

# ECONOMIC SANCTIONS COMPLIANCE POLICY

## I. POLICY STATEMENT

nexeye holding B.V. and its subsidiaries (collectively, “Nexeye” or the “Company”) is committed to conducting business with integrity and in compliance with all applicable economic sanctions. The Company’s Economic Sanctions Compliance Policy (the “Policy”) provides the framework for this commitment and is designed to communicate the Company’s culture of compliance to all employees and contracted staff (collectively, “Company Personnel”) and third parties solely when acting on the Company’s behalf (“Company Representatives”). The Company may appoint a compliance officer from time to time (the “Compliance Officer”).

Violations of applicable economic sanctions can lead to severe financial and criminal penalties.

Company Personnel and Company Representatives who violate the spirit or letter of this Policy are subject to disciplinary action, up to and including termination of employment or engagement.

Notification of potential violations of economic sanctions or suspected non-compliance with the Policy should be made promptly to the Compliance Officer of the Company. The Company will not tolerate retaliation against Company Personnel for making good faith reports, and disciplinary action may be taken against anyone who retaliates against Company Personnel that have reported a violation or who cooperate with an investigation.

The Compliance Officer of the Company has responsibility for administering the Policy. As appropriate, the Compliance Officer of the Company may designate a person to assist in the execution of trade compliance responsibilities under this Policy and/or delegate the day-to-day administration of this Policy. Any questions concerning this Policy should be directed to the Compliance Officer of the Company.

## II. ECONOMIC SANCTIONS OVERVIEW

Economic sanctions are financial, trade, and travel-related restrictions targeting individuals, entities, and countries (“Sanctioned Parties”).

### A. U.S. Sanctions

The Office of Foreign Assets Control (“OFAC”), within the U.S. Department of the Treasury, is responsible for administering and enforcing economic sanctions against individuals, corporate entities, and foreign countries. OFAC sanctions generally apply to “U.S. Persons,” which include (1) U.S. companies and their foreign branches; (2) U.S. citizens, wherever located; and (3) any person physically located in the United States. Certain sanctions programs, including those targeting Cuba and Iran, apply more broadly (i.e., to U.S. Persons and foreign entities owned or controlled by U.S. Persons).

## 1. OFAC Sanctions Programs

OFAC sanctions come in many nuanced varieties, but can be organized into three broad categories:

Country-Based Sanctions	Country-based sanctions are wide-ranging sanctions that prohibit U.S. Persons from engaging in virtually all business and dealings with any individual ordinarily resident in, entity located or organized in, or government entity of a targeted country, absent OFAC authorization.
List-Based Sanctions	List-based sanctions are targeted sanctions that prohibit U.S. Persons from engaging in transactions with “Blocked Persons” on the Specially Designated Nationals List (“SDN List”) and entities majority-owned by Blocked Persons.
Sectoral Sanctions	Sectoral sanctions are targeted sanctions that prohibit U.S. Persons from engaging in certain limited transactions with Russian financial institutions Russian defense companies, and Russian energy firms, as well as certain transactions with entities majority-owned by the Venezuelan government.

## 2. Extraterritorial Application

As a result of KKR’s ownership, the Company is required to comply with U.S. sanctions targeting Cuba and Iran, to the extent permissible by applicable law, including the Blocking Regulation (as defined below). In addition, certain aspects of U.S. sanctions may apply to the Company’s operations or activities outside of the United States. For example, the Company’s activities outside of the United States may implicate U.S. sanctions if they involve (1)

U.S. dollars or the U.S. financial system; (2) U.S.-origin software or technology; (3) U.S. nationals, regardless of physical location; (4) U.S.-organized entities; or (5) any person physically located in the United States, regardless of nationality.

Finally, the United States maintains “secondary sanctions” that may attach to certain categories of transactions involving (1) Iran or North Korea; or (2) sanctioned Russian parties. Any questions concerning extraterritorial application of U.S. sanctions should be directed to the Compliance Officer of the Company.

