

TTI SUCCESS INSIGHTS FOREIGN TRANSACTION POLICY

It is the policy of Target Training International, Ltd.; TTI Success Insights, Inc.; TTI Success Insights North America, Inc.; and all other subsidiaries and affiliates (collectively, “TTI SI” or the “Company”), that TTI SI, its employees, agents, and representatives shall comply with all applicable export, import, and trade compliance laws and regulations in all countries in which TTI SI does business.

The following information is intended as a guide to applicable U.S. export control laws and regulations and is for the use of all TTI SI employees, wherever located, in complying with these export controls.

This policy applies to all domestic and international TTI SI operations and personnel. TTI SI employees are encouraged to ask questions and seek advice before, rather than after, acting. Employees can first ask questions of their managers. If an employee is not satisfied with the response, or feels it would be inappropriate to discuss with his or her manager, the matter can be reported to the Export Compliance Committee, at compliance@ttisi.com or TTI SI’s outside counsel.

The failure to comply with these export controls can result in severe penalties and damage to the Company and its reputation, and have serious consequences for the individuals involved, including civil and criminal penalties, fines, imprisonment, and termination of employment.

I. Policy

1. All employees and people acting on behalf of the Company must personally comply with all U.S. and international foreign transaction laws. TTI SI will not condone any conduct that could reasonably be expected to give rise to charges of violating these laws and regulations.
2. Employees in a management position are personally accountable not only for their own conduct but also for the conduct of their subordinates. Each management employee is expected to inform subordinates about TTI SI’s Foreign Transaction Policy and Procedures, to ensure that subordinates have access to counsel regarding this information, and to implement appropriate internal controls that will reduce the risk of violations.
3. No employee of the Company has the authority to direct, participate in, approve, or tolerate any violation of U.S. or international foreign transaction laws by anyone.
4. Any employee who has questions about the application of these laws to past, present, or future conduct should consult with his or her manager, the Export Compliance Committee, or TTI SI’s outside counsel. The Company will endeavor to keep confidential the identity of employees who consult and who are not themselves personally involved in questionable conduct. The treatment of employees who have been involved in

questionable conduct will be decided on a case-by-case basis, depending on the degree of culpability, but the fact of “self-reporting” will weigh in an employee's favor.

II. Export Control Overview

The U.S. Departments of Commerce, State, Treasury, and Justice administer the primary controls on exports of U.S. goods and services. The Department of Commerce regulates the export of items and information that have civil applications, the Department of State regulates the export of items that have military applications or that relate to space, and the Department of the Treasury enforces country-specific embargoes. In certain circumstances, these agencies may require the Company to secure a license before an item or information is exported to another country or shared with a foreign national.

TTI SI has engaged outside counsel to complete a classification of TTI SI's products and services to determine the appropriate guidelines regarding the export of TTI SI's goods and services. This classification, completed in March 2017, determined that TTI SI's IDS (Internet Delivery Service) web portal and the resulting report outputs are classified as EAR99. The specific restrictions and requirement for export of TTI SI's products are further described in the Export Classification Report, which is available upon request from the Vice President for International Distribution.

A. Department of Commerce Controls

The Bureau of Industry and Security (“BIS”) of the U.S. Department of Commerce implements and enforces U.S. export control regulations relating to the export of “dual-use” goods and technologies (having both civil and military applications) as well as exclusively civil items. Items subject to the jurisdiction of BIS are listed on the Commerce Control List (“CCL”) found in the Export Administration Regulations. Whether a license is required to export or re-export an item on the CCL is determined by examining the precise classification of the item, the destination of the item, and the end-user.

BIS also maintains the Denied Persons List and the Entities List, which identify specific persons and entities to which exports are not permitted without the prior approval of BIS. (<http://www.bis.doc.gov/index.php/policy-guidance/lists-of-parties-of-concern>).

BIS also is responsible for enforcing U.S. anti-boycott laws and regulations that prohibit U.S. persons and entities from taking actions or entering into agreements that have the effect of furthering any foreign government boycott not authorized by the U.S. Government.

