

<b>Version Number</b>	2.6
<b>Current Policy Effective Date</b>	05 February 2024
<b>Process Owner</b>	Head, HR Operations
<b>Applicability</b>	Applicable to all Mphasis employees (including apprentices) and contractors (direct & vendor)

## Objective:

The Code of Business Conduct document is intended to guide employees in making the right decisions in their day-to-day business dealings. It is not a comprehensive document on behavior or decision making. This document should be used as a directional tool on which we base all our business conducts.

## Scope:

The policy is applicable to all employees (including apprentices) and contractors (Direct and vendor)

## Effective Date: 22 May 2015

## Policy Description:

## Message from our CEO

Team,

The rapidly changing environment that was the backdrop to so many world events in the past couple of years, continue to be front and center in many places. Customer expectations are evolving. New technologies are emerging. Connection, relationship, and rapport with all our stakeholders is changing. Disruptions such as these can create opportunities for resilient companies, while it causes others to disappear.

To transform in this time of crisis, we must be agile and adaptable and possess the ingenuity and farsightedness to successfully navigate a dynamic, complex, and rapidly moving environment.

Our purpose is *'To be the Driver in the Driverless car'* - Our Next Gen Design, Architecture and Engineering services, deliver scalable and sustainable software & technology solutions to Global Enterprises.' To successfully execute on our purpose, we will need to develop an entire ecosystem where we are a **Hi-Tech, Hi-Touch, Hi-Trust** company.

To drive our own success, and that of our clients,' we will have to accelerate at a pace that we have never experienced and be ready to change where needed. However, one thing that will not change, is our long-standing commitment to maintaining the standards of business and professional conduct and compliance. Our customers, partners, and stakeholders trust us and the services that we deliver, because we consistently uphold strong values. The COBC will help us honor the trust and integrity that make us who we are. This is not just about protecting our clients, it is also about protecting you, our colleagues, and our company.

If you see or suspect that unethical behavior has occurred, come forward with your concerns. Remember, we are all accountable for upholding and abiding by the Mphasis Code of Business Conduct. When it comes to ethics and integrity there can be no compromises, no excuses. Together we have created a culture that is defined by our five principles; *Mphasis first, Growth mindset, Ready- fire- aim, Work for each other, Disagree but commit.*

I trust that you will continue to help me deliver client-centered results. Thank you for your commitment!

Best wishes,

**Nitin Rakesh**

**CEO and Executive Director**

## The Need for a Code of Business Conduct

**Fellow Mphasians,**

The Mphasis Code of Business Conduct serves to guide our actions, which should always be governed by integrity, honesty, fair dealing, and compliance with all applicable laws. The Code of Business Conduct is designed to provide a framework against which conduct, and behavior can be measured, however, the Code of Business Conduct cannot address every possible situation that may occur. It is the responsibility of each employee to always “do the right thing”, and, if you have any doubt with respect to the proper course of action, or feel the Code of Business Conduct is being violated, speak up – talk with your manager or contact the Office of Ethics and Compliance at [oeo@mphasis.com](mailto:oeo@mphasis.com).

It is critical for all of us at Mphasis to adhere to the highest ethical standards. We owe it to our customers, partners, shareholders, and each other. Take the time to understand each section of the Code of Business Conduct and join me in living up to these values every day.

**Eric Winston**

**Executive Vice President, General Counsel & Chief Ethics and Compliance Officer**

## Our Purpose

Our purpose is 'To be the Driver in the Driverless car - Our Next Gen Design, Architecture and Engineering services, deliver scalable and sustainable software & technology solutions to Global Enterprises.'

## Our principles

- **Mphasis first:** We always put Mphasis first. Mphasis stakeholders include clients, employees, investors, partners, and the community.
- **Growth mindset:** We nurture growth and promote an owner's mentality. Every Mphasian owns their individual growth and the organization's collective progress.
- **Ready, fire, aim:** We are action oriented. We experiment without fear of failure.
- **Work for each other:** We are team players. We go beyond designations to make things happen.
- **Disagree but commit:** We are united in our shared commitment to the organization's success.

## Value proposition Value 1

### Hi Tech:

#### • Design Oriented • Engineering DNA • Architecture Led • Geek • Innovative.

We own our identity as an organization of geeks. We are proud to have engineering in our DNA. We are design oriented, architecture led, and innovative.

**While you are solutioning an issue raised by the client, you sense that another issue may appear in the future, but you are not quite certain. What do you do?**

- a) Ignore it, stick to what you are doing now. We can always resolve it if the client complains.
- b) Inform the client but do nothing about it right now.
- c) Pretend it does not exist as resolving it will take time.
- d) Explore the issue from all aspects. Keep the client informed and use your skills and learning to resolve it completely.

Answer: Explore the issue from all aspects. Keep the client informed and use your skills and learning to resolve it completely. This demonstrates commitment to excellence and Hi-Tech behavior of Engineering DNA and Architecture led.

## Value 2

### Hi Touch

#### **Empathetic • Global & Inclusive • Personal**

We are an empathetic organization. We are global, but inclusive. We retain a personal touch.

### Question:

**An employee approaches you with a query which is not your responsibility. You should:**

- a) Reply saying, I am not responsible for the query.
- b) Delete the mail as it is not your responsibility.
- c) Reply to the sender with a response to the query and then advise him that you are not responsible for those queries along with the details of the single point of contact (spoc) to whom the sender can write to in future.
- d) Reply advising that you are not responsible for the query, and you do not know the new spoc.'
- e) s details.

Answer: Reply to the sender with a response to the query and then advise him that you are not responsible for those queries along with the details of the spoc to whom the sender can write to in future. By doing so, your actions demonstrate empathy towards the employee's time and personal touch in connecting the employee with the details of the spoc.

