

THE POLICY

Quantum Parties (as defined later in this policy) are prohibited from offering, giving, or accepting payments, gifts, services, or other items of value to or from anyone if such an offer would be, or would appear to be, intended to influence or reward any decision or action to assist Quantum in obtaining, retaining, or receiving a business opportunity. Furthermore, all Quantum Parties are required to cooperate with Quantum’s anticorruption due diligence efforts and to maintain complete and accurate records regarding Quantum business transactions.

THE DETAILS

Background

There is a broad collection of US and international laws aimed at preventing bribery and corruption with which Quantum must comply, including the following:

Name of Law	What it Does
United States Foreign Corrupt Practices Act of 1977	<ol style="list-style-type: none"> 1. Prohibits offers or payments to foreign officials by US citizens and others who work for US companies for the purpose of obtaining or retaining business; 2. Requires US corporations and their foreign subsidiaries and affiliates to maintain accurate records of corporate transactions; and 3. Requires US corporations and their foreign subsidiaries and affiliates to establish effective internal control procedures.
United Kingdom Bribery Act	<ol style="list-style-type: none"> 1. Applies to any company with operations in the UK, regardless of where they are based; 2. Prohibits bribery of both public officials and private citizens, including the giving or receiving of incentives to perform or reward a specific action; and 3. Implements criminal charges against companies who fail to prevent bribery from occurring.
United Nations Convention Against Corruption	<ol style="list-style-type: none"> 1. Requires participating countries to establish criminal and other offenses regarding corruption; 2. Includes measures for preventing both public and private sector bribery; and 3. Requires participating countries to assist with gathering and presenting evidence for use in court activities.
Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions	Requires participating countries to outlaw bribery of public officials.
Organization of American States Inter-American Convention Against Corruption	Intends to promote, facilitate, and regulate cooperation among member states to prevent, detect, punish, and eradicate corruption in the performance of public functions.
African Union Convention on Preventing and Combating Corruption	<ol style="list-style-type: none"> 1. Takes approach similar to UN Convention Against Corruption; and 2. Calls for eradication of corruption in both public and private sectors.
Council of Europe Criminal Convention on Corruption	Prohibits active and passive bribery in both the public and private sectors via local implementations in member states.
Brazil Clean Company Act 2014	<ol style="list-style-type: none"> 1. Holds companies responsible for the corrupt acts of their employees; and 2. Makes companies strictly liable for corrupt acts of employees (meaning no fault is required).
United States Anti-Kickback Act of 1986	<ol style="list-style-type: none"> 1. Prohibits the actual or attempted offering, soliciting, or providing of kickbacks; and 2. Prohibits impacting prices charged to the US government as a result of a kickback.

Name of Law	What it Does
United States Travel Act	Supports bribery charges under certain circumstances involving interstate travel or communication.

For purposes of this document, all of the above laws and regulations are referred to as the “Anticorruption Requirements.”

Purpose and Scope

Quantum is committed to full compliance with the Anticorruption Requirements and has created this Anticorruption Policy (the “Policy”) to assist Quantum and its directors, officers, employees, suppliers, contractors, subcontractors, consultants, and agents (the “Quantum Parties”) in understanding Quantum’s obligations under Anticorruption Requirements. This Policy applies to all Quantum Parties worldwide, and all Quantum Parties are expected to comply with its requirements.

Summary of Requirements

While each law is different, Anticorruption Requirements generally prohibit companies and their employees from offering, making, or receiving payments for the purpose of improving or rewarding the company’s business position. These prohibitions can be interpreted broadly, in that:

1. Government officials usually include employees of the government, but can also include employees of government-run companies or agencies (such as government-funded universities, banks, or hospitals), political parties or candidates, family members of government employees, or anyone with political influence, even if there is no formal government tie (in certain countries, government investments in research companies, technology companies, and transportation providers must also be considered);
2. Making payments may include offering, paying, promising to pay, or giving money, gifts, services, or beneficial opportunities as part of the business transaction. Such opportunities are hard to define, but can include offering employment or scholarships, providing enhanced social status, releasing confidential information, or other activities intended to provide benefits to the recipient in such a transaction. An offer alone, even if not accepted, may violate Anticorruption requirements.
3. Gifts or payments do not have to be offered or made by the company itself. Gifts or payments offered or made by a third party on behalf of a company, *even without that company’s knowledge*, may be treated as though they were initiated or received directly, and the company can be responsible for them.
4. Improving business position includes obtaining business or securing an improper advantage and means an activity that is intended to assist in winning, retaining, enabling, or receiving a business opportunity. Examples include selling or receiving products or services, obtaining licenses, permits, or waivers of those requirements, or accessing competitor information.

