



Neo4j Anti-Corruption Policy

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1. Introduction

Neo4j, Inc., (together with its affiliates worldwide, the “**Company**” or “**We**”, has implemented this Anti-Corruption Policy (the “**Policy**”) for the purpose of ensuring compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “**FCPA**”), the U.S. Travel Act, the U.S. Domestic Bribery Statute, the UK Bribery Act, (the “**UKBA**”) the UK Proceeds of Crime Act, the UK Criminal Finances Act, and all other anti-corruption laws and regulations applicable to the Company’s business anywhere in the world (“Anti-Corruption Laws”). The Policy is intended to outline the Company’s risks related to corruption, to highlight your responsibilities under both the relevant Anti-Corruption Laws and Company policies, and to provide You with the tools and support necessary to identify and combat those anti-corruption risks.

1.1 Definitions

For the purposes of this policy the words “shall”, and “must” are both used to denote something that is a requirement. “Should” and “recommended” are used to convey something that is not required but strongly advised. “Shall not” and “must not” are similarly used to denote something that is not to be done, and is thus prohibited.

2. Scope

This Policy applies to all world-wide directors, officers, employees, and individuals serving as independent contractors of the Company (“**Company Personnel**” or “**You**”). Company Personnel must abide by all applicable Anti-Corruption laws, including the FCPA and the UKBA, and the local laws in every country in which the Company does business (for example, federal, regional, provincial, and state laws). The Company expects Company Personnel to refrain from engaging in any form of bribery or corruption, irrespective of citizenship, domicile, or location.

3. Forms of Corruption

The legal definition of an “*Act of Corruption*” varies depending upon the applicable legal framework, but generally, it includes an act through which a person solicits or accepts a gift, a promise or any type of benefit for themselves or for a third party in exchange for performing, failing to perform or delaying the performance of an action within the scope of their responsibilities, to the benefit of a third party.

Corruption, also called “bribery” can be active or passive and only one or both forms of corruption can be an offence under applicable Anti-Corruption Laws. Active bribery can be defined as the promising, offering and giving of a bribe. Passive bribery can be defined as the request or receipt of a bribe.

Corruption may involve a person acting in a private capacity or in a public capacity.

Another corrupt practice is known as “*influence peddling*” which is also an offense under various Anti-Corruption Laws. It applies to a situation in which a person illicitly uses their real or supposed influence in order to obtain certifications, employment, contracts or any other favorable decision for a third party from a public authority or administrative office in exchange for a benefit. Influence peddling is also qualified as active or passive depending upon who initiates the action.

Please bear in mind that this Policy does not list all offenses which can also be defined as corrupted behaviors under applicable Anti-Corruption Laws, but offenses including but not limited to fraud, money laundering, favoritism in public procurement, misuse of company assets can also constitute corrupt behaviors.

Please carefully read this Policy and bear in mind that the Company will apply a zero-tolerance policy concerning corruption and influence peddling.

4. Policy

4.1 Prohibition of all forms of corruption

Company Personnel are strictly prohibited from promising, offering, providing, or authorizing cash payments (such as bribes, hidden commissions, or kickbacks) or anything else of value directly or indirectly to any person to achieve an improper purpose related to the Company's business.

Company Personnel are also strictly prohibited from requesting, agreeing to receive, or accepting money or anything else of value from any person to achieve an improper purpose related to the Company's business.

Company Personnel are also strictly prohibited from facilitating payments (payment of small sums to public officials in order to speed or guarantee the execution of an action as part of the normal conduct of the Company's business, defined as "Facilitation Payments" in this Policy).

More broadly, any payment to a third party made in the name of the Company must be in exchange for a product or a service and correspond to a legitimate price agreed with this third party. Company Personnel must comply with all the Company's internal controls, especially those designed to ensure accurate and complete books and records or otherwise prevent corruption, self-dealing, embezzlement, fraud, money laundering, or other improper activities.

Further information on anti-corruption prohibitions can be found below.

There are no exceptions to this Policy, even if our competitors engage in improper behavior or corruption is an accepted practice in a country where We operate. Company Personnel are required to strictly adhere to both the spirit and the letter of this Policy with respect to the Company's business anywhere in the world.

4.2 Anti-Corruption Prohibitions

The FCPA and other Anti-Corruption Laws prohibit you and the Company from corruptly promising, offering, providing, or authorizing the provision of money or anything of value directly or indirectly to a government official and certain other person to achieve an improper purpose. "Improper purposes" include: influencing any act or decision of the recipient in his/her official capacity; inducing the recipient to do or omit to do any act in violation of his/her lawful duty; securing any improper advantage; or inducing the recipient to influence any act or decision of a government or instrumentality of a government, in order to obtain, retain, or direct regulatory approvals, contracts, business or other advantages.