B. Department of State Controls

The Directorate of Defense Trade Controls (“DDTC”) of the U.S. Department of State regulates the export of defense goods, technical data, and defense services. DDTC also administers the International Traffic in Arms Regulations (“ITAR”). Generally, a defense article is an item developed for a military application that does not have a predominant application in our industry.

TTI SI does not produce any products or provide services that are covered by ITAR. If a request is made concerning ITAR from a customer or vendor, the Export Compliance Committee must be notified. However, DDTC also maintains a List of Statutorily Debarred Parties, which identify specific persons and entities to which exports are not permitted without the prior approval of DDTC (<https://www.pmddtc.state.gov/compliance/debar.html>). TTI SI's policy is not to do business with persons or entities on this list.

C. Department of Treasury Controls

The Office of Foreign Assets Control ("OFAC") of the U.S. Department of Treasury administers and enforces certain country-specific controls that take the form of economic embargoes against countries. The scope of these economic and trade embargoes varies from country to country. OFAC has adopted regulations that detail the scope of the embargo against each country.

OFAC also maintains lists of Specially Designated Terrorists and Specially Designated Nationals and Blocked Persons, with whom U.S. persons are prohibited from engaging in any transactions due to U.S. foreign policy and national security concerns (https://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/fuzzy_logic.aspx). Transfers of items and information to individuals or entities on these lists are prohibited without the prior approval of OFAC.

D. Foreign Corrupt Practices Act

The U.S. Department of Justice and U.S. Securities and Exchange Commission administer and enforce anti-corruption practices by U.S. companies in foreign countries. The Foreign Corrupt Practices Act ("FCPA") makes it a criminal offense to pay, offer, or give anything of value to a foreign official or employee of a foreign government who has discretionary authority with the intent to influence the decisions of such foreign officials with respect to obtaining or retaining business. In addition, TTI SI has relationships with foreign vendors in countries that have similar or even more stringent laws, which prohibit anything of value to any individual who has discretionary authority over a private business with the intent to influence the individual's business decisions. The FCPA also contains record-keeping requirements and prohibits the use of false records to conceal violations.

III. TTI SI's Foreign Transaction Compliance Procedures

TTI SI has a high global profile because it conducts business in all regions of the world. The prohibitions on violating U.S. foreign transaction laws are broadly construed and have no intent requirement. Additionally, the penalties for violations are high – criminal penalties for corporate violations of these regulations can range up to \$2 million per violation, with individual criminal penalties of up to \$250,000 and 30 years in prison. Civil penalties of up to \$500,000 per violation or twice the value of the prohibited transaction may also be imposed administratively.

TTI SI, through its employees, must remain vigilant and execute appropriate due diligence before finalizing, executing, and performing any agreement. The following guidelines set forth

specific types of conduct or business practices which relate to foreign trade regulation where you should be especially careful and actively consult your manager, the Export Compliance Committee, or TTI SI's outside counsel.

A. Compliance Coordination

TTI SI's compliance efforts are coordinated through its Vice President for International Distribution, and his or her designee, who is responsible for:

- Chairing the Export Compliance Committee, composed of representatives from TTI SI. The individual stakeholders are identified through specific positions and are designated by the Export Compliance Committee in writing.
- Ensuring that international business agreements (e.g. sales, consultants, independent contracting, vendors, distribution, agency, joint venture) have the appropriate contractual clauses consistent with this policy.
- Overseeing the coordination of TTI SI's responses to regulatory agency inquiries or requests for information.
- Ensuring that this policy is updated with any changes in the law.
- Monitoring the effectiveness of this policy.
- Coordinating periodic (at least annual) internal audits of compliance with this policy.

B. Audits and Reports

In addition to regular internal audits, TTI SI may conduct periodic audits as needed to further ensure compliance with this policy. The results of all audits will be reviewed by outside counsel to determine which recommendations should be adopted, including any additional measures to correct weaknesses or problems observed during the audits.

