



Dear Colleagues, Business Partners, and Vendors:

As you should be well aware, corrupt business practices raise serious concerns and run counter to our corporate culture. We all have a responsibility to our customers, partners, communities, and ourselves to conduct our business with the highest level of integrity and ethics.

Attached to this letter is our current Anti-Corruption Policy that clearly reflects our obligations under the U.S. Foreign Corrupt Practices Act (“FCPA”) and other applicable anti-corruption laws. Our Board of Directors and senior management are committed to preventing corruption from tainting our business and require that you adhere to this policy.

Please read this policy carefully and apply its principles and guidelines to your daily activities on behalf of the company. We strongly believe in maintaining a culture of compliance. In this regard, individual managers and employees are expected to ensure that our anti-corruption policy is being followed in their respective departments and by our business partners and vendors for which they are responsible.

As set forth in the policy, we have appointed a Compliance Officer, our Chief Legal Officer (Kirk Somers), who is primarily responsible for implementing our anti-corruption compliance program. Please direct all questions and concerns to this officer so that we can ensure that our policy is being implemented in practice. Please note that this policy should be reviewed in conjunction with our Code of Conduct and Employee Handbook. The Employee Handbook can be found on the Namely website.

Thank you in advance for supporting our effort to combat corruption and to implement sound and ethical business practices.

Sincerely,

Scott Grimes
CEO



**CARDLYTICS
ANTI-CORRUPTION POLICY**

AUGUST 28, 2015

PURPOSE

CARDLYTICS (together with its subsidiaries, the “*Company*”) has implemented this policy for the purpose of ensuring compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “*FCPA*”), the U.S. Travel Act, the U.S. Domestic Bribery Statute, the UK Bribery Act and all other anti-corruption laws and regulations applicable to the Company’s business anywhere in the world. This policy applies to all world-wide directors, officers, employees, and individuals serving as independent contractors of the Company or its subsidiaries. In addition, we expect our agents, consultants, representatives, lobbyists, suppliers/vendors, resellers, distributors, customs or other brokers, contractors, advisors, and other business partners to comply with the principles contained in this policy. Please report all questions or concerns to the Company’s Compliance Officer whose contact information appears below.

POLICY STATEMENTS

You are strictly prohibited from promising, offering, providing, or authorizing cash payments (such as bribes or kickbacks) or anything else of value directly or indirectly to any person to achieve an improper purpose related to the Company’s business.

You are strictly prohibited from requesting, agreeing to receive, or accepting money or anything else of value from any person to achieve an improper purpose related to the Company’s business.

You must comply with all of the Company’s internal controls, especially those designed to (i) ensure accurate and complete books and records or (ii) otherwise prevent corruption, self-dealing, embezzlement, fraud, money laundering, or other improper activities.

There are no exceptions to this policy, even if our competitors engage in improper behavior or corruption is an accepted practice in a country where we operate. You are required to adhere to both the spirit and the letter of this policy with respect to our business anywhere in the world.



ANTI-BRIBERY PROHIBITIONS

The FCPA and other anti-bribery/anti-corruption laws prohibit you and the Company from promising, offering, providing, or authorizing the provision of money or anything of value directly or indirectly to a government official and certain other persons to achieve an improper purpose. “Improper purposes” include:

- (i) influencing any act or decision of the recipient in his/her official capacity;
- (ii) inducing the recipient to do or omit to do any act in violation of his/her lawful duty;
- (iii) inducing the recipient to influence any act or decision of a government or instrumentality of a government, or
- (iv) securing any improper advantage,

in order to obtain, retain, or direct regulatory approvals, contracts, business or other benefits.

The FCPA prohibits improper payments provided to officials of governments, state-affiliated entities, and political parties outside the United States. However, the provision of improper benefits to government or private-sector recipients within the United States will violate U.S. domestic bribery statutes.

In addition to the United States, almost all other countries, including Australia, Canada, China (Hong Kong), Germany, Singapore, and the United Kingdom, have promulgated their own anti-bribery legislation. Most of those countries prohibit making improper payments to government and private-sector recipients within their borders. However, several countries have also adopted legislation similar to the FCPA that prohibit improper payments outside those countries. The existence of all of these laws means that there is potential for a company or an individual to face liability in several countries for the same single act of corruption. One of the leading anti-corruption laws other than the FCPA is the UK Bribery Act. *Attachment 1* contains an overview of that law and its potential significance for the Company.

