

# Anti-Corruption and Anti-Bribery Policy

Version 4.0

03/10/2025

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## 1 Introduction

It is the policy of CyrusOne Holdco LLC and its subsidiaries (collectively, the “Company” or “we”) to comply in all respects with applicable laws and regulations in the countries in which we do business, including each country’s anti-corruption and anti-bribery laws. These laws make it illegal for companies, their employees and their agents to give, pay, promise, offer, or authorize payment of anything of value to any government official for the purpose of securing an improper advantage in order to obtain or retain business. Doing so could jeopardize the Company’s mission and reputation and subject the Company, and the individuals involved, to criminal and civil penalties, including debarment from contracts around the world, fines and imprisonment. The anti-bribery laws also require the Company to keep accurate and complete books and records which reasonably and fairly reflect all transactions, payments and dispositions of Company assets.

This Anti-Corruption and Anti-Bribery Policy (the “Policy”) contains prohibitions and requirements related to corruption and anti-bribery that are imposed upon anyone who is associated with the Company. CyrusOne is committed to complying with anti-corruption and anti-bribery laws wherever it does business.

## 2 Scope

This Policy applies to all Company directors (or equivalents), officers and employees in all jurisdictions in which the Company does business, regardless of where the person is a citizen, resides, or has traveled. Except where otherwise noted, all persons covered by this Policy are referred to herein as “Company employees” or “employees.” This Policy also applies to any agents or other third parties performing services for or on behalf of the Company.



## 3 Standards When Doing Business Abroad

The Company and its agents are subject to the provisions of anti-bribery and anti-corruption laws in various jurisdictions around the world where we do business, including the U.S. Foreign Corrupt Practices Act (the “FCPA”) and the U.K. Bribery Act of 2010 (the “UKBA”). Employees are required to understand and comply with the anti-corruption laws of the local jurisdictions in which they do business.

The Policy is simple: No Company employee may give, pay, promise, offer, or authorize payment of anything of value to a government official for the purpose of securing an improper advantage or in order to obtain or retain business. Employees are responsible for reporting any activity or condition, otherwise referred to as a “red flag,” that indicates the likelihood of a possible violation of the anti-corruption and anti-bribery laws. Further, all of the Company’s agents must acknowledge their compliance with the anti-bribery and anti-corruption laws in their dealings with or on behalf of the Company.

Potential or actual violations of this Policy must be reported to the Company’s EVP, General Counsel. In order to make sure that Company employees and agents do not violate the anti-corruption and anti-bribery laws and to protect the reputation of the Company, it is important to carefully read and abide by this Policy. Any violation of this Policy could result in disciplinary action up to and including termination.

### 3.1 THE FCPA'S ANTI-BRIBERY PROVISIONS

The FCPA's anti-bribery provisions make it illegal to bribe or attempt to bribe foreign officials in order to obtain or retain business or to secure an improper advantage. Specifically, the FCPA prohibits payments, offers, or gifts of money or "anything of value," with corrupt intent, to a "foreign official."

The FCPA's definition of "anything of value" is very broad and includes, among other things:

- cash or gift cards
- vehicles
- art
- contractual rights
- personal gifts
- travel expenses
- accommodations
- meals and entertainment
- donations to charity
- per diem allowances
- services
- excessive discounts, jobs for relatives or others

A "foreign official" includes, but is not limited to, any officer or employee of a foreign government, elected officials or candidates for political office, consultants who hold government positions, employees of companies owned by foreign governments, political party officials, and others.

The FCPA applies to all Company employees, even if they are not United States citizens, do not reside in the United States, and have never been to the United States.

#### A. Use Restraint with Gifts, Meals and Entertainment

The Company competes for and earns business through the quality of its personnel, products and services, not with gifts or lavish entertainment. The use of Company funds or assets for gifts, gratuities, or other favors to foreign officials that have the power to decide or influence the Company's commercial activities is prohibited, unless all of the following circumstances are met:

- the gift does not involve cash or cash equivalent gifts (e.g., gift cards, store cards or gambling chips);

- the gift is permitted under both local law and the guidelines of the recipient's employer;
- the gift is presented openly with complete transparency; and
- the gift costs less than \$50.

