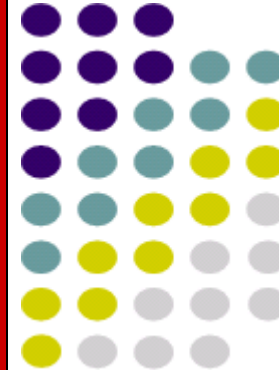


\*\*\*\*\* POLICY DOCUMENT \*\*\*\*\*



## Anti-bribery & Anti-corruption Policy

Policy No.

FRMS\_POL-CRO-002

**Applies to:** Entire organization (CU, DU and MU), including its subsidiaries and acquired entities.

**Policy Sponsor**

Chief Risk Office

**Effective date of this version**

24-08-2023

**Supersedes version dated**

01-04-2021

**All policies/supplements are subject to local laws where Mphasis operates. These policies/supplements are subject to change without prior notification.**

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## DOCUMENT CONTROL

|   |                         |                                     |
|---|-------------------------|-------------------------------------|
| <b>Prepared By:</b>                     | <b>Reviewed By:</b>     | <b>Approved By:</b>                 |
| Karthik Gopalan                         | Eric G Winston          | Eric G Winston – Chief Risk Officer |
| <b>Name:</b>                            | <b>Date:</b>            | <b>Document No:</b>                 |
| Anti-bribery and Anti-corruption Policy | 24-08-2023              | <b>FRMS_POL-CRO-002</b>             |
| <b>Version No: 6.0</b>                  | <b>Status: Approved</b> |                                     |

| Classification  |
|---|
| <b>Classification: INTERNAL</b><br><input type="checkbox"/> Do not forward or copy data in part or full without explicit permission of Mphasis CRO Management<br><input type="checkbox"/> At a minimum, this document will be reviewed / updated annually |

This change history must be updated when any edits are made to this document.  
 Please contact CRO team ([FraudRiskManagement@mphasis.com](mailto:FraudRiskManagement@mphasis.com)) to request changes.

| Version History |            |                     |                    |   |
|-----------------|------------|---------------------|--------------------|---|
| Version         | Date       | Approver for Change | Author             | Description   |
| <b>1.0</b>      | 01-05-2017 | Sethu S. Raman      | Shyamasundar Hegde | Initial Document  |
| <b>2.0</b>      | 18-07-2018 | Sethu S. Raman      | Shyamasundar Hegde | Added clause on Record keeping and internal controls                          |
| <b>3.0</b>      | 31-12-2018 | Sethu S. Raman      | Shyamasundar Hegde | Added definition of Third parties and related aspects                         |
| <b>4.0</b>      | 01-11-2019 | Sethu S. Raman      | Shyamasundar Hegde | Modifications to expense approval matrix                                      |
| <b>5.0</b>      | 01-04-2021 | Sethu S. Raman      | Shyamasundar Hegde | Added a statement on undertaking annual risk assessment                       |
| <b>6.0</b>      | 21-08-2023 | Eric G Winston      | Karthik Gopalan    | Change in approval matrix and policy content to benchmark with best practices |

| Access List       |                   |               |                  |
|-------------------|-------------------|---------------|------------------|
| List of Users     | Access Type       | Type of Media | Retention Period |
| CRO Management    | Read/Write/Delete | Soft Copy     | Default          |
| CRO Team          | Read/Write        | Soft Copy     | Default          |
| Mphasis employees | Read              | Soft Copy     | Default          |

## ‘POLICY CONTROL’

### Proposed Changes or Revisions

Users of this policy can submit recommended changes and comments for the upgrading of the policy to [FraudRiskManagement@mphasis.com](mailto:FraudRiskManagement@mphasis.com). Comments should reference the specific section and paragraph and should include a justification for the proposed change. Periodic revisions to this policy will be published as is necessary and practicable.

