

Anti-Corruption

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1.0 PURPOSE:

This Policy strictly prohibits any of our employees from giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business, and strictly prohibits illegal payments to government officials of any country, in compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”) and the anti-corruption laws of other countries, where applicable.

This Policy also prohibits commercial or non-governmental bribery.

2.0 SCOPE:

This Policy applies to all of the Company’s supervisors, managers, directors, corporate officers and employees (“Company Personnel”) who are involved in or in a position to interact with foreign officials, their representatives, directly or indirectly, or who manager people who do. Compliance with every aspect of this Policy is mandatory unless specific prior approval is granted and memorialized in writing.

3.0 TERMS & DEFINITIONS:

Terms are defined within the text of the policy.

4.0 POLICY:

A. POLICY OVERVIEW.

Statement of General Policy. It is the policy of Agiliti, Inc. (“Agiliti” or the “Company”) to conduct all operations with honesty, integrity and within the spirit and letter of all laws, regulations and contractual terms affecting our business, employees, subcontractors, business partners and customers. Employees and representatives must exercise the highest level of integrity, ethics and objectivity in their actions and relationships which may affect the Company. This Anti-Corruption Policy (“Policy”) along with Agiliti’s Code of Conduct, and other policies and procedures adopted by Agiliti presents our beliefs, standards and expectations regarding ethical conduct throughout our domestic and international business operations.

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This Policy strictly prohibits any of our employees from giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates to obtain or retain business, and strictly prohibits illegal payments to government officials of any country, in compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”) and the anti-corruption laws of other countries, where applicable. Numerous other countries have adopted anti-corruption laws, and some of these countries have signed the Organization for Economic Co-operation and Development (“OECD”) Convention Combating Bribery of Foreign Public Officials in International Business Transactions. Similarly, the United Nations Convention Against Corruption requires signatory countries to enact laws prohibiting bribery and related offenses (collectively, “Foreign Anti-Corruption Laws”). This Policy requires compliance with the FCPA, OECD and applicable Foreign Anti-Corruption Laws (collectively, “Anti- Corruption Laws”).

Bribery is illegal under U.S. and international laws and may lead to substantial civil or criminal sanctions as well as debilitating reputational harm to the Company and any individual involved.

Agiliti may have business transactions in locations which are outside the borders of the United States. Therefore, we are committed to obeying all applicable laws and regulations in the countries where we do business. Throughout our operations, we seek to avoid even the appearance of impropriety in the actions of any of our Company Personnel or third parties acting on behalf of the Company.

Accordingly, this Policy, which is intended to be read in conjunction with the Company’s Code of Conduct, Company Policies, and its Third Party Vendor Review Procedure, reiterates our commitment to integrity, and explains the specific requirements and prohibitions applicable to our operations under anti-corruption laws, including, but not limited to, the FCPA. The FCPA is a U.S. law that prohibits making corrupt payments to foreign officials and certain other parties for the purpose of obtaining or retaining business or receiving any other improper commercial advantages.

The FCPA also includes accounting provisions that require the Company to keep accurate financial books and records and to maintain internal controls designed to minimize the likelihood that improper payments will be made and that are designed to detect any improper payment made in spite of the Company’s Policy.

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The FCPA is interpreted very broadly and is applicable to all business relationships with foreign governments and government-owned or controlled companies. This Policy is intended to be a resource for all Company Personnel and contains important information and practical guidance to help Company Personnel comply with anti-corruption laws, and to prevent, detect, and respond to anti-corruption issues when they arise. The Company strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities.

Violations of the FCPA can result in violations of other U.S. laws, including anti-money laundering, mail and wire fraud and conspiracy laws. The penalties for violating the FCPA are severe. In addition to being subject to the Company's disciplinary policies (including termination), individuals who violate the FCPA may also be subject to imprisonment and fines.

