



ANTI-BRIBERY & CORRUPTION POLICY

Integrity Compliance Program	ANTI-BRIBERY & CORRUPTION POLICY	 TECHNO BRAIN <i>Empowering Lives</i>
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Version Number	Creation/ Revision Date	Prepared /Updated By	Reviewed By	Approved By	Change Description
1.0	01.06.2021	Compliance Risk Committee	RiskPro	Group CEO	No Changes
1.1	17.11.2021	Compliance Risk Committee	RiskPro	Group CEO	Corrected Conflict Check and added CRC members

TECHNO BRAIN ANTI-BRIBERY & CORRUPTION POLICY

INTRODUCTION

This document sets out the Anti-Bribery and Anti-Corruption Policy (“Policy”) of Techno Brain group of companies (“Group”).

The Group is committed to the prevention, deterrence and detection of bribery and corrupt business practices. In view of the nature, scale and geographic range of the Group’s business activities, it is important that the Group addresses the risk of bribery and corruption in order to help protect its reputation globally.

This Policy provides the guidelines on anti-bribery and anti-corruption with a view to educate the Employees (defined below) and Group Representatives (defined below) on conducting business of the Group legally and ethically. This Policy addresses a variety of contexts in which bribery and corrupt practices issues may arise in the jurisdictions in which the Group operates. In some jurisdictions, local laws and regulations may be more stringent than the provisions of this Policy. In such jurisdictions, the local laws ¹would take precedence over this Policy.

APPLICABILITY OF POLICY

This Policy applies to:

- Every individual working with the Group, wherever located across the world, including all employees (whether permanent or temporary at all levels and/or grades), directors, officers and executives (“Employees”).
- All other persons who represent the Group in any way whatsoever (“Group Representatives”).

The Employees and Group Representatives are to adhere to this Policy while dealing with any person within the Group or with ‘Other Third Parties’.

The term ‘Other Third Parties’ shall include any person or entity with whom the Employees and/or Group Representatives may interact (directly or indirectly) in connection with or in relation to the activities of the Group including any government official, government body, the Group’s existing and/or potential customers, agents, distributors, service providers, business contacts, consultants, advisers and contractors (including their advisers, representatives and officials), politicians and political parties.

The Group wants to ensure that its Employees and Group Representatives clearly understand and have the ability to properly address the anti-bribery and anti-corruption legal compliance risks associated with doing business globally. All Employees and Group Representatives are expected to read this Policy and ensure compliance of the same. In case any Employee or Group Representative requires any clarification on any aspect of the Policy, they may contact the Anti- Bribery Committee which has been constituted for supervising and implementing this Policy.

¹ Any issue that may arise due to conflict of laws, will be deliberated in the CRC meeting and the decision will be taken in those meetings collectively.

BRIBERY and CORRUPTION

A 'bribe' includes a payment, reward, incentive, inducement or anything of value offered, solicited, promised or provided to any person directly or indirectly for procuring, obtaining or retaining any commercial or other advantage in an improper manner including for influencing an official act or decision and/or inducing the recipient or other person to use influence to affect any act or decision affecting the Group.

It is unlawful to directly or indirectly offer, pay, ask for or receive a bribe and the same is prohibited.

The Group does not differentiate between government officials and private individuals or entities so far as offering, paying, asking for or receiving of a bribe is concerned. The Group does not tolerate bribery, regardless of the status of the giver or the recipient. Bribery within the Group is also prohibited.

It should be borne in mind that a bribe need not necessarily mean a monetary payment and may include anything of value. Some examples of non-monetary bribes which may be sought or offered are listed below:

- Gifts, corporate hospitality or entertainment
- Providing or seeking goods, services or facilities at unusually discounted rates
- Allowing the use of the Group's services, facilities or properties for free or at unusually discounted rates
- Passing on of inside or confidential information
- Sexual favors
- Employment to a friend or a relative
- Donation to a political party
- Charitable donation or social contribution
- Other favors that are or can be of value to the recipient

The aforesaid are for illustrative purposes only and there may be other forms of non-monetary bribe.