C. Training

The success of this policy depends on employees, agents, and members developing a clear understanding of applicable laws. Therefore, TTI SI will send key staff to seminars conducted by regulatory agencies, as needed.

TTI SI will also require designated employees to attend internal export compliance training. A copy of all handouts, sign-in rosters, and similar materials generated from any training attended by TTI SI employees will be maintained.

D. Records Maintenance

Records of Foreign Transaction and Practices (“FTP Records”) include any and all records maintained by TTI SI, to include export applications and licenses, memoranda, notes, correspondence, contracts, invitations to bid, proposals, books of account, financial documents, restrictive trade practice or boycott documents and reports, and other records that relate in any way to transactions with foreign persons, entities, or governments and practices related to same.

U.S. export control, anti-boycott, and other laws require that FTP Records be retained for at least **five years** from the time a respective transaction **ends**. For example, even though an export of an actual product is delivered, if a separate service agreement is in place, then records pertaining to the **entire transaction** (export of product and related services) must be maintained for five years after the termination of the service agreement. Regardless of how long maintained, records implicated by pending government requests, internal investigations, or contract disputes will not be destroyed or disposed of without written authorization from the agency concerned or the legal department.

All FTP Records will be maintained by the designated departmental Export Compliance Committee member in a complete, legible, orderly, and accessible manner.

All original FTP Records must be maintained in the form in which they were received or created. In cases where original documents are not the property of TTI SI, every effort will be made to obtain a complete, accurate, and legible copy of such documents and, where possible, a certification from the custodian of such documents attesting under oath to the accuracy and completeness of any such reproduction of the document provided.

For FTP Records stored as digital images, TTI SI will maintain a digital storage system capable of readily locating and reproducing all records relating to a particular transaction based on identities of the parties to the transaction and/or countries connected with the transaction.

TTI SI is committed to full, accurate, timely, and understandable disclosures in all documents. In no case shall an entry be made in any document that intentionally obscures or disguises the true nature of a transaction.

E. Anti-Corruption Procedures

It is the policy of TTI SI to strictly comply with the FCPA and foreign anti-corruption laws, including the activities of its overseas affiliates and agents. TTI SI employees are also specifically directed to learn the anti-corruption laws in the countries in which they are responsible for conducting TTI SI business and ensuring that no foreign laws are violated. TTI SI employees are directed to contact and coordinate with senior management and, at their direction outside legal counsel, as to other countries in which TTI SI transacts business.

Gifts, Meals, and Entertainment

Accordingly, no TTI SI employee may give anything of value to any private individual, foreign official, political entity, or individual, or any individual acting on behalf of a foreign government official or business entity where such payment could reasonably be construed as influencing business. There are certain limited payment exceptions to the FCPA and other laws; any such contemplated payments must first be screened with the Export Compliance Committee.

Gifts, meals, and entertainment of reasonable expense may be given to non-government personnel in connection with standard business. Such gifts above a reasonable value must first be cleared by senior management in accordance with TTI SI's Employee Handbook.

Political Contributions

As a general policy, TTI SI does not directly make political contributions domestically or in foreign countries. TTI SI in no way discourages employees from making such private contributions or otherwise being involved in their country's political process.

IV. General Export Prohibitions

TTI SI is subject to the following prohibitions, among others:

A. The U.S. has imposed a complete embargo against Cuba, Iran, North Korea, Sudan, Syria, and the Crimean region of the Ukraine. The exportation, re-exportation, sale, or supply, directly or indirectly, from the United States, or by a U.S. person wherever located, of any TTI SI products, technology (including technical data), or services to any of these countries is strictly prohibited without prior authorization by the U.S. Government. If TTI SI "knows or has reason to know" that a prohibited shipment, reshipment, or delivery will take place, the Company may not ship the products or deliver the services.

B. TTI SI's products and services may not be exported or re-exported to anyone on the U.S. Treasury Department's list of Specially Designated Nationals, the U.S. Department of Commerce Denied Person's List or Entity List, DDTC's Debarred List, or OFAC's Embargoed Countries List.