## Value 3

### Hi Trust

#### • Integrity • Walk the talk • Stewardship • Commit & deliver.

We demonstrate integrity. We walk the talk and show stewardship. We commit and deliver.

#### Questions:

Your team has been assigned a project which you think will need 2 weeks for completion. However, your lead has committed to the client to deliver the same in 10 days which is 4 days prior per your assessment:

- a. You will ignore your instinct and continue doing your role.
- b. You will discuss with your manager about your concern and help your manager take adequate countermeasures to staff more people and deliver the project as committed.
- c. You will discuss with your peers and get everyone worried.
- d. You will take leave for 2 weeks as this project is set for failure.

Answer: You will discuss with your manager about your concern and help him take adequate countermeasures to staff more people and deliver the project as committed. This demonstrates the Hi Trust behaviors of integrity and the honor to the commitment to deliver on-time, every time thereby ensuring customer delight always.

## Mphasis Codes of Conduct

### We are an equal opportunity employer.

We are an equal opportunity employer and strive to treat our employees with respect and dignity. Our diverse workforce provides many benefits including creativity, variety in approaches to problem solving and the ability to work effectively as a global company. We select and place employees on the basis of their qualifications, attributes, and skills for the work to be performed.

This applies to all personnel actions, including recruitment, hiring, placement, promotion, separation, compensation, benefits administration, training, education, social and recreational programs, and the use of our facilities. We apply the same high standards for relocation and career development of our employees.

The laws of different regions (Example: California vs. Texas in USA) vary regarding employment requirements and practice; therefore, you must check with the local Human Resources staff for details specific to your geographic region.

### **We respect each other's differences.**

We treat all our stakeholders with utmost respect. You must not discriminate on the basis of race, color, religion, sex, national origin, disability, age, or any other characteristic protected by laws. We embrace diversity in all our teams and encourage the formation of blended workgroups.

### **We Foster a Culture of Inclusion**

Mphasis promotes a diverse, equitable, and inclusive culture to ensure that employees feel valued and respected. This entails fostering an environment in which people can be themselves, regardless of their background, identity, beliefs, nationalities, or race. To accomplish this, we prioritize diversity by actively seeking out and recruiting employees from a range of backgrounds and experiences and welcome diverse opinions, experiences, and ideas. The DEI office carries out various initiatives throughout the year such as training programs for employees, mentoring programs, driving various employee resource groups, and reviewing policies and procedures to promote a positive and productive work culture.

You can log into Unified Access/HR Corner/Corporate Policies to access:

1. Anti-discrimination Policy
2. Disability Guidelines
3. Inclusion & Diversity Policy
4. Equal Opportunity Policy

In case you wish to collaborate with the DEI office, please write to [inclusion.diversity@mphasis.com](mailto:inclusion.diversity@mphasis.com)

Q: While having lunch at the cafeteria, we notice a transperson passing by. We immediately start talking about their gender. Is this correct?

A: No. It is not acceptable behavior. It can create a hostile and uncomfortable work environment for employees and can lead to discrimination or harassment. We should treat all our colleagues with respect and dignity.

Q: When we see a coworker in a wheelchair near the lift, we rush over to assist him/her, not realizing that he/she truly requires assistance. Is it ok?

A: It is important to remember that differently abled individuals are capable and independent and may not always need or want assistance. Before offering help, it is best to ask if they need assistance and how you

can help. This shows respect for their autonomy and allows them to communicate their needs clearly. Rushing to assist without asking can come across as presumptuous and may make the individual feel uncomfortable or disrespected. It is important to treat everyone with respect and dignity, regardless of any perceived differences.

### **We respect data and people privacy.**

We ensure data collected from employees as part of the normal course of business is protected. This is applicable to current and former employees as well as Board of Directors, customers, job applicants, online users, and partners. Use of this information is solely for legitimate business purposes and only if the parties seeking this information have a legitimate need to know.

Mphasis and its subsidiaries may from time to time take or use photographs, videos, or audio recordings of its employees for business purposes in compliance with applicable law. You are not allowed to take or distribute photographs, videos, or audio recordings of Mphasis and its subsidiaries employees. Photographing, videotaping or audio recording employees without their awareness and consent is prohibited as that may jeopardize their privacy and violate applicable law.

Q: Do I have a duty to protect the Personally Identifiable Information (PII) of end customers during the course of my job?

A: Yes. Every employee has a duty to protect the PII received from various clients for processing as part of the job and it is an organizational mandate.

Q: Will personal information that I put on Company computer system remain private if I password protect it?

A: No. To the extent permitted by applicable law, Mphasis and its subsidiaries reserve the right to review all information stored on its computer and other systems, even if it is stored under a personal identification code or password.

#### Additional Resource

Log on to Unified Access portal - <https://unifiedaccess.mphasis.com/>

- Unified Access\Data Privacy\ Mphasis Data Privacy Policy Log on to DR SharePoint to view the following under Security Policies
- Policy: Information Security Policy

### **We make ethical decisions.**

We ensure that we are in compliance with Mphasis and its subsidiaries, policies, and local law. In addition, managers and leaders must provide proper guidance to employees and take appropriate action to prevent, detect and respond to misconduct.

If in doubt of what the proper action is, or if an act committed by another stakeholder of Mphasis and its subsidiaries seems questionable, refer to sections in this document that may be relevant and other policies

in place.

If you have questions regarding an Ethics and Compliance issue, please contact the Legal Team at [OEC@mphasis.com](mailto:OEC@mphasis.com). A thorough investigation will be completed for all legitimate concerns raised.