### References

**POLICIES:** FRMS- POL-CRO-001: Fraud Risk Management Policy

FRMS- POL-CRO-002: Code of Business Conduct Policy

FRMS- POL-CRO-003: Whistleblower Policy

**Procedures:** POL-CRO-011\_IS Incidents Detection and Response Policy

**External Document:**

International Standard- ISO 37001 – Anti-bribery Management Systems

### Contact Information

For any question on compliance to this policy, please contact

|               |  |
|---------------|--|
| <b>Group</b>  | Chief Risk Office  |
| <b>Email:</b> | <a href="mailto:FraudRiskManagement@mphasis.com">FraudRiskManagement@mphasis.com</a> |

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## 1 Introduction:

Mphasis' purpose is to be the "Driver in a Driverless Car" for global enterprises by applying next-generation design, architecture, and engineering services, to deliver scalable and sustainable software and technology solutions. Customer-centricity is foundational to Mphasis, and it is reflected in Mphasis' Front2Back™ Transformation approach. Front2Back™ uses the exponential power of cloud and cognitive computing to provide a hyper-personalized ( $C=X2C^2$ ™=1) digital experience to clients and their end customers. Mphasis' Service Transformation approach helps 'shrink the core' through the application of digital technologies across legacy environments within an enterprise, enabling businesses to stay ahead in a changing world. Mphasis' core reference architectures and tools, speed and innovation with domain expertise and specialization, combined with an integrated sustainability and purpose-led approach across its operations and solutions are key to building strong relationships with marquee clients.

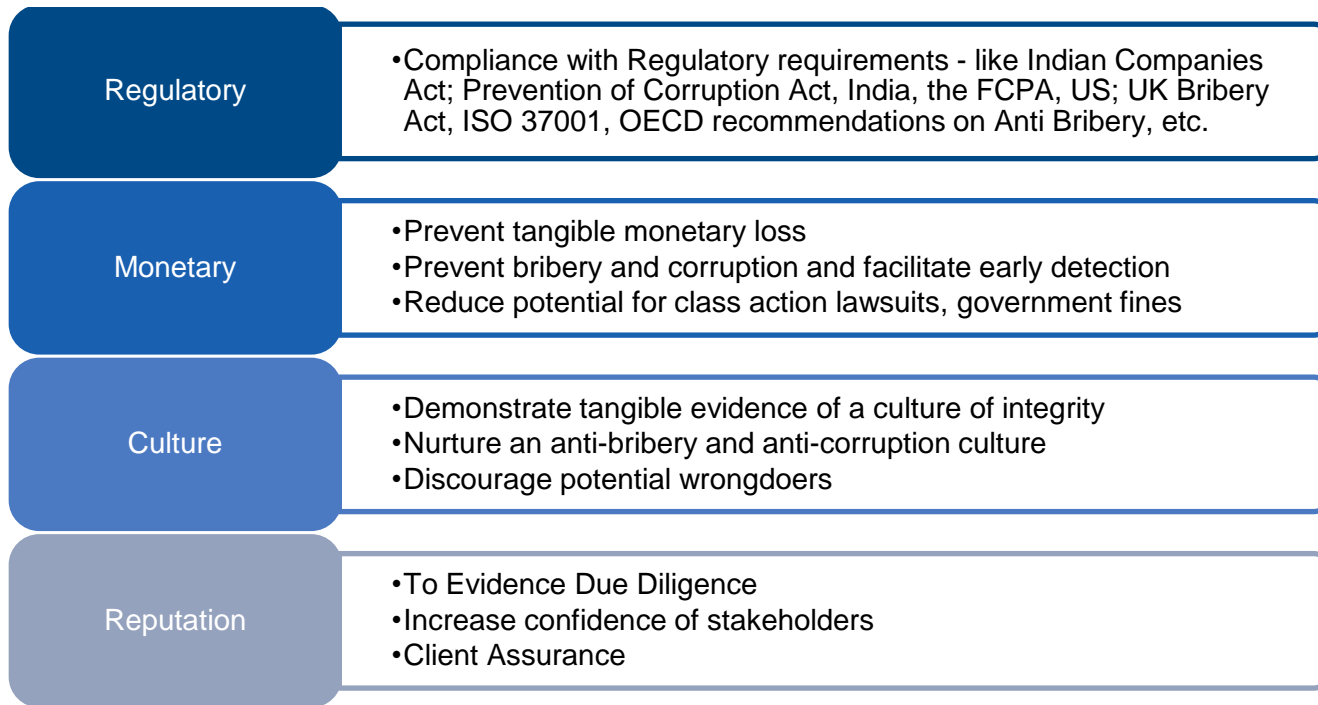
### 1.1 Purpose:

The purpose of this Policy is to establish Anti-bribery and Anti-corruption Management System at Mphasis so that the organization effectively identifies, prevents and detects bribery and corruption risks to which it is exposed.