Acts of bribery can be in various forms and can come into operation under various circumstances. The following are a few examples of bribery

Bribing an Official: Mr. X, an employee of ABC company, gifts a government official an expensive watch with an intention of obtaining a contract for supply of goods or services of ABC to the department of the government where such government official works. Here Mr. X has risked committing an offence of bribery as soon as the offer or delivery of the watch is made to the government official. In such a case, Mr. X has put ABC also at a risk of having committed an offence of bribery.

Bribing a Potential Customer: The aforesaid Mr. X offers the CEO of a potential customer and his family an all-expenses paid trip to Hawaii only if the said ABC Company is hired as one of the vendors of the potential customer. Mr. X has risked committing an offence of bribery as soon as the offer is made to the CEO of the potential customer. ABC Company may also be found to have committed an offence of bribery.

Bribing a Competitor: Mr. X offers cash to the CEO of XYZ Company as consideration for XYZ Company refraining from bidding in one of the commercial contracts in which ABC Company is also bidding. Mr. X has risked committing an offence of bribery as soon as the offer is made to the CEO of XYZ Company. ABC Company may also be found to have committed an offence of bribery.

Receiving a Bribe: A contractor of ABC Company promises to employ Mr. X's wife as its Human Resource Manager if Mr. X ensures that the contractor is provided contracts from ABC Company. If Mr. X accepts this offer, he has risked committing an offence of receiving a bribe.

Intra-Group Bribe: Mr. X's brother is in the entertainment industry and regularly gets passes for various events held in the city. Mr. X offers to provide these tickets for free to Mr. Y, his manager, all round the year if Mr. Y promotes Mr. X to a senior level. Mr. X has risked committing an offence of bribery as he has made an offer to gain advantage related to his employment with ABC Company. Mr. Y may also be liable under anti-bribery laws if he accepts Mr. X's offer.

The aforesaid are for illustrative purposes only and there may be other instances which may also be considered as offering or receiving of bribes.

RED FLAGS

Certain activities have the potential of raising anti-bribery and anti-corruption "red flags". Each Employee and Group Representative is required to take special measures to address the "red flags" before proceeding with a transaction or engaging Other Third Party. The following is a list of possible red flag situations that may arise during the course of an Employee's employment or a Group Representative's association with the Group and which may raise concerns under anti-bribery and anti-corruption laws:

- The Other Third Party does not agree in writing to adhere to this Policy and the relevant local anticorruption laws or does not demonstrate that it has adequate internal anti-bribery and anti-corruption policies and procedures in place.

- An Employee or a Group Representative suspects or becomes aware that the Other Third Party engages in, or has been accused of engaging in, illegal or unethical business practices or the structure and operations of the Other Third Party indicates that corrupt practices are utilized in conducting business.
- In the past, the Other Third Party has requested the Group to prepare incorrect invoices or any other type of false documentation or has given false justifications for expenses to be reimbursed.
- An Employee or a Group Representative receives an invoice from the Other Third Party that appears to be unusual and not as per standard format.
- An Employee or a Group Representative learns that the Other Third Party has a reputation for paying bribes or requiring that bribes are paid to them for undertaking transactions.
- The Other Third Party refuses to provide (or provides insufficient, false or inconsistent) information in response to due diligence questions raised by the Group in the vendor short-listing or identification process.
- The Other Third Party insists on receiving an illegal commission or payment in exchange for carrying out a government function or process for the Group. It does not matter whether the Other Third Party is undertaking the function or process as per procedure or is deviating from it for the benefit of the Group.
- The Other Third Party requests for an illegal payment in exchange for his ignoring probable legal or regulatory violations by the Group.
- There are indications that the Other Third Party is not acting on his own behalf while interacting with the Group, but is concealing the true beneficial owner's identity.
- The Other Third Party requests payment in cash and refuses to provide an invoice or receipt for the same.
- The Other Third Party requests for an over-invoicing for the goods or services provided by it to the Group.
- The Other Third Party requests that all or a portion of the commission to be paid to it be paid by the Group in a third-party country which is unconnected with the transaction or by irregular methods.
- The Other Third Party requests an unexpected additional fee or commission to "facilitate" a service for the Group.
- The Other Third Party demands from the Group any hospitality, gifts or entertainment in lieu of or in connection with provision of goods/services for or from the Group.
- The Other Third Party has been convicted or has been charged with violations of laws relating to bribery and/or corruption.
- The Other Third Party requests for an employment or other engagement with the Group for his relative or friend.
- The Other Third Party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the main written contract between the parties) or refuses to put the agreed terms in the main written contract.
- The Other Third Party offers unusual gifts or hospitality to the Employees or Group Representatives.
- An Employee or a Group Representative becomes aware that a colleague, other employee or contractor working on behalf of the Group requests a payment from the Other Third Party to expedite or engage in an activity with the Group.
- An Employee or a Group Representative receives a cash offer from another Employee or Group Representative in return of such Employee or Group Representative providing some employment related advantage to the Employee or Group Representative offering such cash.

