

**IMPINJ, INC.**  
**GLOBAL ANTICORRUPTION POLICY**

(As amended on January 1, 2022)

**1. POLICY OVERVIEW**

The purpose of this Global Anticorruption Policy (“**Policy**”) is to promote and ensure that all directors, officers, employees, consultants, contractors and agents of Impinj, Inc. and its subsidiaries (“**Company**”) comply with both the letter and the spirit of anticorruption and antibribery laws. Generally, under these laws neither the Company nor any person working for or with the Company may pay or receive a bribe or receive or provide anything of value to any person or entity, including government officials, to improperly influence the receiving party.

The Compliance Officer implements and manages this Policy.<sup>1</sup> For purposes of this Policy, the Company’s General Counsel and Chief Compliance Officer serves as the Compliance Officer.

**2. ANTICORRUPTION LAW OVERVIEW**

The primary, but not necessarily the only, anticorruption and antibribery laws that apply to the Company are the U.S. Foreign Corrupt Practices Act of 1977 (the “**FCPA**”), the U.S. Travel Act, the OECD Anti-Bribery Convention and the United Kingdom Bribery Act of 2010 (the “**UKBA**”) (collectively the “**Anticorruption Laws**”).

**(a) Who is a “Foreign Official” as defined in these laws?**

The Anticorruption Laws, in particular the FCPA, define “Foreign Official” broadly. This Policy will use primarily the FCPA’s definition of Foreign Official<sup>2</sup>, to include:

- all employees, officers, or those acting in an official capacity on behalf of a government department, agency (whether in the executive, legislative, or judicial branches of government and whether at the national, provincial, state, or local level), or instrumentality regardless of locale,
- individuals who carry-out government responsibilities including part-time workers, unpaid workers, non-officials in a non-U.S. government facility and anyone acting under authority from a non-U.S. government, and
- officers and employees of companies or entities, or those working on behalf of such companies or entities, under government ownership or control, including but not limited to government-owned enterprises; universities; hospitals; oil, port, telecommunications and utility entities or facilities; and customs facilities.

If you have any questions about an individual’s government status then ask the Compliance Officer.

Bona fide payments to government entities are permitted under the Anticorruption Laws unless the Company has reason to believe the payment is destined for an individual. For example, paying taxes or business-license fees to a foreign government are allowed so long as the funds do not end up in the hands of an individual Foreign Official.

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<sup>1</sup> References to the Compliance Officer includes his or her designees.

<sup>2</sup> Other sources or laws may refer to Foreign Officials as “foreign government officials”, “foreign public officials”, or just “government” or “public” officials. These terms/phrases are interchangeable under this Policy.

## **(b) Prohibited Payments**

The Anticorruption Laws prohibit offering, promising or giving anything of value to a Foreign Official to get or keep business or to secure any advantage.

The Anticorruption Laws are not restricted to cash payments to Foreign Officials. Improper gifts, entertainment, business promotional activities, in-kind or political contributions, investment opportunities, subcontracts, stock options and similar items, as well as reimbursing or paying the expenses of Foreign Officials, delivered to any person, can also violate the Anticorruption Laws. For example, the UKBA prohibits providing anything of value to private parties including a person (whether a Foreign Official or not) if the intent of providing the thing of value is to induce the private party to act in bad faith, not be impartial, or otherwise abuse a position of trust. As another example, the U.S. Travel Act may hold the Company liable for providing unlawful things of value to private persons.

Although the FCPA provides a narrow exception allowing “facilitating payments” such as paying a nominal amount for non-discretionary government actions like visa processing or business permitting, facilitating payments are prohibited under the UKBA and are likewise prohibited by this Policy unless your health or safety, or that of another employee or person, is at risk.

If you are uncertain about a payment and can consult the Compliance Officer beforehand then do so. If your health or safety, or that of another employee or person, is at risk then use your best judgment, following the Company’s Code of Business Conduct and Ethics, and consult the Compliance Officer as soon as you are able.

## **(c) Permissible Payments**

The following six subsections (a) grant limited exceptions to the general prohibition against providing anything of value to a Foreign Official and (b) clarify the gifts you can give to a private person. Consult the Compliance Officer before making a transaction if you are unsure whether the transaction meets these exception criteria.