## III. EUROPEAN UNION RESTRICTIVE MEASURES

Within the framework of the Common Foreign and Security Policy (“CFSP”), the European Council passes “restrictive measures” against third countries, entities, or individuals. These restrictive measures (which include arms embargoes, travel bans, asset freezing measures, and economic sanctions) have direct effect in EU Member States, with national law of each Member State stipulating penalties for violation of the restrictive measures. Some Member States incorporate these restrictive measures into national law with additional measures that exceed the EU-level restrictive measures.

The EU restrictive measures are enforced by the competent authorities of each of the EU Member States, and the authorities' approaches to enforcement and interpretation of EU restrictive measures can differ. Accordingly, it is important to ensure compliance with both EU law and the relevant national law and guidance implementing an EU- level restrictive measure.

EU restrictive measures apply to any EU national or EU-established legal entity in the course of its activities anywhere in the world. EU restrictive measures also apply on board of any vessel or aircraft under the jurisdiction of any EU Member State and to any non-EU persons or entities in respect of any business done by them in whole or in part within the European Union.

The European Union maintains list-based sanctions to further the objectives of the CFSP and, particularly, to prevent the financing of terrorism. Persons or entities targeted by asset freezing measures are included on the Consolidated List of Persons, Groups and Entities Subject to EU Financial Sanctions (the "EU Consolidated List"). Persons to whom EU restrictive measures apply are required to freeze all funds and economic resources of persons included on the EU Consolidated List, and are prohibited from making funds or resources available to them. The asset freezing measures generally extend to any listed party and, in some circumstances, may extend to a non-listed party that is majority-owned or otherwise controlled (e.g., through non-ownership or control rights) by a listed party. There is some overlap between the SDN List and the EU Consolidated List, but the lists are not identical; accordingly, it is necessary to screen against both lists.

Following the U.S. withdrawal from the Joint Comprehensive Plan of Action, the European Union re-activated the Blocking Regulation 2271/96 ("Blocking Regulation") to counteract and protect against the extraterritorial effect on EU businesses of certain U.S. sanctions on Cuba and Iran. Pursuant to the Blocking Regulation, EU operators, including EU nationals and residents, and EU-established legal entities are prohibited from complying with certain U.S. secondary sanctions measures on Cuba and Iran. If Company Personnel believe that a proposed transaction or dealing may relate to or involve Cuba or Iran, they must carefully follow the procedure in Section 3 (Embargoed & Restricted Country Screening) below.'

#### IV. FACILITATION & ANTI-CIRCUMVENTION

U.S. and EU sanctions prohibit covered persons from engaging in direct violations of the applicable sanctions regulations. In addition, U.S. and EU sanctions bar covered persons from engaging in "facilitation" and "circumvention," respectively. The facilitation provisions in U.S. sanctions prohibit U.S. Persons from assisting, supporting, or approving non-U.S. Persons' dealings with Sanctioned Parties, if those dealings would be unlawful if carried out by a U.S. Person. Similarly, the EU restrictive measures prohibit covered persons from knowingly and intentionally participating in activities that circumvent EU restrictive measures.

Company Personnel and Company Representatives are prohibited from facilitating (i.e., assisting, supporting, or approving) transactions involving Sanctioned Parties in violation of applicable sanctions or restrictive measures. Examples of prohibited facilitation may include:

- Approving, financing, or providing transportation or insurance for transactions involving Sanctioned Parties;
- Filling orders through a third party for Sanctioned Parties;
- Referring business requests from a Sanctioned Party to a third party; and
- Company Personnel in the United States assisting Company Personnel outside the United States to execute transactions involving Sanctioned Parties.

## V. LICENSING

Through a licensing process, OFAC can authorize U.S. Persons to engage in certain transactions that otherwise would be prohibited by U.S. sanctions. OFAC issues two types of licenses that authorize U.S. Persons to engage in otherwise prohibited conduct: general licenses and specific licenses. General licenses are broadly available, and authorize all U.S. Persons to engage in certain types of specified conduct, as set forth in the applicable sanctions regulations. If a general license does not apply, a U.S. Person may apply for a specific license from OFAC to engage in conduct—within a set period of time—that otherwise would be prohibited. Company Personnel and Company Representatives should never assume that a contemplated transaction is authorized pursuant to a general or specific license without first consulting the Compliance Officer of the Company.