The aforesaid list is not intended to be exhaustive and is for illustrative purposes only and there may be other instances which may also be considered to be “red flag” situations.

If any of these “red flag” situations are encountered by the Employees or Group Representatives while working with the Group, the same should promptly be reported by them to the Anti-Bribery Committee for further examination.

If it is found that an Employee or a Group Representative has overlooked evidence of corruption or bribery which is within or is brought to his knowledge, such Employee or the Group Representative would have to face disciplinary action.

FACILITATION PAYMENTS

A ‘facilitation payment’ is normally a small illegal payment or gift made with a view to secure, facilitate or speed-up the performance by a government official of a regular, obligatory and non- discretionary governmental action or service which the government official is already under a duty to perform and to which the payer has a legal and legitimate entitlement. Such facilitation payments are also bribes and offer and payment of such facilitation payments is also prohibited.

Examples of activities for which facilitation payments are usually demanded:

- Clearing goods from customs.
- Obtaining permits, licenses or other official documents necessary to do business.
- Processing government papers, such as visas or work orders.
- Providing police protection or other security.
- Scheduling inspections associated with contract performance.
- Providing utilities (such as access to phone, power or water supply).

The above examples are for illustrative purposes only and there may be other instances where facilitation payments may be demanded.

Neither an Employee nor any Group Representative shall make facilitation payments of any kind to any Other Third Party, even if they are customary business practice in a particular country. They are treated as bribes under this Policy regardless of size of the payment/gift or local standards or cultural norms. There could be instances where a government official demands that a facilitation payment be made to him for performing his routine official activities. In such a scenario, an Employee or a Group Representative may consider doing the following:

- Ask what the payment is for and insist for official receipts for all payments made.
- Consider whether the payment is for legitimate services or goods. If the payment is for legitimate services or goods provided and/or the amount is appropriate, justifiable and proportionate and an official government receipt is being provided, it is unlikely to be considered a facilitation payment and such payment may be made.
- If the Employee or the Group Representative has any suspicions or concerns or is unsure whether a payment is permissible or legal, he should consult the Anti-Bribery Committee at the earliest.

GIFTS AND HOSPITALITY

The practice of giving and receiving gifts and hospitality is an integral part of doing business in some parts of the world. However, it is prohibited when used as a disguise for bribes or for

making facilitation payments. To avoid committing an offence related to bribery, the gift or hospitality must be:

- Made in good faith with the intention only to build or maintain legitimate business relations or offer normal courtesy; and
- Reasonable, nominal in value and appropriate in terms of the type, value and occasion and frequency of provision in the particular circumstances, including local cultural sensitivities.

In addition to the above, if the Employees and the Group Representatives meet the following requirements, then accepting and giving of gifts or hospitality may be considered to be acceptable:

If the giving and receiving of gifts or hospitality is in accordance with the local laws and customs.