### **We avoid conflicts of interest.**

All our employees are ambassadors of our company. We are required to act in a manner that will serve the company's best interest. However, there may be a situation where a conflict of interest may be encountered. In these cases, you are required to disclose this conflict and remove yourself from the position of conflict. Conflicts may arise from any one or more of the following:

- **Personal relationships**

If you are representing Mphasis and its subsidiaries in dealings with any external party and you share a personal relationship with this party, directly or indirectly, the same must be disclosed to your reporting manager. Your reporting manager, in consultation with other stakeholders will be able to provide you a way forward.

In case you are (or become) related to another Mphasis employee and/or its subsidiaries employee, and/or an [Mphasis Related Parties](#), this relationship (family relationship, personal dating relationship, marriage), must be disclosed to your HR Partner and to Office of Ethics. Under no circumstances, however, must you and your relative be in a reporting relationship with each other. In case the purpose of effect of your employment benefits or is likely to benefit any [Mphasis Related Parties](#), the same should be forthwith disclosed to your HR Partner and the Office of Ethics.

In the course of normal company responsibilities, if you share a personal relationship with a supplier, vendor, customer, or competitor you must disclose the same to the Office of Ethics and Compliance (OEC) and seek approval. Under no circumstances, can play any role in the empanelment of such a supplier, vendor, customer etc.

In order to ensure no conflict of interest and independence of Mphasis and its subsidiaries, Statutory Auditors and Internal Auditors, employees will have to inform the Office of Ethics and Compliance (OEC) via [OEC@mphasis.com](mailto:OEC@mphasis.com) regarding any personal relationships (including financial dealings) with any of the members of the Statutory and Internal audit team.

- **Business opportunities**

If, during the course of your employment at the Company, you come across a business opportunity that may, or has the potential to conflict with the Company's interests, you must bring this opportunity to the notice of the Office of Ethics and Compliance (OEC) via [OEC@mphasis.com](mailto:OEC@mphasis.com).

Employment outside Mphasis and its subsidiaries is generally not permitted when there is a conflict or even the appearance of a conflict of Interest. In case you wish to engage in a second job



in business areas in which Mphasis and its subsidiaries operate, the same must be cleared by the Office of Ethics and Compliance (as governed by local laws, policies, or terms of employment).

Question:

While the pandemic has resulted in work from home culture and there is no direct visibility over the employee's activity, a friend of mine decided to take up a secondary job in the same line of business without his primary employer's knowledge to avail a steady flow and secondary stream of income. Is this acceptable at Mphasis?

Answer:

Taking up a second job or business, during or outside normal business hours of the primary job without the company's knowledge, (also known as moonlighting), is not acceptable. This is a blatant violation of our Company's Code of Business Conduct and can result in disciplinary action, up to and including termination of employment.

As per the laid down process, you will need to seek clearance from Office of Ethics and Compliance (OEC) if you desire to take a secondary employment.

- **Professional associations**

We encourage you to participate in professional organizations that will further your network and enhance your knowledge. When joining such associations, always remember that you are an ambassador of Mphasis and its subsidiaries to the outside world. This COBC holds relevance outside the confines of Mphasis and its subsidiaries as well.

While joining an external association be familiar with their intent. If the intent is in contradiction to or in competition with Mphasis and its subsidiaries business lines, you must not engage in their activities. Also, ascertain whether your participation in any association / directorship is due to your personal standing or you are expected to represent Mphasis and its subsidiaries in an official capacity. If is the latter, you must contact the Public Relations Office for all professional association memberships. If you are approached to serve as a Director or Board member of an organization, you must contact the Office of Ethics and Compliance at [OEC@mphasis.com](mailto:OEC@mphasis.com) for guidance.

- **We obtain Market Intelligence appropriately.**

We are guardians of our corporate information and must not disclose it. We must respect the rights and reservations of others in the same manner. This respect must extend to all our stakeholders, external parties we deal with and our former employees.

We must also be the protectors of confidential information that is shared with us by our external parties. For example, non-public pricing information that a vendor has shared should not be communicated to third parties unless the same is in furtherance of your duty.

You can accept information in confidence only when Mphasis and its subsidiaries management agrees that

we need it, and only under a written agreement that defines and limits our obligations in dealing with it. You must ensure that information you share with internal and external stakeholders is protected appropriately and with integrity.

- **Insider trading**

Trading in the shares of Mphasis and its subsidiaries when you possess non-public price sensitive information is illegal. During the normal course of business and performance of duties you may come across price sensitive information pertaining to the Company, its subsidiaries, and associates. This information must not form the base of any investment decision that you decide to make in the Company, nor should this non-public price sensitive information be transferred outside Mphasis environment shared with others including your relatives. Any instance of leak or suspected leak of non-public price sensitive information should be reported to the OEC through whistle-blower mechanism.

### **Bribery and Improper payments**

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.

You should not offer or accept bribes. Even if you do not consider what is being offered or received a bribe, if the other party involved looks upon the payment as a bribe, the act is prohibited. You must never offer or provide bribes or kickbacks to win business or to influence a business decision – bribery in any form will not be tolerated.

#### **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 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.

### **Exchanging 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 or cash equivalents. Gifts in the form of cash / gift vouchers are not permitted.

- e. The gift is accurately recorded in the company's books and records.
- f. The gift is of nominal value.

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:** actual and potential clients, suppliers, business associates, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures, etc. (excluding Mphasis employees).