EU restrictive measures also provide for a process pursuant to which a covered person can apply for a license to engage in a transaction or dealing with a Sanctioned Party that otherwise would be prohibited under the EU restrictive measures. Such licenses are limited in scope and can only be obtained on specific grounds. Company Personnel and Company Representatives should consult the Compliance Officer of the Company if they wish to obtain a license to engage in an activity otherwise prohibited by EU restrictive measures.

## VI. OTHER JURISDICTIONS

Other jurisdictions also have implemented various sanctions regimes. Company Personnel and Company Representatives are responsible for (1) familiarizing themselves with local laws; and (2) working with the Compliance Officer of the Company and local resources, as appropriate, to ensure compliance with country-specific requirements.

## VII. EMBARGOED & RESTRICTED COUNTRY SCREENING

For each transaction, Company Personnel and Company Representatives shall determine whether the prospective transaction would involve an Embargoed Country or a Restricted Country (each as defined below). Please note that this list is subject to change, and is regularly updated by the Compliance Officer of the Company.

### **Embargoed countries**

Cuba  
Iran  
North Korea  
Syria  
Crimea

### **Restricted countries**

Russia  
Sudan/Darfur  
Ukraine  
Venezuela

If a prospective transaction would involve any (1) individual ordinarily resident in; (2) entity located or organized in; or (3) government entity of an Embargoed Country or a Restricted Country, place the transaction on hold and immediately contact the Compliance Officer of the Company for further guidance, to the extent permissible under EU Blocking Regulation. Likewise, if the country of origin, country or countries of transshipment, or ultimate destination for a prospective transaction is an Embargoed Country or Restricted Country, do not proceed with the transaction, and immediately contact the Compliance Officer of the Company for further guidance, to the extent permissible under EU Blocking Regulation.

If a party to a prospective transaction cannot, or will not, provide its location or country of organization, place the transaction on hold and contact the Compliance Officer of the Company. Similarly, if a party to a prospective transaction cannot, or will not, provide the country of origin, country or countries of transshipment, or ultimate destination of the goods that are the subject of the transaction, place the transaction on hold and contact the Compliance Officer of the Company. Company Personnel and Company Representatives may not proceed with a transaction if the location or country of organization of a counterparty (e.g., customer, distributor, reseller) is unknown.

#### VIII. RESTRICTED PARTY SCREENING

Restricted Party Screening (“RPS”) is the process of confirming that an individual or entity is not the target of sanctions or restrictive measures imposed by governments or international organizations. Targeted individuals or entities are included on “Restricted Parties Lists.”

Company Personnel and Company Representatives may not engage in or facilitate transactions involving a Sanctioned Party included on a Restricted Parties List in violation of applicable U.S. sanctions or EU restrictive measures. Note, this prohibition applies equally to direct and indirect conduct (i.e., transactions conducted through third-party distributors or resellers).

It is imperative that the Company screens parties to all transactions against relevant Restricted Parties Lists. Parties to be screened include, but are not limited to, agents, banks, customers, distributors, end users, resellers, vendors, Company Personnel, and Company Representatives (1) before they begin working for, or on behalf of, the Company; and (2) periodically thereafter. Company Personnel and Company Representatives must perform RPS of all known parties prior to entering into business arrangements or transactions, using World Check or another similar screening methodology. If RPS reveals a potential match against a Restricted Parties List, the individual who performed RPS should transmit a record of the result, including all listed references, and immediately notify the Compliance Officer of the Company (or his/her designee), who will review the potential match and make a decision with respect to the alert message. In no event should a transaction proceed until cleared by the Compliance Officer of the Company. The Compliance Officer of the Company should retain all records, whether in hard copy or electronic form, indicating a potential match against a Restricted Parties List for a period of five years.

#### IX. RECORDKEEPING

Certain trade laws, in the United States and other jurisdictions, impose stringent recordkeeping requirements. Failure to timely produce relevant documents in response to a demand from a government regulator may result in the imposition of substantial recordkeeping penalties. Records must be retained in accordance with the requirements of applicable laws or a minimum of five years from the date of the underlying transaction, whichever is longer.