- If the gifts are given and received openly.
- If cash is not given as a gift.
- If the hospitality is routine business courtesy like providing airport drop and pick-up services.
- If token gifts or food articles are exchanged on local festivals.

Following are some examples of generally acceptable gifts and hospitality which may be received or given by an Employee or a Group Representative for or on behalf of the Group:

Gifts:

- A coffee mug with the Group's name/logo
- Diaries with the Group's name/logo
- Sweets and baked goods
- T-shirt, sweatshirt, cap or golf balls with the Group's name/logo
- Flowers
- Inexpensive stationary
- Group's calendar

Hospitality:

- Mr. X, an employee of ABC Company, invites a customer of ABC Company to an annual event of ABC Company as part of a public relations exercise where the attendees are offered free lunch/dinner and drinks.
- Mr. X and his family are invited to a party by a customer of ABC Company to celebrate the successful completion of a business transaction of the customer with ABC Company.
- Mr. X books a hotel room for a customer of ABC Company so that he can visit one of ABC Company's facilities for a legitimate business purpose.

The above examples are for illustrative purposes only.

Except as stated in the aforesaid paragraphs, the Employees or Group Representatives may not receive or provide gifts and hospitality of any other kind from or to any Other Third Party. In particular, the Employees and Group Representatives may not:

- Offer or receive gifts and/or hospitality of any kind from any Other Third Party to whom a proposal for business has been submitted by the Group or from whom the Group has received a business proposal and/or where negotiations are underway.
- Offer or receive gifts and/or hospitality of any kind from an Other Third Party which is involved in a tender or competitive bidding process where the Group is also participating.
- Offer or receive gifts and/or hospitality of any kind from any Other Third Party that is known to be prohibited by such Other Third Party's organization.
- Make facilitation payments to any government official.
- Offer gifts and/or hospitality to any Other Third Party with an anticipation of receiving a commercial benefit from such third party.
- Offer any gift and/or hospitality to any Other Third Party to reward a commercial benefit already given by such Other Third Party to the Group.

These prohibitions apply whether the gift or hospitality is provided or received directly by the Employee or Group Representative or their family members or by someone acting on their behalf. All relationships with Other Third Parties should be on arm's length basis.

The Employee and Group Representative should not engage in any activity which could impair or give the appearance of impairing his ability to perform duties or to exercise judgment in a fair and unbiased manner.

If unusual gifts and/or hospitality are offered to any Employee or Group Representative, the same shall be reported by the Employee or Group Representative to the Anti-Bribery Committee. Further, if there is a specific requirement of giving a gift or offering hospitality to any Other Third Party as a business courtesy or otherwise, the prior written approval of the Anti-Bribery Committee should be obtained by the Employees and Group Representatives.

Employees and Group Representatives are warned that they shall not, under any circumstances, seek to circumvent this Policy by paying for any gift or hospitality personally from his own pocket.

DONATIONS

The Group, as part of its corporate social responsibility, may make donations to charitable and non-governmental organizations in various jurisdictions. The Group may sponsor cultural and social events meant for the benefit of the society. Such donations or sponsorships are made in compliance with applicable laws.

Donations and sponsorships are made by the Group only when the Group does not receive, and is not perceived to receive any business consideration or benefit in return.

POLITICAL CONTRIBUTIONS

All monetary and non-monetary contributions to promote and support political parties, politicians and political initiatives are said to be 'political contributions'.

Political contributions may be construed to be bribes when the same are made with the intention of, or for influencing government decisions for, gaining a commercial advantage for the Group. The same is prohibited.

The Group is an apolitical organization and does not make any kind of direct or indirect political contribution. Employees and Group Representatives must not make political contributions or incur any other political expenditure on behalf of the Group (whether in cash or by allowing the Group's services / goods / facilities to be used by any political party, politicians or for political initiatives free of cost or at a discounted rate). Employees and Group Representatives may make personal political contributions from their own pockets but cannot claim a refund for the same from the Group.

