

THE ANTI-BRIBERY POLICY

OnMobile Global Limited including all its subsidiaries and affiliated entities (hereinafter referred to as OnMobile or the Company) strives to ensure that the best practices of corporate governance and disclosure requirements are followed, while ensuring that creation of wealth for shareholders and protection of interests of stakeholders are achieved with the highest level of integrity, fairness, accountability and transparency.

In the course of achieving this, the Company being a global citizen, recognizes the importance of complying with all applicable laws and regulations including the anti – bribery regulations.

Objective

The Anti – Bribery Policy (hereinafter referred to as the Policy) aims to set up a framework to facilitate the Company and its employees to comply with the international standards on anti-bribery and to communicate the Company's views and values on anti - bribery compliance. The Company expects and requires all stakeholders to comply with the applicable anti - bribery regulations and Company's policies to help protect stakeholders and the Company from potential liabilities and penalties.

The Policy is intended to articulate the following Company principles:

- Zero tolerance attitude towards non – compliance with this Policy and applicable anti - bribery regulations.
- Maintaining appropriate business relationships with government officials, customers/ clients, vendors, subsidiaries, ventures, business partners and other affiliates.
- Communicating the Policy to agents, who interact with the government officials and customers/ clients, on behalf of the Company.

Scope

The Policy is applicable to all employees of the Company (including Board of Directors), agents, vendors, venture partners, business partners, customers/ clients, associates, contract/ sub-contractors, interns and other third parties/affiliates (hereinafter collectively referred to as stakeholders).

Purpose

The Policy intends to uphold the Company's values of integrity, honesty, transparency and fair dealing in conduct of its business activities. Further the purpose of the Policy is to help the stakeholders understand and comply, amongst other, the following:

- a. The Foreign Corrupt Practices Act, 1977 (FCPA), Amended on 1988 and 1998
- b. The Bribery Act, 2010 (UKBA)
- c. Prevention of Corruption Act, 2018 (PCA)
- d. Any other anti - bribery regulations that prohibit the offer, promise or payment and demand, request or acceptance of anything of value to obtain or retain business or obtain an improper advantage
- e. Company's Code of Conduct Policy of employees with other third parties ("Code")

Prohibitions

A. General

- a. Offering, promising, or giving a financial or any other advantage to any person to induce that person to perform a relevant function improperly or to reward that person for the improper performance of such a function or activity
- b. Demanding, requesting, agreeing to receive or accepting a financial or any other advantage to perform improperly a relevant function, from any person
- c. Creating an impression that a bribe has been offered, authorized, given, promised, requested, accepted or demanded
- d. Making facilitation or grease payments, even if it represents a local practice or custom
- e. Making provisions, setting money aside or creating accounts for the purpose of facilitating payment or a bribe
- f. Offering or accepting gifts from third parties, public officials or others related to the Company.
- g. Using consulting agency and sub contractors or any other party to channel improper payments

B. Charitable and Political Contributions

As part of Corporate Social Responsibility, the Company may consider making charitable contributions to institutions supporting social cause. However, the following should be ensured prior to making such contributions:

- a. The institution to which the contribution is made is approved by the Global Head – HR/ Director - HR and the Group Global CFO.
- b. Agreement or contract is entered into with all institutions, restricting the utilization of funds for charitable purposes only.
- c. The contributions are not made as a subterfuge to bribery.

All charitable contributions shall be made in compliance with the applicable local laws.

Political contributions shall be in accordance with the Code.

C. Gifts, Hospitality and Entertainment

Exchange of business gifts, hospitality and entertainment maybe an acceptable norm or practice in some geographies as a local culture, as part of everyday business operations in order to maintain business relationships. However, such culture may create an appearance of or actual conflict of interest or illicit payment.

Refer to the Gifts, Hospitality and Entertainment clause of the Company's Code of Business Conduct and Ethics for guidelines on stakeholders operations with respect to offering or accepting of gifts, hospitality and entertainment to/ from third parties.

