

CAMSDATA TECHNOLOGIES INDIA PRIVATE LIMITED

Anti-Corruption Policy

For Third Party

1. Introduction and Purpose

Camsdata Technologies India Private Limited (here in after referred to as “Company” or “Camsdata”) is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. We take a zero-tolerance approach towards bribery and are committed to acting professionally. It is Camsdata’s policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice to counter bribery, wherever it operates throughout the world.

1.1 Introduction

Camsdata is subject to various Indian laws on Anti-Corruption, including the Prevention of Corruption Act, 1988 (PCA), In certain circumstances Camsdata provides services directly or indirectly in other geographies, thereby exposing Camsdata to international laws and regulations on Anti- Corruption. Camsdata is committed to compliance with all applicable Anti-Corruption legislations including the PCA. For definition of terms used in this policy, please refer Annexure I.

1.2 Purpose

Camsdata may contract with Third Parties, who act as vendors for goods/services or in the capacity of a client service provider to market/deliver services jointly, on behalf of or under the supervision of Camsdata. The purpose of this document is to provide guidance to all such Third Parties who associate with Camsdata, to help them understand their duties, responsibilities and obligations in ensuring compliance with relevant Anti-Corruption laws.

This Policy describes broadly the circumstances and extent to which business courtesies and any other thing of value may be provided to, or received from, Government Officials, commercial parties, current/prospective clients of Camsdata, other third parties and business partners. Third Parties associated with Camsdata are required to read, comprehend and comply with this policy.

2. Policy:

No Third Party may authorize, offer, promise or make any payment or give any other thing of value, directly or indirectly, to a government official or to a commercial party, in order to influence or reward an action or decision, or to gain an improper advantage. Likewise, no Third Party may, directly or indirectly, request, agree to receive or accept payment of money or any other thing of value, unless authorised as per this policy.

3. Anti-Corruption Programme

Applicable Indian Law makes it illegal to offer or pay bribes to Indian Government Officials. Camsdata’s operations and its associated third parties may also be subject to the Anti-Corruption laws of other jurisdictions that prohibit the acceptance, offer or payment of bribes to any individual, commercial party or government official, with the intention of improperly influencing official acts or decisions, obtaining/retaining/directing business to any person or entity, securing an improper advantage, or for the personal gain of an individual. Anti-Corruption laws also prohibit the indirect payment of bribes through intermediaries, agents, contractors, or other third parties.

A corrupt payment/bribe can take many forms, including an irregular payment of money (such as “kick-backs”, secret commissions, and similar payments), a payment in-kind (e.g. non-cash items such as travel, hotel, car service, tickets, club memberships, internships, hospitality and entertainment, employment opportunities, use of influence, special privileges, personal favours, financial arrangements on favourable terms, benefits and services) or gifts.

All Third Parties are expected and required to conduct business ethically and lawfully and are prohibited from making/receiving any corrupt payments to/from any government officials or commercial parties, for securing or attempting to secure, any benefit in connection with Camsdata business or the business of Camsdata current or prospective clients. However, if a third party or its employees, perceives a danger to liberty, personal safety or security arising from an official’s demand for a corrupt payment, he/she should use their judgment and subsequently report any such 'personal safety payments' to the Camsdata.

This policy not only prohibits making any corrupt payment, but also prohibits all third parties from taking/accepting such corrupt payments. Third parties may not directly or indirectly request, agree to receive, or accept kickbacks, payoffs or other payments or transfers of anything of value in connection with Camsdata or the business Camsdata current/prospective clients.

The policy not only prohibits third parties from directly making/receiving such corrupt payments, but also indirectly making/receiving such payments through consultants, agents, subcontractors, and vendors or other third party service providers, on behalf of Camsdata or on behalf of Camsdata current/prospective clients.

This means that the Third Parties may not be involved in:

3.1 Bribery/Corrupt payments to Government Officials

Third Parties may not directly or indirectly offer, authorize, promise, or give bribes, kickbacks, payoffs, other payments or give any other thing of value to any Government Official except as set forth in this policy.

This policy is broad and strictly prohibits payments or gifts of any sort to Government Officials, whether made directly or indirectly, whether intended to bribe the official to take or omit a discretionary act or simply to expedite the performance of a ministerial act for example expediting, speeding up, or facilitating any government decision or action;

3.2 Facilitation Payments

Third Parties are prohibited from making facilitation payments, either for themselves, or for Camsdata, or on behalf of current/prospective clients of Camsdata. For purposes of this policy, facilitation payments are considered as bribes and hence must not be paid either directly or indirectly through an agent or consultant. Any type of facilitation payment is prohibited, large or small. Even where such payments are perceived as part of common local business practices and even if others engage in such practices, such payments are not permissible. If you are unsure whether certain administrative and/ or expediting payments which resemble the definition of facilitation payments are permissible, contact the Camsdata Compliance & Ethics team.