ACCOUNTS AND RECORD KEEPING

Accurate and proper books, records and financial reporting must be maintained across the Group. All expenditure claimed by Employees and Group Representatives towards gifts and/or hospitality extended to Other Third Parties must be supported by documents that accurately and properly describe such expenditure and the reason for the expenditure must be specifically recorded. All such expenses or claims must be submitted in accordance with the applicable expenses / reimbursement policy of the Group. The same may be subject to the review of the Anti-Bribery Committee.

No false entries or material omissions regarding payments or transactions with Other Third Parties should be made in the Group's books, records and accounts. No accounts should be kept "off- book" to aid or cover up inappropriate payments. Any gaps that may be discovered in accounts or payments made to the Other Third Parties must immediately be reported to the Anti-Bribery Committee.

Following are a few examples of inaccurate record keeping and expenses / reimbursement claim:

Submission of false or inaccurate expense account details.

- Creating or using an off-the books "slush" fund.
- Using or causing someone else to use the Group's funds for an illegal or unauthorized purpose.
- A payment to any Other Third Party which is described in accounting entries as a "miscellaneous fee", which is very vague.
- Making false or artificial entries in the Group's books and records or being part of an arrangement or activity that results in falsification of the Group's books and records.

The above examples are for illustrative purposes only.

Falsification of any book, record or account of the Group or submission of any false expense statement or claim for reimbursement is strictly prohibited and may lead to termination of employment for Employees and termination of contract for Group Representatives.

DUE DILIGENCE AND SELECTION OF OTHER THIRD PARTIES

As part of its business, the Group liaises with Other Third Parties from time to time. Employees and Group Representatives shall ensure the following while dealing with Other Third Parties:

- Undertake the Group's requirements of investigating (which includes conducting appropriate due diligence), pre-qualifying and internally certifying the Other Third Parties. This process needs to be documented suitably.

- After approving any Other Third Party, a written agreement should be signed with the Other Third Party detailing the terms of the engagement.
- Each Other Third Party who is engaged by the Group should adequately be briefed about this Policy and also about the requirement of them adhering to this Policy so long as they
- \Each Other Third Party agreement shall contain suitable wordings making it possible for the Group to terminate the agreement if the Other Third Party fails to abide by this Policy.
- All payments to the Other Third Party must be made to them directly. Payment must not be made to the Other Third Party through another party that has no contractual relationship with the Group.

ANTI BRIBERY COMMITTEE

For the effective implementation of this Policy, the Group has formed an Anti-Bribery Committee which consists of the following members:

Compliance & Risk Committee Members

1. Mr. M. B. Shyam Sunder, Director Legal, Email: shyam.sunder@technobraingroup.com,
2. Mr. Nandan Gopalakrishna, CTO, Email: nandan.gopalakrishna@technobraingroup.com
3. Mr. Dipesh Thakkar, Global Director, Finance, Email: dipesh.thakkar@technobraingroup.com.
4. Mr. Surya P Chaturvedula, Director-Excellence, Compliance Officer, Email: surya.chaturvedula@technobraingroup.com
5. Ms. Latha Radhakrishna, HR-BP, Email: latha.radhakrishna@technobraingroup.com;
6. Mr. Shirsendu Chaudhuri, Market Unit Head, Email: shirsendu.chaudhuri@technobraingroup.com;
7. Mr. Colin Gabay, Product/ SBU Director, Email: colin.gabay@technobraingroup.com

The Anti-Bribery Committee monitors the effective implementation of this Policy. The Anti-Bribery Committee is responsible for receiving reports or complaints of bribery and corruption and to answer queries which any Employee or Group Representative may have as regards the Policy.

YOUR RESPONSIBILITY AND WHISTLEBLOWING

Whistleblowing for any concern as per the Techno Brain's Whistleblower Policy

TRAINING

The Group may organize workshops for Employees and Group Representatives who interact with government officials and Other Third Parties for a better understanding of this Policy.