The FCPA prohibits improper payments provided to officials of governments, state-affiliated entities, and political parties outside the United States. However, the provision of improper benefits to government or private-sector recipients within the United States will violate U.S. domestic bribery statutes.

In addition to the United States, almost all other countries where the Company does business have promulgated their own anti-corruption legislation. Most of those countries prohibit making improper payments to government and private-sector recipients within their borders. However, several countries have also adopted legislations like the FCPA that prohibit improper payments outside those countries. The existence of all these laws means that there is potential for a company or an individual to face liability in several countries for the same single act of corruption. Here, the Company specifically wants to point to the UKBA (please refer to this link for further information <https://www.legislation.gov.uk/ukpga/2010/23/contents>).

Given the broad prohibitions under the FCPA and other Anti-Corruption Laws applicable to the Company, this Policy prohibits bribes, kickbacks, and the provision of other improper benefits and advantages to any person, entity, or organization, including, but not limited to, employees, officials, representatives, or agencies of any:

- **government;**
- **state-owned or affiliated entity, including, but not limited to, a state hospital, research institution, utility, public university, or sovereign wealth fund;**
- **public international organization such as the United Nations or the World Bank;**
- **political party, including the party itself as well as candidates for public office;**
- **non-governmental organization, including a sports federation such as FIFA or the International Olympic Committee; or**
- **private-sector company.**

It is interesting to note the broad reach of the FCPA which broadly defines Foreign Official and includes officers or employees of: (i) any non-US government, whether national, state, provincial, or local; (ii) any department, instrumentality, or agency of a non-US government; (iii) any state-owned or controlled company; (iv) any non-US political party; and (v) any public international organization (e.g., the World Bank), as well as any candidate for non-US political office. The FCPA would apply to these individuals regardless of rank or title.

One may be asked by certain parties to provide a bribe or other improper benefit in exchange for the award of a contract, sponsorship opportunity, or other business; the issuance or renewal of a concession, license, or business, construction, or other permit or registration; the successful filing of a patent or trademark application; an impermissible reduction in duties or other taxes; avoiding mandatory inspections; or obtaining a favorable inspection result or court decision, even if the facts or circumstances do not support such a result; or the grant of some other improper advantage. This Policy prohibits You from providing bribes or other improper benefits to any person to achieve any of the above purposes.

A violation of this Policy can occur even if the bribe fails to achieve the purpose for which it was intended. This means that a person can violate this Policy if that person provides an improper payment or benefit to a recipient and the recipient does not grant any business or other advantage in return. In addition, the mere offer or promise of a bribe or other improper benefit is sufficient to cause a violation. All of the anti-bribery prohibitions contained in this Policy apply irrespective of whether You use Company funds or your personal funds to finance improper payments or other benefits.

This Policy also prohibits You from soliciting or accepting bribes, kickbacks, or other improper payments/benefits from the Company's vendors or other persons in relation to our business. For instance, a violation of this Policy will occur if You cause the Company to overpay a vendor and that vendor then shares all or a portion of that overpayment with You.

This Policy requires You to adhere to high ethical standards and to comply with all applicable laws in the course of performing services for the Company. Again, FCPA and other anti-corruption violations typically involve circumstances that also result in violations of other laws, including those that address money laundering, embezzlement, fraud, export controls, and sanctions/embargoes. **Guilty people can face multiple charges based on the same set of facts.**

4.3 Accounting Requirements

The Company adheres to certain accounting requirements. Specifically, the Company must maintain books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the Company's transactions, expenses, and asset dispositions. The Company is also committed to maintaining a system of internal accounting controls to provide reasonable assurances that transactions are properly authorized by management, executed, and recorded. This means that You must comply with our internal controls and avoid unauthorized activities or expenses. You must also cooperate with the Company's periodic audits and other efforts to ensure that our internal controls are being observed.

Violations of the above accounting standards can occur if You conceal bribes or falsify other transactions or expenses, even if they are not related to a bribe, in the Company's ledgers or other

records. Also, there is no materiality standard. This means that even small, misreported amounts may result in violations.

The U.S. government and other agencies actively enforce the accounting requirements discussed above. In some cases, they have caused companies to pay hundreds of millions of dollars in fines and penalties for violating those requirements.