Given the broad prohibitions under the FCPA and other anti-corruption laws applicable to the Company, this policy prohibits bribes, kickbacks, and the provision of other improper benefits and advantages to *any* person, entity, or organization, including, but not limited to, employees, officials, representatives, or agencies of any

- (i) government;

- (ii) state-owned or affiliated entity, including, but not limited to, a state hospital, research institution, utility, public university, or sovereign wealth fund;
- (iii) public international organization such as the United Nations or the World Bank;
- (iv) political party, including the party itself as well as candidates for public office;¹
- (v) non-governmental organization, including a sports federation such as FIFA or the International Olympic Committee; or
- (vi) private-sector company.

One may be asked by certain parties to provide a bribe or other improper benefit in exchange for

- (i) the award of a contract, sponsorship opportunity, or other business;
- (ii) the issuance or renewal of a concession, license, or business, construction, or other permit or registration;
- (iii) the successful filing of a patent or trademark application;
- (iv) an impermissible reduction in duties or other taxes;
- (v) securing the purchase of state-owned land or other public assets;
- (vi) avoiding mandatory inspections;
- (vii) obtaining a favorable inspection result or court decision, even if the facts or circumstances do not support such a result; or
- (viii) the grant of some other improper advantage.

This policy prohibits you from providing bribes or other improper benefits to any person to achieve any of the above purposes.

A violation of this policy can occur even if the bribe fails to achieve the purpose for which it was intended. This means that a person can violate this policy if that person provides an improper payment or benefit to a recipient and the recipient does not grant any business or other advantage in return. In addition, the mere offer or promise of a bribe or other improper benefit is sufficient

¹ Please note that the Company does not forbid employees from making personal contributions to U.S. political candidates in accordance with U.S. campaign finance and other laws. However, any U.S. political contributions that are financed by the Company must be reviewed by the Compliance Officer in advance.



to cause a violation. All of the anti-bribery prohibitions contained in this policy apply irrespective of whether you use Company funds or your personal funds to finance improper payments or other benefits.

This policy also prohibits you from soliciting or accepting bribes, kickbacks, or other improper payments/benefits from the Company's vendors or other persons in relation to our business. For instance, a violation of this policy will occur if you cause the Company to overpay a vendor and that vendor then shares all or a portion of that overpayment with you.

This policy requires you to adhere to high ethical standards and to comply with all applicable laws in the course of performing services for the Company. FCPA and other anti-corruption violations typically involve circumstances that also result in violations of other laws, including those that address money laundering, embezzlement, fraud, export controls, and sanctions/embargoes. Guilty persons can face multiple charges based on the same set of facts.

ACCOUNTING REQUIREMENTS

Our Company adheres to certain accounting requirements. Specifically, the Company must maintain books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the Company's transactions, expenses, and asset dispositions. Our Company is also committed to maintaining a system of internal accounting controls to provide reasonable assurances that transactions are properly authorized by management, executed, and recorded. This means that you must comply with our internal controls and avoid unauthorized activities or expenses.

Violations of the above accounting standards can occur if you conceal bribes or falsify other transactions or expenses, even if they are not related to a bribe, in the Company's ledgers or other records. Also, there is no materiality standard. This means that even small misreported amounts may result in violations.

The U.S. and other governments actively enforce the accounting requirements discussed above. In some cases, they have caused companies to pay hundreds of millions of dollars in fines and penalties for violating those requirements. *Attachment 2* contains examples of potential accounting violations. Please study this list carefully and ensure that you, your colleagues, and the Company's vendors/contractors remain in compliance with these requirements. You must also cooperate with the Company's periodic audits and other efforts to ensure that our internal controls are being observed.

CONFLICTS OF INTERESTS/RELATIVES OF OFFICIALS

Conflicts of interest can raise FCPA and other anti-corruption concerns. You must disclose any actual or potential conflicts of interest to the Company's Compliance Officer. For example, you



must notify the Compliance Officer if you are aware of any (i) Company employee or contractor who is a government official or customer responsible for regulating or providing business to the Company or (ii) Company vendor that is wholly or partially owned by you, a member of your family, a personal friend, or other Company employee/contractor.

In addition, significant corruption concerns can be triggered if the Company retains a *relative* of a government official or customer as an employee or contractor in exchange for a regulatory approval or business opportunity. These issues are typically uncovered in cases where the employee/contractor (i) is a son or daughter of a government official or customer employee and/or (ii) lacks the skills or experience necessary to perform the functions required by the Company or fails to provide any real services to the Company.