The Company's EVP, General Counsel or his designees must pre-approve any gift to a foreign official that does not meet the above guidelines.

Meals and entertainment should never be offered as a means of influencing another person's business decision. Each should be offered or accepted only in the normal course of an existing business relationship, and if the primary subject of discussion or purpose of travel is business.

The Company's EVP, General Counsel or his designee must pre-approve any meal or entertainment event to be provided to a foreign official that exceeds \$100 in value.

(The difference between a "gift" subject to the \$50 approval threshold and an instance of a "meal" or "entertainment" subject to the \$100 threshold is whether a Company employee is present at the event.)

#### B. Facilitating Payments Are Prohibited

The FCPA permits "facilitating" or "grease" payments to obtain nondiscretionary administrative governmental actions, such as obtaining permits or processing visas or customs invoices. However, the UKBA bars facilitation payments entirely.

Thus, the Company has imposed an absolute prohibition on facilitating payments.

#### C. Certain Pre-Approved Payments to Foreign Governments Are Permitted

Certain types of payments to foreign governments are permitted if the Company's EVP, General Counsel provides prior written approval. Please contact the EVP, General Counsel as soon as a payment situation arises regarding (1) promotional and marketing expenses or (2) travel and lodging expenses.



## 1. Promotional and Marketing Expenses

Legitimate promotional and marketing expenses incurred while promoting the Company to a foreign government official, such as those for a tour at a Company facility or entertaining employees of a foreign state-owned firm in connection with a demonstration of the Company's products, are permissible if pre-approved in writing by the EVP, General Counsel.

However, Company employees must ensure that promotional expenses are (a) in an appropriate form that will not tarnish the public image of the Company; (b) never in cash or cash equivalents such as gift cards; (c) infrequent; (d) of nominal value; and (e) not lavish.

The approved promotional and marketing expenses will be fully and accurately described in the Company's books and records and audited periodically. The employee requesting the payment must certify that the payments are in compliance with applicable local law.

## 2. Travel and Lodging Expenses

Limited travel and lodging expenditures incurred on behalf of a foreign official are permissible if they are pre-approved in writing by the EVP, General Counsel and (a) permitted under the FCPA and the laws of the foreign official's country; (b) directly related to the promotion, demonstration or explanation of products or services or the execution or performance of a contract with a foreign government or agency thereof; (c) not categorized as "relationship building;" (d) never in cash or cash equivalents such as gift cards; (e) infrequent; and (f) for the business person and not the person's family members.

Wherever possible, the Company will reimburse or pay the foreign government directly, rather than paying a foreign government official. The approved travel and entertainment expenditures will be fully and accurately described in the Company's books and records and audited periodically. The employee requesting the payment must certify that the payments are in compliance with applicable local law.

## D. Doing Business with Agents

The Company is responsible not only for the business practices of its employees but also the conduct of agents, consultants, advisors, business partners, resellers and other third parties retained to represent the Company in connection with business abroad (collectively, "Agents"). Agents can be helpful because they are acclimated to the local culture, but they also present a danger particularly in a country where illicit payments may be common practice. To ensure compliance with the anti-corruption and anti-bribery laws, the Company must exercise caution in dealing with Agents by conducting due diligence before hiring, engaging, or renewing the retention of any individual or company. Due diligence requires, among other things, asking the potential Agent about his or her credentials; double-checking the potential Agent's credentials against independent sources; and periodically updating the due diligence and retaining the results. Due diligence also requires spotting and reporting to the Company's EVP, General Counsel the "red flags" of corruption related to Agents. Red flags may include:

- unusual or excessive payment requests, such as requests for over-invoicing up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or midstream compensation payments;
- requests for payments to an account in a country other than where the third party is located or is working on behalf of the Company;
- requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- requests for political or charitable contributions;
- the third party being related to a governmental official or having a close personal or business relationship with a governmental official;
- any refusal or hesitancy by the third party to disclose its owners, partners or principles;
- the third party using holding companies or other methods to obscure its ownership, without adequate business justification;

- the third party expressing a desire to keep his representation of the Company or the terms of his retention secret; or
- the third party having little experience in the industry but claiming to “know the right people.”