4.4 Facilitation Payments

This Policy prohibits all corrupt payments or benefits, including so-called grease, speed or facilitation payments provided to government officials in their personal capacity to expedite or secure routine government actions (collectively, “**Facilitation Payments**”). Facilitation Payments include payments to a government official to expedite routine and nondiscretionary activities, such as processing permit and license applications, scheduling inspections, and/or providing infrastructure services (e.g., water, electricity mail). The Company strictly prohibits the offer, promise, or provision of Facilitation Payments to any U.S. or foreign local or federal government official, as they can violate anti-corruption laws and regulations.

Please note that in some cases, government agencies may impose *official* fees that may be paid directly in the name of a governmental entity or enterprise itself, as set out in published fee schedules or other official documents. These *official* government fees can be paid to expedite passports, licenses, or other services, provided that they are deposited in the treasury of a government, an official government receipt is collected, and the expense is accurately recorded in the Company’s books. However, Facilitation Payments provided for the benefit of government officials in their *personal* capacity (i.e., are not deposited in an official treasury account belonging to a government) will violate this Policy.

4.5 Intermediaries/Business Partners

This Policy prohibits You from providing bribes or other improper benefits directly as well as indirectly through third parties such as agents, consultants, representatives, lobbyists, suppliers/vendors, resellers, distributors, customs or other brokers, contractors, advisors, and other business partners (collectively “**Intermediaries**”). Concerns may arise even if the Intermediary is located outside the United States and is not directly subject to the FCPA.

You and the Company can be held liable under the FCPA, the UKBA, and other criminal laws of the countries where the Company does business. if You authorize a third party to engage in corruption. In addition, in certain cases, You and the Company can be held liable under Anti-Corruption Laws if You do not expressly authorize an Intermediary to engage in corruption, but they do so anyway. This can occur if one (i) has actual knowledge or a firm belief that a person will engage in corruption or (ii) consciously disregards, deliberately ignores, or is willfully blind to the Intermediary’s corrupt or improper practices.

Given these risks, this Policy prohibits the Company from working with corrupt or disreputable Intermediaries. This Policy forbids the Company from using or paying any Intermediary responsible for government interactions unless (i) appropriate anti-corruption due diligence has been performed on that Intermediary and (ii) the Intermediary has executed a written agreement containing anti-corruption compliance clauses. Please confer with the Company’s Chief Financial Officer on appropriate due diligence measures and anti-corruption compliance clauses.

Throughout any relationship with an Intermediary, the Company must monitor their performance to ensure that they do not engage in activities that raise corruption concerns. The Chief Financial Officer can guide You on the types of red flags that You should monitor before and after engaging an Intermediary.

This Policy requires You to notify the Chief Financial Officer if You learn of any Company Intermediary that engages in corrupt or other improper practices. Alternatively, You can also choose to report any concerns anonymously through our internal whistleblower channels. Please refer to the Company’s Whistleblowing policy and 4.11 below. Also, all payments to Intermediaries

or other vendors must be accurately reported in our books and records in accordance with the accounting requirements discussed above.

4.6 Gifts & Hospitalities

Anti-Corruption Laws prohibit the provision of money or things of value for corrupt or improper purposes. However, reasonably priced gifts, meals, entertainment, travel, and other benefits provided for non-corrupt business promotion or goodwill purposes may be permissible under Anti-Corruption Laws in certain cases. For instance, a plastic pen, a t-shirt, a coffee mug, a paper weight, or a hat of moderate value and embossed with the Company's logo will generally not violate the FCPA or other Anti-Corruption Laws. However, a fur coat, a car, or a vacation will raise FCPA and other anti-corruption concerns, especially if such benefits are provided to a government official or other person who is responsible for making decisions in relation to the Company's business.

In addition to complying with the FCPA, You must also ensure that the provision of a gift or other benefit does not violate local Anti-Corruption Laws or policies that apply in the country where the recipient of the benefit is located. Some countries impose express limits on the value of gifts/benefits that a recipient can accept; other countries ban such gifts/benefits altogether even if given with no corrupt or improper intention.

You must obtain the approval of the Chief Financial Officer prior to providing gifts, meals, travel benefits, and other hospitalities to employees, officials, or agents of any government, political party, state-owned entity, or public international organization. The Chief Financial Officer will help You determine whether the provision of the benefit is permissible under the relevant applicable Anti-Corruption Laws. If the expense is approved, its value and business purpose must be recorded accurately in the Company's books. Cash gifts are strictly prohibited. Also, this Policy prohibits You from providing gift cards or gift certificates that can easily be converted into cash.

4.7 Other Activities

Corruption concerns can arise in a number of other cases including, but not limited to (i) joint ventures or teaming arrangements with public or private-sector partners; (ii) mergers or acquisitions, especially if the target business has significant government interactions or an international profile; (iii) RFP/Public Tenders issued by International Institutions; or (iv) the provision of political or charitable contributions. Please confer with the Chief Financial Officer before engaging in these types of activities to ensure that appropriate anti-corruption compliance measures are observed.

