

Cerence Anticorruption Policy - Global

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Purpose

This Anticorruption policy ("Policy") establishes Cerence's global standards regarding the prevention of corruption.

Audience

This Policy applies to Cerence and all of its direct and indirect subsidiaries worldwide and to all Cerence directors, officers and employees. In addition, Cerence expects contractors/consultants, subcontractors, resellers, distributors, sales agents, freight and logistics agents and other entities conducting business with or on behalf of Cerence (collectively "Cerence Agents") to comply with this Policy in all of their dealings involving Cerence directly or indirectly.

Purpose

This Anticorruption policy ("Policy") establishes Cerence's global standards regarding the prevention of corruption.

Cerence Inc. and its affiliated entities worldwide ("Cerence") are committed to doing business with integrity and the highest anticorruption standards. All Cerence employees, partners and suppliers are expected to conduct themselves with honesty, fairness and high ethical standards, as well as abide by all applicable anticorruption/bribery laws and avoid even the perception of impropriety or a conflict of interest. If local laws or regulations have stricter requirements, these supersede the requirements stated in this policy. Where there appears to be a conflict between the U.S. laws and your local law, you should seek advice from Cerence's Legal Department.

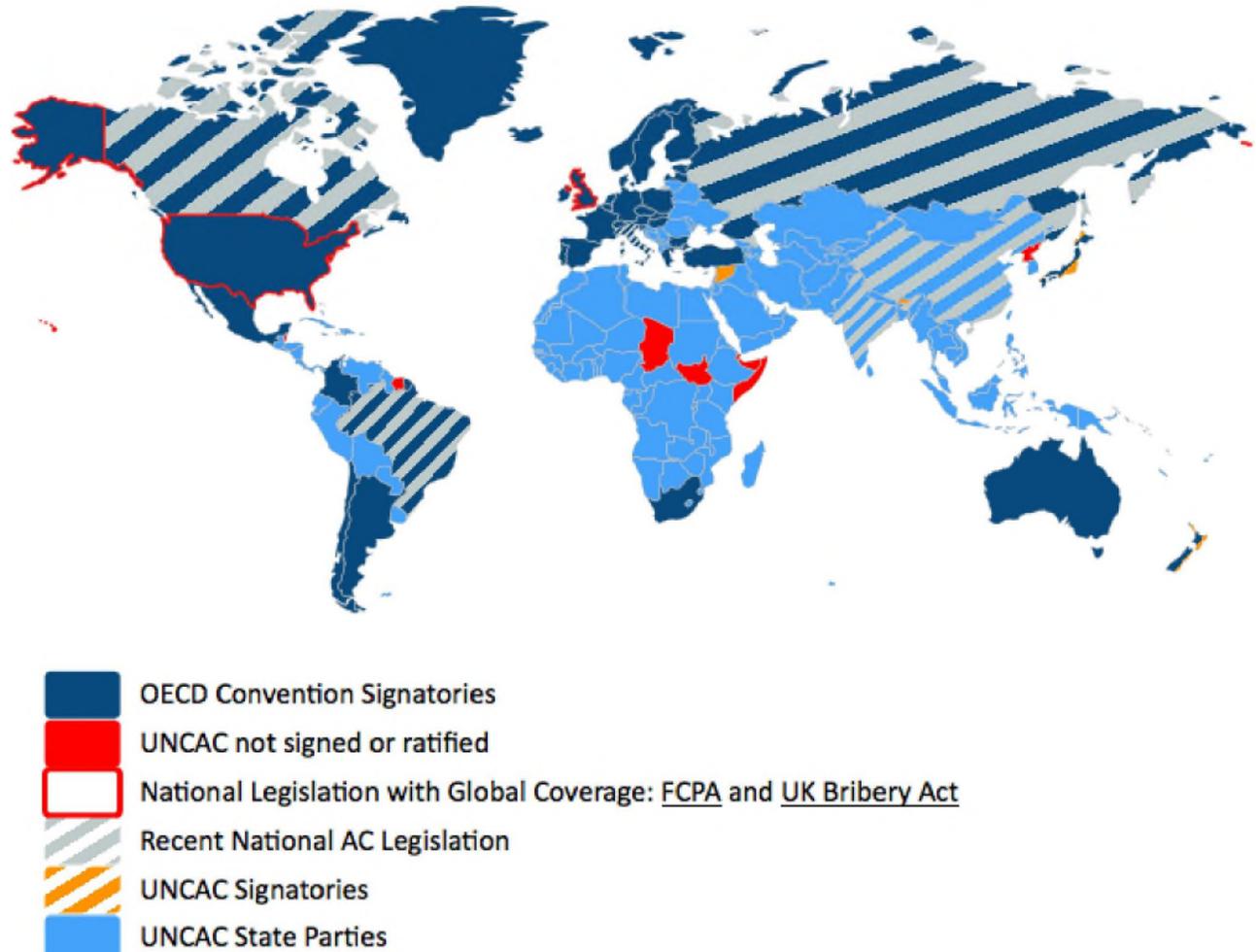
Cerence has a zero tolerance policy towards bribery and corruption. This Policy extends to all of the Cerence's business dealings and transactions in all countries in which we or our subsidiaries and associates operate and applies to all Cerence employees (temporary and full-time), contractors and agents. You are required to comply with this Policy. Regardless of where you work, it is vital that you comply with both applicable laws and this Policy. By following this Policy and making sensible decisions, you help advance Cerence's reputation as an ethical and highly reputable company.