Aside from the FCPA, the Company and Company Personnel may also be subject to other non-U.S. anti-corruption laws, in addition to the local laws of the countries in which the Company may conduct business. Most governments have laws and regulations that are designed to regulate trade and business transactions. Business transactions outside of the United States that deal with the trading of goods and services must be compliant with the applicable government regulations. Questions about the Policy and its applicability should be directed to the Chief Compliance Officer or the Legal Department.

B. RESPONSIBILITIES.

All Company Personnel who are involved in or in a position to interact with foreign officials, their representatives, directly or indirectly, or who manage Company Personnel who do must:

- Read, comply with and understand how this Policy applies to their job functions;
- Ask the Executive Team for guidance when they are uncertain how to comply with this Policy;
- Complete all required training and certifications related to this Policy;
- Supervise compliance with this Policy by Company Personnel under their supervision; and

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- Report violations or potential violations of this Policy and laws as described in this Policy.

C. POLICY REQUIREMENTS.

Agiliti does not allow Company Personnel to offer anything of value, directly or indirectly, to any foreign official or to receive anything of value, directly or indirectly, from any foreign official without prior approval from the Chief Compliance Officer or a member of the Executive Team. These prohibitions apply whether the thing of value is derived from Agiliti's funds or from an individual's personal funds or expenditures.

Company Personnel should report any offer of or request for a fee, bribe, kickback, or other payment from anyone to their supervisor, manager, director, corporate officer, the Chief Compliance Officer, other members of the Executive Team, or the various anonymous reporting avenues identified in Section M "Reporting Policy Violations." This prohibition includes payments to Third Party Contractors where any member of Company Personnel knows, or has reason to know, that the Third Party Contractor will use any part of the payment for bribes. A "Third Party Contractor" means any third party individual or entity that Agiliti retains to provide goods or services to the Company or to act on its behalf, and includes agents, consultants, contractors, joint venture partners and any other third party representatives.

a. Corruptly Offering, Promising, Authorizing, or Giving.

The FCPA prohibits giving something of value to a foreign official (defined below) in order to gain favorable treatment, including offering or promising to do so. Also, authorizing a Third Party Contractor to give, offer or promise a thing of value is a violation of the FCPA, and other anti-corruption laws. The FCPA bars such conduct even if: (i) the payment is ultimately not made or is otherwise ineffective and no business is awarded; or (ii) the foreign official solicited, suggested or demanded the payment.

Actions must be done "corruptly" in order to constitute a violation of the FCPA. "Corruptly" in this context means that the offer, promise, authorization or payment must be intended to induce the recipient to misuse his or her official position to assist by providing a business advantage. The term "assist" is broad and may

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include payments to reduce taxes or duties, obtain concessions, or bypass licensing requirements.

b. **Directly or Indirectly.**

The FCPA forbids corrupt promises, offers, and payments made directly or indirectly to a foreign official by Company Personnel or by a Third Party Contractor engaged by the Company. The Company and its Company Personnel can be liable under the FCPA or anti-corruption laws of other countries if it, or its Company Personnel, knew or should have known that a Third Party Contractor had made a corrupt payment, offer, or promise on the Company's behalf. The Company recognizes that Third Party Contractors might subject the Company to FCPA liability. As a result, depending on circumstances (such as a transaction that takes place in a country deemed to have a "high risk" for corruption), the Company has adopted a specific "Third Party Contractor Review Procedure" which all Company Personnel must follow whenever engaging a Third Party Contractor who does business outside of the United States.

c. **"Anything of Value."**

The FCPA prohibits offering, giving, or promising to give anything that has value to the recipient, in exchange for an improper business advantage. The term "anything of value" is very broad and can include, for example:

- Cash, fees, and commissions.
- Gifts.
- Travel, meals, lodging, entertainment, or gift cards.
- Loans or non-arm's length transactions.
- Charitable or political donations.
- Business, employment, or investment opportunities.
- Scholarships, internships or other opportunities for professional or educational advancement.
- Public or private projects (such as home or park renovations).

d. **Foreign Official.**

The FCPA broadly defines "foreign official" to include:

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- Officers or employees of a foreign government or any department, agency or instrumentality thereof.
- Officers or employees of a company or business owned in whole or in part by a foreign government.
- Officers or employees of a public international organization (such as the United Nations, World Bank or the European Union).
- Non-U.S. political parties or officials thereof.
- Candidates for non-U.S. political office.
- Any member of a royal family who may lack formal authority, but who may otherwise be influential.

e. Foreign Government Entity.