This policy is designed to communicate the company's commitment to counter bribery and corruption. Policy also strives to ensure that all employees and other individuals or organizations, who/ which have business interaction with Mphasis understand the scope and application of anti-bribery and anti-corruption laws.

## 2 Background Rationale:

To protect the value of shareholders, tangible and intangible assets of the organization and to ensure that organization is adhering to the anti-bribery and anti-corruption related regulatory requirements, as it will help mitigate the risks from the following perspective:



### 3 Scope:

This policy is applicable across the entire organization and includes Mphasis Limited, all of its subsidiaries, Joint ventures and partnerships where we have operational control. It applies to all levels of management, employees, clients, vendors, contractors, consultants, agents, sponsors, and all others doing business with the organization and its subsidiaries, no matter where they are located.

For the purpose of this policy, below are the broad categories of individuals or organizations, who / which have business interaction with Mphasis and its employees;

- a) **Govt./ Quasi Govt. entities and officials:** covering government, quasi government & public bodies including their advisers, representatives and officials, politicians and political parties.
- b) **Others:** Clients (including potential clients), suppliers, business associates, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures, etc. (excluding Mphasis employees).

## 4 Policy details:

### 4.1 *Bribery & Corruption:*

Bribery Includes the offer, promise, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person's duties.

Corruption includes wrongdoing on the part of an authority, or those in power, through means that are illegitimate, immoral, or incompatible with ethical standards.

### 4.2 *Types of bribery:*

This Policy prohibits bribery related to any public/government official as well as any other parties. Bribery in any form will not be tolerated. The policy addresses following in relation to the organization's activities:

- bribery by the organization;
- bribery by the organization's personnel acting on the organization's behalf or for its benefit;
- bribery by the organization's business associates acting on the organization's behalf or for its benefit;
- bribery of the organization;
- bribery of the organization's personnel in relation to the organization's activities;
- bribery of the organization's business associates in relation to the organization's activities;
- direct and indirect bribery (e.g. a bribe offered or accepted through or by a third party).

#### **Examples of bribery include, but are not limited to:**

- **"Facilitation Payments"**: Any payment made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action.
- **"Kickback"**: A bribe to obtain an undue advantage, where a portion of the undue advantage flows to the person who gave, or is supposed to give, the undue advantage.
- **"Travel and entertainment Expenses"**: Unreasonable expenditures of/for third parties and / or their relatives for travel, meals, and entertainment expenses not legitimately related to tours of the Company's facilities or that may not be related to the Company's promotion of its services.
- **"Gifts"**: Gifts given or received to unfairly influence a business outcome.

### 4.3 *Facilitation Payments and Kickbacks*

Mphasis prohibits 'facilitation payments' of any kind, unless it is made within the narrow exceptions that may be permitted under local jurisdiction yet being compliant to the other applicable laws globally. However, these payments shall be made only with prior approval from the Chief Risk Office. Facilitation payments

are typically small, unofficial payments made to secure or expedite a routine government/any other organization's actions by an official. Kickbacks are typically payments made in return for business favor or advantage and Mphasis prohibits kickbacks of any kind.

#### 4.4 *Travel, Entertainment and hospitality expenses*

Anti-bribery regulations permit companies to provide certain types of travel, entertainment and hospitality expenses of government/ quasi government officials and others provided such expenses are:

- a) Bona fide and related to a legitimate business purpose (i.e. not provided to obtain or retain business or to gain an improper advantage)
- b) Reasonable in amount, and
- c) Legal under the written laws of the government official's home country

Mphasis does not prohibit such normal, reasonable, appropriate and bona fide business courtesy offered to or accepted from government/ quasi government officials or foreign officials including officials of public international organizations or government/ quasi government customers and others either directly or indirectly.

Accordingly, no payments shall be made to or on behalf of a government/ quasi government official or others, whether directly or indirectly, in connection with efforts to obtain or retain business, except for payments that are directly related to improving our company image, present our products and services, or establish cordial relations.

#### **Receiving hospitality:**

Company employees may receive hospitality or entertainment from employees of the Company's current or prospective clients, vendors, or any commercial partners provided it has business justification and is reasonable and proportionate. The policy recommends that employees always assess the purpose behind such hospitality or entertainment. Hospitality or entertainment with the intention to improperly influence anyone's decision-making or objectivity, or making the recipient feel unduly obligated in any way, should never be received. In case you are not sure of the appropriate response, reach out to the OEC.