Enhanced due diligence should be conducted if these or other “red flags” of corruption are present. Again, if you observe these or other indicia of potential corruption, report them to the Company’s EVP, General Counsel.

Finally, to mitigate these risks, all agreements with an Agent must be in writing and include a provision stating that the Agent understands and complies with the anti-bribery and anti-corruption laws. Company personnel will consider whether to include ongoing certification requirements and/or audit provisions.

### 3.2 THE UKBA’S ANTI-BRIBERY PROVISIONS

Like the FCPA, the UKBA makes bribery of foreign public officials a crime. However, the UKBA goes further to

- (1) apply to private sector parties (commercial) as well as public parties (government);
- (2) criminalize paying and receiving a bribe;
- (3) prohibit “facilitation” or “grease” payments; and
- (4) hold companies strictly liable if anyone acting under the Company’s authority commits a bribery offense, including employees, consultants, agents, subsidiaries and joint venture partners.

If any employee, agent, representative or business partner is found guilty of violating the UKBA, such employee, agent, representative or business partner and the Company could face significant fines and imprisonment.

## 4 The Prohibition against Influencing and Rewarding U.S. Officials

While the FCPA criminalizes bribery of foreign officials (that is, non-U.S.), other U.S. laws make it illegal to give, offer, or promise something of value to a U.S. government official, whether on the local, regional or national level, for the purpose of influencing an official act (bribery) or to “reward” the official for an official act (an illegal gratuity). The Company similarly prohibits this conduct. However, modest refreshments, such as coffee and donuts, are not prohibited and may be provided to U.S. government officials.

The definition of a U.S. government official includes, but is not limited to, any officer or employee of the U.S. government, elected officials or candidates for political office, employees of companies owned by the government, political party officials, and others.

If convicted of bribery or providing illegal gratuities to a U.S. government official, the Company and any employees who approved or participated in the conduct are subject to significant fines, supervision, and terms of imprisonment

Further, the Company maintains policies and procedures that must be adhered to when Company personnel are engaged in U.S. federal government contracting in the Code of Business Conduct and Ethics.

## 5 The Importance of Reporting a Red Flag to CyrusOne's EVP, General Counsel

The Company prides itself on the ethical and honest behavior of its employees. There are substantial criminal and civil sanctions that may be imposed for violations of these laws, including fines and terms of imprisonment, in addition to the employment consequences of a violation. Thus, employees are required to understand and comply with the anti-corruption laws of the local jurisdictions in which they do business, and we must do all we can to comply with these laws.

At several points throughout this Policy, you are directed to report potential or actual violations of the Policy, including any "red flags" that you observe, to the Company's EVP, General Counsel. Please do so immediately if you have any concern about the policies discussed herein. No further action should be taken until a response is received.

## 6 Ownership and Review

This Policy is owned by the EVP, General Counsel. This Policy shall be reviewed on an annual basis. Employees shall receive training on this Policy at least annually.

### 6.1 CONTACT INFORMATION

If you have any questions regarding this Policy you may contact the EVP, General Counsel at [generalcounsel@cyrusone.com](mailto:generalcounsel@cyrusone.com), as well as:

- your immediate supervisor;
- other supervisors or management personnel;
- the Human Resources department;
- the Company's Legal department; and
- the Company's Ethics & Compliance Helpline by calling 1-844-348-5823 or visiting [www.cyrusone.ethicspoint.com](http://www.cyrusone.ethicspoint.com).