A Foreign Government Entity refers to any non-U.S. government; public international organization; any Department, agency, or instrumentality of such a government or organization; state-owned airlines, banks, telecommunications providers and utilities can all qualify as Foreign Government Entities; non-U.S. political party; or any Company or entity owned or controlled by or acting on behalf of any of the above.

The definition of “foreign official” is broadly interpreted by U.S. authorities and should be interpreted by Company Personnel to include former foreign officials or relatives of foreign officials. The term “foreign official” also includes anyone acting on behalf of any of the above persons.

On occasion, a foreign official may attempt to solicit or extort improper payments or anything of value from Company employees or agents. Such employees or agents must inform the foreign official that the Company does not engage in such conduct and immediately contact the Chief Compliance Officer or other member of the Executive Team.

f. Obtaining or Retaining Business.

The FCPA covers more than simply receiving a contract in exchange for a corrupt payment. The FCPA is violated when an illicit payment is made in exchange for any business advantage. This could be, for example, a reduction in a company’s value added tax or corporate income tax rate, or a favorable customs classification on an item being imported.

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D. PAYMENTS: PERMITTED AND NOT PERMITTED.

The FCPA does not prohibit all payments to foreign officials. In general, the FCPA permits three categories of payments; however, Agiliti permits only two of these three categories:

a. Facilitation Payments.

The FCPA includes an exception for nominal payments made to low-level government officials to ensure or speed the proper performance of a government official's routine, non-discretionary duties or actions, a "facilitation payment" is a small payment made to secure or expedite the performance of a routine or necessary action to which the payer has a legal or other entitlement. They are also known as "grease payments" or "speed payments." Some foreign countries prohibit facilitation payments. **Agiliti does not permit facilitation payments.** In the event that a facilitation payment is requested from or offered to you, the request or offer must be refused and the incident immediately reported to the Chief Compliance Officer or a member of the Executive Team. Additionally, Agiliti will not make reimbursements for facilitation payments.

b. Promotional Hospitality and Marketing Expenses or Pursuant to a Contract.

In certain circumstances, the Company may pay for the reasonable cost of a foreign official's meals, lodging or travel if, and only if, the expenses are bona fide, reasonable, and directly related to the promotion, demonstration or explanation of Company products or services, or the execution of a contract with a foreign government or agency. Prior to incurring any such expenses, Company Personnel are required to memorialize and justify a request, and receive approval in writing from the Chief Compliance Officer or other member of the Executive Team.

c. Personal Safety Payments.

Agiliti recognizes that, in rare instances, Company Personnel may encounter circumstances when payment is required to avoid physical harm. In instances presenting an imminent threat to personal health or safety Company Personnel

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may make a personal safety payment. If a personal safety payment has been made, after the immediate danger has passed, Company Personnel must report such payment to the Chief Compliance Officer. The Chief Compliance Officer shall determine and document the circumstances surrounding the personal safety payment and assist Accounting and Finance to ensure that the personal safety payment is promptly and accurately recorded in Agiliti's books and records.

d. Foreign Anti-Corruption Laws are not all the same.

Some countries outside of the U.S. prohibit or impose specific limits on marketing expenses or promotional gifts (for example, some countries have specific dollar limits for meals and some countries prohibit gifts that do not include the Company's name or trademark). Company Personnel are responsible for asking about and knowing the restrictions in the country in which they are doing business on behalf of the Company. For any questions, contact the Chief Compliance Officer.

E. POLITICAL AND CHARITABLE CONTRIBUTIONS.

Contributions to candidates for non-US political office are prohibited.

Agiliti may make charitable contributions in accordance with policy COM 001 Charitable Donations. Under no circumstances may a charitable contribution be made at the suggestion, request or at the behest of any foreign official to obtain an improper advantage or to a charity owned, controlled, or connected to a foreign official.

