



Anti-Bribery & Anti-Corruption Compliance Policy

Version: August 15, 2023

1. Policy Statement

Casa Systems, Inc. (together with its subsidiaries and affiliates, the “Company”) is committed to conducting business in strict compliance with all applicable laws, including applicable anti-bribery and anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act of 1977 (“FCPA”), the U.S. domestic bribery statutes (e.g., 18 U.S.C. §§ 201, 1346, 1961-1968), the Irish Criminal Justice (Corruption Offences) Act of 2018 (the “2018 Act”), the U.K. Bribery Act of 2010 (“UKBA”), and similar laws in Australia, China and any other relevant jurisdictions (collectively, the “Anti-Corruption Laws”). This Policy is designed to familiarize you with the relevant laws. Nothing in this Policy limits the scope or requirements of other policies that the Company has enacted or may enact in the future.

It is impossible to predict and describe every situation prohibited under Anti-Corruption Laws, so it is important that you adopt both the spirit and letter of this Policy. Moreover, if you believe that any employee, contractor or other individual acting on behalf of the Company has violated this Policy, you must report the potential violation to the Compliance Manager (identified below), your manager, or the Human Resources Department as applicable. We strictly prohibit any retaliation against you for making any such report.

This Policy applies to Casa Systems, Inc. and its subsidiaries, as well as its and their respective directors, officers, agents, employees and controlled affiliates (collectively, “Company Personnel”). All Company Personnel are expected to become familiar and comply with this Policy, to participate in training when requested by the Compliance Manager, and to communicate the values underlying this Policy in interactions with colleagues and third parties.

This Policy refers to a Compliance Manager. The Compliance Manager for purposes of this Policy as of August 15, 2023, is Thomas Billbrough (thomas.billbrough@casa-systems.com).

2. Compliance Manager

The Compliance Manager shall be responsible for implementing and providing guidance and interpretation on matters related to this Policy. The Compliance Manager, with assistance from the Human Resources Department, is also responsible for investigating, or overseeing the investigation of, any information or allegations concerning possible violations of any Anti-Corruption Laws. The Compliance Manager has authority to retain and consult with outside legal counsel and other investigators in the execution of duties.

The Compliance Manager will (a) participate in training programs or seek advice from outside counsel as needed to stay current on best practices as well as changes in the topics outlined in this Policy; (b) maintain records documenting such training, advice and the topics covered therein

for at least five (5) years; and (c) ensure that any necessary updates be made to the Company's policies, procedures and processes, and that appropriate employees be educated on such matters.

If you have any questions regarding this Policy or suspect a violation of this Policy, please reach out to the Compliance Manager.

3. Overview of Anti-Corruption Laws

The FCPA is the most well-known anti-corruption law in the United States. It prohibits the Company and any of the Company's employees, agents, officers, directors and stockholders from directly or indirectly offering, gifting, paying, promising to give or pay, or authorizing the giving or payment of any money or thing of value to any non-U.S. official (including employees of government-owned or government-controlled entities), non-U.S. political party or official thereof, candidate for non-U.S. political office, or any other person, while knowing that all or a portion of such money or thing of value will be offered, given or promised for the purpose of (a) influencing any act or decision of such person in his or her official capacity; (b) inducing such person to act or fail to act in violation of his or her lawful duty; (c) securing any improper advantage; or (d) inducing such person to affect or influence any act or decision of such government or instrumentality, in each case in order to assist the Company in obtaining or retaining business for or with, or directing business to, any person.

The UKBA contains anti-bribery prohibitions similar to that of the FCPA, but differs from the FCPA in that it additionally prohibits commercial or private-to-private bribery—in other words, the UKBA also prohibits bribery of persons who do not qualify as “foreign officials” under the FCPA. Another difference from the FCPA is the prohibition of “facilitation payments” (as explained in the next section). The UKBA also prohibits the acceptance of corrupt payments made by others. Section 6 of the UKBA creates a standalone offense of bribery of a foreign public official when the person offering the bribery intends to influence the official in the performance of his or her official functions and thereby to obtain or retain business or an advantage in the conduct of business. Because the UKBA also creates a new form of corporate liability for failing to prevent bribery on behalf of a commercial organization, the Company may be liable to prosecution if any Company Personnel bribes another person intending to obtain or retain business or an advantage in the conduct of business for the Company.

The 2018 Act consolidates the Irish law on bribery and corruption and holds a company criminally liable for an offense if anyone acting on the Company's behalf is found guilty of corruption. Under the 2018 Act, a person is deemed to act “corruptly” when the person is acting with an improper purpose personally (e.g., by making false or misleading statements or by withholding information, or by influencing another person). A “bribe” is defined as “a gift, consideration or advantage” to a person as an inducement to, or reward for, or otherwise on account of, any person doing an act in relation to his or her office, employment, position or business. The bribe does not need to be actually given or received as offering, agreeing to give, or requesting bribes also constitute offenses under the 2018 Act. Like the UKBA, the 2018 Act applies to the bribery of both government officials and private citizens.