C. TTI SI shall not cooperate with any restrictive trade practice or boycott that is prohibited by U.S. or applicable local laws. An "illegal boycott request" under U.S. law is any request from a third party to take any of the following described actions against countries friendly to the U.S.: (i) refusal to do business with or in countries friendly to the U.S., or with other persons or entities that do business in or with countries friendly to the U.S.; (ii) furnishing information about business relationships with or in countries friendly to the U.S.; (iii) discriminating against someone based on race, religion, sex, or national origin, except in cases where such information is related to valid government documents such as visas; or (iv) executing business documents such as contracts, letters of credit, or warranties that contain illegal boycott requests.

D. TTI SI shall ensure that the applicable export controls are followed in an effort to hinder "deemed exports" to nationals of foreign countries prohibited from reviewing technical

date or obtaining products within the United States. Because visual disclosures of technical data constitute exports, visits and tours of TTI SI's facilities by foreign nationals must be approved, in advance, by the Vice President for International Distribution or his or her designee.

E. All employees must not perform any of the following acts in connection with the marketing, sale, or distribution of TTI SI products: offer or promise to pay, or authorize the payment of, any money, or give or promise to give, or authorize the giving of, any services or anything else of value, either directly or through a third party, to any official or employee of a public international organization or of any government, or of any agencies or subdivisions thereof, or of any public international organizations or governmental instrumentalities, or to any political party or official thereof or to any candidate for political office for the purpose of (i) influencing any act or decision of that person in his official capacity, including a decision to fail to perform his official functions with such government or instrumentalities, (ii) inducing such person to use his influence with such government or instrumentalities to affect or influence any act or decision thereof, or (iii) securing any improper advantage.

V. Enforcement and Compliance

Under no circumstance will TTI SI sell, ship, or deliver any product or provide any service contrary to applicable export laws. Nor shall TTI SI personnel violate these laws for personal gain. Sales, shipments, and deliveries are not to be made to any individual or firm appearing on the Denied Parties Lists of the U.S. export laws and regulations or to any firms owned by or associated with the individuals or firms listed thereon. Also, no orders may be accepted from or shipments made to any country subject to economic or trade sanctions imposed by the U.S., unless otherwise authorized by applicable laws.

All TTI SI managers and employees engaged in sales, order processing, shipping, or supervising foreign nationals or projects involving materials or technology subject to export controls should view export control compliance as an important part of their day-to-day responsibilities. Any violation of this Policy or applicable export regulations must be reported immediately to TTI SI's senior management. Because export control laws and regulations are complex, this summary of such laws and regulations is not comprehensive and should not be taken as legal advice or counsel. Please contact senior management if you have any questions or need further guidance in this regard.

VI. Reporting Suspected Violations

Effective implementation and administration of this Policy requires ongoing and consistent cooperation between TTI SI and its employees, agents, and members. Accordingly, any questionable, unauthorized, or illegal activity, whenever discovered, must be immediately reported to senior management for investigation and response.

Any person may submit a good faith complaint regarding perceived violations. A report can be made by email at compliance@ttisi.com. Once received, TTI SI is committed to investigating and responding to any report of violation. TTI SI will not discharge, demote, suspend, threaten,

harass, or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding foreign transactions or practices.

TTI SI follows a zero-tolerance standard for willful violations of this Policy and applicable laws. Accordingly, following an investigation, any verified violation may lead to disciplinary action, up to and including termination of employees and agents.

The Export Compliance Committee will maintain a log of all reports of violations, tracking their receipt, investigation, and resolution, and shall prepare a periodic summary report thereof for future agency review, as necessary.

Failure to comply with this Policy may subject an employee to discipline, up to and including termination and criminal prosecution.

If you have any questions or concerns regarding the applicability of U.S. export controls to a specific transaction, the legitimacy of a sale, or a violation or possible violation of U.S. export controls, please contact a member of TTI SI's Export Compliance Committee immediately.