Agents

Following are the provisions essential as part of the business transactions with agents:

- a. An agent should be engaged only after an adequate bribery risk based due diligence and background check is conducted.
- b. Anti - Bribery declaration should be obtained prior to the engagement of the agent.
- c. Adequate conflicts of interests check should be conducted prior to engagement of the agent.
- d. A valid agreement by the Company should be entered with all agents covering the scope of services to be rendered.
- e. The agent should be prohibited from any activity or service which is not within the scope of the agreement.

- f. The remuneration or compensation of the agent should be appropriate with the services rendered.
- g. The agent should be prohibited from performing any activity on behalf of or in representation of the Company which is in violation of this Policy.

Book Keeping Provisions

The Company mandates maintenance of accurate books and records and has implemented a system of internal controls to ensure compliance to this rule.

It is the responsibility of every stakeholder to record and report all transactions in compliance with the following book keeping provisions:

- 1. Report or prohibit any “off-the record” payments and any form of fraudulent accounting or falsification of books and records to conceal any improper payment.
- 2. Understand and enforce the Company’s commitment, values and principles towards adherence to anti-bribery regulations.
- 3. Not to offer, promise, give or pay public officials or other associates, anything of value, in violation of this Policy.
- 4. Ensure that remuneration to third parties, by whatever name called, is for legitimate services and valid business purposes only.
- 5. Take necessary steps to ensure compliance with this Policy and to prevent, detect and report any suspected bribery, which has occurred in violation of this Policy.
- 6. Use a proper communication channel to report any activity that violates this Policy.

Responsibilities

A. Employees

- a. Understand the Company’s view towards adherence to anti – bribery regulations
- b. Take necessary steps to ensure compliance with this Policy and to prevent, detect and report any suspected bribery in accordance with this Policy
- c. Not to offer, promise, give, pay, demand, request or agree to receive to/ from public officials or stakeholders (excluding employees), any portion of a contract payment or any benefit in violation of this Policy
- d. Use a proper communication channel to report any activity that violates the Policy

B. Company

- a. Ensure that no stakeholder is subjected to any detrimental treatment, threat, retribution or retaliation
 - i. For refusing to take part in bribery or any other unethical practice
 - ii. For reporting a concern in good faith or for assisting in any investigation in respect of a complaint
- b. Provide a mechanism for stakeholders to report any concerns in confidence and without fear of retaliation
- c. Ensure all concerns raised are acted upon and investigated, wherever required
- d. Take appropriate disciplinary action against any retaliation towards whistleblower

Disciplinary Actions

Any violation of this Policy is likely to result in one or more of the following disciplinary actions:

In respect of employees:

- Written warning
- Imposing of penalty
- Suspension without pay
- Reduction in salary
- Termination of employment
- Restitution
- Demotion
- Initiation of legal action

In respect of others:

- Suspension
- Termination of the contracts, sub contracts or any other arrangement
- Restitution
- Initiation of legal action

Whistleblower Policy and Reporting

If any stakeholder has reason to believe that he/she has become aware of any concern or misconduct of any nature as shared above, he/she must report those facts to their immediate superior or email concerns to whistleblower@onmobile.com (the email will be acknowledged through an auto mailer). Any Whistleblower in case of special circumstance can report the matter to the Chairman of the Audit Committee by sending an email directly to Chairman of the Audit Committee at ChairmanAC@onmobile.com

To maintain the sanctity and secrecy and to serve the purpose of providing the whistleblower mechanism, all complaints lodged through whistleblower@onmobile.com will be accessed only by the Whistleblower Committee, who shall not disclose the identity of the Whistleblower and take necessary steps in such regard. Complaints can also be lodged anonymously by clicking on the below link: <https://www.onmobile.com/forms/whistleblower/>

The Whistleblower Committee would review and investigate the complaints reported under this whistleblower policy. For all categories of complaint registered under this policy, Whistleblower Committee is authorized to take suitable steps for investigation and on case to case basis may obtain support of external resources / consultants for any investigation. The permanent members of the Whistleblower Committee are as under:

1. Executive Chairman
2. Managing Director and Global CEO

For further information and details please refer the Company's Whistleblower Policy.