### **(i) Gifts**

You may give reasonable gifts to customers and parties who have a business relationship with the Company and are not Foreign Officials (to be absolutely clear, you may not give a gift to a Foreign Official under any circumstances), as long as: (i) you are not giving the gift to obtain or retain business or to gain improper advantage; (ii) the gift is lawful including under the laws of the country where you are giving the gift; (iii) the gift is a bona fide promotion or goodwill expenditure; (iv) the gift is not cash; (v) the value of the gift is reasonable both in the country and for the person you are giving it to; and (vi) the gift is recorded in the Company’s books. If you have any questions about the appropriateness of a gift then ask the Compliance Officer.

### **(ii) Business expenses for Foreign Officials**

You may offer entertainment and travel to Foreign Officials provided such entertainment and travel is: (i) bona fide, related to a legitimate business purpose, and not provided to obtain or retain business, gain improper advantage, or intended to influence the individual official in the performance of his/her duties; (ii) reasonable; and (iii) legal under the written laws of the Foreign Official’s home country.

Entertainment (including meals) for Foreign Officials that adheres to the above-described requirements must be strictly reasonable both in the country and for the person you are giving it to. Consult the Compliance Officer if you have any doubts about the reasonableness of entertainment.

Travel and travel-related expenses for Foreign Officials that adheres to the above-described requirements requires (a) adherence to the below restrictions and (b) preapproval from the Compliance Officer.

- the travel is for a legitimate business purpose related to the official's lawful duties, such as to attend a Company demonstration of its product or service;
- airfare is economy-class;
- hotel accommodations are reasonable for the geographic location;
- neither you nor the Company are providing a cash payment, including a per-diem payment;
- the Company directly pays the airline, hotel or vendor unless it is not possible to make a direct payment, in which case the Company may reimburse the Foreign Official after receiving a legitimate receipt;
- the expense is legal under local law;
- the expense is legal under the laws of the country where the Foreign Official resides, where the Foreign Official traveled and/or where the Company provided the travel;
- the Company is not paying travel expenses for family members or friends accompanying the Foreign Official;
- the travel excludes planned stopovers unconnected to the business purpose for the travel, unless the Foreign Official pays for the stopover without additional cost to the Company; and
- the Foreign Official's supervisor or organization has prior notice of the travel, preferably documented by a letter asking the Company to pay for the travel expenses.

(iii) Business expenses for U.S. public officials

Under 18 U.S.C. section 201, nothing of value may be offered, authorized, promised, or made to any U.S. "public official" in exchange for influencing an official government act (i.e., no *quid pro quo*). "Public officials" include federal officials that hold a position of public trust with official responsibilities. Consequently, this Policy prohibits you from providing anything of value to a U.S. public official without the prior written approval of the Compliance Officer.

(iv) Business expenses for private parties

Section 1 of the UKBA and the U.S. Travel Act prohibit you from providing anything of value to a person, private or commercial party if your intent is to induce the receiving party not to act impartially and in good faith, or to otherwise abuse a position of trust. All private-party business expenses must be reasonable, customary, and not cause, or even cause the appearance of, you or the Company improperly influencing that private party.

(v) Political contributions

The Company shall comply fully with all local state, federal, foreign, and other applicable laws, rules, or regulations regarding political contributions.

Neither the Company nor any director, officer, employee, consultant, contractor or agent may offer or provide Company funds, facilities or services of any kind to any actual or prospective candidate for non-U.S. public office, to any non-U.S. political party, or to any non-U.S. political initiative, referendum, or other form of political campaign, unless explicitly permitted by applicable laws. The Chief Executive Officer, Chief Financial Officer and Compliance Officer must preapprove any such contribution.

These restrictions on political contributions do not prohibit the Company from lawfully communicating its position on important issues to elected representatives and other government officials.

(vi) Charitable contributions

The Company is committed to improving and promoting the interests of the communities where it does business, including making charitable donations to not-for-profit bona fide charitable organizations.