You are obligated to notify the Company's Compliance Officer if you become aware of any current or potential employee or contractor who is an immediate relative (parent, sibling, child, or spouse) of a government official or customer employee. Please note that persons who are related to government officials or customer employees will not be automatically disqualified from working for the Company; however, it is important that the Compliance Officer review their circumstances in advance to ensure that (i) they are properly qualified to serve the Company and (ii) are not related to a person who will improperly award government approvals or any business to the Company or otherwise exert undue influence over matters relevant to the Company's business.

FACILITATING, EXPEDITING OR SPEED PAYMENTS

This Policy prohibits all corrupt payments or benefits, including so-called grease, speed or facilitating payments, provided to government officials in their personal capacity to expedite or secure routine government actions (collectively, "Facilitating Payments"). This prohibition applies notwithstanding the fact that the FCPA contains a narrow exemption that permits such Facilitating Payments. Please note that in some cases, government agencies may impose *official* fees that may be paid directly in the name of a governmental entity or enterprise itself, as set out in published fee schedules or other official documents. These *official* government fees can be paid to expedite passports, licenses, or other services, provided that they are deposited in the treasury of a government, an official government receipt is collected, and the expense is accurately recorded in the Company's books. However, Facilitating Payments provided for the benefit of government officials in their *personal* capacity (*i.e.*, are not deposited in an official treasury account belonging to a government) will violate this Policy.

INTERMEDIARIES/BUSINESS PARTNERS/ASSOCIATED PERSONS

This policy prohibits you from providing bribes or other improper benefits directly as well as indirectly through third parties or associated persons whether in or outside the United States. This



risk can arise in cases where the Company works with agents, consultants, representatives, lobbyists, suppliers/vendors, resellers, distributors, customs or other brokers, contractors, advisors, other business partners, or anyone else that performs services for or on behalf of the Company (collectively “*Intermediaries*”).

In certain cases, you and the Company can be held liable under the FCPA and other laws *even if* you do not expressly authorize an Intermediary to engage in corruption, but they do so anyway. This can occur if you (i) have actual knowledge or a firm belief that a person will engage in corruption or (ii) consciously disregard, deliberately ignore, or are willfully blind to the Intermediary’s corrupt or improper practices. As a result, the Company must understand the ownership, identity of key personnel, reputation and role of its Intermediaries.

Given these risks, this policy forbids you from using or paying any Intermediary responsible for government or customer interactions unless (i) appropriate anti-corruption due diligence is performed and confirms that the Intermediary does not have a history or reputation for corruption or similar wrong doing, and (ii) the Intermediary has executed a written agreement containing anti-corruption compliance clauses. You must confer with the Company’s Compliance Officer on appropriate due diligence measures and anti-corruption clauses.

Throughout any relationship with an Intermediary for which you are responsible, you must monitor their performance to ensure that they do not engage in activities that raise FCPA/corruption concerns. The Compliance Officer can guide you on the types of red flags that you should monitor before and *after* engaging an Intermediary.

This policy requires you to notify the Compliance Officer if you learn of any Company Intermediary or other contractor that engages in corrupt or other improper practices. Also, all payments to Intermediaries or other vendors must be accurately reported in our books and records in accordance with the accounting requirements discussed above.

GIFTS & HOSPITALITIES

The FCPA and other laws prohibit the provision or acceptance of money or things of value for corrupt or improper purposes. A violation of this prohibition is likely in instances where personal benefits are given or accepted in the course of negotiation or tender bid. However, reasonably priced gifts, meals, entertainment, travel, and other benefits provided for non-corrupt business promotion or goodwill purposes may be permissible under the FCPA and other anti-corruption laws in certain cases. For instance, sports tickets, dinners, logo wear, small valued gifts or other items of moderate value designed to improve the Company’s brand will generally not violate the FCPA. However, a fur coat, a car, or a vacation will raise FCPA and other anti-corruption concerns, especially if such benefits are provided to a government official or other person who is



responsible for making decisions in relation to the Company's business. If you have any concerns, please discuss the matter with the Compliance Officer.

In addition to complying with the FCPA, you must also ensure that the provision of a gift or other benefit does not violate local laws or policies that apply in the country where the recipient of the benefit is located. Some countries impose express limits on the value of gifts/benefits that a recipient can accept; other countries ban such gifts/benefits altogether even if given with no corrupt or improper intention.

You must obtain the general or specific approval of the Compliance Officer prior to providing gifts, meals, travel benefits, and other hospitalities ("Perks") to employees, officials, or agents of any government, political party, state-owned entity, or public international organization (such as the United Nations or the World Bank).

