

## Empirium Export Compliance Policy

### I. Introduction & Purpose

Empirium (“**Empirium**” or the “**Company**”) is committed to compliance with U.S. and other applicable export control, antiboycott, and national security laws and regulations administered by the U.S. Department of Commerce’s Bureau of Industry and Security (“**BIS**”) and U.S. Department of State’s Directorate of Defense Trade Controls (“**DDTC**”), among others (collectively “**trade compliance laws**”).

It is our policy to remain in strict compliance with trade compliance laws. This Policy informs all Company personnel of the core trade compliance laws applicable to the company, and establishes standards for compliance. This policy and the supporting procedures and controls adopted by the Company, along with Empirium’s Sanctions and AML Compliance Policy, constitute our Trade Compliance Program. Company personnel who fail to comply with this Policy may be subject to discipline, up to and including termination of their relationship with the Company.

### II. Our Trade Compliance Officer and Resources to Support the Policy

Calum Belden, COO, is our Trade Compliance Officer and is responsible for the maintenance and implementation of this Policy. Company management shall ensure that the Trade Compliance Program is appropriately resourced.

Our employees play an essential role in our compliance by ensuring that the Company adheres to its obligations and by identifying and reporting areas of potential non-compliance, as described in more detail below. Any employee with questions about the Policy or related procedures should contact the Trade Compliance Officer at [support@empirium.co](mailto:support@empirium.co) or the Legal Department.

### III. Legal Background

This section summarizes the key export control laws that apply to the Company’s operations. This section is a summary – there are critical nuances and exceptions to the rules below that are not included in this summary. Consult with the Trade Compliance Officer and the Legal Department whenever you have questions about the details.

Export control laws regulate the export, reexport, and transfer (in country) of goods, software, proprietary technical know-how, collectively referred to as “items.”

Exports and reexports include “deemed exports” and “deemed re-exports.” A “deemed export” refers to software source code or technical know-how (referred to as “**technology**”) released to a foreign national located in the United States, which is “deemed” to have been exported to the foreign national’s home country. As a result, even internal transfers of data within the United States can be considered an export and may require prior authorization from the U.S. government. A “deemed re-export” refers to the transfer of controlled U.S. technology to a third-country national outside of the United States.

There are three broad categories of export control rules administered by the U.S. government:

- Military, defense, intelligence: The DDTC administers the International Traffic in Arms Regulations (“**ITAR**”). The ITAR governs exports, re-exports, and temporary imports of more sensitive military, defense, and intelligence articles and services and the brokering of sales of such items. If an item or service is subject to the ITAR, it requires prior government authorization before it is exported to any country or any foreign national.
- Nuclear: The Department of Energy’s National Nuclear Security Administration (“**NNSA**”) and the Nuclear Regulatory Commission (“**NRC**”) regulate exports and imports of more sensitive nuclear-related items, including technology. In general, items subject to NRC or NNSA jurisdiction require authorization prior to export from the United States or release to a foreign national.
- Commercial & “dual use”: Exports of virtually all other items produced by the U.S. economy, including items with both commercial and military applications (“dual use” items), are regulated by BIS through the Export Administration Regulations (“**EAR**”). Items subject to the EAR are subject to varying levels of control depending on the sophistication of the item (as determined by the Export Control Classification Number or “ECCN” assigned by the EAR).

To the extent not subject to the ITAR or nuclear controls, the following items are “subject to the EAR” and must be handled in accordance with the EAR’s requirements:

- All items in the United States;
- All U.S. origin items, regardless of location;
- Certain foreign-produced items that contain more than *de minimis* U.S. origin content; and
- Certain foreign-produced items that are “direct products” of certain U.S. technology, software, equipment. The EAR’s “Foreign Direct Product” rules establish how and when these items become subject to the EAR.

Note, information that is fully published and in the public domain, including information that appears in open (published) patent applications, is generally not subject to export control restrictions.

The classification of an item determines how it is treated under U.S. export control laws. Items with different classifications are subject to different levels of restrictions.

#### **a. ITAR**

Items subject to the ITAR are enumerated on the United States Munitions List (“USML,” [here](#)). The USML contains certain catch-all categories which control items “specially designed” for certain military or intelligence applications.

Items on the USML generally require a license or the use of an exemption to be exported to any foreign country or to any foreign national. Exports to destinations subject to an arms embargo, such as China and Russia, or releases of ITAR-controlled technical data, generally will not be authorized by DDTC. Violations of the ITAR related to such destinations must generally be reported to DDTC.

#### **b. NRC/NNSA**

Items and related data regulated by the NRC and activities and data related to sensitive nuclear processes regulated by NNSA generally cannot be exported from the United States or transferred to foreign nationals without a license from the relevant agency or the use of a general authorization in the applicable regulations.

### **c. EAR**

For all items subject to the EAR, four factors generally determine whether a license or the use of a license exception is required for the export, re-export, or transfer of an item:

1. The export control classification of the item;
2. The end use of an item;
3. The end user of an item; and/or
4. The destination of an item.

