

Retail Solutions Inc.

Policy Name: Foreign Anti-Corruption Policy
Effective Date: April 2012
Next Review Date: April 2013
Policy Sponsor: Peter Rieman
Approved By: Jonathan Golovin

Purpose

The purpose of this policy is to ensure compliance with the U.S. Foreign Corrupt Practices Act of 1977 (the "FCPA") and applicable anti-corruption laws of other countries. The FCPA is a criminal statute that prohibits T3C Inc. DBA Retail Solutions Inc. and its subsidiaries (collectively, the "Company") and their respective employees, agents and representatives from bribing "foreign officials" in order to obtain, retain, or direct business. In addition, the FCPA requires the Company to fulfill record-keeping and accounting requirements.

All employees, officers, and directors (collectively, "Personnel"), representatives, and agents of the Company must understand the general requirements of and comply with the FCPA. In addition to compliance with the FCPA, the Company expects all Personnel, representatives, and agents to comply with local anti-corruption laws in foreign countries where the Company does business.

If you have any questions about this Policy or would like to report a potential violation of this Policy, please contact the Peter Rieman, Chief Operating Officer at 2440 W El Camino Real Suite 475, Mountain View, CA 94040. Anonymous reports may also be submitted by e-mail to Peter.Rieman@retailsolutions.com. Employees have an affirmative obligation to report violations of this policy.

Prohibited Offers or Payments

The FCPA's anti-bribery provisions prohibit corruptly offering, paying, giving, promising, or authorizing the provision of any money or thing of value to "Foreign Officials" (defined below) to obtain, retain, or direct business to any person, including the Company. Payments are illegal when they are intended to influence the Foreign Official to misuse his or her position in favor of *any* person, not just the person making the payment. The Law does not require the Foreign Official to do anything – in other words, the bribe does not need to succeed. The mere offer or promise of a bribe is sufficient to cause a violation of the FCPA.

A "Foreign Official" for purposes of the FCPA includes:

- officers and employees of a foreign government (including customs and tax officials) or of certain public international organizations (such as the United Nations or International Red Cross);
- any person acting in an official capacity for such government or public international organization;

- any foreign political party or official;
- any candidate for foreign political office; and
- officers or employees of government-owned or controlled companies (a company may be government controlled even if it is a publicly registered company or has substantial non-governmental ownership).

This Policy prohibits Personnel from not only providing payments that violate the FCPA, but also from engaging in any dealings that are generally considered to be illegal, unethical, or immoral or that will reflect negatively on the integrity of the management of the Company.

Third-Party Due Diligence

The FCPA prohibits corrupt payments that are made “indirectly” through agents, customs brokers, freight forwarders, consultants, representatives, distributors, and other third-party intermediaries (collectively, “Intermediaries”). The Company and its Personnel and representatives may be liable under the FCPA if a payment or any thing of value is provided to an Intermediary while “knowing” (defined below) that all or a portion of the payment or thing of value will be used to make bribe to a Foreign Official. The use of Intermediaries for the purpose of facilitating prohibited transactions or payments is strictly prohibited under this Policy.

For purposes of the FCPA, “knowing” means having actual knowledge or constructive knowledge that the Intermediary may pay a bribe. The Company may face liability if its Personnel consciously disregard or willfully ignore the fact that an Intermediary is corrupt. Given the high standard imposed by the “knowing” standard, the Company has a duty to perform due diligence on its Intermediaries and maintain a written record of that review. Specifically, the “knowing” standard requires the Company to ensure that it selects Intermediaries who do not have a history or reputation for making illegal payments or may, for other reasons, be anticipated to make illegal payments.

The performance of FCPA due diligence may also be necessary in cases where the Company acquires another company that has international business activities or enters into a joint venture with another company.

Company’s Chief Compliance Officer administers the Company’s FCPA due diligence procedures. Personnel must confer with the Chief Compliance Officer before retaining an Intermediary or engaging in the other activities listed above. Personnel that have a reason to believe that corrupt payments will be or have been made through or by an Intermediary or that a current Intermediary is corrupt must report that matter to the Chief Compliance Officer.

Facilitating Payments

The FCPA does not prohibit “facilitating payments” to Foreign Officials, but this exception should be read to be **very limited**. It applies only to payments to government officials in their personal capacity of a nominal amount that are intended to expedite or secure the performance of a “routine governmental action” by a Foreign Official. These routine actions may include (i) obtaining commercial permits or licenses, (ii) processing visas and work orders, (iii) providing police, mail and inspection services, (iv) providing utilities, or (v) ensuring the loading and unloading of cargo. Facilitating payments do not include bribes made in order to influence a government official’s decision to award business. Those payments are prohibited under the

FCPA. In addition, facilitating payments do not include official fees, such as customs or licensing fees, that are paid to a government and not to any individual government official in his or her personal capacity. The payment of non-corrupt, official government fees is not prohibited by the FCPA.