**Irrespective of the above, employees should ensure that the limits prescribed above for hospitality is adhered to in letter and spirit.**

#### 4.5 *Gifts:*

It is customary and commonly accepted business courtesy in many parts of the world to give nominal gifts to customers, government officials and other parties that have a business relationship with the company.

Generally, you may offer or accept gifts without violating the anti-bribery regulations if:

- a) The gift is not given to obtain or retain business or gain an improper advantage
- b) The gift is lawful under the laws of the country where the gift is being given



- c) The gift constitutes a bona fide promotion or goodwill expenditure
- d) The gift is not in the form of cash
- e) The gift is accurately recorded in the company's books and records
- f) The gift is of nominal value

**Receiving gifts**

Company employees may receive gifts from employees of the Company's current or prospective clients, vendors, or any commercial partners provided it has business justification and is reasonable and proportionate. The policy recommends that employees always assess the purpose behind any gifts before receiving it. Gift with the intention of improperly influencing anyone's decision-making or objectivity, or making the recipient feel unduly obligated in any way, should never be received. In case you are not sure of the appropriate response, reach out to the supervisor and OEC.

**4.6 Approval Requirements**

Following approvals are necessary for gifts, travel, entertainment & hospitality to Govt./ Quasi Govt. entities and officials and others:

Level 1 approver : Supervisor (Line manager as per HCM)

Level 2 approver : Project Level Approver

Level 3 approver:

|   | Travel, Entertainment & Hospitality |                             | Gifts                       |                             |
|---|-------------------------------------|-----------------------------|-----------------------------|-----------------------------|
|   | Expenses < INR 2k or \$ 200         | Expenses > INR 2k or \$ 200 | Expenses < INR 2k or \$ 200 | Expenses > INR 2k or \$ 200 |
| Govt./ Quasi Govt. entities and officials | Project Vertical Leader             | OEC & LT1                   | Project Leader<br>Vertical  | OEC & LT1                   |
| Others*                                   | Project Vertical Leader             | LT1                         | Project Leader<br>Vertical  | LT1                         |

Note:

- *Threshold is same for either one or combination of above types of expense.*
- *Expense for any entity/individual should not exceed 12 events in any calendar year. If additional expense is anticipated, prior written approval must be obtained from the OEC*

**Employee should avoid frequent gifts to government/ quasi government officials and others.**

Employees should take cognizance of the local laws and limits prescribed in anti-bribery policy of the third parties including respective clients. Even if the expenditure is permitted or limits are higher under those laws or policies, the approval requirements set forth in this policy are required. At the same time, in the event that limits under local law or third-party policies are lower, then such lower thresholds shall be followed without any deviation. It is to be noted that at least one employee shall accompany the clients or other stakeholders being entertained.

**As a measure of abundant caution, the LT1s are advised to consult the OEC before approving the requests for expenses towards gift or entertainment for govt officials including govt / quasi govt clients.**

**No solicitation:** Employees must not solicit or request gifts or hospitality from suppliers or others.

**No loans or payments:** No Employee and / or members of his or her family must ever accept a loan or payment from a contractor, vendor, consultant, or similar business contact under terms that are not available to the general public.

**No cash:** Gift in the form of cash should not be accepted at all.

**Nominal gifts:** Employees may accept gifts of nominal value such as promotional materials with company logo, calendars, pens or similar mementos.

**Irrespective of the above the employee should ensure that the limits prescribed for gifts is adhered to in letter and spirit.**

Where gifts which do not comply with the requirements above are offered to Employees, in majority of situations they should be politely refused (if presented in person), returned to the sender with a letter of explanation.

*A list of examples on bribery, gifts & hospitality is provided in the Annexure document for reference. It is for illustrative purpose only and not intended to be exhaustive.*

#### **4.7 Charitable Contributions**

Mphasis only makes charitable donations that are legal, ethical under local laws and practices. Donations to be made only to bona fide organizations with prior written approval from the General Counsel, CFO and Chief Marketing Officer.

#### **4.8 Political Contributions**

Mphasis does not make contributions to political parties under any circumstances.