#### **i. Export Control Classification**

The EAR's Commerce Control List ("**CCL**," [here](#)) imposes destination-based license requirements on exports, re-exports, and transfers (in-country) of dual-use (products that could be used for military or commercial purposes) and less-sensitive military goods, software, and technical information.

Items on the CCL are grouped into Export Control Classification Numbers ("**ECCNs**"), which impose licensing requirements on the export of those items to different countries, depending on the sensitivity of the items at issue. As with the ITAR, the CCL contains certain catch-all controls that regulate items that have been "specially designed" for certain types of military and intelligence end uses. Many commercially available products are captured by the CCL.

Items that are not on the CCL are referred to as "EAR99" items. EAR99 items face the lowest level of control under the EAR, but are subject to certain baseline restrictions, including prohibitions on the shipment of EAR99 items to most embargoed countries, to prohibited parties, and for prohibited end uses, described in more detail below.

In addition to the destination-based controls imposed by the CCL, the EAR generally prohibits the supply of items subject to the EAR to Cuba, Iran, North Korea, Syria, and the occupied regions of Ukraine. All items on the CCL and certain EAR99 items are also prohibited for export to Belarus and Russia.

#### **ii. Brokering Activities**

Users of Empirium's platform may seek to engage in transactions that qualify as exports or re-exports. For example, U.S.-based suppliers may seek to connect with and sell to non-U.S. buyers. Empirium can be liable for authorizing its users to engage in transactions that violate U.S. export controls. It is Empirium's policy to confirm with suppliers and buyers that export licenses for transactions have been obtained prior to export.

Empirium's users may also seek to put "technical data" or "technology" onto Empirium's platform that is controlled for export. "Deemed exports" of such "technical data" or "technology" to other platform users could require an export license. As a result, Empirium imposes restrictions on the nature of information that can be uploaded to the platform.

Our policy: It is our policy to classify our offerings under U.S. and other applicable export control regulations prior to making those items available for export or transfer to non-U.S. persons. We shall obtain and appropriately implement required authorizations related to the export of controlled items. We will not provide items to prohibited destinations without authorization. It is also our policy to require users of the platform to classify their offerings under U.S. and other applicable export control regulations prior to making those items available on the platform. The Company requires users to obtain all required authorizations for export transactions conducted on Empirium's platform.

### **iii. Prohibited end uses**

In addition to the destination-based controls on the CCL, the EAR prohibits U.S. persons from providing any support to certain end uses or from providing items for use in the prohibited end uses. Prohibited end uses include those related to nuclear explosives or devices, missiles, chemical or biological weapons, and certain weapons precursors. Certain foreign government military and military intelligence end uses are also restricted. Furthermore, the EAR imposes restrictions on various semiconductor and supercomputing end uses.

Our policy: It is our Policy to not support or supply items for prohibited end uses. Company employees must stop and contact the Trade Compliance Officer if they learn of or suspect that any transaction or business activity may involve any of the prohibited end uses. It is the Company's policy to require users to vet their transactions for end-use restrictions and to obtain the necessary authorizations prior to export.

### **iv. Prohibited end users**

Export control regulations include lists of prohibited parties subject to varying levels of restriction. In some cases, it is prohibited to supply any item subject to the EAR, regardless of classification, to the prohibited party (e.g., the Entity List). In others, only items falling under particular classifications are restricted (e.g., Military End User List). The Company's restricted party screening process through the Trulioo software is designed to identify parties on prohibited party lists related to export controls.

Our policy: Company employees that learn or suspect that any transaction or business activity may involve a prohibited party must stop all business activity related to that party and contact the Trade Compliance Officer.

## **IV. Antiboycott**

Regulations administered by BIS and the Internal Revenue Service ("IRS") prohibit U.S. persons from agreeing to any request to boycott a third country if that boycott is unsanctioned by the U.S. government and from discriminating in its business against persons based on nationality, religion, race, or sex.

Foreign boycotts are sanctions imposed by other countries that the United States does not support, such as the Arab League boycott of Israel. Although the antiboycott regulations are broad, they have historically only been applied to unsanctioned boycotts of Israel.

The mere receipt of a boycott request, orally, in writing, or embedded in transaction documents, may trigger a reporting requirement.

Our policy: Company policy requires that Company personnel immediately report a potential boycott request to the Trade Compliance Officer and do not act upon that request unless instructed. Any request from a customer, vendor, third-party, or a contract provision that references or implies a restriction on or a request to refrain from dealing with Israel – such as questions about the nationality of Company personnel or where or with whom Company does business – should raise a red flag as a potential boycott request.

## **V. Controls**

The Company shall establish and maintain the controls described below, and additional controls as specified by the Trade Compliance Officer and Legal Department, to ensure compliance with applicable law. The Trade Compliance Officer is responsible for ensuring that our controls remain up-to-date as trade compliance laws and our business change over time.