The Company, and its directors, officers, employees, consultants, contractors and agents acting on its behalf, shall not make charitable donations with the intent of inducing any individual or entity to directly or indirectly purchase, lease, recommend, or use a Company product or service. The Company shall consider the following questions before making a charitable donation:

- (i) Is there a relationship between the charitable organization and any government entity from which the Company is seeking a decision or commercial opportunity?
- (ii) Is the proposed donation disproportionately large in relation to other donations?
- (iii) Are the number of donations to the particular charitable organization unusual?
- (iv) Did a prospective customer, official, or intermediary propose or suggest the donation?
- (v) Will the Company disclose this particular donation in the same way as other donations?

**(d) Foreign third parties**

The Anticorruption Laws establish liability for improperly offering, promising or giving anything of value, both directly and indirectly, to a Foreign Official, private person or entity. The Company may engender indirect liability via a payment made by a third-party intermediary if the Company makes a payment or transfers value to that third party (i) knowing, (ii) having reasonable belief, or (iii) being aware of facts that create a high probability, the third party will improperly transfer or give all or part of that payment or item of value to a Foreign Official, private person or entity. Consequently, before engaging foreign third parties, or renewing an engagement with them, the Company must perform risk-based due diligence to ensure the foreign third parties' commitment to the Anticorruption Laws. Such foreign third parties include but are not limited to resellers, distributors, sales agents, joint-venture partners, and consultants.

Be particularly alert to red flags you may encounter in due diligence, contract negotiations, transactions with, or upon terminating foreign third parties. The basic rule is simple: Do not ignore a red flag. Engage the Compliance Officer if you are in any way uncertain about a foreign third party. The following example red flags may help you during your diligence:

- (i) a reference check of the third party reveals a flawed background or reputation;
- (ii) a transaction involves a country known for corrupt payments;
- (iii) a government official recommends the third party;
- (iv) the third party objects to anticorruption representations in Company agreements;
- (v) the third party has close personal, family or business relationships with a government official or the relative of a government official;
- (vi) the third party requests unusual contract terms or payments;
- (vii) the third party requires his or her identity or, if the third party is a company, the identity of the company's owners, principals or employees be withheld;
- (viii) the third party requires money to "get the business" or "make the necessary arrangements";

- (ix) the third party requests the Company prepare or accept false documentation; or
- (x) the third party requests payment in a different country than where services are rendered or to an account in another party's name.

Contractual arrangements between the Company and foreign third parties must contain provisions requiring compliance with the Anticorruption Laws.

**(e) Joint ventures**

The Company is potentially liable for activities of its joint-venture partners, and of the joint-venture entities themselves, regardless of whether the Company holds a majority or minority position in the joint venture. Consequently, the Company should monitor the activities of its joint ventures to ensure compliance with the Anticorruption Laws.

**(f) Accounting and recordkeeping requirements**

The FCPA imposes strict accounting, recordkeeping and internal-control requirements on Issuer Companies in their foreign operations. As an Issuer Company under the FCPA, the Company is committed to maintaining accurate books and records. Consequently, Company directors, officers and employees must accurately and completely describe all expenditures and never inaccurately describe or mischaracterize the nature or amount of a transaction.

The Company shall maintain records that may pertain to matters involving the Anticorruption Laws for a minimum of five years. Company personnel should never prepare false invoices or pay expenses that are unusual, excessive, inadequately described, or otherwise raise red flags. Moreover, the Company must execute all transactions in accordance with management's authorization and ensure there are no off-book accounts or unauthorized payments. Consult the Compliance Officer if you have questions or concerns about these recordkeeping requirements.

**(g) Penalties**

The SEC and the DOJ share enforcement responsibility for the FCPA. The Serious Fraud Office of the UK government generally enforces the UKBA.

**(h) Reporting violations**

If you uncover or suspect a violation of this Policy then promptly report the matter to the Compliance Officer (confidentially and anonymously, if you wish). Refer to the Company's Whistleblower Policy for how to report actual or suspected violations.