Following approvals are necessary for gifts to Govt./ Quasi Govt. entities and officials and others:

Parties	Approval for Expense below INR 2,000 for India and \$100 (equivalent local currency) for other countries, per person	Approval for Expense equal to and above INR 2,000 for India and \$100 (equivalent local currency) for other countries, per person
Govt./ Quasi Govt. officials	<ul style="list-style-type: none"> <li>• Prior written approval of respective L10</li> <li>• In situations where pre-approval is impractical, a post facto approval by respective LT2</li> </ul>	<ul style="list-style-type: none"> <li>• Prior written approval by respective LT2 &amp; OEC</li> <li>• In situations where pre-approval is impractical, a post facto approval by respective LT1 &amp; OEC</li> </ul>
Others	<ul style="list-style-type: none"> <li>• Approval of expense by L10 and above</li> </ul>	<ul style="list-style-type: none"> <li>• Prior written approval by L10</li> <li>• In situations where pre-approval is impractical, a post facto approval by LT2</li> </ul>

**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 3<sup>rd</sup> parties including respective clients. Even if the expenditure is permitted or limits are higher under those laws or policies, the approval requirements laid down in this policy should be adhered to. On the contrary if the limits under local law or 3<sup>rd</sup> party policies are lower, then that will be meticulously followed without any deviation.

**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.

**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 logo'd promotional materials, 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.

### Travel, Entertainment and Hospitality

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 and improper advantage) Reasonable in amount, and
- b) 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 related to improving our company image, present our products and services, or establish cordial relations.

Following approvals are necessary for travel, entertainment and hospitality expenses related to Govt./ Quasi Govt., officials, and others in the private sector:

Parties	Approval for Expense below INR 2,000 for India and \$200 (equivalent local currency) for other countries, per person	Approval for Expense equal to and above INR 2,000 for India and \$200 (equivalent local currency) for other countries, per person
Govt./ Quasi Govt. officials	<ul style="list-style-type: none"> <li>• Prior written approval of respective L10</li> <li>• In situations where pre-approval is impractical, a post facto approval by respective LT2</li> </ul>	<ul style="list-style-type: none"> <li>• Prior written approval by respective LT2 and OEC</li> <li>• In situations where pre-approval is impractical, a post facto approval by respective LT1 and OEC</li> </ul>

<b>Others in the private sector</b>	<ul style="list-style-type: none"> <li>• Approval of expense by L10 and above</li> </ul>	<ul style="list-style-type: none"> <li>• Prior written approval by supervisor / project DM</li> <li>• In situations where pre-approval is impractical, a post facto approval by supervisor / project DM</li> </ul>
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- Please refer scope of the ABAC policy for details
- 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.
- Frequent instances of entertaining or gifting to same entity / person / group of persons, even with exceptional approvals to be avoided.

Employees should take cognizance of the local laws and limits prescribed in anti-bribery policy of the 3<sup>rd</sup> parties including respective clients. Even if the expenditure is permitted or limits are higher under those laws or policies, the approval requirements laid down in this policy should be adhered to. On the contrary if the limits under local law or 3<sup>rd</sup> party policies are lower, then that will be meticulously followed without any deviation.

**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 supervisor and OEC.

**Charitable Contributions**

Mphasis only makes charitable donations that are legal, ethical under local laws and practices and that are an integral part of its corporate social responsibility. Donations to be made only to bona fide organizations with relevant tax exemption benefits. All donations to be made only with prior approval of OEC.

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

Please read Mphasis Anti Bribery & Anti-Corruption Policy for details:

**Unified Access/FRMS/Policies/Anti-Bribery and Anti-Corruption Policy**

- **Compliance with Sanction Obligations**

Various Governments & Regulators across globe impose certain sanctions and export control restrictions targeting various countries, entities, and individuals. Mphasis and its subsidiaries has a duty to comply with such restrictions fully.

Mphasis and its subsidiaries takes all possible effort in ensuring that its business and transactions do not

involve a breach of any applicable Sanctions Obligations or Laws and Regulations applicable to it. Mphasis and its subsidiaries has implemented controls and procedures effective to ensure that transactions or dealings that qualify as prohibited activities are immediately brought to the attention of Company's compliance or legal staff. At Mphasis and its subsidiaries, we maintain a sanctions guideline in order to meet our obligations in relevant jurisdictions of business operations of the Company. (Refer Guideline document: Unified Access\ FRMS\ Guidelines\ FRMS- GDL-CRO- 001\_Governance Guideline on Compliance to Sanction Requirement\_v01)

Mphasis and its subsidiaries shall not directly or indirectly do business or enter into any transaction with any Sanctions Restricted Country, Entity or Person, including any deposit activities, trade, investments, and any other transactions. Mphasis and its subsidiaries shall ensure that its Employees refrain from doing business with (on behalf of their employer-company) any Sanctions Restricted Person in a manner that would be in breach of any applicable Sanctions Laws and Regulations. You should report any actual or potential breach of any applicable Sanctions Obligations promptly after you become aware about the same.

- **Media relations**

It is important that we engage with the media through proper channels. Only official Mphasis and its subsidiaries Spokespersons are authorized to speak to the media. If you are approached by a member of the press (TV/Newspaper/Radio/Internet or other public forum) to participate in any capacity in a public forum, please route these requests to the Public Relations Office by sending an email to [Mph.communications@mphasis.com](mailto:Mph.communications@mphasis.com)/PR@digitalrisk.com.

In case you are requested to participate in such activities outside work, you must notify the Public Relations Office. You must ensure that the organizers understand that you are not representing Mphasis and its subsidiaries and Mphasis and its subsidiaries should not be linked in any way to personal events unless explicit approval has been obtained from the Public Relations Office.