One of the U.S. laws directly relevant to that commitment is the U.S. Foreign Corrupt Practices Act (the "FCPA"). The FCPA is a criminal statute that prohibits all U.S. companies and persons, including the worldwide subsidiaries of any U.S. company, from corruptly offering, promising, paying, or authorizing the payment of anything of value to any foreign (non-US) official to influence that official in the performance of his or her official duties. This prohibition applies whether the offer or payment is made directly, or through a third person and no express knowledge of the third party's actions is required - deliberately turning a blind eye is no protection against legal responsibility. Thus, in some instances, Cerence could be held liable for payments made by its channel partners, sales or logistics agents. The FCPA also requires Cerence to maintain an accounting system that ensures reasonably detailed and accurate records of all of its financial transactions and a system of internal accounting controls that protects against off-book accounts and disbursements and other unauthorized payments. The penalties for violating the FCPA are very severe and potentially devastating to both Cerence and the individual(s) involved.

The United Kingdom has also adopted the UK Bribery Act of 2010 (the "UK Bribery Act"). Like the FCPA, the UK Bribery Act prohibits payments to government officials to secure business. The UK Bribery Act goes further, and also prohibits payments to any person (including for example persons employed by companies in the private sector), whether or not affiliated with a government, and also prohibits receiving bribes. Companies also have a legal obligation under the UK Bribery Act to prevent bribery.

Many other countries also have very strict anticorruption laws and, in addition, as reflected in the image below many additional countries have signed on to international anticorruption conventions such as the Organization for Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the "OECD Convention"), and the United Nations United Nations Convention against Corruption ("UNCAC"). In short, anticorruption compliance is a global requirement for modern businesses.

Anti Corruption Legislation Map



To facilitate day-to-day compliance with Cerence's ethical and legal obligations under the anti-bribery and anticorruption laws, Cerence adopted this Policy, which will be managed by Cerence's General Counsel. To implement this Policy effectively, the entire Cerence workforce, including others acting on behalf of Cerence, must make a personal commitment to it. While we do not expect every person in Cerence to become an expert in the relevant laws, we do expect every employee to adhere to Cerence's ethical standards, to be cognizant of the FCPA, the UK Bribery Act and other anti-bribery laws, and to seek guidance from Cerence's Legal Department whenever any uncertainty regarding those laws or

standards arises. Departures from our business standards and this Policy will not be tolerated, and may give rise to disciplinary procedures up to and including dismissal with or without notice. The guidelines set forth below are intended to provide you with guidance on the anticorruption compliance issues.

Policy Statement

It is Cerence's policy that Cerence, Cerence personnel and Cerence Agents will fully comply with all applicable anticorruption laws including without limitation the FCPA, the UK Bribery Act the OECD Convention and the UNCAC.

Legal Compliance Guidelines

A. What is prohibited?

You should neither give nor offer bribes to further Cerence's business nor encourage or collude with channel partners (such as resellers, distributors, OEM distributors, sales agents or subcontractors) for them to do so. You should also never accept or agree to accept bribes to further Cerence's business. The law prohibits payments even if: (1) the benefit is for someone other than the party making or receiving the payment; (2) the payment does not work and no business is awarded; (3) the provision is merely attempted, offered or is ultimately unsuccessful; or (4) you are acting on the third party's suggestion.

Cerence is also required to keep accurate and complete records of the financial transactions in which it engages. Cerence must make good faith efforts to ensure that the ventures in which it owns a minority interest and the third parties it engages to perform work on Cerence's behalf also keep such records. Furthermore, Cerence is required to ensure that it has adequate procedures in place to prevent persons associated with it from undertaking bribery. This policy is one part of Cerence's procedures.

