and AvePoint's deep commitment to anti-corruption practices, including the monitoring of gifting, penalties for Company Representatives violating this policy may include claw-backs of compensation awarded because of improper gifting, demotion, or dismissal.

EXHIBIT A

Anonymous Reporting Hotline Details

- **Primary Website For Making Reports:** <https://www.lighthouse-services.com/avepoint>
- **Direct Anonymous Reporting URLs:**
 - English www.lighthousegoto.com/avepoint/eng
 - Spanish www.lighthousegoto.com/avepoint/spa
- **Anonymous Reporting App: Keyword: avepoint**
 - Detailed instructions [click here](#)
- **Toll-Free Telephone:**
 1. **Direct Dial**
 - English speaking USA and Canada: **833-950-4544**
 - Spanish speaking USA and Canada: **800-216-1288**
 - French speaking Canada: **855-725-0002**
 - Spanish speaking Mexico: **01-800-681-5340**
 - China: **direct dial available in early 2022 (for now, use the international AT&T USADirect number)**
 2. **AT&T USADirect**
 - **All other countries: 800-603-2869** (must dial country access code first [click here](#) for access codes and dialing instructions)
- **E-mail:** reports@lighthouse-services.com (must include the name “AvePoint, Inc.” or, if different, the name of the AvePoint subsidiary for which you work)
- **Fax:** (215) 689-3885 (must include the name “AvePoint, Inc.” or, if different, the name of the AvePoint subsidiary for which you work)