### **a. Product Classification and Product Screening**

We shall develop a system to classify our offerings under U.S. and other applicable export control regulations prior to making our items available for export, reexport, or transfer (in country) to non-U.S. persons. When handling trade technology developed internally, we shall also classify such technology and determine which controls apply. If we encounter ambiguity during this process, we shall consult the Trade Compliance Officer, the Legal Department, and request clarification from the ruling government authority.

We shall record the export control classification of our products an Export Control Classification Matrix. The Trade Compliance Officer will keep the Matrix up to date as our products and the applicable regulations change over time.

We shall screen our export, reexport, and transfer (in-country) transactions for controlled items, as defined in our Export Control Classification Matrix, and obtain any required authorization from the U.S. government or other governments to proceed with export, re-exports, or transfers (in country) of export-controlled items. This includes collecting and maintaining appropriate records to ensure compliance with license exceptions or other regulatory authorizations.

### **b. Transactions on the Platform**

The Company's users are responsible for classifying their Items offered on the Platform. The Company's users are also responsible for classifying all "technology" or "technical data" uploaded to Empirium's site. Empirium requires that suppliers provide an ECCN or USML Category for all Items to be sold on the Platform. However, Empirium is not responsible for confirming the accuracy of the export classification. Empirium will maintain procedures to verify that its users are complying with the requirement to classify their Items and obtain required export authorizations, such as routine audits and compliance certifications as warranted.

### **c. Written Agreements/TOS**

Our relevant agreements and terms of use shall contain appropriate contractual protections related to trade compliance laws. We shall address any user's obligations under U.S. trade compliance laws in our Terms of Service. We shall maintain standard compliance provisions to include in relevant written agreements. Any deviation from these standards shall require the prior written approval of the Trade Compliance Officer.

#### **d. Compliance with Anti-Discrimination**

Export control authorization from the U.S. government may be required for the release of controlled technical data or source code to non-U.S. Persons, depending on the classification of the technical data or source code and the nationality of the non-U.S. Person.

- Non-U.S. persons include all foreign national employees who are in the United States under temporary visas, like B-1, H-1, and L-1 visas.
- Company personnel who are U.S. citizens, permanent residents of the United States (i.e., Green Card holders), U.S. nationals (born in select United States outlying possessions including American Samoa and Swains Island) or certain protected individuals under the Immigration and Naturalization Act are U.S. persons under export control regulations and are not considered foreign nationals or subject to export control license requirements.

In some cases, and only after review by the Trade Compliance Officer, it may be necessary to limit access to export-controlled information to nationals of certain countries if a license exception is not available and if an export control license from the relevant agency is unlikely to be granted in a timely fashion.

We shall not tolerate unlawful discrimination, including discrimination based on national origin.

### **VI. Recordkeeping**

The EAR and ITAR currently impose a record retention period of five years. The Company shall adopt controls to ensure compliance with these recordkeeping requirements.

### **VII. Training**

All employees whose job responsibilities include sanctions or export compliance duties shall receive regular export compliance training.

The training shall be administered by the Trade Compliance Officer and shall be provided upon hiring and at least annually thereafter. As needed, we shall also provide more in-depth awareness training tailored specifically to certain roles and functions. The Trade Compliance Officer shall maintain records of training dates, content delivered, and participation.

### **VIII. Risk Assessment, Testing, and Audit**

We shall periodically conduct risk assessments, testing, and auditing of our trade compliance controls to ensure that our program is appropriately designed to address evolving export control risks. The Trade Compliance Officer shall lead the execution of risk assessments, testing, and audit, and shall maintain records of all results.

## **IX. Communicating with Government Regulators**

The Trade Compliance Officer is responsible for communication with government authorities on non-routine matters related to sanctions and export compliance and any other matter mentioned in this document.

Employees must promptly refer any contact from a government authority on a non-routine matter to the Trade Compliance Officer, who will coordinate with legal counsel as needed. Non-routine matters include: questions concerning license applications; external audits; investigations; formal requests for specific information, including administrative subpoenas; notices of fines or penalties; export classification requests; informal negotiations/discussions; and issues involving the interpretation of laws and regulations.

No information on non-routine matters may be provided, in oral or written form, to any government authority without prior approval by the Trade Compliance Officer, who will coordinate with the Legal Department.

## **X. Potential Violations**

Employees who learn of or suspect a violation of this policy shall promptly notify the Trade Compliance Officer and report the suspected violation. Any employee who fails to comply with this Policy, implementing procedures, or applicable laws or regulations may be subject to discipline, up to and including termination.

This includes learning that the Company has engaged in any transaction or service involving embargoed jurisdictions, prohibited parties, restricted activities, or in violation of business-issued guidance. These situations should be immediately escalated to [support@empirium.co](mailto:support@empirium.co).

Failure to comply may also expose the Company and our employees to legal risk, such as criminal and/or civil penalties that include significant fines or imprisonment. In addition, the Company could suffer reputational harm, loss of revenue, or other commercial harm for violations of laws and regulations.