BREACH OF THIS POLICY

All Employees and Group Representatives are advised comply with this Policy at all times. Any breach of this Policy by (a) an Employee will be met with disciplinary action, which may also lead to termination of their employment with the Group; (b) a Group Representative may lead to the termination of the commercial contract.

The aforesaid is in addition to consequences under applicable local laws. Breach of certain provisions under this Policy may also result in breach of certain legal provisions of the applicable laws. The consequences of breach of legal provisions vary from jurisdiction to jurisdiction and may at times lead to imprisonment and hefty fines.

APPLICABLE LEGISLATIONS

All local laws and regulations of the jurisdictions in which the Group operates and which deal with bribery and corruption are applicable to the Group, its Employees and Group Representatives. These laws are in addition to this Policy and are to be complied with by the Employees and the Group Representatives to the fullest extent.

The group uphold all laws relevant to countering bribery and corruption applicable to all businesses spread across all the jurisdictions in which group operates including, wherever applicable, the U.S Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act ("UKBA") and the Indian Prevention of Corruption Act, 1988 ("PCA") as amended by the Prevention of Corruption (Amendment) Act, 2018. Different statutes adopt different yardsticks to determine whether or not a particular act or omission is an offence thereunder; thus an act may be an offence under one statute, but not under another. The FCPA makes it a federal crime for companies or individuals to bribe government officials in non-U.S. countries in order to obtain or retain business, or to secure improper business advantages. The FCPA also requires public companies or issuers (U.S. and non-U.S companies that trade securities on a U.S. stock exchange), to keep accurate books and records, and to have an adequate system of internal financial and accounting controls. The UKBA prohibits bribery in both, the public and private sectors. Under the PCA, bribery of government officials and agents, whether directly or indirectly, is strictly prohibited.

Appendix 1: Extract for Techno Brain Board of Directors Resolution for Formation of Compliance and Risk Committee



Extract of resolution passed by the board of directors of
"Techno Brain Global FZ-LLC" (the Company) on 3 December 2020
for formation of Compliance and Risk Committee

The Chairman informed the Board that, with the recent settlement agreement signed with World Bank and further internal discussions by the leadership team, it is the need of hour that the Company forms a compliance and risk management committee to review, improve, train and enforce to the industry best standards Governance framework and internal control policies, procedures and best practices across techno brain group of companies.

The Board agreed to the resolution moved by the Chairman and resolved the following:

Resolved that the Company will appoint a compliance and risk committee to review, adopt improvements in all matters related to Group's internal control policies, procedures, practices, compliance requirements, risk identification and mitigation procedures, regulatory requirements and all related matters. The revised policies, procedures and practices recommended by the Committee shall be approved by the Group CEO and Director. The Board also proposes names of below members to be formed part of compliance and risk committee:

- 1) Shyam Sunder M B
- 2) Dipesh Ramesh Thakkar
- 3) Latha Radhakrishna
- 4) Nandan Gopalakrishna
- 5) Surya Chaturvedula
- 6) Shirsendu Chaudhuri
- 7) Samar M. Patel
- 8) Colin Gabay

//CERTIFIED TO BE TRUE//

Techno Brain Global FZ-LLC

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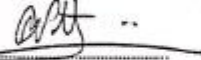
Extract of resolution passed by the board of directors of
"Techno Brain Global FZ-LLC" (the Company) on 3 December 2020
for formation of Compliance and Risk Committee (continued)

***RESOLVED FURTHER THAT** the Committee members are authorised to appoint chairman and vice chairman among themselves in their meeting and hereby authorised to do all such acts, deeds, things required to give effect to above said resolution including filing with Authorities at all locations in this regard and making entries in the register (if any) applicable.


//CERTIFIED TO BE TRUE//

For and on behalf of the Board of Directors

Of Techno Brain Global FZ-LLC



Mahesh Kumar Raojibhai Patel
Director



Ketankumar Vinubhai Patel
Director



Manoj Shanker
Director



Antonio Poncioni Merian
Independent Director

Techno Brain Global FZ-LLC

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APPENDIX 2: TECHNO BRAIN Gift, Entertainment, Hospitality (GEH) POLICY

This letter describes the Gift, Entertainment, Hospitality (GEH) policy of Techno Brain. Techno Brain employees as well as agents or representatives working on behalf of Techno Brain shall comply with this policy and shall conduct business in accordance with this policy.

This Policy covers the following types of business courtesies exchanged with external parties and principles apply equally to business courtesies exchanged with both government and private sector counterparts.

1. Gifts – any type of gift, whether pecuniary or not and including personal gifts.
2. Entertainment – attendance at social, cultural or sporting events.
3. Hospitality – meals, drinks, as well as lodging and travel expenses

The following are the principles of the Techno Brain GEH policy that governs all practice concerning giving/receiving GEH:

- Employee shall not accept/give gifts, gratuities, entertainment or anything of value, beyond levels authorized by Techno Brain Management, from any person who has business dealings with Techno Brain. Please refer to Appendix for Maximum Value of GEH which can be received or given. This prohibition also applies to employee's immediate family members and anyone living in their homes.
- Employees, as well as agents or representatives working on behalf of Techno Brain, may not offer, promise or give anything of value, directly or indirectly, to any government official (domestic or foreign), any official of public international organization, or any political party, candidate or official, to obtain or retain business for anyone, direct business to anyone, or secure any other improper advantage. Any permissible gift, gratuity, payment, or entertainments proposed for any government official requires prior approval by the Group CEO.
- The intention behind the GEH should always be considered. If it could be intended to influence someone to act improperly, it should not be offered or accepted.
- Cash or cash equivalents, such as gift vouchers, shares, or other items redeemable for cash, regardless of the amount involved should not be offered or accepted.
- As per Techno Brain GEH policy, all GEH need to be mandatorily recorded in Benefit Register. Please refer to Appendix for Benefits Register Template.
- Failure to comply with the requirements of this policy or its procedures will result in disciplinary action up to and including termination of employment. Any expense of a Gift or Entertainment made in violation of this policy may not be reimbursed.
- Before giving/receiving any GEH, ensure that the law of the territory, and the regulations of the recipient's employer, allow such GEH to be received by that person. Some countries for example prohibit any public officials from receiving GEH. Some organizations prohibit their personnel from receiving GEH. Employees are expected to exercise good judgment and, if in doubt, may seek advice from senior managers or the country director for regional ethics

Techno Brain managers shall create an atmosphere conducive to compliance with this letter and spirits of the GEH policy and supporting company policies and practices.

Techno Brain promptly addresses and determines appropriate corrective actions on all policy and practice violations. All employees shall immediately report, to their management all policy violation, inadvertent or otherwise, that become known to them. Techno Brain encourages and expects employees to report suspected violations of the company's policies code of conduct, or other processes. The company does not tolerate any form of retaliation against any

employee who, in good faith, reports or participation in the investigation of a suspected violation.

APPENDIX

Value of GEH which can be given or received

Guidelines will be shared to employees for value given or received in hospitality and entertainment. In exceptional circumstances, approval of CEO will be required.

BENEFITS REGISTER

BENEFITS REGISTER								
NOTE: Please see the front page of this Register for the rules regarding gifts, hospitality, donations and other benefits.								
<u>Date when benefit was given or received</u>	<u>Name of person who gave the benefit, and name of his employer</u>	<u>Name of person who received the benefit, and name of his employer</u>	<u>State the nature of the benefit (e.g. cash, meal, political donation)</u>	<u>What was the approximate value of the benefit?</u>	<u>Why was the benefit given?</u>	<u>Who, within the company, authorized the giving or receiving of the benefit? State his position</u>	<u>Name and signature of person making this report</u>	<u>Date when this report was made.</u>

APPENDIX 3: TECHNO BRAIN FACILITATION PAYMENT POLICY

This letter describes the Facilitation Payment policy of Techno Brain. Techno Brain employees as well as agents or representatives working on behalf of Techno Brain shall comply with this policy and shall conduct business in accordance with this policy.