Additional Resources - Applicable only for Digital Risk Employees Log on to DR SharePoint to view the following Security Policies:

- Policy: Information Security Policy Employee Handbook
- Policy: Prohibiting the Use of Material Information and/or Non-Public Information for Investment Purposes

- **Intellectual Property**

All Intellectual Property assets like software, platforms, frameworks, tools, accelerators, utilities etc. will have an owner whose permission is required for their use.

For Mphasis and its subsidiaries to retain ownership, Intellectual property assets should be ideated and developed independent of client projects and platforms.

While using Mphasis and its subsidiaries intellectual property assets for a client or third party, one must comply with the relevant terms of the legal agreement with the client or third party. Alternatively, you may provide Mphasis and its subsidiaries intellectual property under a separate licensing agreement. Consult legal for clarity.



Any material from the web will not be free from ownership rights – in case of doubt, please reach out to the IP Office. Mphasis Technology Innovation Protection Program at Mphasis helps you understand the true mettle of your innovative effort as you work along to maximize the value of the technologies.

In case you have developed an innovative solution and believe that it could potentially be an Intellectual Property Asset of Mphasis, please reach out to the IP Office to identify, protect, and commercialize the IP assets.

**Additional Resources** (Log on to Unified Access portal to view the following documents)

- HR Corner -> Workplace Support -> Information Security Management System (ISMS)
- HR Corner -> Corporate Policies -> COBC -> Code of Conduct for Prevention of Insider Trading

**Unified Access -> Legal -> IP -> Open-Source Software Policy**

We abide by the laws of the lands we operate in.

Regardless of what the situation is, we must always cooperate with the law and its representatives. If a government agency contacts you as part of an official investigation, you must direct them to the Mphasis and its subsidiaries Legal office. Work with the legal team to respond to any requests that come to you regarding Mphasis and its subsidiaries Risk information, process, or any other company related matter. In case of audits - internal or external, you must answer all questions truthfully and to the best of your knowledge.

### **We communicate openly with investors.**

All requests from investors must be routed to [investor.relations@mphasis.com](mailto:investor.relations@mphasis.com). Information that can be shared with these groups must be reviewed to protect Mphasis and its subsidiaries confidential information and employee data. Only those who have been authorized to do so may speak on behalf of the organization.

Q: At my level, I am allowed to claim travel expenses and I do so according to the policy. However, if I lose a receipt or forget to pick one up at the time of purchase can I substitute a receipt that I have from personal use?

A: No. You must submit only those travel expense receipts that relate to your work at Mphasis and its subsidiaries. If you lose a receipt, neglect to take one or do not have the original receipt for any other reason, you cannot re-create or submit another receipt in place of the original.

Q: A good friend of mine is an investor and is looking to invest in Mphasis. He has asked me for some company information. Can I advise him?

A: No. You should refer your friend to the Mphasis and its subsidiaries website – [www.mphasis.com](http://www.mphasis.com) – to view all investor information in case he has more questions; he can direct questions to the contact whose information is present on the Mphasis and its subsidiaries website.

### **We deal with utmost professionalism.**

It is our actions that form and shape opinions about our work and our company. In all our interactions with internal as well as external stakeholders, we must conduct ourselves with the highest level of integrity. You must comply with all laws and regulations and with all company policies.

### **We engage responsible suppliers.**

While we hold ourselves up to the highest standards, we must demand the same level of excellence from our suppliers and partners. You must take all reasonable precautions before engaging suppliers to ensure that their operations meet our ethics and compliance requirements. You must ensure that our suppliers work within the framework of the law and are fair in their dealings with us and their other stakeholders.

Q: I am the vendor manager for the function and one of the vendor representatives is a close friend of mine and over a period of time, he had even become a good family friend. Apparently, Mphasis business with the vendor has been on the rise and there was high value transaction happening. At some point the vendor decides to present me some gifts based on my personal relationship. How should I handle such relationship?

A: Firstly, as a Vendor Manager you should disclose the vendor relationship with your manager and recuse yourselves from any transactions involving the vendor. Further, even though you have a personal relationship with the vendor representative, keeping the official relationship in mind, you should refrain from accepting any gift from him.

### **We use assets wisely.**

As a company, we provide infrastructure and systems that will enable you to be more productive and that allows employees to work with ease and efficiency. Both tangible and intangible assets are meant for use to achieve organization objectives. Personal use of the same should be kept to a minimum and be done responsibly.

### **We provide quality services.**

We must take pride in the work that we do and always give precedence to quality. This means that any task you undertake must be executed with attention to detail and the mind-set of getting the objective solved; not just checking a box for completion.

We must ensure that we are well prepared with the skills and ability to perform the roles given to us. Specifically, we must invest in our learning to stay relevant to our clients and progress to greater heights in Mphasis and its subsidiaries. Talent Next is a platform provided by Mphasis and its subsidiaries to help you further your technical skills and be at the forefront of IT. Through Talent Next, you must continuously upgrade your skills to better support our stakeholders.

### **We compete vigorously.**

We compete vigorously and fairly in business and always in compliance with applicable laws. While ensuring that Mphasis and its subsidiaries becomes the best in industry, you must not engage in restrictive practices and other actions that would impede legitimate competition. You should not be coercive in dealings with competition and should not enter into agreements that pertain to price setting, driving the customer base, suppliers, or markets.

We can gather competitor information from sources including but not limited to published articles, advertisements, brochures, other non-proprietary materials, and surveys by consultants.

You must avoid any practice that could result in or be perceived as inappropriately obtaining competitive information, such as theft, spying, bribery, or breach of a competitor's non-disclosure agreement. If there is any



indication that information you are offered was not lawfully obtained, you must refuse to accept it. If you receive any competitive information anonymously or that is marked confidential, you must not review it and must immediately contact the Office of Ethics and Compliance.

