



Company Policy

Trimble Anti-Corruption and Anti-Bribery Policy

Approved by:
Jim Kirkland
Compliance Officer

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PUBLIC

Public Release Authorized

PURPOSE

The laws of virtually all countries in which we do business prohibit corrupt payments for business purposes. In addition, because Trimble is a publicly-traded US company registered with the US Securities and Exchange Commission (“**SEC**”), its global operations must comply with the US Foreign Corrupt Practices Act (“**FCPA**”). This Policy summarizes the prohibitions and requirements of anti-bribery laws, including the FCPA, the UK Bribery Act of 2010, and other applicable anti-corruption laws, and provides additional information and guidance in support of compliance with these laws and with the Trimble Code of Business Conduct and Ethics (the “**Code**”). All directors, officers, employees, agents, consultants and representatives of Trimble throughout the world are expected to be aware of and abide by the requirements of anti-corruption laws and Trimble policies against corruption and unethical business behavior. While the FCPA and the laws of many countries specifically prohibit corrupt payments to public officials, the Code and applicable anti-corruption laws such as the UK Bribery Act also prohibit corrupt payments for any purpose, including corrupt payments involving only private parties. Where the following discussion refers to public or government officials, the discussion also applies to conduct involving private parties.

POLICY

I. Anti-Corruption Laws

The FCPA, the UK Bribery Act and international conventions and the laws of most countries prohibit Trimble and individuals acting on behalf of, or for the benefit of, Trimble from corruptly proposing or giving money or other things of value to a government official in order to obtain, retain, or maintain business or secure an improper advantage. Government officials include any officer or employee of a foreign government or state owned or state controlled enterprise, a public international organization, or any department or agency thereof, a political party, candidate for political office, or any person acting in an official capacity. Anti-bribery laws apply to payments to any public official, regardless of rank or position.

The use of the phrase “anything of value” includes not only money bribes but also items such as gifts, stock, entertainment, discounts on products and services not readily available to the public, offers of employment to a government official or relative, assumption or forgiveness of debt, improper payment of travel expenses, personal favors and directed donations to a public official’s favored charity.

Anti-corruption laws also prohibit corrupt payments through an intermediary, such as a consultant, agent, dealer or joint venture partner. It is unlawful to make a payment or provide an economic benefit to a third party while knowing that all or a portion of the payment or economic benefit will go directly or indirectly to a government official. The term “knowing” includes conscious disregard or deliberate ignorance of a corrupt payment. For example, providing an additional discount on products sold to a dealer to support a corrupt payment by the dealer to a government official is prohibited.

Violations of anti-bribery laws result in criminal penalties, civil actions, other governmental actions, or private cause of action. For example, individuals (including non-U.S. citizens) found in violation of the US FCPA’s anti-bribery provisions are subject to fines and imprisonment (up to 5 years). Trimble cannot pay fines imposed on individuals.

The FCPA also requires US companies such as Trimble to keep books and records that accurately reflect transactions and dispositions of assets and to maintain a system of internal accounting controls. For example, if a gift to or hospitality involving a government official is permitted by applicable law (such as a reasonable and customary gift or payment of travel expenses for a legitimate purpose such as product demonstration), failure to identify the expense as involving a government official would violate accurate record keeping requirements.

II. Trimble Anti-Corruption Policies

Zero Tolerance

Trimble will not tolerate any conduct that achieves or attempts to achieve results for Trimble in violation of law or by acting dishonestly. Conversely, Trimble will fully support any Trimble person who declines an opportunity or advantage, where the opportunity or advantage would place Trimble's business ethics and reputation at risk.

Prohibition of Bribery

Under no circumstance shall any Trimble director, officer, employee, agent, dealer, consultant or representative give, pay, offer, promise to pay, or authorize the giving or payment of money or other thing of value to any foreign official or to any other person while knowing or being aware of a possibility that the payment or promise to pay is being made to or will be passed on to a foreign official or other party.