Activities that violate Anti-Corruption Laws may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. For example, the FCPA prohibits

giving “anything of value” for an improper purpose, which can include cash, gift cards, gifts, hospitality (e.g., travel, meals, lodging or entertainment), loans, non-arm’s length transactions, charitable or political donations, and business, employment or investment opportunities. There are limited exceptions for reasonable and *bona fide* business expenditures directly related to the promotion, demonstration or explanation of the Company’s products or services.

4. How the Company Complies with Anti-Corruption Laws

a. *Prohibited Payments*

The Company strictly prohibits anyone covered by this Policy from directly or indirectly making, promising, authorizing, offering, or accepting anything of value, by or on behalf of the Company, **to or from any person** in order to secure an improper advantage (e.g., a regulatory approval), obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties where you know, or have reason to know, that the third party will use any part of the payment for bribes or other corrupt payments.

The prohibitions herein and below also apply to the family members and friends of anyone covered by this Policy. You shall not give, offer, solicit or accept bribery through your family/friends or otherwise cause a third party to violate the Policy on your behalf or for your benefit.

b. *Facilitation Payments*

A small payment made to facilitate routing government action is known as a “facilitation payment” (or “grease payment”). Facilitation payments are typically offered to government officials to expedite an administrative process in order to benefit the offering party. Unlike the FCPA, the UKBA treats facilitation payments as a form of bribery; therefore, such payments are prohibited under this Policy.

c. *Commercial Bribery*

Bribery involving commercial (i.e., non-governmental) parties is prohibited by the Anti-Corruption Laws of many jurisdictions (e.g., the UKBA and the 2018 Act) and by this Policy. To this end, Company Personnel shall not offer, promise, authorize the payment of, or pay or provide anything of value to any employee, agent or representative of another company to induce or reward the performance of any function or any business-related activity. The Company also prohibits requests for, agreements to receive, or accepting anything of value from any employee, agent or representative of another company as an inducement or reward for the performance of any function or business-related activity.

d. *Cash Payments*

Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks shall not be written to “cash,” “bearer” or anyone other than the party entitled to payment, except to replenish properly used petty cash funds.

e. *Permissible Payments (subject to authorization)*

The following types of payments may be permitted with explicit authorization from the Compliance Manager:

- *Promotional Hospitality and Marketing Expenses or Pursuant to a Contract.* The Company may pay the reasonable cost of a non-U.S. government official's meals, lodging or travel if, and only if, the expenses are *bona fide*, reasonable, and directly related to the promotion, demonstration or explanation of Company products or services, or the execution of a contract with a non-U.S. government or agency. The same policy applies to expenses for commercial (i.e., non-governmental) customers. In either case, written permission to arrange promotional hospitality or marketing expenses must be obtained in advance from the Compliance Manager.
- *Promotional Gifts.* Promotional gifts may be given to a non-U.S. government official or commercial (i.e., non-governmental) customer as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the trademark of the Company or one of its products. Written permission must be obtained in advance from the Compliance Manager.
- *Political and Charitable Contributions.* Contributions to candidates for non-U.S. political office or to non-U.S. charities are prohibited unless pre-approved by the Compliance Manager in writing.

f. *Books, Records, and Accounting*

The Company maintains books and accounting records that accurately reflect all transactions in reasonable detail. These recordkeeping requirements apply to all payments (including the types described above), not merely those that would be material in the traditional financial sense.

Company Personnel are prohibited from manipulating books or records in an effort to mask transactions, either by characterizing them in some oblique way or by omitting them from the Company's books or records entirely. Accordingly, no undisclosed or unrecorded accounts may be maintained for any purpose.

g. *Relationships with Agents and Business Partners*

The Company strictly prohibits using an agent, consultant, intermediary or other third party acting on the Company's behalf from making or offering a payment or gift that would be prohibited by this Policy if made by the Company or its employees. The actions of third parties present particular risks because, in certain circumstances, the Company and Company Personnel can be held liable for improper payments made by a third party, even if the Company did not have actual knowledge of the payment.

Company Personnel have an obligation to ensure that any third party with whom they seek to establish a relationship on behalf of the Company are properly vetted to ensure

compliance with this Policy. A third party should typically be evaluated, and the associated compliance risks under this Policy be mitigated, through the following:

- Understand the qualifications and associations of the third party, including its business reputation and any relationship with government officials or political candidates;
- Understand the business rationale for including the third party in a transaction, make sure that contract terms specify both the services to be performed by the third party and the appropriate payment terms, and confirm that the third party actually performs the services;
- Inform the third party of the Company's compliance program and commitment to ethical and lawful business practices and seek assurances from the third party of reciprocal commitments (e.g., through certifications); and
- Monitor the third-party relationship on an ongoing basis, for example, by updating due diligence periodically, exercising audit rights, providing periodic training, and/or requesting annual compliance certifications by the third party.