Applicability of Local Laws

The Policy is intended to supplement all applicable local laws, rules and other corporate policies. In instances where the Policy is more restrictive than the applicable local rules and regulations, stakeholders are required to abide by the Policy even if it imposes requirements that go beyond the legal obligations. This policy should be read and applied in conjunction with the Company

- Code of Business Conduct and Ethics
- Whistleblower Policy

Hierarchy for Regulating the Policy

- General Counsel- Legal & Compliance
- Global Group CFO
- MD & Global CEO
- Audit Committee
- Board of Directors

Waiver and Exception

There is no permitted deviation or waiver from this Policy.

The only limited exception to this Policy is in extreme circumstances where stakeholders are left with no option but to make payments made under duress and/ or to protect oneself against unlawful physical harm. In such circumstances, it is the stakeholder's responsibility to contact the local Head of Human Resource immediately on occurrence of such incident, who will further inform the Corporate Office and/or Law enforcement agency

Modification

Modifications to this Policy may be necessary, to comply with applicable regulations and/ or to accommodate organizational changes within the Company, evolving legislations and business requirements, among other reasons.

Any change/ updation to this Policy may be approved by the Audit Committee, at any time, without any notice. The Anti - Bribery Policy is continuously evolving.

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ANNEXURE - I

Definitions

The terms indicated shall carry the meaning of the term for the purpose of this Policy alone.

1. **Agent:** Any third party, regardless of the nature of engagement by the Company, who represents/ acts on behalf of/ takes decision on behalf of or jointly acts with the Company. Agents may include sales agents, distributors, sub contractors, consultants, merger/ acquisition/ joint venture partners, clearing and forwarding agents, legal advisors, etc.
2. **Anything of value:** Includes, but is not limited to cash, cash equivalents, gift cards/ certificates/ others, travel and accommodation, educational/ employment/ business opportunities, etc.
3. **Bribe:** Any advantage or anything of value, including loan, fee, reward or commission, interest in property of any description or any other service or favor, designed to influence the exercise of duty and as an incentive to act contrary to accepted standards of honesty, integrity and diligence
4. **Bribery:** It covers offering, promising, giving, accepting, receiving or soliciting a bribe to/ from government officials or private individuals.
5. **Charitable Contributions:** Payments made for the benefit of society for charitable, education, social welfare or similar causes without demand or expectation of any business or tangible return.
6. **Code:** means Company's Code of Conduct Policy
7. **Employee:** Employee of OnMobile Global Limited, all its subsidiaries and affiliated entities including contracted employees, sub contracted employees and interns.
8. **Facilitation or grease payment:** Any payment to a government official, political party or party official for "routine governmental action," such as processing papers and issuing permits, in order to expedite performance of his duties of non-discretionary nature, i.e. duties which he is already bound to perform.
9. **Government official:**
 - a. Any officer, employee or person acting on behalf of a government department or agency
 - b. Any officer or employee of a company or business owned in whole or part by a government or government agency. For example banks in UK and India have a government stake in them
 - c. Any officer or employee of a government international organization such as the United Nations.
 - d. Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party.
 - e. Any candidate to a political office.
 - f. Any person working for a state-owned institution, for example, Municipal Corporation, Electricity and Pollution boards, City Counsel, etc.
10. **Political contribution:** Any donation/ contribution, financial or in kind, towards or to support a political cause, political party, politician or candidate of a political office including not limited to gifts of property or services, advertising or promotional activities, purchase of tickets to fundraising events, contributions to research organizations with close associations with a political party.

11. **Stakeholders:** All employees of the Company, Board of Directors, agents, vendors, venture partners, business partners, customers/ clients, associates, contract/ sub contractors, interns and other third parties/ affiliates.

Acronyms

CEO	Chief Executive Officer
CFO	Chief Financial Officer
FBI	Federal Bureau of Investigation
FCPA	U.S. Foreign Corrupt Practices Act, 1977
HR	Human Resource
SEC	Securities Exchange Commission
UK	United Kingdom
UKBA	U.K. Bribery Act, 2010
VP	Vice President
CODE	Company's Code of Conduct Policy

ANNEXURE – II

Frequently Asked Questions

1. Who does FCPA and UKBA apply to?

FCPA is applicable to:

- US listed companies.
- Foreign companies or foreign affiliates that are listed on US stock exchanges.
- Subsidiaries and joint ventures in which the US listed company or Foreign Company has significant share.
- Intermediaries, business partners, contractors of the issuer or foreign affiliate or subsidiaries/ joint venture.
- Foreign persons and businesses while in the territory of the United States
- Any United States person anywhere in the world who is a:
 - United States national.
 - Any entity organized under the laws of United States including corporation, partnership, association, company, business trust, unincorporated organization, sole proprietorship, domestic concern.

UKBA is applicable to:

- British Citizen (working in the UK or elsewhere in the world).
- Individual ordinarily resident in UK.
- Any corporate incorporated in UK.
- Any corporate entity carrying on all or part of business in UK

2. What is the difference between FCPA and UKBA?

FCPA prohibits bribes (anything of value) paid or offered to a “foreign official”. However, UKBA prohibits all forms of commercial bribes (not limited to foreign officials).

Under the FCPA, maintenance of deceptive books and practices is an offence, while under the UKBA, failure of an organization to prevent bribery is an offence (this would include maintenance of deceptive books and practices).

The FCPA does not cover bribery on a private level unlike the UKBA, although such conduct can be caught under other US legislations.

The FCPA only covers active bribery, that is to say the giving of a bribe. In contrast, the UKBA prohibits both active and passive bribery i.e. the taking of a bribe.

Under the FCPA it must be proved that the person offering the bribe did so with a “corrupt” intent. The UKBA makes no requirement for a “corrupt” or “improper” intent in relation to the bribery of a foreign public official, although the requirement remains for the general bribery offence.

3. Does the UKBA apply only to bribery in the public sector?

No, it applies to bribery in both the private and the public sectors.

4. Who looks into allegations of violations of the FCPA?

Allegations of civil violations of the anti - bribery and recordkeeping provisions are investigated by the SEC's Division of Enforcement. The SEC has the authority to bring an action in federal court or before an administrative law judge when it concludes an FCPA violation has occurred and that enforcement is appropriate.

Allegations of FCPA criminal violations are generally investigated by the Federal Bureau of Investigation. FBI is required by internal regulations to bring alleged FCPA violations to the fraud section of the criminal division of the Department of Justice.

However, no prosecution of alleged FCPA violations may be instituted without the express permission of the Department of Justice Criminal Division.

5. If I already comply with local anti - bribery regulations, do I still need to ensure compliance with the FCPA and UKBA?

Yes, OnMobile being a global company being, adherence to local law does not provide exemption from anti - bribery provisions of FCPA and UKBA.

6. Within an organization who is responsible for ensuring compliance with the FCPA and UKBA provisions?

Every employee is responsible for ensuring compliance with the FCPA and UKBA provisions. Every organization has to identify specific personnel who would be responsible to monitor all compliance related activities. The Company has identified the General Counsel – Legal and Compliance and the Group Global CFO as the authorized personnel responsible for monitoring compliance with the FCPA and UKBA.

7. What are the penalties for non-compliance of FCPA provisions?

Non-compliance of the provisions may result in statutory criminal penalties for individuals including fines up to USD 1 million per violation or imprisonment for up to five (5) years. Business entities may be charged with a fine up to USD 2 million per violation. Anti-bribery provisions contain no period of limitation for criminal actions. In addition, fines may be levied under the Alternative Fines Act and court-imposed orders. Fines imposed on individuals cannot be paid by their employer or principal.