3.3 Bribery/Corrupt payments to Commercial Parties

Third Parties may not directly or indirectly offer, authorize, promise, or give bribes, kickbacks, payoffs, or other payments or transfers of any other thing of value to commercial parties, for the purpose of obtaining or retaining Camsdata business or the business of Camsdata current/prospective clients, or for securing any improper advantage.

3.4 Accepting/receiving Bribes/Corrupt payments

Third Parties may not, directly or indirectly, request, agree to receive, or accept kickbacks, payoffs or other payments or transfers of any other thing of value, for the purpose of obtaining or retaining Camsdata business or the business of Camsdata current/prospective clients, or for securing any improper advantage.

3.5 Providing pro-bono services

To any current/prospective clients of Camsdata, government official or commercial party, directly or indirectly, for the purpose of securing any improper advantage or for obtaining or retaining Camsdata business or the business of Camsdata current/prospective clients.

4. Extending Business Courtesies

It is customary to extend business courtesies including meals, refreshment, entertainment, and modest gifts, in order to foster successful business relationships. When extending such business courtesies for the purpose of obtaining or retaining Camsdata business or the business of Camsdata current/prospective clients, third parties should ensure that the following mandatory requirements are met:

- i. The business courtesy is justified by a clear and legitimate business purpose, such as the promotion, demonstration, or explanation of products or services or the execution or performance of an engagement;
- ii. The business courtesy is not offered to influence or reward an action or decision of the recipient or to obtain any improper advantage;
- iii. The nature and value of business courtesy is reasonable and appropriate to the recipients position and to the occasion, and is not likely to be reasonably understood by the recipient or viewed by a reasonable and independent observer as a bribe;
- iv. When taken together with courtesies previously given to the recipient, the proposed business courtesy will not, in nature, value or frequency, give rise to an appearance of impropriety;
- v. The business courtesy will not impose a sense of obligation on the recipient, nor is there any expectation that Camsdata, Camsdata current/prospective clients or anyone else will receive anything in return; and

- vi. The business courtesy is allowable under applicable law.

Third parties should not give, or offer to give, any gifts, entertainment, meals, business hospitality, travel, or any other thing of value to any Government Official or commercial party, for securing or attempting to secure, any benefit or improper advantage.

Gifts, entertainment, meals, and other business courtesies and business hospitality like travel, seminars and marketing events must be permitted by local law, satisfy the mandatory criteria described above, and any rules or regulations (e.g., international laws) applicable to the recipient.

Clients' of Camsdata may have diverse policies on giving/receiving gifts, entertainment, meals and other business courtesies. To avoid placing clients or Camsdata in an awkward or compromising position, as far as practicable Third Parties should familiarise themselves with the client's policies before giving/receiving gifts, entertainment, meals and other business courtesies. As a general principle, gifts, entertainment, meals, and other business courtesies should be such that a reasonable and independent person would perceive them as business courtesies only and not designed to influence a specific decision or compromise the integrity or objectivity of the recipient.

5. Gifts

Third parties who exchange gifts during various occasions (weddings, ceremonies, festive occasions etc), either directly or indirectly, with government parties, commercial parties or other business related third parties engaged, for the purpose of obtaining or retaining business of Camsdata or that of current/prospective clients of Camsdata, should ensure compliance with this policy. Broadly, gifts can include sweets, chocolates, fruit, office stationery (e.g., pens, clocks, desk accessories etc). Gifts must not include cash or cash equivalents (e.g., gift certificates/gift cards, shopping cards, pre-paid vouchers or other forms of marketable instruments), or gifts that are excessive in value individually or in the aggregate. Benefits in-kind, including non-cash items such as, travel, hotel, car service, tickets, club memberships, internships, hospitality and entertainment, employment opportunities, use of influence, special privileges, personal favours, financial arrangements on favourable terms, and services, are also considered as gifts.

6. Meals and Entertainment

Third parties may invite existing/prospective clients of Camsdata, suppliers, joint venture/strategic alliance partners, and other business related third parties (engaged for the purpose of obtaining or retaining Camsdata business or the business of current/prospective clients of Camsdata) for a meal as part of business process to help create goodwill and enhance business relationships. However, such invitations to meals may be extended only if such meals are business related, to hold bona fide business discussions, satisfy the mandatory criteria defined in the policy (Refer Para 3).