F. RECORD KEEPING.

The FCPA includes accounting and recordkeeping requirements. The accounting provisions have two primary components: the books and records provision and the internal controls provision. It is the Company's policy to implement and maintain internal accounting controls based upon sound accounting principles. All accounting entries in the Company's books and records must be timely and accurately recorded and include reasonable detail to fairly reflect its transactions. These accounting entries and the supporting documentation must be periodically reviewed to identify and correct discrepancies, errors, and omissions.

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a. Books and Records.

The FCPA requires the Company to maintain books and records which, in reasonable detail, accurately reflect transactions and disposition of assets. This requirement extends not only to the Company's general ledgers but to all documents that describe business transactions and dispositions of assets, including invoices, receipts, expense reports, purchase orders, and shipping documents. False, misleading or incomplete entries in the Company's records are prohibited. Included in this prohibition is the maintenance of undisclosed or unrecorded funds or accounts.

All Company Personnel must take responsibility for compliance with the books and records provisions and not assume that this is solely the responsibility of our finance and accounting colleagues. All Company Personnel are responsible for reporting and providing documentation for anything of value given to a foreign official by them on behalf of the Company.

b. Internal Controls.

The internal controls provision of the FCPA requires companies to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that: (i) transactions are executed in accordance with management's general or specific authorization; (ii) transactions are recorded to permit preparation of financial statements and to maintain accountability for assets; (iii) access to assets is permitted only in accordance with management's general or specific authorization; and (iv) the assets recorded for accounting purposes are compared with existing assets at reasonable intervals and appropriate action is taken with respect to differences.

All permitted transactions involving the provision of anything of value to a foreign official, such as promotional or marketing expenses, must occur only with appropriate Company authorization and in accordance with Anti-Corruption Laws, and Agiliti policies. Company Personnel must consult with the Chief Compliance Officer or other members of the Executive Team before providing anything of value to a foreign official.

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Company Personnel must accurately record his or her transactions which involve any expense of Agiliti or other transaction that disposes of or transfers Agiliti assets. All transactions involving the provision of anything of value to a foreign official must be tracked in a separate log or record maintained by the Chief Compliance Officer and provided to the Executive Team, with supporting documentation identifying:

- The name and position of the Company Personnel requesting and authorizing the transaction.
- The name and position of the foreign official involved in the transaction.
- A description, including the value, of the payment or provision of anything of value, and where applicable, a description of the Company's products or services being promoted or the relevant contractual provision if the payment was made pursuant to a contract.

The Company's Anti-Corruption internal controls system and business practices, procedures and policies shall be reviewed on an annual basis to ensure compliance with applicable laws and the Code of Ethics.

G. CASH PAYMENTS.

Cash payments of any kind to a third-party, other than valid and approved payments, are prohibited. Company checks shall not be written to "cash," "bearer" or anyone other than the party entitled to payment.

H. COMPLIANCE.

All Company Personnel who are involved in or in a position to interact with foreign officials, their representatives, directly or indirectly, or who manage Company Personnel who do must be familiar with and perform their duties according to the requirements set out in this Policy. Company Personnel who violate this Policy are subject to disciplinary action, up to and including dismissal.

Any Company Personnel who suspects that this Policy may have been violated must immediately notify the Company as specified in Section M of this Policy entitled "Reporting Policy Violations." Any Company Personnel who, in good faith, reports suspected legal, ethical or Policy violations will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of

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any conduct, the Company requires that you seek additional guidance from the Chief Compliance Officer or other member of the Executive Team before taking any action that may subject the Company to potential FCPA liability.

I. TRAINING.

Company Personnel who are in a position to interact with foreign officials or their representatives, directly or indirectly, or who manage Company Personnel that do, must receive periodic training on compliance and anti-corruption laws provided by the Company to ensure that they have the knowledge and tools they need to conduct business effectively and in compliance with the FCPA and this Policy. New Company Personnel who are in a position to interact with foreign officials or their representatives, directly or indirectly, or who manage Company Personnel that do, must receive compliance training as part of their orientation to the Company.