Further, Perks given to private-sector customers or other private recipients in the United States for non-corrupt, business promotion purposes require written approval of the Compliance Officer if such Perks exceed: (i) meals of up to \$100 per person per occasion, provided that the aggregate value of such benefits given to the same recipient by the Company over any 12 month period does not exceed \$1,000, and (ii) sporting event tickets of up to \$200 per person, provided that the aggregate value of such benefits given to the same recipient by the Company over any 12 month period does not exceed \$1,000 per year. Also, please note that certain private-sector individuals may be subject to policies imposed by their employers that forbid or restrict them from accepting certain benefits, even if they are not corrupt. You may not provide benefits (including those enumerated above) if you are aware that their acceptance will cause a violation of such policies. Our customers will not look too kindly upon us if we cause their employees to run afoul of their policies.

The Compliance Officer will also help you determine whether the provision of a benefit not otherwise allowed above is permissible under the FCPA and local law. If a benefit expense is granted general or specific approval, its value and business purpose must be recorded accurately in the Company's books. Company records should also reflect the names of the recipients of such benefits. Cash gifts are strictly prohibited. Also, this policy prohibits you from providing to non-U.S. recipients gift cards or gift certificates that can easily be converted into cash.

OTHER ACTIVITIES

Corruption concerns can arise in a number of other cases including, but not limited to (i) joint ventures or teaming arrangements with public or private-sector partners; (ii) mergers and acquisitions, especially if the target business has significant government interactions or an international profile; or (iii) the provision of political or charitable contributions. Please confer



with the Compliance Officer before engaging in these types of activities to ensure that appropriate anti-corruption compliance measures are observed.

NON-U.S. PERSONS

The U.S. government has stated that it will enforce the FCPA against non-U.S. individuals and entities in certain cases. There have been instances where non-U.S. individuals have been extradited to the United States to face charges under the FCPA and other U.S. laws. In addition, non-U.S. individuals are subject to anti-corruption laws in their own as well as in other countries. This policy applies to *all* world-wide directors, officers, employees, and individuals serving as independent contractors of the Company irrespective of whether such individuals are U.S. or non-U.S. nationals or residents.

VIOLATIONS AND CONSEQUENCES

A violation of this policy will result in appropriate disciplinary action, including demotion, reassignment, additional training, probation, suspension, or even termination.

The FCPA is a criminal statute. Both the Company and you may be subject to substantial fines and penalties for violating these and other anti-corruption laws. In serious cases, you may face imprisonment for up to five years for each FCPA anti-bribery violation and up to 20 years for each FCPA accounting violation. In addition, the Company may face suspension or debarment from government contracts, the loss of U.S. export privileges, and certain other consequences. These results can be devastating to our business.

Anti-corruption enforcement has significantly increased in the United States. In addition, a number of other countries have strengthened their laws on this matter. This means that we can face liability across multiple jurisdictions for the same corrupt act.

TRAINING AND MATERIALS

All designated personnel must undergo anti-corruption training provided by the Company. The nature, content, and frequency of that training will be determined by the Company based on your risk profile. We encourage all of our business partners to provide training to their personnel as well.

STATUS

This policy does not form part of any employment contract with you and may be amended at any time. This policy should be read in conjunction with the Company's Code of Conduct and other policies and procedures.



CERTIFICATION

Please sign the certificate that appears in *Attachment 3* after you have read this policy. The Company may require you to recertify your compliance with this policy on a periodic basis.

REPORTING/QUESTIONS

You have an affirmative obligation to report all violations of this policy to the Compliance Officer. In so doing please provide your name, phone number, and email address. Reports may also be submitted to the Compliance Officer anonymously by using the Company's hotline number 866-269-1020 or by e-mail to CDLX@openboard.info. However, we encourage you to consider revealing your identity so that we can properly follow up and investigate alleged violations. The Company will ensure that appropriate confidentiality measures are taken and will not retaliate against any individual for reporting violations in good faith.

You must also notify the Compliance Officer of any corrupt, improper, illegal, or other unusual requests for payments or other benefits made by customers, Intermediaries, vendors, business partners, government officials, or Company employees. By reporting such matters, you will enable us to explore options to achieve our business goals without having to interact with such persons or provide improper benefits.

We welcome any constructive comments or questions that you may have regarding the substance and implementation of this policy in your respective sector and/or territory. Please direct such communications to the Compliance Officer.



ATTACHMENT 1

THE UK BRIBERY ACT 2010

Among various matters, the UK Bribery Act 2010 (the “UKBA”) prohibits individuals and entities from offering, promising, or giving (directly or indirectly through a third party) a financial or other advantage to a recipient with (i) the intention that the advantage induce the recipient to perform improperly a relevant function or activity or to reward a person for the improper performance of such function or activity, or (ii) the knowledge or belief that the acceptance of the advantage would itself constitute an improper performance of a relevant function or activity. A violation of the UKBA will occur irrespective of whether the recipient of an improper payment or advantage is a government official or an employee of a private-sector entity.