'Entertainment' includes, but is not limited to, meals, sporting events (such as golf, cricket, football, Formula 1 etc), plays and concerts. Inviting existing/prospective clients of Camsdata suppliers, joint venture/strategic alliance partners, and other business related third parties (engaged for the purpose of obtaining or retaining Camsdata business or the business of current/prospective clients of Camsdata) for entertainment, including social invitations, events organised by

Camsdata, cultural and sporting events, may not have direct relevance to the business relationship or to the professional duties of a Government Official.

Accordingly, this may be perceived as improper or as entertainment being provided for the purpose of influencing a business decision and may adversely impact Camsdata reputation. Third Parties should use good judgment in selecting entertainment.

Inappropriate entertainment (Example: Adult Entertainment) is prohibited.

Third parties should not extend any meal or entertainment invitation to a Government Official when there are pending matters (relating to Camsdata business or the business of current/prospective clients of Camsdata) before the concerned official. Similarly, other invitees to the meal/entertainment must not be in a position to substantially influence a pending decision to award business or other advantages to the Third Party, for the purpose of obtaining or retaining Camsdata business or the business of Camsdata current/prospective clients, or for securing any improper advantage.

7. Lobbying, Political Activities, and Political Contributions

In general, third parties are prohibited from lobbying/interacting with lobbyists, taking part in political activities or making political contributions, to unlawfully or unethically influence any legislations or decree, to improperly benefit Camsdata business or the business of Camsdata current/prospective clients. Third Parties need to take due care to ensure that any services does not constitute lobbying or seek to influence the decisions of legislators to improperly benefit Camsdata or the business of Camsdata current/prospective clients.

Third Parties should not engage in activities which are perceived as endorsing a political or ideological position or engage in matters that appear to support lobbying, that may adversely impact the reputation of Camsdata or Camsdata current/prospective clients.

Camsdata is committed to and supports a functioning democratic constitution and a transparent and fair electoral system in India Camsdata does not support, directly or indirectly through Third parties, any specific political party or candidate for political office. Camsdata does not make contributions in cash or kind, directly or indirectly to political parties, candidates for public office or political organizations, or campaigns. Accordingly, third parties are required to be in compliance with this policy.

While Third Parties may participate in the political process using their own personal funds and resources, decisions to do so are entirely personal and voluntary. Third Parties engaging in political activities are required to do so in their own individual capacity and must at all times make clear that their views and actions are their own and should not in any way link Camsdata or Camsdata current/prospective clients into the same.

8. Charitable Contributions

Third Parties are prohibited from making any charitable contributions on behalf of Camsdata or Camsdata current/prospective clients, to influence the decisions of Government Officials or commercial parties and/or to obtain an improper advantage for Camsdata or its current/prospective clients.

9. Interacting with other Third Parties

Third parties should engage in business transactions or otherwise interact with other business related parties (Example: suppliers, joint venture/strategic alliance partners, and other business related parties), only if there is a reasonable assurance that such parties will not initiate or otherwise participate in corrupt, unlawful or unethical practices, for the benefit of Camsdata business or the business of current/prospective clients of Camsdata. Necessary due diligence procedures should be performed by Third Parties to obtain such assurance. It is important for Third parties to be alert for 'red flags', throughout their relationship with such business related parties.

Examples of "red flags" that requires seeking additional information and/or pursue further inquiry include (but are not limited to) the following situations, where the other business related party:

- Has a reputation for unethical or improper conduct or has been the subject of press reports suggesting illicit activities;
- Appears unqualified, understaffed, or ill-equipped to do the business contracted for;
- Has qualifications and/or experience that raises questions about their ability to perform the proposed work;
- Has compensation which is above market rate or seeks unusually large compensation in relation to the value of services provided;
- Requests to be paid in cash, through an intermediary, payments in a different name, in a different currency, or to a bank account outside the country where services are being performed;
- Was recommended by a current/potential client of Camsdata and/or Government Official;
- Has unusually close personal or family relationships with Government Officials related to the potential work to be performed;
- Is uncooperative during the due diligence process, refuses to sign contract, refuses to disclose adequate ownership/other information, refuses to complete certifications, or
- Makes comments that hint at bribery, unethical conduct or lack of commitment to Anti-Corruption laws;

If any "red flags" are identified, the responsible third party should consult with the Camsdata Ethics and Compliance team to resolve any concerns.