4.8 Violations and Consequences

The Company requires that its Company Personnel act with integrity. Failure to comply with this Policy can expose the Company – as well as employees themselves – to criminal sanctions. In addition to possible legal proceedings, a violation of this Policy will result in appropriate disciplinary action, including demotion, reassignment, additional training, probation, suspension, or even termination with or without notice, subject to local laws and regulations.

The FCPA is a criminal statute. Both the Company and individuals may be subject to substantial fines and penalties for violating these and other Anti-Corruption laws. In serious cases, You may face imprisonment for up to five years for each FCPA anti-bribery violation and up to twenty (20) years for each FCPA accounting violation. In addition, the Company may face suspension or debarment from government contracts, the loss of U.S. export privileges, and certain other consequences. These results can be devastating to our business.

Anti-corruption enforcement has significantly increased in the United States. In addition, a number of other countries have strengthened their laws on this matter. This means that We can face liability across multiple jurisdictions for the same corrupt act.

4.9 Training and Certification

Company Personnel must undergo anti-corruption training provided by the Company. The nature, content, and frequency of that training will be determined by the Company based on each of the Company Personnel's risk profile.

4.10 Status

Company Personnel are required to strictly adhere to both the spirit and the letter of this Policy. The Company reserves the right to amend this policy at any time, for example, due to changes in legislation.

4.11 Reporting/Questions

Company Personnel have an affirmative obligation to report all violations of this Policy to the Chief Financial Officer as follows:

Mike Asher, Chief Financial Officer

400 Concar Drive, San Mateo, CA, 944402

+1 (415) 384-9724

notices@neo4j.com

If You encounter a situation or are considering a course of action and its appropriateness is unclear, kindly refer to the Whistleblowing Policy of Neo4j.

We encourage to discuss the matter promptly using one of the following alternatives given that even the appearance of impropriety can be very damaging and should be avoided:

- Alternative 1: Contact a Supervisor within our organization.
- Alternative 2: Contact a People Team member.
- Alternative 3: Anonymous or confidential messaging through the whistleblower reporting channels to the Responsible Officers of the whistleblowing team. The whistleblower reporting channels are listed in the Whistleblowing Policy of Neo4j and on our Employee Knowledge Base. The reporting channels can also be found using the following link: <https://report.whistleb.com/en/neo4jn80j7WB>.
- Alternative 4: Reporting to an external channel maintained by competent authority, if and as set out in applicable whistleblowing legislation.

All messages received will be handled confidentially. The whistleblowing channel is administrated by WhistleB, an external service provider. All messages are encrypted and handled in accordance with applicable data privacy regulations.

Please remember: if You are aware of a suspected or actual violation of anti-corruption laws, regulations, the Code or any other Company policy, You have a responsibility to report it.

Please remember, whether You choose to speak with your Supervisor, a People Team member or to any other channels made available to You, You should do so without fear of any form of retaliation. The Company does not tolerate retaliation in any form against anyone who in good faith reports suspected violations or unethical behavior or who participates in an investigation regarding suspected violations or unethical behavior. You have the Company's unwavering commitment to protect all who have in good faith reported a complaint, or who assist in any related investigation, against any reprisal, threats, discrimination, harassment, retribution, or retaliation.

If any investigation indicates that a violation of this Policy has probably occurred, We will take such action as We believe to be appropriate under the circumstances. If We determine that an employee or other person is responsible for a violation of this Policy, he or she will be subject to disciplinary action up to, and including, termination of employment or contract and, in appropriate

cases, civil action or referral for criminal prosecution, in accordance with local law. Finally, You always have a right to contact law enforcement or regulatory authorities, and nothing in this Policy limits any of the Company's employees and other personnel from making a good faith report or complaint to the appropriate authorities.

5. Revision of Policy


This policy, as most governance documents, will change over time. The latest released and approved version of this policy applies.

The policy shall be reviewed annually, or when necessary to reflect changes in laws, regulations, best practices, or organizational needs.

6. Questions and Clarifications

Please direct any questions regarding this policy to policygovernance@neo4j.com.

7. Document details

Version	2.0	Issue date	05 March 2025
Document ID	FIN-0008	Author	Johan Tholander
Approved by	<div>Signed by:  660D005733794AA...</div>		

8. Version control

Version	Summary of Changes	Date	Author	Approved By
2.0	New template and annual review	2025-02-27	Johan Tholander	Board of Neo4j
1.0	Creation	2024-03-05	Johan Tholander	Board of Neo4j