8. What are the penalties for non-compliance of UKBA provisions?

Both individuals involved and the Company can be prosecuted under the UKBA. Individuals may be subject to ten (10) years' imprisonment and/or unlimited fine. Companies may be subject to unlimited fine.

9. Besides penalties, are there any other consequences for non-compliance of FCPA or UKBA provisions?

Non-compliance to FCPA or UKBA provisions may result in:

- a) Being subjected to various investigations by authorized agencies
- b) Imprisonment
- c) Substantial loss of reputation
- d) Loss of business
- e) Judicial and incidental procedures
- f) Professional fees and management costs of defending an investigation
- g) Ongoing independent compliance monitor costs
- h) Payment of any profits earned as a result of the bribery

- i) Civil litigation
- j) Potential debarment from tendering for government contracts
- k) Loss of investor confidence

10. Are there any exceptions or defenses in place to the anti – bribery provisions?

The anti - bribery regulations provide for affirmative defenses, and the Company may not be held liable if it is able to establish the following:

- a) It had taken adequate steps to sensitize its stakeholders to the risk of bribery and corruption.
- b) A framework for proper due diligence and monitoring was in place to determine the risk of corruption and establish safe guards against the same.
- c) Each employee exercised sufficient care in the discharge of his duties in order to prevent any occurrence of such an event.
- d) The company has established an internal process in order to investigate any instance which is reported.

The Ministry of Justice has released guidance on adequate procedures and prescribes six high level principles which organizations should consider when developing their anti - bribery procedures. The six principles are:

- a) Proportionate procedures
- b) Top level commitment
- c) Risk assessment
- d) Due diligence
- e) Communication and training
- f) Monitoring and review

11. Is there any Indian equivalent of the FCPA / UKBA?

The Prevention of Corruption Act, 1988 is an Act of the Parliament of India enacted to combat corruption in government agencies and public sector businesses in India . Any offence or violation is punishable including imprisonment that may extend to five (5) years and shall also be liable to fine. In terms of accounting provisions, all companies listed on Indian stock exchanges must comply with Clause 49 of the Listing agreement which provides for exercise of adequate internal controls over financial reporting.

12. What are some of the record keeping violations that are considered as offences under the FCPA?

Record keeping violations normally involve three types of offences:

- a) Records that simply fail to record improper transactions at all, e.g., off-the-books transactions such as bribes and kickbacks;
- b) Records that are falsified to disguise aspects of improper transactions otherwise recorded correctly.
- c) Records that correctly set forth the quantitative aspects of transactions but fail to record the qualitative aspects of the transactions that would have revealed their illegality or impropriety, such as the true purpose of particular payment to intermediaries, distributors or customers.

However, these are not exhaustive list of violations

13. Do anti – bribery regulations discourage giving anything of value only to government official or even officers of private companies?

Provisions of anti - bribery regulations of FCPA discourages giving anything of value to any governmental official, political party (or official thereof) or candidate for political office, for the purpose of influencing their acts or decisions. The anti - bribery provisions of UKBA prohibits giving and receiving

anything of value to any governmental official, political party (or official thereof) or candidate for political office or any private individual.

14. How is acceptance of festivity gifts from clients while working on shore treated under UKBA?

Gifts of a nominal value, not provided in return for an obligation can be accepted. Consult your HR Head to discuss specific instances

15. We do business with government owned companies. Can I meet with them and pay for meals & entertainment?

Reasonable business-related entertainment (like offering meals) of government officials is permissible in limited situations, when each of these five conditions is met:

- a) The expenses are reasonable and bona fide and related to a legitimate business purpose (Reasonable expenses include the limits set forth in the Gifts, hospitality and entertainment clause of the Code of Business Conduct and Ethics)
- b) It does not violate the FCPA/ UKBA and other anti – corruption legislations
- c) It is approved by the identified Company personnel in advance
- d) The expenses are properly documented and recorded in the Company's books
- e) There is no improper motive involved and such meals or entertainment is legal under the laws of the official's country

16. I am an employee of the Indian subsidiary of a US parent company. Will FCPA, which is a US regulation, be applicable to me?