What is not permissible under this policy should not be subcontracted or outsourced to someone else. Turning a blind eye or ignoring red flags that something may be wrong, does not exonerate

any Third Party from criminal liability or other potentially negative consequences of improper conduct.

10. Due Diligence

All Third Parties engaged Camsdata are subject to Anti-Corruption due diligence process to check compliance with all relevant laws, regulations, and standards. All Third Parties doing business with Camsdata may need to provide adequate documentation and other information necessary to complete the due diligence process, failing which they may not qualify to be associated with Camsdata. Third Parties who may interact with Government Officials for or on behalf of Camsdata or Camsdata current/prospective clients present greater risks with respect to bribery and/or corruption matters. Such Third Parties may be subject to additional due diligence procedures.

11. Recordkeeping and Audits

Third parties should record all business transactions, payments, reimbursements, and expenditures properly and accurately in their books and records. Falsification of any documentation relating to support for receipts or expenditures incurred in relation to the work done for Camsdata (e.g., expense reports, reimbursements, and petty cash documents) is prohibited. Third Party must maintain records and accounts regarding transaction related to work done for Camsdata, that accurately and fairly reflect transactions and dispositions of assets and must monitor internal accounting controls to ensure compliance with Anti-Corruption laws and this policy.

12. Reporting Concerns

Third Parties are obliged to report concerns related to real or perceived wrongdoing and/or violations of this policy, laws, regulations, Camsdata Code of Conduct, and other concerns that arise during the course of doing business.

For seeking guidance on matters prescribed under this policy or for reporting concerns Camsdata Compliance Head acts as the expert resource and may be consulted using the helpline or email mentioned below:

- Contact Number : +91 9731091290 ;
- Email address : pradeep@camsdata.in;

13. Corrective Action

Violation of the principles contained in this policy may result up to termination of the contract and appropriate legal action as considered necessary, subject to applicable laws. Violation of Anti-Corruption laws may also result in criminal prosecution of individuals, as well as the Third Party. Such criminal prosecution is severe and can include imprisonment and significant fines may be imposed.

14. Training

All Third Parties are required to provide adequate training to educate and spread awareness among its employees, on the obligation to comply with Anti-Corruption laws, regulations and this policy.

15. Confirmation

All Third Parties are required to confirm understanding and compliance with this policy, every six months.

Enclosure: Annexure – 1 : Definitions

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Annexure I - Defined terms

These terms are valid for all the policies and procedures for Anti-Corruption mentioned in this document.

1. Business Courtesies

This includes meals, refreshments, entertainment and other things of value, as well as gifts, given to government officials, commercial parties, or other business related parties engaged for the purpose of obtaining or retaining Camsdata's business or the business of Camsdata's current/prospective clients, or for securing any improper advantage and in order to foster relationships that support a successful business.

2. Commercial parties

A Commercial party includes a business that is not owned, in whole or in part, or controlled by any national, state, provincial, or local government, or any department or agency thereof. It includes any shareholders with significant interest such as promoters, director, officer, principal or employee of such business entities, or their spouse, significant other, child or other close relative.

3. Corrupt payments, Bribes or Bribery

This includes offering, providing, receiving, or soliciting any inducement of any kind to a government official or commercial party, in order to influence or expedite any decision /action, which affects the business of Camsdata or that of Camsdata's current/prospective clients, or for the personal gain of an individual. Such payments may be direct or indirect (i.e. via an agent or other intermediary), or for the benefit of someone other than the person who is being influenced. This includes 'facilitation payments' and any 'thing of value'.

4. Directly or Indirectly

The term Directly refers to any transaction, business courtesy, or other activities carried out by the Third Party or its employees, for the purpose of obtaining or retaining Camsdata's business or the business of Camsdata's current/prospective clients or for securing any improper advantage.

The term Indirectly refers to any transaction, business courtesy, or other activities carried out by a Third Party through its agents, consultants, suppliers, joint venture/strategic alliance partners, current/prospective clients, or other business related third parties, engaged for the purpose of obtaining or retaining Camsdata's business or the business of Camsdata's current/prospective clients or for securing any improper advantage.