Techno Brain as part of its risk assessment process, assesses the risk exposure of its personnel becoming subject to demands for facilitation payments and plan for appropriate risk treatment to ensure the compliance to Facilitation Payment Policy.

The following are the principles of the Techno Brain Facilitation Payment policy that governs all practice concerning Facilitation Payment:

1. Techno Brain will not make facilitation payments of any kind.
2. Facilitation payments are unofficial payments made to secure or expedite an action by a government official, policeman or other person of authority. Facilitation payments are prohibited.
3. The only exception to this prohibition is if at any stage Techno Brain Management feel that making the payment is necessary to safeguard employee, or another person's, safety or liberty. In this case make the payment and report it as per 4 f) below.
4. The following guidance suggests how Techno Brain will act if a facilitation payment is requested from us:
 - a) Take reasonable steps to verify that the payment is legitimate. If it is legitimate, it is likely that:
 - i. the requirement for and amount of the payment would be published in official government documents or on a government notice board at the location the payment is demanded
 - ii. the payment would be something that would normally and legitimately be expected (e.g. a visa payment at the visa desk in the airport arrivals hall); and
 - iii. a receipt on official paper would be issued without needing to request it.
 - b) If no reasonable proof of legitimacy is apparent, then request proof of legitimacy in the form of:
 - i. the official requirement for and amount of the payment published in official government documents or on a government notice board; and
 - ii. a receipt on official paper.
 - c) If no reasonable proof of legitimacy is provided, and the service is being denied without payment being made, then ask to speak to a more senior officer, so as to obtain reasonable proof of legitimacy.
 - d) If no reasonable proof of legitimacy can be obtained, then, subject to 3), do not make any payment and consult with the compliance manager.
 - e) If Techno Brain Management believes that we are being asked for an illegal payment, then request/service will be withdrawn.
 - f) If Techno Brain has made a facilitation payment in circumstances where we have concerns over its legitimacy, or where we made the payment so as to safeguard our own, or another person's, safety or liberty, then we must as soon as possible:
 - i. make a record of the event in facilitation payment register (please refer to Appendix)

- ii. report the event to the compliance manager.
5. The compliance manager will investigate the event, and determine whether any follow up action should be taken. In particular, the compliance manager will determine whether it is necessary to report the event to the relevant authorities (e.g. if there are money laundering implications, or if reporting is legally required).
 6. Any such payment must not be disguised as a legitimate business expense.
 7. Techno Brain will correctly record the payment in Techno Brain’s accounts.

Techno Brain managers shall create an atmosphere conducive to compliance with this letter and spirits of the Facilitation Payment policy and supporting company policies and practices.

Techno Brain promptly addresses and determines appropriate corrective actions on all policy and practice violations. All employees shall immediately report, to their management all policy violation, inadvertent or otherwise, that become known to them. Techno Brain encourages and expects employees to report suspected violations of the company’s policies code of conduct, or other processes. The company does not tolerate any form of retaliation against any employee who, in good faith, reports or participation in the investigation of a suspected violation.

FACILITATION PAYMENT REGISTER

FACILITATION PAYMENTS REGISTER								
<u>Date when Facilitation Payment was made</u>	<u>Name of person who requested the Facilitation Payment and name of his employer</u>	<u>Name of person who paid the Facilitation Payment and name of his manager</u>	<u>State the nature of the Facilitation Payment</u>	<u>What was the approximate value of the Facilitation Payment</u>	<u>Why was the Facilitation Payment given?</u>	<u>Who within the company who authorized the Facilitation Payment? State his position</u>	<u>Name and signature of person making this report</u>	<u>Date when this report was made</u>

APPENDIX 4: TECHNO BRAIN GROUP THIRD PARTY DUE DILIGENCE POLICY

Please refer to the Techno Brain's Third-party due diligence Policy