The UKBA contains four principal offenses as follows: (i) offering, promising, or giving of a bribe to another person (Section 1); (ii) requesting, agreeing to receive, or accepting a bribe (Section 2); (iii) bribery of a foreign (non-UK) public official (Section 6); and (iv) failure by certain commercial organizations to prevent Section 1 or 6 bribery offenses by their associated persons (including employees, contractors, Intermediaries, or anyone else performing services for or on behalf of a company) of any nationality anywhere in the world (Section 7). The UKBA provides a statutory defense to a Section 7 violation for companies that can demonstrate that they had in place adequate systems and controls designed to prevent offenses under UKBA. This policy is part of the Company’s overall effort to establish such systems and controls.

Courts in the United Kingdom exercise broad jurisdiction over UK as well as non-UK persons who commit UKBA offenses. The Company maintains a UK subsidiary. It is clear that both this UK subsidiary and most of its employees will be subject to the UKBA. In addition, there could be circumstances where the Company’s non-UK entities and employees could be subject to UKBA jurisdiction.

Under the UKBA, individuals guilty of bribery may be subject to imprisonment for up to 10 years and/or subject to a fine of an unlimited amount. Commercial organizations guilty of bribery or failure to prevent bribery may also be subject to a fine of an unlimited amount as well as debarment from government contracts. In addition, UKBA offenses could result in violations of other laws such as the UK Proceeds of Crime Act 2002, which contains the UK’s principal money laundering offenses.



ATTACHMENT 2 FCPA ACCOUNTING REQUIREMENTS

Set forth below are examples of potential FCPA accounting violations. Please note that this is not an exhaustive list.

- The Company fails to record a transaction in its books in a manner that permits the preparation of financial statements in conformity with GAAP or other acceptable criteria.
- Records state that a payment was made to person A, when in reality it was made to person B.
- The records accurately describe the recipient and the purpose of the payment, but misrepresent the amounts involved.
- Bribes or kickbacks are hidden or disguised in company financial records as “consulting fees,” “commissions,” “service fees,” or other misleading terms.
- Any entry is falsified in company financial records even if it has no connection to a bribe.
- Employees incur expenses without the appropriate authorization.
- Employees submit fake expense receipts for reimbursement.
- Employees receive kickbacks from vendors.
- Employees maintain a slush fund or other off-the-books account.
- Employees misuse petty cash funds to make improper payments to third parties or to cover non-business, personal expenses.
- The Company fails to perform effective due diligence on its agents, representatives, contractors, joint venture partners, or target companies in merger/acquisition transactions.
- The Company enters into business relationships with (i) non-existent agents, contractors, or other partners or (ii) existing parties that do not provide any real services or products.
- The Company fails to monitor its on-going relationships with vendors and other business partners to ensure that they do not engage in corrupt or other improper activities.
- Employees engage in self-dealing, embezzlement or other similar schemes involving Company resources.
- The Company fails to impose effective internal controls on subsidiaries or joint ventures in which the Company has more than 50% of the voting interests.
- The Company fails to make a *good faith* effort to cause a joint venture, in which the Company has 50% or less of the voting interests, to adopt effective internal controls.
- Employees have access to unusually high amounts of cash from Company sources.
- The Company fails to conduct effective periodic audits.
- Company employees provide false, misleading, or incomplete information to Company auditors or otherwise prevent effective audits from occurring.
- Employees otherwise circumvent the Company’s internal controls.



ATTACHMENT 3

CERTIFICATION

I hereby certify that I have read and am in compliance with the Anti-Corruption Policy (the “*Policy*”) of Cardlytics (together with its subsidiaries, the “*Company*”). Neither I nor, to my knowledge after due inquiry, any of my direct or indirect reports nor any Company contractor or business partner with which I or they work has offered, provided, solicited, or accepted a bribe, kickback, or other improper payment/benefit or has otherwise taken any actions that would result in a violation of (i) the Policy or any employee handbook, code of conduct, or other policies or procedures of the Company that have been provided to me; (ii) the U.S. Foreign Corrupt Practices Act of 1977, as amended; or (iii) any other anti-corruption or other law or regulation such as the UK Bribery Act 2010 to the extent applicable. I will notify the Company’s Compliance Officer if, at anytime, I learn of or suspect such violation.

Name:

Company:

Title:

Date: