

# Anti-Bribery and Anti-Corruption Policy

## 1.0 Purpose

1Password (or the “**Company**”) is committed to responsible operations conducted in accordance with all applicable laws, and a culture of honesty, integrity and accountability. The Code of Conduct (“**Code**”), the Global Employee Handbook, and the Anti-Bribery and Anti-Corruption (“**ABAC**”) Policy (the “**Policy**”) set out the principles and policies all ‘Bits are expected to know and follow. All ‘Bits must follow the ABAC Policy, adhere to applicable laws and regulations, and avoid dishonest or corrupt conduct.

‘Bits are expected to seek guidance from the Legal Team in any case where there is a question about compliance with either the letter or the spirit of the ABAC Policy, the Code or any applicable laws. The ABAC Policy supplements and is to be read in conjunction with the Code

If the ABAC Policy is in conflict with any applicable law, the law takes priority, and where the standards of the ABAC Policy are higher than those of applicable local laws, ‘Bits should follow the higher standards of the ABAC Policy.

Violations of applicable ABAC laws and regulations may result in severe penalties imposed against the Company as well as individuals. In addition, the Company may impose disciplinary measures up to and including termination from the Company for violations of the applicable ABAC laws or this ABAC Policy.

See also [When something isn't so right](#)

## 2.0 Scope

This policy applies to all 1Password employees, Contractors, and members of the 1Password Board of Directors acting in the capacity of Directors (“**Bits**”) for the purpose of this Policy, in all of the jurisdictions in which we operate.

## 3.0 Prohibited Payments to Public Officials

Every ‘Bit must comply with all applicable laws prohibiting improper payments to public officials as well as this Policy. All forms of bribes, kickbacks or other improper payments to public officials, foreign or domestic, are prohibited.

Specifically, ‘Bits must not, in order to obtain or retain an advantage (for themselves, the Company or any third party), in the course of business, directly or indirectly give, offer or agree to give or offer a loan, reward, advantage or benefit of any kind, monetary or non-monetary, to a foreign public official, or to any person for the benefit of a foreign public official, whether directly or through a third party, for the purpose of or in exchange for:

- a person acting or failing to act in violation of a legal duty;
- a person abusing or misusing their position;

- obtaining or retaining an advantage or benefit (including without limitation, any permit, license, contract or concession);
- inducing a public official to perform a non-discretionary activity more quickly or at all;
- as consideration for an act or omission by the official in connection with the performance of the official's duties or functions;
- to induce the official to use their position to influence any acts or decisions of the foreign state or public international organization for which the official performs duties or functions.

A foreign public official includes:

- a person who holds a legislative, administrative or judicial position of a foreign state
- a person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state, or is performing such a duty or function;
- an official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations;
- political party officials, candidates for public office and representatives of state-owned enterprises.

#### **4.0 Commercial Bribery and other Improper Payments**

Extending or accepting an improper payment to or from a commercial or other third party is also prohibited. This includes, but is not limited to, customers, suppliers, employees of private companies, or union officials, for example. No 'Bit shall directly or indirectly offer or provide a bribe, kickback or other improper incentive to anyone, including someone who is not a public official, or ask for or receive a bribe, kickback or other improper incentive from anyone, in order to advance the interests of the 'Bit or the Company.

#### **5.0 Political and Charitable Activities and Contributions**

The Company acknowledges and supports the right of 'Bits to participate in legitimate political activities. However, these activities should not be conducted on Company time or involve the use of any Company resources. 'Bits will not be reimbursed for personal political contributions.

The Company may occasionally express views on local and national issues that affect its operations. In such cases, Company funds and resources may be used, but only as and when permitted by law and in accordance with Company policies and procedures. The Company may also make limited contributions to political parties or candidates in jurisdictions where it is legal and appropriate to do so. No 'Bit may make or commit to any political contributions on behalf of the Company without the approval of the Chief Executive Officer.

The Company works hard to be a positive corporate citizen in the locations where it does business and regularly donates to charitable organizations. It does not, however, make contributions to charities or other organizations that would provide, directly or indirectly, a personal benefit to a government official or private individual.

‘Bits are free to make donations to charitable causes on their own behalf, provided such donations cannot in any way be viewed as a contribution made on behalf of the Company and provided such donation is not, or would not be perceived to be, an improper payment.

## **6.0 Gifts and Entertainment**

Business gifts and entertainment are often exchanged between business partners as tokens of respect, appreciation and collaboration. Such gifts can include meals and beverages, attendance at conferences, merchandise or services. In some cultures these gifts play an important role in business relationships. However, issues may arise when such gifts interfere with or have the appearance of interfering with objective business decisions.

Even if permitted under applicable laws, offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply even during traditional gift-giving seasons or events, such as birthdays, anniversaries or other celebrations.

Any gift offered or received by a ‘Bit should be reasonable in both frequency and value given the circumstances. A gift that in the circumstances may reasonably be perceived as an attempt to create an obligation or enticement for the recipient is inappropriate. ‘Bits should never give or receive a cash gift.

Business entertainment activities should similarly be reasonable in frequency and value, and be provided without expectation of receipt of a direct or indirect advantage or benefit of any kind: business or personal.

If any ‘Bit is having difficulty determining whether a specific gift or entertainment item for a non-public official lies within the bounds of acceptable business practice, seek guidance from a member of the Legal team via [legal@agilebits.com](mailto:legal@agilebits.com).

Because of the strict rules relating to offering benefits to public officials, ‘Bits should never offer or provide any gift, entertainment or other benefit to a public official without first consulting a member of the Legal team.

## **7.0 Knowledge and Reporting of Unethical or Illegal Behaviour**

The Company is committed to conducting its business in an ethical and lawful manner. Consequently, ‘Bits are expected to report all known or suspected violations of laws, rules, regulations, or the Code or the ABAC Policy, using any of the reporting channels set out in the Code of Conduct.

If a ‘Bit is in doubt about the best course of action in a particular situation, they should seek guidance from their manager, their Human Resources Business Partner, and/or a member of the Legal team via [legal@agilebits.com](mailto:legal@agilebits.com).



## **8.0 No Retaliation**

Consistent with the policies of the Company, 1Password will not tolerate retaliation or attempted retaliation by any person or group, directly or indirectly, against anyone who, based on a reasonable belief, makes a report or provides assistance to the Chief Legal Officer, or the Company's management or any other person or group, including any governmental, regulatory or law enforcement body, investigating or otherwise helping to investigate and resolve a report of a violation of this Policy and/or the Code as it pertains to ABAC. However, where an employee raises a matter which they know to be misleading, false or which is reckless or frivolous, they may be subject to disciplinary action.

## **9.0 Review, updates and changes to this Policy**

This policy will be reviewed regularly and will be updated to reflect our experiences in implementing it, any relevant changes in our workplace, and any external factors that we consider relevant. We may change this Policy at any time by posting notice of such a change.