Prohibition of Payment or Gift in Violation of Local Law

Under no circumstance shall any Trimble person make, offer, promise or authorize any payment or gift in violation of local law in any country.

Facilitating Payments

The anti-bribery laws of certain countries permit the payment of small sums to facilitate routine, non-discretionary government functions, such as issuance of permits, licenses, visas, work permits or other official documents. Despite allowance under law in some circumstances, Trimble policy does not permit any such payments unless prior written approval is obtained from a Country Manager, sector Vice President or a person formally designated by a sector Vice President. In addition, accurate records must be kept of any such payment, indicating the purpose of the payment and the fact that it was made to a government official.

Travel expenses, hospitality, entertainment and gifts

Travel expenses, hospitality, entertainment and gifts can be extended to government officials if they are reasonable, related to a legitimate business purpose, and the government official can accept such hospitality under their applicable government laws. Reasonable (not lavish or excessive) travel and lodging/meal expenses for government officials may be reimbursed for attendance at company product demonstrations, contract performance activities, and other legitimate business purposes. Payment of expenses for airfare other than economy class, for family members, or for side trips are not permitted. Receipts must be provided for any reimbursed expenses, and no cash per diems are permitted. Offers to reimburse expenses for a government official require prior approval from a Country Manager or sector Vice President, or a person formally designated by a sector Vice President. In addition, accurate records must be kept of any such payment, indicating the purpose of the payment or expense and the fact that a government official was involved.

Due Diligence on Third Parties

Trimble and any Trimble person acting on its behalf must exercise due diligence at all times and take all necessary precautions to ensure that business relationships are formed only with reputable and qualified third parties. In negotiating and documenting any business relationship, potential partners, dealers, consultants, suppliers, agents or representatives shall be prohibited from making corrupt payments or violating anti-corruption laws.

Record Keeping

All transactions involving Trimble funds or assets should be recorded accurately and in reasonable detail. The record must completely reflect the transactions and asset dispositions of Trimble wherever they take place.

Compulsory Compliance

Every Trimble person shall comply with this policy. Trimble may require Trimble persons to undergo such anti-corruption compliance training or to obtain such anti-corruption compliance certifications as Trimble may deem necessary from time to time.

Compliance Officer

Trimble's General Counsel is the Compliance Officer of Trimble on matters involving this policy. Any question regarding activities under consideration with regard to the anti-corruption laws or this Policy should be promptly directed to the Compliance Officer.

III. Additional Restrictions and Policies for Business Dealings with the United States and Other Governments

In conducting business with agencies and branches of the United States and other countries' governments, employees should be aware that there are specific laws and regulations which may govern such business conduct, in addition to the Code and this policy. Violation of these laws or regulations may cause the company to be disqualified from future bidding on government contracts, or lead to federal or state criminal liabilities or civil penalties.

Procurement laws have several important goals:

- To obtain the best possible products and services at the best possible price.
- To encourage competition among suppliers based on published specifications and evaluation criteria.
- To reduce or eliminate waste, abuse and fraud.
- To eliminate unfair competitive advantages.

Employees engaged in business with the US government are expected to conduct themselves consistently with these goals.

Marketing Issues

Employees should strictly avoid giving even an appearance of the existence of a conflict of interest or unfair advantage when dealing with the government. Employees may not encourage a government employee to engage in any activity which the individual is prohibited from doing or which may result in the appearance of improper conduct. Employees should maintain an air of openness in dealings with government personnel, including meeting during regular business hours or meeting in regular business locations.

Business Favors to Government Personnel

In addition to the policies and laws discussed elsewhere in this document, some government agencies and departments have specific requirements which govern acceptance of business favors. Employees of the company must be familiar with these requirements and never offer any favor or gift which is in violation of the applicable law or policy. Employees should be thoroughly familiar with the codes of conduct for the government agencies with which they conduct business.

Where a company-offered favor falls within the exception to a government's policy, employees are still expected to comply with the company's policy of not creating any appearance of impropriety or other requirements as stated in this policy. All such favors must be properly accounted for, and complete and accurate records must be maintained.