Compliance with appropriate anticorruption laws must be analyzed on a case-by-case basis and can be complex. Employees should not try to solve any suspected corruption or record keeping difficulties on their own. If a question arises regarding any improper payment related issue, please consult immediately with Cerence's Legal Department.

B. What are the "third parties"?

Under US law, you are prohibited from giving, paying, promising, offering or authorizing the payment, directly or indirectly through a third party, anything of value to a "foreign official." The term "foreign official" is defined broadly under the FCPA, and includes all paid, full-time employees of a government department or agency (whether in the executive, legislative or judicial branches of government and whether at the national, provincial, state or local level) of a country other than the US. Foreign officials can also include family members of any of the foregoing as well as part-time workers, unpaid workers, individuals who do not have an office in a government facility, and anyone acting under a delegation of authority from the government to carry out government responsibilities. The term also includes officers and employees of companies or entities that are owned or controlled by the government, such as state-owned enterprises and government-controlled universities and hospitals. It is important to note that the law prohibits payments to individual "foreign officials." Required payments to a government entity such as filing fees and taxes are not prohibited unless Cerence has reasonable cause to know or suspect that the payment will actually end up in the hands of an individual official.

Under the UK Bribery Act it is an offense to use bribes to influence a third party connected with any business including government business and the private sector. The bribe does not necessarily need to be from or to a government or public official, but can be anyone connected to a business. The offence applies regardless of where the bribery takes place. This means that if any person, anywhere in the world, who provides services to any Cerence company which has part of its business in the UK, bribes a person anywhere in the world, the relevant Cerence company could be guilty of the offence.

Cerence does not distinguish between commercial parties and public or foreign officials when it comes to the prohibition of bribery. This Policy strictly prohibits bribes of any kind to anyone, whether they are employed by a commercial business or considered a public or foreign official.

As a general guiding principle, you must not offer anything to, or receive anything from, a third party, whether or not you consider them to be foreign officials, and whether directly or indirectly, in return for or in the expectation of favorable treatment. You must also not collude with channel partners (such as resellers, distributors, OEM distributors, sales agents or subcontractors) for them to offer anything to, or receive anything from, a third party, whether or not you consider them to be foreign officials, and whether directly or indirectly, in return for or in the expectation of favorable treatment.

C. Prohibited Payments

The law prohibits two particular activities:

- offering, promising, or giving anything of value to a third party in order to obtain or maintain business or to bring about an improper purpose; and
- receiving, agreeing to receive, or requesting any such benefit.

Prohibited payments are not limited to cash payments. Job offers, gifts, entertainment, excessive business promotional activities, covering or reimbursing expenses, in-kind or political contributions, investment opportunities, subcontracts, stock options, and similar items provided to third parties are all things of value that can contravene the applicable legislation.

The FCPA contains a narrow exception that allows for "facilitating payments," which are typically small payments made to lower level government officials to expedite or secure the performance of a routine nondiscretionary governmental action - for example, obtaining a visa when all legal requirements are met or processing a business permit. The exception does not cover payments made to induce a government official or employee to ignore his or her lawful duty or to exercise discretion in the award of business.

However, no such exception exists in the UK Bribery Act and in many countries the law prohibits facilitating payments. Accordingly, this Policy prohibits the making of facilitating payments, except in circumstances that involve an imminent and credible threat to the health, safety or well being of an employee, family member or co-worker. In such case, the payment must be properly and timely recorded in Cerence's books and records and Cerence's General Counsel must be notified immediately.

D. Permissible Payments

The two sections below provide limited exceptions to the general prohibition against providing anything of value to third parties. If you have any doubt whether a payment falls within these exceptions, consult with Cerence's Legal Department prior to engaging in the transaction.

1. Providing Gifts and Entertainment

It is customary in many parts of the world to occasionally give gifts of nominal value to customers and other parties that have a business relationship with Cerence. Generally, a nominal gift can be made by a Cerence employee to a third party without violating the law if: (a) the giving of the gift does not meet the elements of an a bribery violation (i.e., the gift is not given for an improper purpose); (b) the gift is lawful under both the FCPA and the UK Bribery Act and the written laws of the country where the gift is being given or received; (c) the gift constitutes a genuine promotion or goodwill expenditure; (d) the gift is not in the form of cash; and (e) the gift is of nominal value (on an individual and aggregate basis).

If you have any doubt whether a gift falls within this exception, contact Cerence's Legal Department.