Although facilitating payments are exempt from the FCPA's anti-bribery prohibitions, U.S. enforcement authorities interpret this exemption very narrowly. Also, if a facilitating payment is not accurately recorded in the books and records of the Company, a violation of the FCPA's recordkeeping provisions (discussed below) could occur. Facilitating payments could also violate the local law of the country in which the recipient official is located. The Company is committed to complying not only with U.S. law, but also with foreign law. Therefore, the Company prohibits Personnel from making facilitating payments to Foreign Officials, unless (i) there is a significant risk of death, injury, or damage or other exceptional circumstances exist; (ii) the proposed payment is not excessive; (iii) the Chief Compliance Officer has evaluated and approved the payment; and (iv) the facilitating payment is accurately recorded in the Company's books and records.

Meals, Travel and Lodging

The FCPA does not prohibit payments that are "reasonable and bona fide expenditures" incurred "by or on behalf of the Foreign Official for the promotion, demonstration or explanation of products or services." Such payments generally include meals, travel and lodging benefits, and other hospitalities (collectively, "Benefits") to Foreign Officials for non-corrupt business-related purposes. Personnel must confer with the Chief Compliance Officer prior to providing Benefits to Foreign Officials. If the provision of a Benefit is approved, the expense value and business purpose of the Benefit must be recorded accurately in the Company's books and records.

Gifts and Entertainment

Determining whether a gift or entertainment benefit is permissible under the FCPA and foreign laws requires a close review of the facts on a case-by-case basis. The provision of gifts and entertainment benefits to Foreign Officials may be made only when they are (i) intended to promote general goodwill and not as a *quid pro quo* for any official action; (ii) of reasonable value; (iii) not in the form of cash money; (iv) permitted under local laws of the host country; (v) customary in type and value in that country; (vi) given openly and not secretly; and (vii) accurately reflected in the Company's books and records. Personnel must confer with the [Chief Compliance Officer] prior to providing gifts and entertainment benefits to Foreign Officials.

Enforcement

Personnel who violate this Policy shall be subject to appropriate Company disciplinary action, up to and including termination. Furthermore, the FCPA is a criminal statute. Both the Company and its Personnel may be subject to substantial fines and penalties for violations of the FCPA. Certain criminal convictions can result in imprisonment for guilty individuals of up to five years for anti-bribery violations and up to 20 years for recordkeeping violations. Guilty parties may face additional consequences, including prohibitions on acting as contractors to U.S. and certain foreign governments and the loss of their U.S. export privileges.

Private-Sector Bribery

The anti-bribery provisions of the FCPA do not prohibit bribing employees or officers of foreign companies which are in the private sector and have no government affiliation. However, a violation of the FCPA's recordkeeping provisions will occur if corrupt payments (i) are made to employees/officers of private-sector companies and (ii) are not accurately recorded in the Company's books and records. In addition, the United States and various foreign countries have commercial anti-bribery, fraud, and money laundering laws which may be violated if bribes are provided to private-sector individuals or organizations. Therefore, the Company will not tolerate corrupt activity even if the recipient of the bribe is not a Foreign Official and is in the private sector.

Foreign Political Contributions

The provision of contributions to or the hosting of events for foreign political parties or candidates are fraught with difficulties under the FCPA. In certain cases, distinguishing between corrupt and non-corrupt political contributions can be difficult. U.S. enforcement authorities scrutinize such contributions very closely. In addition, many countries have rules which prohibit companies from making political contributions. The Company prohibits all Personnel from using Company funds to finance contributions to or events for foreign political parties or candidates unless such contributions or event costs are approved by the Chief Compliance Officer in advance and are accurately recorded in the Company's books and records.

The UK Bribery Act

The UK Anti-Bribery Act (the "UK Act") prohibits bribes to UK and other government officials as well as employees of private-sector entities in the United Kingdom or elsewhere in the world. The UK Act applies to the Company's commercial entities and employees that have a connection with the United Kingdom. Specifically, the UK Act applies to (i) the Company's UK subsidiaries; (ii) certain of the Company's U.S. and other non-UK entities that directly or indirectly (through other Company subsidiaries or third parties) engage in business in the United Kingdom; (iii) Company employees of any nationality who reside or engage in business in the United Kingdom; and (iv) Company employees who are UK citizens irrespective of whether they reside or engage in business in or outside the United Kingdom.

The UK Act prohibits a person 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 the improper performance of a relevant function or activity. This offense will occur irrespective of whether the recipient is in the public or private sector in the United Kingdom or elsewhere.

The UK Act also prohibits individuals in the public and private sectors from accepting or requesting bribes for the improper performance of a relevant function. As a result, the Company

prohibits its employees from demanding or accepting bribes in relation to the Company or its business.

Commercial organizations may be strictly liable under the UK Act if they fail to prevent bribery. Specifically, this corporate offense is committed when a person associated with a commercial organization (such as an employee, agent, subsidiary, contractor, or a joint venture partner or entity) bribes another person with the intention of obtaining or retaining business for the organization or a business advantage in the conduct of business for the organization. An organization can defend against such potential liability if it can prove that, despite the instance of bribery, it had adequate procedures in place designed to prevent persons associated with the organization from committing bribery. This policy is part of Company's efforts to maintain adequate procedures to prevent bribery. It is imperative that Company's employees adhere to the guidelines set forth in this policy.

Under the UK Act, 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.

All employees are urged to consult with the Legal Department whenever a question arises regarding the UK Act.