J. COMMERCIAL BRIBERY.

Bribery involving commercial (non-governmental) parties is also prohibited under this Policy. To this end, Company Personnel shall not offer, promise, authorize the payment of, or pay or provide anything of value to any employee, agent, or representative of another company to induce or reward the improper performance of any function or any business-related activity. Company Personnel also shall not request, agree to receive, or accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

K. MONEY LAUNDERING.

Money laundering is the crime of conducting transactions with the proceeds of criminal activity, including the concealment of the illegal source of income. Many of the due diligence procedures exercised by the Company are aimed at providing the Company with as much information as possible about the individuals and entities with which the Company does business. While this lessens the risk that our Third Party Contractors might engage in corrupt activity, it also serves to minimize the likelihood of our doing business with money launderers. All Company Personnel should contact a supervisor, manager,

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director, corporate officer, the Chief Compliance Officer or other member of the Executive Team to report any suspicions that an intermediary, consultant, subcontractor or other business partner is engaged in money laundering.

L. DUTY TO COOPERATE.

Agiliti's policy is to fully cooperate with any appropriate government investigation, audit or corrective action. For more information, see Policy COM 005 HIPAA Government Inspections and Investigations.

The Company may at times undertake a more detailed review of certain transactions. As part of these reviews, Agiliti requires all Company Personnel and Third-Party Contractors to cooperate with the Company, outside legal counsel, outside auditors, or other similar parties.

M. REPORTING POLICY VIOLATIONS.

Agiliti is committed to detecting and preventing potentially criminal conduct. Suspected violations of the Policy should be reported to a supervisor, the Chief Compliance Officer or the Agiliti anonymous reporting helpline at 877-847-9111 or www.lighthouse-services.com/agiliti. Reports will be investigated by the Chief Compliance Officer or other appropriate Company Personnel in accordance with policy COM 013 Whistleblower/Investigations.

Company Personnel are required to report information or concerns about potential violations of law, misconduct or overpayments by the governments. The reported conduct shall be subject to review and possible investigation. Agiliti will disclose such matters to governmental entities when required by law and Agiliti policy.

N. PENALTIES.

A violation of the FCPA can result in serious consequences for the Company and for individuals involved. Criminal penalties for individuals include potentially substantial fines and imprisonment for anti-bribery violations and for violations of the accounting provisions. Fines assessed against individuals will not be reimbursed by the Company.

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The FCPA establishes that companies may be fined for anti-bribery violations and for accounting provision violations. These penalties can increase substantially above the listed statutory penalties, depending on the circumstances.

In addition to the penalties imposed by government agencies and courts for violations of anti-corruption laws, Company Personnel who violate anti-corruption laws or fail to take reasonable steps to prevent or detect improper conduct will face disciplinary action. Such disciplinary action may include termination of employment.

O. NO RETRIBUTION FOR REPORTING OF VIOLATIONS.

It is the Company's policy to forbid retribution or retaliation of any kind against Company Personnel who report potential or actual ethics or legal violations in good faith, including those related to anti-corruption compliance. Company Personnel have the right and obligation to address ethical concerns in good faith without fear of punishment, harassment, or retribution from co-workers, supervisors, or senior management. These rights and protections include those in 41 U.S.C. § 4712 (implemented by FAR 52.203-17, Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights) and 10 U.S.C. § 2409 (implemented in DFARS 203.9, Whistleblower Protections for Contractor Employees). Agiliti does not require Company Personnel seeking to report corruption, fraud, waste or abuse to sign or comply with confidentiality agreements or statements that prohibit or otherwise restrict such Company Personnel from lawfully reporting such corruption, fraud, waste or abuse to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information. Commitment to compliance with our legal obligations and ethical standards is valued and respected.

P. DEVIATIONS

Any deviation from the Policy requires prior written approval of the Executive Team or legal opinions that have been obtained from competent outside counsel that the conduct for which approval is sought does not violate anti-corruption laws.