FCPA is applicable to any individual, firm, officer/ director/ employee/ agent of the firm or any stockholder acting on behalf of the company. Since FCPA is applicable to the company, you are also covered under the Act as an employee of the company.

17. As a director of a company, am I liable if I had no knowledge of prohibited payments being made by my agents?

FCPA provides for two kinds of knowledge – actual knowledge and constructive knowledge. The FCPA does not require proof of actual knowledge for the corrupt act. A person may be equally liable on the basis of constructive knowledge. The FCPA provides that a person's state of mind is "knowing" with respect to conduct, a circumstance, or a result if -

- a) Such person is aware that such person is engaging in such conduct, that such circumstance exists, or that such result is substantially certain to occur
- b) Such person has a firm belief that such circumstance exists or that such result is substantially certain to occur.

Knowledge of the existence of a particular circumstance is established if a person is aware of a high probability of the existence of such circumstance. In case it can be established that you as a director had actual or constructive knowledge of the act, and you did not make any effort to investigate the potential violation, you are liable for the violation. It is always better to consult the Company's legal team before proceeding in such issues.

18. What if an employee or an agent or a third party of a subsidiary pays a bribe on the Company's behalf?

A bribe on behalf of a subsidiary by its employee or agent will not automatically involve liability on the part of its parent company, or any other subsidiaries of the parent company, if it cannot be shown that the employee or agent intended to obtain or retain business or a business advantage for the parent company or other subsidiaries. This is so even though the parent company or the subsidiaries may benefit indirectly from the bribe.

19. An agent was engaged based on guidelines mentioned in this Policy and the Agent was made aware of the anti – bribery stand of the Company. However, information has been received from valid sources, that the Agent has made payments on behalf of the Company in violation of this Policy. Will the Company be held responsible for the same?

The Company may not be liable provided the following conditions are satisfied:

- a) An anti – bribery risk based due diligence has been performed.
- b) The agreement/ contract/ purchase order or any other document executed in respect of that vendor contains a clear and explicit anti – bribery clause.
- c) An acknowledgement has been signed by the vendor in respect of compliance with the Anti-Bribery Policy of the Company.
- d) Payments to agents were made against valid invoices.
- e) Invoices of agents were verified from an anti – bribery perspective.
- f) Any red flags identified were reported, investigated and dealt with thoroughly.

20. How does the Company ensure that all third parties and agents that the Company deals with comply with FCPA and UKBA provisions?

Standardized procedures for FCPA and UKBA compliance include procedures for selection of all third parties and agents. A risk-based due diligence questionnaire and back ground check is conducted for third party dealing which involve higher risks, example agents for governmental contracts, licenses. The Company has anti-bribery and right to audit clauses included in all agreements with third parties and agents.

21. What action should be taken in an event where a third party or agent that the company works with has made payments prohibited under the anti - bribery regulations?

If any such non-compliance is noted, the Company must:

- a) Immediately stop all dealings/ transactions with the concerned third party
- b) Notify the General Counsel – Legal and Compliance
- c) Consider initiating legal action against the concerned third party
- d) If required, notify the appropriate authorities

22. Will my responsibility cease once I have performed due diligence on a vendor?

Due Diligence is an ongoing process. The activities of every vendor need to be monitored and any red flags observed are required to be reported to the General Counsel – Legal & Compliance or Group Global CFO at the earliest.

23. If I notice a FCPA or UKBA violation in the Company, how do I report it?

In the event a stakeholder notices an FCPA or UKBA violation, he/ she may report the violation as per the Whistleblower Policy.