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*The Company is committed to continuously reviewing and updating its policies and procedures. It reserves the right to amend or terminate this policy at any time and for any reason. The proscriptions in this policy do not constitute a complete list of restrictions or a complete list of the types of conduct that can result in discipline, up to and including discharge.*

## ANNEX A

### 1. The FCPA

The FCPA has two major components. The first component prohibits a U.S. company or its employee or representative from giving, paying, promising, offering, or authorizing the payment or provision of “anything of value”, directly or indirectly through a third party, to any Foreign Official to influence that Foreign Official to help the Company, or any other person, obtain or keep business. These so-called “antibribery” provisions are broad. They prohibit payments even if (1) the benefit is for someone other than the party making the payment; (2) the business is not with the government; (3) the payment does not work and no business is awarded; or (4) the Foreign Official suggested the payment.

The second component of the FCPA applies only to companies like the Company that have a class of securities registered pursuant to section 12 of the Securities and Exchange Act and those required to file reports pursuant to section 15(d) of the Securities and Exchange Act (hereinafter “**Issuer Companies**”). The FCPA accounting and recordkeeping provisions require Issuer Companies to keep accurate and complete records of the financial transactions in which they engage.

FCPA compliance is complex and must be undertaken on a case-by-case basis. You should not try to diagnose and solve FCPA problems on your own. Consult the Compliance Officer immediately if you have an FCPA-related question.

#### FCPA violations

Criminal penalties for violating the FCPA's antibribery provisions can be severe. Corporations and other business entities are subject to a fine up to \$2,000,000 per violation. Officers, directors, stockholders, employees, and agents are subject to a fine up to \$100,000 per violation and imprisonment up to five years. Under federal criminal laws other than the FCPA, individuals may be fined up to \$250,000 or up to twice the amount of the gross gain or loss if the defendant derives economic gain from the offense or causes economic loss to another person.

The Attorney General or the SEC may bring a civil action for a fine up to \$10,000 per violation against any “issuer” as well as any officer, director, employee, or agent of a firm, or stockholder acting on behalf of the issuer, who violates the antibribery provisions.

The FCPA's accounting provisions provide for penalties similar to those levied for most securities law violations, such as civil injunctive action or monetary penalties. Penalties for issuers typically range between \$50,000 and \$500,000. Penalties for willful violations are more severe. Individuals who willfully violate the accounting provisions face fines up to \$5,000,000 per violation, imprisonment up to 20 years, or both. Issuers that willfully violate the accounting provisions face fines up to \$25,000,000 per violation. You can find additional information regarding the DOJ and SEC's enforcement actions in *A Resource Guide on the U.S. Foreign Corrupt Practices Act*, Criminal Division of the U.S. Department of Justice and Enforcement Division of the U.S. Securities and Exchange Commission (November 14, 2012), available at: <http://www.justice.gov/criminal/fraud/fcpa/guide.pdf>.

### 2. The UKBA

The UKBA contains three key provisions that prohibit providing things of value with intent to improperly influence the recipient.

Section 1, known as a prohibition on “active bribery,” prohibits offering, promising, or providing things of value to any person, directly or indirectly, with the intent to induce another to not act with good faith, impartiality, or abuse a position of trust, or reward such improper action.

Section 2, known as a prohibition on “passive bribery,” prohibits requesting, agreeing to receive, or accepting an improper payment of anything of value.

Section 6, similar to the FCPA, creates an offense for providing improper payments to foreign public officials. An offense is committed even if the foreign public official takes no action or does not accept the bribe.

UKBA compliance is complex and must be undertaken on a case-by-case basis. You should not try to diagnose and solve UKBA problems on your own. Consult the Compliance Officer immediately if you have a UKBA-related question.

### **UKBA violations**

Individuals found guilty of providing or receiving improper provisions to Foreign Officials or private persons in violation of Section 1, 2 or 6 of the UKBA face up to 10 years in prison. Fines for individuals and companies may also be substantial, as there is no statutory limit to monetary penalties under the UKBA. You can obtain additional information about the UKBA in the Ministry of Justice's Guidance on the Bribery Act of 2010, available at:

<http://www.justice.gov.uk/downloads/legislation/bribery-act-2010-guidance.pdf>.