2. Business Expenses

In the event Cerence is responsible for the airfare or lodging expenses of a government official, itineraries and any other supporting documentation shall be maintained. In no case will payment or reimbursement be made directly to the government official incurring the expense; such payment or reimbursement shall only

be made directly to the service provider (e.g. the airline) or the foreign government or agency involved. Expenses beyond what is reasonably necessary for the business purpose, including lavish accommodations or expenses for spouses and children, will not be approved. Cerence's General Counsel must approve all travel for government officials in advance of the trip.

E. Receiving Gifts

You should never ask for gifts, entertainment, or travel from anyone. However, if your manager permits, you may accept modest and occasional gifts from third parties. Be mindful that accepting even modest or occasional gifts from anyone who is a supplier or who wants to do business with Cerence is unwise. If you receive a personal gift from a third party, unless the value of the gift is nominal, you should tell your supervisor and politely decline to accept it. You should be tactful and let the sender know that future gifts are not appropriate to Cerence's way of doing business. While no dollar amount is specified in the relevant laws, in general, the number and value of items received and frequency of receipt must be reasonable.

If you have any doubt whether a gift falls within this exception, contact Cerence's Legal Department.

F. Third-Party Liability

The law establishes liability for payments made indirectly to a third party as well as payments made directly. Cerence and individual directors, officers or employees may be liable for a payment made by a third party, such as a channel partner (distributor, reseller or the like), joint venture partner, agent, or consultant, if Cerence makes a payment or transfers other value to that third party "knowing" that it will be given to another for an improper purpose. Under the FCPA, firm belief that the third party will pass through all or part of the value received from Cerence to a government official, or an awareness of facts that create a "high probability" of such a pass-through, also constitute knowledge under this law. Under both the FCPA and the UK Bribery Act, willfully ignoring facts that suggest a payment will be used for an improper purpose can constitute an offense. As such, third parties must be investigated

prior to their engagement with Cerence to ensure their commitment to their legal obligations. When seeking to engage a third party, please contact Cerence's Legal Department for assistance in investigating the third party's background and reputation, also referred to as onboarding.

Cerence personnel should be particularly alert to any "red flags" that may be encountered during onboarding or in transactions with third parties. "Red flags," as discussed in more detail below, can arise with any third parties involved with Cerence's business operations, but arise more frequently in dealings with joint venture partners and foreign agents (such as promoters, sales agents or consultants). The basic rule is simple: a red flag cannot be ignored; it must be addressed.

"Red flags" can arise at any stage of a transaction -- during onboarding, during contract negotiations, in the course of operations, or at termination. "Red flags" that do not present serious issues at one stage of a transaction or relationship may pose significant liability risks when they appear at a different stage or in combination with a different overall set of facts. Thus, the significance of "red flags" must be considered in context rather than in isolation. All "red flags" must immediately be investigated and appropriately addressed. If you become aware of facts that may be "red flags" but are not sure how to respond to them, you should immediately contact Cerence's Legal Department.

The following are some "red flags" that frequently arise in with third parties involved in non-U.S. operations:

- A reference check reveals the third party's flawed background or reputation;
- The transaction involves a country known for corrupt payments;
- The third party is suggested by a government official, particularly one with discretionary authority over the business at issue;
- The third party objects to anti-bribery/corruption representations in Cerence agreements;
- The third party has a close personal or family relationship, or a business relationship, with a government official, a foreign public official, or relative of an official;
- The third party requests unusual contract terms or payment arrangements that raise local law issues, such as payment in cash, payment in another country's currency, or payment in a third country;

- The third party requests a payment be made to his or her own bank account, or to any account that does not appear to be directly connected to the transaction;
- The third party requires that his or her identity or, if the third party is a company, the identity of the company's owners, principals or employees, not be disclosed;
- The third party's commission exceeds the "going rate" or must be paid in cash;
- The third party indicates that a particular amount of money is needed in order to "get the business" or "make the necessary arrangements";
- The third party requests that Cerence prepare or accept false invoices or any other type of false documentation; or
- The third party requests payment in a third country (i.e., not where services are rendered, or where the third party resides), or to an account in another party's name.

All contracts entered into after the date on which this Policy is first adopted must contain appropriate provisions requiring compliance with relevant legislation (including the FCPA and the UK Bribery Act). Moreover, as appropriate to the circumstances, third parties may be required to sign an anticorruption compliance certificate indicating their understanding of the law and this policy.