5. Facilitation Payments

Facilitation payments (sometimes referred to as Speed Money or Baksheesh) are generally defined as payments of a small value paid to a ministerial or clerical Government Official for the sole or predominant purpose of expediting a minor routine action (e.g. obtain visas, connect utilities, customs processing etc). The US FCPA defines facilitation payments as payments to facilitate or expedite performance of a routine governmental action (e.g. obtaining permits, licenses, or other official documents; processing governmental papers, such as visas and work orders; providing police protection; mail pick-up and delivery; providing phone service, power and water supply; loading and unloading cargo, or protecting perishable products; and scheduling inspections associated with contract performance or transit of goods across country). Though the US FCPA contains an explicit exception to the

bribery prohibition for facilitation payments, for purposes of this policy, facilitation payments are considered bribes and are not permissible and may not be paid either directly or indirectly through an agent or consultant.

6. Government Official

The term "Government Official" is a broad one:

- Government employees at any level of government (Indian or foreign), including local, city, municipal, state, central, and federal;
- Officers or employees of any governmental entity, such as a department, agency, ministry, or instrumentality thereof, including taxing, licensing, or permit authorities;
- Any person acting in an official capacity on behalf of the Indian or a foreign government or any department, agency, ministry, or instrumentality thereof;
- Any employee or officer of an entity hired to prepare a request for proposal or an invitation for bids, or to review and/or accept bids for any national, state, provincial or local government or any department or agency thereof;
- Officers or employees of a company or business owned or controlled in whole or in part by a national, state, or local government, a "state-owned enterprise" or that of any department or agency thereof;
- Officers or employees of a public international organization, such as the United Nations or World Bank or other similar development agencies;
- Members of a royal family;
- Political parties or officials thereof;
- Candidates for political office in India or abroad; and
- Elected officials, civil servants, and military personnel from within India or abroad. Spouse, significant other, child or other close relative of any of the above will also be considered as "Government Officials" for the purposes of this policy.
- Questions regarding whether a particular person should be treated as a Government Official, should be directed to Camsdata's Ethics and Compliance Team (Refer Para#6). In case of any doubt, always assume that the person is a Government Official.

7. Improper advantage

This includes but is not limited to such things as unauthorized access to a competitor's proprietary information or pricing during a competitive procurement, an opportunity to influence bidding specifications that is not open to competitors, including restrictive qualification criteria in bidding/tender documents, an early look at a request for proposal before it is made public or any other unfair means to win contracts.

8. Lobbying

Lobbying is the act of communicating with lawmakers and other public officials on laws and regulations in an attempt to influence decisions made by Government Officials, who are most often legislators or members of regulatory agencies. This includes conduct of activities aimed at influencing government and public officials, including members of a legislative body, to promote or secure passage of a legislation, decree or influence action or inaction towards a desired goal. Lobbying could also be interpreted as a form of advocacy intended to influence decisions made by Government Officials.

9. Lobbyists

Lobbyists are persons who undertake activities on behalf of corporations, trade/industry groups, and other organisations and thereby attempt to affect the formation and implementation of public policy.

10. Political activity

This includes any activity in support of or in opposition to a political party, political candidate, or seeking nomination as or being a candidate in an election.

11. Political Contributions

This includes any direct or indirect donations or contributions that are intended to influence official action or secure an improper advantage. It also includes any monetary or other benefits like goods, services, and anything of value like firm directory, mailing list or use of a conference room for supporting any political activity.

12. Thing of Value

This refers to any inducement, including but not limited to cash, cash equivalents such as gifts, gift vouchers/gift certificates, gratuities, travel, lodging, meals, refreshments, car service, discounts, loans, fees, rewards, club memberships, hospitality and entertainment (including tickets), personal favours, free access/tickets to marketing/sporting events, a golf game, free equipments, free use of the Third Parties facilities, free services to win a new project/engagement, a contest or a prize, an offer for employment or employment opportunities, internship, use of influence, special privileges, education, financial arrangements in favourable terms, benefits or services, or other financial or non-financial advantages. It could also include event sponsorships, consultant contracts, and charitable contributions made at the request of, or for the benefit of, any commercial or a government party, their family, or other relations, even if made to a bona fide charity. Things of Value also includes preferential treatment to relatives, friends, or individuals with close ties to Government Officials by giving them employment or some other advantage.

13. Third Party/Third Parties

Includes any individual or entity acting as a vendor to or supplier of Camsdata, acting on behalf of Camsdata, under the supervision of Camsdata, or jointly with Camsdata, engaged in order to market or deliver services, in connection with Camsdata's business or the business of Camsdata's current or prospective clients. Such individuals or entities may include but are not limited to consultants, advisors, lawyers, surveyors, specialist valuers, software suppliers, and/or other specialists.