#### 4.9 *Record keeping and internal controls*

Mphasis maintains an accurate, reasonably detailed records that fairly reflect its transactions and disposition of assets, regardless of whether the transactions are domestic or international. Therefore, Company personnel are prohibited from making any false or misleading statements in Company books and records for any reason.

Mphasis maintains a system of internal controls sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management's general or specific authorization;
- Transactions are recorded as necessary:
  - II. To permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements; and
  - III. To maintain accountability for assets;
- Transactions recorded are backed by adequate details to maintain transparency and compliance with all applicable laws and regulations.

All necessary information including the details of the recipient of our hospitality, gifts, entertainment, etc. are accurate and enables tracing such recipients

#### **Claims by Employees for payments made for Travel, Entertainment, Hospitality and Gift Expenses:**

Expense claims on account of travel, entertainment, hospitality or gifts related to **Govt./ Quasi Govt. entities and officials and others** should be supported by appropriate approvals as given above subject to which finance team will process the same. In all instances, accurate receipts and records of the payment and the purpose of the payment must be maintained in accordance with the books and records provisions.

Managers at all levels are responsible for ensuring that they exemplify the principles outlined in this policy and ensure that their team adheres to the policy.

## **5 Business Relationships:**

All third parties shall abide by this policy. The third parties are expected to conduct due diligence with their service providers and suppliers (4<sup>th</sup> or nth parties), engaged in Mphasis engagements or processes, and represent to Mphasis on adherence to this policy.

## **6 Offset or similar obligations:**

Occasionally, one may encounter situations where Government contracts may require companies to offset commitments. The purpose of these offset commitments is to invest in their country and create local jobs.

Similarly, a government in a country or a particular state giving a grant or other facilities to Mphasis may require preference to be given to the residents of such country or state in any hiring. All these transactions per se do not violate this Policy. In case there is any doubt regarding compliance with this Policy at any stage of the transaction, you should seek the guidance of the OEC with respect to any such transaction.

## 7 Employment Process:

Providing employment opportunities to clients' relatives or friends; or any public officials, their relatives or friends; or any other third parties, their relatives or friends; without following the regular recruitment process may also be considered an act of bribery and prior to taking any such action you should seek the guidance of the OEC without fail.

## 8 Administration and guidance:

The Office of Ethics & Compliance (OEC) and Chief Risk Office are responsible for the administration, revision, interpretation, and application of this policy. The policy will be reviewed annually and revised as needed. A bribery and corruption risk assessment be conducted on an annual basis.

Laws of a country may extend beyond the territory of that country. United States Foreign Corrupt Practices Act ("FCPA") and United Kingdom Bribery Act ("UKBA") apply to Mphasis and its employees globally, because of their extra-territorial effect. ISO 37001 is a global standard on organization's anti-bribery management system, and it applies across geographies.

Implementation effort will be guided by ISO 37001 (Anti-bribery Management Systems), ISO 31000 (Risk Management), UK Bribery Act (UKBA), United States Foreign Corrupt Practices Act (FCPA), and Indian Prevention of Corruption Act (PCA).

### **Queries and reporting of violations on anti-bribery & anti-corruption laws:**

Employees who are having any doubts/ queries when dealing with provision/ accepting hospitality/gifts, should reach out to Office of Ethics and Compliance (OEC) for necessary clarification.

Employees who become aware of violation/ suspected violation of this Policy and/or the anti-bribery & anti-corruption Laws are under an obligation to report the same to the Company. The reporting of any violation/suspected violation of this Policy is a duty cast by the company on all employees and not reporting will be considered as a breach of COBC. Violations or suspected violations should be reported to the OEC at [oec@mphasis.com](mailto:oec@mphasis.com). For those who wish to remain anonymous, you should make your report in accordance with the procedures set out in the Company's Whistleblower Policy.

### **Protection:**

Mphasis will protect whistleblowers against retaliation, as described below:

1. Mphasis will keep the whistleblower's identity confidential, unless;
  - a) The person agrees to be identified.
  - b) Identification is necessary to allow Mphasis or law enforcement officials to investigate or respond effectively to the report.
  - c) Identification is required by law;
  
2. Mphasis prohibits any retaliation against whistleblowers. Whistleblowers who believe that they have been retaliated against may file a written complaint to the Whistleblower Custodian. Appropriate remedial measures and disciplinary action (including termination of employment of the retaliating person) will be

taken up if such complaints are found true. This protection from retaliation is not intended to prohibit managers or supervisors from taking action (including disciplinary action), in their usual scope of duties and performance related issues.