Anticorruption Requirements also mandate the maintenance of books, accounts, and internal controls to accurately guide and record the business transactions of the company. The impact of the record retention requirements is significant because records violations are often pursued in enforcement actions as they can be easier to substantiate than bribery itself.

Guidelines for Anticorruption Compliance

Failing to comply with Anticorruption Requirements can have severe repercussions, including significant fines and *criminal prosecution and fining of individuals involved*. Therefore, it is imperative that all Quantum Parties strictly adhere to Anticorruption Requirements and refrain from offering, providing, or receiving items of value to or from anyone if it would be, or would appear to be, intended to influence or reward any decision or action to assist Quantum in obtaining, retaining, or receiving a business opportunity. Furthermore, all Quantum Parties are required to cooperate with Quantum’s anticorruption due diligence efforts and to maintain complete and accurate records regarding Quantum business transactions.

It’s important to note that, in many cases, the actual monetary value of an item or service provided does not matter under Anticorruption Requirements. While Quantum does allow gifts to be given to third parties in accordance with certain guidelines (see Quantum’s Gifts and Entertainment Policy for more information), gifts and payments should never be made in conjunction with, or close proximity to, a major business decision such as a contract award a sales opportunity, regardless of its status, unless the gift or payment:

1. Falls within the scope of an approved marketing incentive program or promotion; or
2. Has been approved in advance by Quantum’s compliance team.

Offering or providing payments, gifts, or services to a government official requires pre-approval from Quantum’s compliance team in all cases, regardless of value.

Offering, giving, or accepting cash or cash equivalent gifts is not permitted, with the narrow exception of low-value gift cards that are redeemable for consumable items, as described in more detail in Quantum's [Gifts and Entertainment Policy](#).

Marketing Promotions

In addition to distinct gifts and payments, there is also anticorruption scrutiny around hospitality events and marketing and incentive promotions, as they may be confused as gifts or bribes. Therefore, these events and programs must be designed with transparency in mind. Incentive programs with clear eligibility rules that are equally available to anyone (excluding government customers) who objectively meets those rules will also help ensure that such programs are not perceived as inappropriate. Any new customer hospitality or incentive programs should be introduced only after reviewing the answers to the following questions with the legal department:

1. What are the eligibility rules? Are government customers excluded?
2. What actions must be taken to qualify for the incentive?
3. What actions must be taken once the incentive is received?
4. Would the same actions be taken if no incentive was provided?
5. Would the customer consider the incentive to be a payment or reward for the actions taken?

Reporting Violations

You are expected to promptly report any actual or suspected violation of this Policy. Such reporting can be made in several ways, including through (i) your Quantum management team or contact; (ii) Quantum's legal department; (iii) Quantum's ethics committee at ethics.committee@quantum.com or compliance@quantum.com; (iv) EthicsPoint, Quantum's third party reporting service, at www.ethicspoint.com; or (v) as otherwise described in Quantum's [Policy on Reporting Concerns](#). Failure to comply with this Policy, or failure to report known or suspected violations of it, may result in disciplinary action for the involved Quantum Parties, up to and including termination.

Due Diligence Efforts

Quantum may seek to perform anticorruption due diligence activities to reasonably verify compliance with this Policy by the Quantum Parties and certain Quantum business partners. These activities may include the implementation of contract provisions, compliance questionnaires, anticorruption audits, partner-specific risk assessments, or other efforts determined by Quantum to be appropriate. Cooperation with such due diligence activities, including by providing requested information in a timely manner, is required of all Quantum Parties.

Executive and Employee Commitment

Full compliance with Anticorruption Requirements is of paramount importance to Quantum and its regular business practices. Because of that importance, Quantum may require certain Quantum Parties to provide written or electronic acknowledgement of their understanding of this Policy, commitment to ensuring Quantum's adherence to it, and the consequences of Policy violations.

Further Information

If you have questions or comments regarding compliance with this Policy, please contact Quantum's legal department or compliance team for assistance.