### **We maintain accurate business records.**

All documents must have a defined shelf life. Accounting and statutory records must be preserved pursuant to the applicable local laws and statutes. There must be a process by which documents are stored and protected and/or disposed of when needed. This process can either be defined by the function or in the policy framework itself.

You must not sign any documents on behalf of Mphasis and its subsidiaries unless you have been given specific authorization. You must limit your sign-off to the category for which you have been given control.

Q: I am working on a project where I know we cannot deliver on all the specifications but my team lead says that we just need to do the necessary work so we can state that we have completed. We can finish the rest after it has been signed off. Can I do that?

A: No. Work should not be done just to “check a box.” If you cannot complete the work as specified, you need to let the client know. When we sign off on our work, it is the Mphasis and its subsidiaries reputation that is on the line. You must ensure that all work done is of the highest quality.

Q: One of my co-workers plays computer games all day long. As a group, we are always under pressure because he fails to pull his weight. Is this acceptable?

A: No. We must expect excellence from ourselves and our colleagues. If you find that one member of the team is not pulling their weight, talk to your reporting manager to address the issue. If that also does not work, then speak to your HR Business Partner. It is important to use the proper channels to escalate your concern.

### **Additional Resources**

Log on to Unified Access portal to view the following documents:

- HR Corner > General Policy > Technology Usage Policy
- ISMS > 2\_Policies > Information Security Policy
- Business Excellence (Quality Policy)

For Digital Risk Employees: Log on to DR SharePoint to view the following Security Policies:

- Mobile Device Policy Final
- Information Security Policy

### **We honor human rights.**

We must respect our rights as individuals. You must always comply with laws designed for the protection of human rights. Mphasis has zero tolerance for slavery and human trafficking. You must ensure that any form of slavery, child labor, forced labor, servitude, verbal or any other form of harassment and physical punishment are not permitted in any Mphasis operations or that of our suppliers. You must not engage in any activities that would jeopardize our safety or security. In fact, given that the United Kingdom recently adopted a Modern Slavery Act 2015 which prohibits Slavery and Human Trafficking in multiple forms, Mphasis has

incorporated these provisions into its company manuals and directives across the organization, and not just in the United Kingdom.

<https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/Mphasis%20Modern%20Slavery%20Act%20Statement-new.pdf>

Mphasis takes corporate responsibility to address workplace issues such as working hours, child labor, forced labor, nondiscrimination, health and safety and the environment. We encourage businesses through our supply chain to adopt and enforce similar policies in their own operations. Our policies reflect our commitment to acting ethically and with integrity in all our business relationships and in implementing and enforcing effective systems and controls to ensure slavery and human trafficking is not taking place anywhere in our supply chains. We expect all those in our supply chain, including contractors, to comply with our values and governance systems. The business heads are responsible for compliance in their respective departments and for their supplier relationships.

### **We provide safe and secure work environment.**

We must be mindful of the behavior we display in the workplace. We must ensure that our behavior is not offensive and does not cause discomfort to any stakeholders. While interacting with each other and external parties, our behavior should in no way be disrespectful, hostile, violent, intimidating, threatening, and demeaning or in a manner that could be constructed as harassment in any form. We have zero tolerance for disruptive behavior and if you observe it, you must report it to your reporting manager or HR business partner. If you are in position where you cannot contact either of these employees, you can use the Whistleblower channel to do the same.

However, Whistleblower should not be the first line of reporting, you must try to resolve the situation through the proper channels first.

### **POSH**

We do not tolerate sexual harassment or other unlawful behavior in the workplace, whether committed by a co-worker, leader, client, contract labor, supplier, or anyone else. Actions, words, jokes, or comments that are derogatory will not be tolerated. Although sexual harassment appears in various forms and degrees, it generally consists of unwelcome sexual advances, unwelcome request for sexual favors, or other unwelcome verbal or physical conduct of a sexual nature and/or based upon a person's sex.

Sexual harassment occurs when submission to or rejection of sexual advances adversely affects your employment (for example, promotion or termination) or when unwelcome sexual conduct unreasonably interferes with your job performance or creates an intimidating or hostile work environment. If you find yourself in any such situation, you must report it through the Prevention of Sexual Harassment channel ([POSH@mphasis.com](mailto:POSH@mphasis.com)/[POSH@digitalrisk.com](mailto:POSH@digitalrisk.com)) immediately. You are also obligated to report such behavior if you observe it but are not involved. You need not copy or escalate to your manager or HR partner while writing to [POSH@mphasis.com](mailto:POSH@mphasis.com)/[POSH@digitalrisk.com](mailto:POSH@digitalrisk.com), as this policy does not require you to follow the hierarchy of reporting.

If you are a manager or HR partner and a POSH complaint is made to you, you should immediately write to [POSH@mphasis.com](mailto:POSH@mphasis.com)/[POSH@digitalrisk.com](mailto:POSH@digitalrisk.com) and not try handling the matter yourself or discuss with anybody. This is to ensure that confidentiality of the complainant is ensured, and that the complaint can be raised

without any fear.

Log on to Unified Access/HR Corner/Corporate Policies to view the following documents:

- Global Policy
- POSH India Policy
- POSH Policy US and FAQ

## **Drug & Alcohol Policy**

Mphasis prohibits its Employees from possession, use, distribution, sale, or purchase of substances notified by the Government as Controlled Substances on Company premises and from working under the influence of alcohol, drugs, or other intoxicating or Controlled Substances.

The use of illegal drugs on Mphasis's premises shall not be tolerated, nor shall Mphasis allow Employees to work with the presence of illegal drugs in his or her system.