G. Joint Ventures

Cerence is potentially liable for the activities of its joint venture partners, associated entities, and of its joint venture entities themselves, whether it is a majority or minority owner or partner. In either case, Cerence must police the venture's activities and ensure compliance with anti-bribery prohibitions and recordkeeping requirements.

While all Cerence employees must be a part of the compliance effort, directors and officers in foreign ventures may face issues appropriately presented to those in a management role, and must be prepared to address them. For example, as a minority partner, Cerence may not always have the power to stop an improper payment from happening. Nonetheless, Cerence must take every step available to it to prevent such occurrences, and to report such practices if it has a reasonable belief that such a payment has been, or could be, made.

H. Accounting and Recordkeeping Requirements

As mentioned above, the FCPA imposes strict accounting, recordkeeping and internal controls requirements on "issuers," including Cerence, in its foreign operations. For these reasons and as a matter of Cerence policy, Cerence personnel must accurately and completely describe all expenditures, including facilitating payments, and should never inaccurately describe or seek to mischaracterize the nature or amount of a transaction. All records relating to these matters shall be maintained for a minimum of five years, and diligent efforts should be used to maintain original documents. Cerence personnel should never accede to requests for false invoices or for payment of expenses that are unusual, excessive, inadequately described, or otherwise raise questions under this Policy. They should also report any such requests to Cerence's Legal Department. Moreover, Cerence personnel should ensure that all transactions are executed in accordance with management's authorization and that there are no off-book accounts or unauthorized payments. Consult Cerence's Legal Department if you have any questions or concerns regarding these requirements.

I. Penalties

The FCPA and the UK Bribery Act impose criminal liability and civil penalties on both individuals and corporations. For individuals, criminal penalties may include fines and/or imprisonment. Cerence is prohibited by the FCPA from reimbursing any fines imposed on an individual. Cerence itself may be fined for violations of the FCPA or the UK Bribery Act and a civil penalty may be imposed upon Cerence as well as against any officer, director, employee or agent of a company, or a stockholder acting on behalf of Cerence who violates the FCPA. The U.S. Department of Justice and the U.S. Securities Exchange Commission may also obtain injunctions to prevent FCPA violations. Both agencies have publicly stated their intentions to actively enforce the FCPA, and have brought a number of high-profile enforcement actions in recent times. In addition to civil and criminal penalties, a person or company found in violation of the FCPA may be precluded from doing business with the U.S. government.

Risk to Senior Officers

Senior officers of Cerence can also be guilty of an offense if a bribery offense is committed with their "consent or connivance." This will apply not only to directors of Cerence, but also those in all senior roles. If found guilty of this offense, a senior officer can be liable to a prison sentence of up to ten years, and an unlimited fine. Although this offense applies to senior employees, Cerence expects every employee at any level of seniority to be alert to possible bribery or corruption, and to report any suspicions to Cerence's Legal Department immediately.

Reputational Harm

Any allegations of bribery would be very likely to cause very serious reputation damage to Cerence. In addition, Cerence can be held responsible if anyone "associated" with Cerence (such as employees, consultants, and even joint venture partners) bribes a third party. A conviction for this offense could result in Cerence receiving a potentially unlimited fine.

J. Reporting Violations

Any employee or third party acting on behalf of the Cerence who learns of or suspects a violation of this Policy should promptly report the matter to Cerence's Legal Department. Employees may also report suspected violations through Cerence's anonymous whistleblower hotline via the Internet at <https://www.whistleblowerservices.com/cerence> or via telephone at +1 855-833-8043. In accordance with Cerence's Whistleblower Policy, reports of violations will be kept confidential to the extent possible, and Cerence will not retaliate against reporting individuals for good faith reports.

Responsibilities

Cerence's General Counsel has approved this policy and it is the responsibility of Cerence's General Counsel or his or her designees to monitor this policy and to approve any appropriate revisions or amendments to this policy.

Policy resources

The policies and procedures adopted in support of this Policy will also take into account, and be designed to ensure compliance with, Cerence's Code of Business Conduct and Ethics.

Owner

Adopted by the General Counsel

Contact us

If you have any questions or comments about this Policy, please contact Cerence's Legal Department at generalcounsel@cerence.com.

Disclaimer

Nothing herein is intended to constitute a contract between Cerence and any employee and Cerence reserves the right to revise or terminate this Policy at any time. All Cerence employees are expected to comply with all Company policies and the failure to do so may result in remedial action by Cerence as permitted by applicable agreements and law.

Nothing in this Policy should be construed to limit employees' rights to engage in protected whistleblower activity or concerted activity under Section 7 of the U.S. National Labor Relations Act.