3. No action would be initiated against the Whistleblower when a complaint is made in good faith. However, disciplinary action will be taken against Whistleblowers making baseless allegations.

**Investigation:**

The Corporate Investigations Team shall inquire and conduct investigation in line with the standard investigation procedures described in the Mphasis Whistleblower procedure document.

**Violations:**

Violations of this Policy by an employee will result in corrective action that may include, but is not limited to, verbal or written warnings, suspension from work, or other disciplinary action up to and including termination of employment.

## **9 Training:**

Training on this policy forms part of the Mphasis Code of Business Conduct (COBC) which is mandatory for all employees on an annual basis. Focused training shall be provided to identified departments / teams based on their bribery risk exposure.

## 10 Glossary of items:

|  |  |
|--|--|
| 'Bribery' as per ISO 37001                         | Offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the <i>performance</i> of that person's duties.  |
| 'Bribery' as per The UK Bribery Act, 2010          | Giving or receiving a financial or other advantage in connection with the "improper performance" of a position of trust, or a function that is expected to be performed impartially or in good faith.<br>The UKBA prohibits (i) offering, promising or giving any financial or other advantage to another person in order to improperly perform or reward an improper performance of a function or activity; (ii) accepting financial or other benefit in order to improperly perform a function or activity; (iii) bribing a foreign public official by offering, promising or giving any financial or other advantage to foreign public official in order to influence the official in performance of their official duty.   |
| 'Bribery' as per The FCPA, 1977                    | The FCPA prohibits any payment, offer, promise to payment or authorization to pay or offer money or <b>anything of value</b> to a foreign official. The definition of the term "foreign official" is exceedingly broad and covers any officer, employee of a foreign government, a public international organization, department or agency or any person acting in official capacity irrespective of the rank or position.<br>The payment that constitutes bribe can be anything beyond monetary payments, like gifts, loans, employment, payment made to third parties or such other improper payments. The ambit of bribe, therefore, is very broad, considering it also includes any kind of improper cash or cash equivalent payments. In fact, mere offer of a bribe alone can constitute a violation of the FCPA.<br><b>"Anything of value"</b> includes, but is not limited to: <ul style="list-style-type: none"> <li>• <i>Business opportunities or favorable contracts;</i></li> <li>• <i>Stock options;</i></li> <li>• <i>Certain gifts and entertainment (see below for details);</i></li> <li>• <i>Product and service discounts not available to the public at large;</i></li> <li>• <i>Offers of employment for the government official or his/her family or friends;</i></li> <li>• <i>Assumption or forgiveness of debt;</i></li> <li>• <i>Payment of non-business travel expenses (see below for details); and</i></li> <li>• <i>Personal favors.</i></li> </ul> |
| 'Government Official' as per The FCPA, 1977        | The term " <b>governmental official</b> " includes, but is not limited to the following: <ul style="list-style-type: none"> <li>• <i>An officer or employee of a government entity, department or agency;</i></li> <li>• <i>An officer or employee of a state-owned business, school, hospital or other entity;</i></li> <li>• <i>An officer, employee or official of a political party;</i></li> <li>• <i>A candidate for political office;</i></li> <li>• <i>An officer, employee or official of a public international organization or any department or agency thereof (such as the IMF, World Bank or IADB);</i></li> <li>• <i>A person acting in an official capacity on behalf of a governmental entity;</i></li> <li>• <i>An officer or employee of a state-owned or state-controlled commercial enterprise; and</i></li> <li>• <i>Other persons with governmental influence.</i></li> </ul> (Note that persons who are not deemed to be government officials under local anti-corruption law may still be considered government officials under the FCPA)   |
| Anti-bribery and Anti-corruption Management System | It includes measures designed to identify and evaluate the risk of, and to prevent, detect and respond to, bribery and corruption.   |
| Bribery and Corruption Risk Assessment:            | The bribery and corruption risk assessment contain following activities: <ol style="list-style-type: none"> <li>a) identifying the bribery and corruption risks the organization is exposed to;</li> <li>b) analyzing, assessing and prioritizing the identified bribery and corruption risks;</li> <li>c) evaluating suitability and effectiveness of the organization's existing controls to mitigate the assessed bribery and corruption risks.</li> </ol>  |