

EXECUTIVE MEMORANDUM – CONFLICT OF INTEREST & ETHICS

From: Board of Directors

To: Directors, Officers, and Senior Management

Company: VARIANT CONSULTING GROUP PRIVATE LIMITED

Date: 20 April 2020

Subject: Conflict of Interest, Ethics, and Fiduciary Responsibility

1. PURPOSE

This Memorandum reinforces ethical standards and conflict-of-interest obligations applicable to leadership and decision-makers of the Company.

2. FIDUCIARY DUTIES

All Directors and Officers owe fiduciary duties of:

- a) loyalty;
- b) care;
- c) good faith;
- d) confidentiality.

3. CONFLICT DISCLOSURE

Any actual or potential conflict of interest shall be:

- a) disclosed in writing without delay;
- b) recorded appropriately;
- c) managed or mitigated as directed by the Board.

4. PROHIBITED CONDUCT

No Director or Officer shall:

- a) derive personal benefit from Company opportunities;
- b) influence decisions for personal or third-party gain;
- c) misuse confidential Company information.

5. CONSEQUENCES

Failure to comply may result in removal from office, termination of engagement, and legal action.