The Compliance Manager may direct you to individuals who can assist in performing this due diligence.

h. *Risk-Based Approach*

The due diligence on third parties and transactions shall follow a risk-based approach by adjusting the degree of scrutiny based on specific risk factors. The Company will prioritize its diligence efforts with respect to the following higher-risk scenarios:

- Transactions or parties in countries or regions known for high levels of corruption, absence of anti-bribery legislation and enforcement, and/or lack of transparency in procurement and investment policies;
- Transactions in high-risk sectors (e.g., the large-scale IT infrastructure space) or involving direct or indirect touchpoints with government or public officials (e.g., public procurement, licensing/permitting);
- Projects with high values or involving many contractors or intermediaries, or projects not undertaken at market prices; and
- Charitable or political contributions.

5. Company Personnel Obligations and Consequences of Noncompliance

a. *Reporting Obligations*

All Company Personnel shall be alert to suspicious circumstances that indicate potential violations of the Anti-Corruption Laws. Deliberately ignoring or otherwise failing to take appropriate action in the face of suspicious circumstances or "red flags" may lead to liability and penalties under applicable laws.

Company Personnel must promptly report to the Compliance Manager any suspected or actual violation of this Policy by the Company, any of its subsidiaries or affiliates, or any

of its officers, directors, employees or agents. Once a report has been made, the Compliance Manager must investigate the allegation and document the Company's response; and the reporting person has an obligation to update the report with new information and to cooperate with the Compliance Manager in related inquiries or investigations.

Reports may be submitted anonymously, and the Company shall keep all reports confidential. Under no circumstances shall the reporting of such information or possible violation serve as a basis for any retaliatory action against the employee making the report.

b. *Training Obligations*

The Company is committed to maintaining a robust compliance program and a business environment that places the highest level of emphasis on ethical business practices. In furtherance of these goals, the Company may provide periodic trainings regarding compliance issues. All relevant employees have an obligation to attend such training programs, review training materials that may be distributed (including this Policy), and remain knowledgeable about compliance with this Policy.

6. Investigations and Remediations

The Company will conduct a timely and thorough investigation of any allegation or suspicion of misconduct under this Policy. The Compliance Manager shall be responsible for an initial review of an alleged or suspected violation, conducting appropriate inquiries and follow-ups, and documenting the Company's findings and response, including any disciplinary actions or remediation measures taken.

If a violation of this Policy is confirmed, the Compliance Manager must analyze the root cause(s) of the violation and take steps to address such cause(s) in order to prevent future compliance breaches.

7. Audits and Reviews

As the Company's business evolves, the compliance risks under this Policy may change over time, requiring periodic audits and reviews of the procedures to mitigate those risks.

Apart from routine due diligence and any remediation taken in response to violations, the Company shall conduct periodic review and internal audits of its anti-bribery / anti-corruption procedures. The Compliance Manager should, at least on an annual basis, reevaluate the effectiveness of existing procedures in view of changing risk factors, such as those related to the countries and industry sectors the Company operates in, level of involvement with governments, amount of government regulation and oversight, size and nature of business opportunities, and type of potential business partners. As risks increase, so should the level of the Company's compliance measures. For example, the Company's market expansion into a country with a relatively low Corruption Perceptions Index (CPI) score will require additional scrutiny of transactions and activities in that country; an uptick of alleged or suspected violations by Company Personnel in certain sector or involving a division/branch may be a sign of potential gaps in the corresponding compliance procedures.

The Company's internal audits will also include due diligence on Company Personnel in high-risk positions such as those involving interactions with government officials or responsible for compensation of third-party intermediaries.

8. Enforcement and Penalties

Because Anti-Corruption Laws protect the economic, trade and policy interests (among others) of the relevant jurisdictions, penalties for even unintentional violations may be severe and could include millions of dollars in fines and seizure of goods and assets. For example, as noted above, the UKBA will hold the Company strictly liable for its failure to prevent active bribery on its behalf. Other consequences include negative publicity and harm to business reputation, increased government scrutiny, debarment from future business with government entities, and mandatory remedial measures as a condition of settling government charges. Individuals who violate any of these laws also may be subject to criminal liabilities.

Violation of the Anti-Corruption Laws or this Policy by any Company personnel may result in disciplinary action, up to and including termination of employment.

Document History:

- *Adopted: August 15, 2023*