As a means of enforcing this policy, Mphasis may require drug testing of all candidates for employment post making a conditional offer of employment. In addition, the Company reserves the right to request random testing of any Employee, as well as testing of Employees under specific circumstances.

This policy applies to all Employees. Violation of this policy may create civil and/or criminal liability for Mphasis, and any Employee involved.

For further details on the Drug & Alcohol Policy guidelines, please refer to Unified Access: HR Corner > Corporate Policies > COBC >> Drug & Alcohol Policy

## **We are responsible to the communities we operate in**

Our main objective as a for-profit entity is to work towards creating shareholder value. However, we must not do this at the cost of the communities that we work in. You must obey all laws and regulations pertaining to the preservation of the environment. You must proactively find ways to conserve energy, water, and other diminishing resources. Conversely, you must also encourage and propagate recycling.

We must also be upstanding members of the community. As an organization, you are encouraged to take part in community events and company-sponsored charitable events. Work through the F1 Foundation to volunteer or help plan the organization's charitable events. You can volunteer your time and resources to certain charitable organizations.

Contact the CSR Office or visit Mphasis website for more information.

## **We market responsibly.**

It is our goal to be the industry leaders in our field. We must accomplish this feat by marketing responsibly to all our stakeholders. We must provide accurate representation of the services we offer and deliverables we can achieve. You must not commit to any terms on which we cannot deliver.

You should not engage in misleading and false advertising. While choosing third parties to work with, you must do due diligence to ensure that they meet our company's standard.

We must be aware of how our services are being used and ensure that the services we provide are not intended for activities that would violate any law or Company value.

### **We deal with misconduct quickly and decisively.**

We take our commitment to provide a safe and secure work environment very seriously. In case of misconduct, we act together to stem the source of the misconduct. Depending on the severity, actions can range from verbal reprimand to termination and/ or legal action being taken against the party at fault.

As employees, we are collectively responsible for the reputation that Mphasis and its subsidiaries has built. You have the power to stand up to misconduct and demand action to resolve the situation, whether the misconduct is at a person-to-person level or at an enterprise-wide level.

**Additional Resources** (Log on to Unified Access portal to view the following documents)

- HR Corner -> Corporate Policies -> Open Door Policy
- HR Corner -> Workplace Support -> Quality -> Mphasis Quality Policy
- HR Corner -> Workplace Support -> Information Security Management System (ISMS)
- HR Corner -> Workplace Support -> Business Continuity Management System (BCMS)

### **Important Contact Information:**

To help you in reaching out to the right resources, here are a quick list of contacts that will serve you in case you have doubts you need to get cleared:

- **Whistleblower:** To register complaint regarding actions those are in violation of our COBC (ethical violations and leak or suspected leak of non-public information about the Company) [whistleblower@mphasis.com](mailto:whistleblower@mphasis.com)/[whistleblower@digitalrisk.com](mailto:whistleblower@digitalrisk.com)
- **Office of Ethics and Compliance:** To get advice on serving on boards, ethical/compliance questions/declare gifts – [OEC@mphasis.com](mailto:OEC@mphasis.com)
- **Public Relations Office:** To get advice on speaking to the media when the media wants a statement from the company, taking part in entertainment events – [Mph.communications@mphasis.com](mailto:Mph.communications@mphasis.com) / [PR@digitalrisk.com](mailto:PR@digitalrisk.com)
- **Investor Relation:** To refer any investor queries – [investor.relations@mphasis.com](mailto:investor.relations@mphasis.com).
- **Legal Office:** To get direction on legal matters, refer officers of the law – [Legal@mphasis.com](mailto:Legal@mphasis.com) / [generalcounsel@digitalrisk.com](mailto:generalcounsel@digitalrisk.com)
- **Prevention of Sexual Harassment (POSH):** To register any complaints that stem from misconduct of employees with regards to sexual harassment – [POSH@mphasis.com](mailto:POSH@mphasis.com)/POSH@digitalrisk.com
- **Chief Risk Office:** To report instances of non-compliance to ISMS and BCMS, physical security or safety concerns – [CRO@mphasis.com](mailto:CRO@mphasis.com)/[generalcounsel@digitalrisk.com](mailto:generalcounsel@digitalrisk.com)

- **IP Office:** If you have any doubt on the ownership of any IP asset or how to protect or leverage Mphasis IP asset – [ip.guru@mphasis.com](mailto:ip.guru@mphasis.com).

To report any instances of fraud, data breach or theft or loss of property and for security investigations – [security.investigations@mphasis.com](mailto:security.investigations@mphasis.com) **Only for Digital Risk Employees**

I acknowledge that I have been issued the company intranet web address for the Digital Risk Employee Handbook and current policies. I agree to read and comply with these policies. I further understand that Digital Risk, LLC will hold me accountable for conducting myself according to these policies.

Digital Risk Employee Handbook & Company Policies link:

<b>HR Policies - DR Handbook</b>	
Background Policy	Production Incentive Policy
Domestic Relocation Policy	Internal Transfer Policy
DR PfR Plan Document FY'18	Light Bulb – Process document
DR VPP Plan Document FY'18	Vacation and PTO Policy
Drug and Alcohol Policy	Work Flexibility Policy
FMLA-PLOA Process Doc	Gift Card Policy
<a href="http://companyweb/pp/Policies/Forms/AllItems.aspx?RootFolder=%2fpp%2fPolicies%2fHR%20Policies&amp;FolderCTID=&amp;View=%7b7FE33310%2dDD5B%2d4BEC%2dB8F2%2d0E77BE0C3335%7d">http://companyweb/pp/Policies/Forms/AllItems.aspx?RootFolder=%2fpp%2fPolicies%2fHR%20Policies&amp;FolderCTID=&amp;View=%7b7FE33310%2dDD5B%2d4BEC%2dB8F2%2d0E77BE0C3335%7d</a>	
<b>Legal Policies</b>	
Appraiser Licensing Policy	DR Record Retention and Destruction Policy
Personal Conflict of Interest Policy	Whistle-blower Policy
<a href="http://companyweb/pp/Policies/Forms/AllItems.aspx?RootFolder=%2fpp%2fPolicies%2fLegal%20Policies&amp;View=%7B7FE33310%2dDD5B%2d4BEC%2dB8F2%2d0E77BE0C3335%7D">http://companyweb/pp/Policies/Forms/AllItems.aspx?RootFolder=%2fpp%2fPolicies%2fLegal%20Policies&amp;View=%7B7FE33310%2dDD5B%2d4BEC%2dB8F2%2d0E77BE0C3335%7D</a>	
<b>Marketing Policies</b>	
Corporate and External Awards Policy	Photo and Video Release Policy
Social Media Policy	
<a href="http://companyweb/pp/Policies/Forms/AllItems.aspx?RootFolder=%2fpp%2fPolicies%2fMarketing%20Policies&amp;View=%7B7FE33310%2dDD5B%2d4BEC%2dB8F2%2d0E77BE0C3335%7D">http://companyweb/pp/Policies/Forms/AllItems.aspx?RootFolder=%2fpp%2fPolicies%2fMarketing%20Policies&amp;View=%7B7FE33310%2dDD5B%2d4BEC%2dB8F2%2d0E77BE0C3335%7D</a>	
<b>IT Security Policies</b>	
Clean Desk Policy	Conflict of Interest Policy
Email Security Policy	Loan Review Fraud Identification Policy
Mobile Devices Policy	Network Security Policy

Password Policy	Policy for Disclosure of Personal Information Contained in Loan Files
Social Networking Policy	Remote Access VPN Policy
User Access Policy	System and Internet Acceptable Usage Policy
<a href="http://companyweb/security/Information%20Security%20Policies/Forms/AllItems.aspx">http://companyweb/security/Information%20Security%20Policies/Forms/AllItems.aspx</a>	

Thank you for completing the Code of Business Conduct. By completing this, you understand the policies and agree to abide by them.

## Annexure to the Policy:

Annexure A- FAQs COBC

Code of Conduct for prevention of insider trading Severity Document

## Policy Revision History

Serial No.	Version No.	Date of Change	LT2 Approver	Sections Affected	Changes in Brief
1	1.1	22-May-15	-----	All	Document updated to reflect Values of Mphasis-Unleash the Next
2	1.2	1-Jul-15	-----	Insider trading	Added: Prevention of Insider trading in the case of client securities.
3	1.3	5-Aug-16	-----	Exchanging gifts	"A nominal value is considered to be INR 1000 or less for India and USD 50(equivalent local currency) or less for other countries." INR 500 changed to INR 1000."
4	1.4	7-Feb-17	-----	We honor Human Rights	Change in text – Added Clause-Prohibition of Slavery and Human Trafficking added.
5	1.5	17-Apr-17	-----	CEO Message	Amended the document with new CEO's message
6	1.6	6-Jun-17	-----	We honor human rights	Change in text – Prohibition of Slavery and Human Trafficking updated.
7	1.7	20-Aug-18	-----	All	CEO and General Counsel & Chief Ethics and Compliance Officer Message updated. Merged Mphasis and Digital Risk into 1 Single document.
8	1.8	29-Nov-18	-----	Compliance to Global Sanctions	Added: Document updated with section on Compliance to Global Sanctions.
				We provide quality services	Updated: Information added on Talent Next.



9	1.9	8-Mar-19	-----	Exchanging gifts	Replaced: Entire content under Exchanging gifts to align with Anti-bribery and Anti-corruption policy.
				Receiving gifts	Added: Paragraph on Receiving gifts to align with Anti-bribery and Anti-corruption policy.
10	2.0	28-Mar-19		Business Opportunities	Replaced: Reporting changed from manager with the Office of Ethics
11	2.1	14-Oct-19	Eric W	Exchanging gifts	Added: Prior permission of supervisor should be obtained for gifts to government officials and other third parties where value does not exceed INR 2,000 for India and USD 100
				Receiving gifts	Added: Gift items that cannot be accepted in certain forms such as alcohol etc.
				Update on Corporate polices	Global Policy and FAQ India Policy and FAQ US Policy and FAQ
				Update on ABAC policy	Replacement of Bribery and Improper payments and entire ABAC policy
12	2.2	06-Jul-2020	Suresh SR	Receiving Gifts	Removed outdated hyperlink to ABAC policy
13	2.3	27-Sep-2021	Suresh SR	Multiple	Minor Edits done to Exchanging Gifts section & Travel, Entertainment and Hospitality section. Charitable contribution added under 'receiving hospitality' section. Path updated under marketing & IT security policies. References to app access & inqmi replaces with unified access
14	2.4	14-oct-2022	Suresh SR	Updated New EVP Updated business opportunities and POSH	Updated CEO message and new vision and values Included a case study under Business Opportunities POSH path and names of the policy included

15	2.5	5-May-2023	Gokul S	DEI Clause	Inclusion of a new clause relating to Inclusion & Diversity - We foster a culture of Inclusion.
17	2.6	18- Jan-2024 5-Feb-2024	Gokul S Eric Winston	Mphasis Code of Conduct Scope & Applicability Personal relationships	Updated Equal opportunity policy. Included apprentices in the scope. Disclosure on Personal Relationship in line with the related party disclosure requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.