

**GLOBAL CODE OF CONDUCT**

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**Hex 5733**

**Global Code of Conduct**

## GLOBAL CODE OF CONDUCT

Date	Version No.	Prepared By	Reviewed By	Approved By	Summary of Changes
04-Oct-24	4.6	Mili Jain Antara Chatterjee / Vaishali Gore	Shreya Swamy Gwen Kolader / Rajashree Laad	Nita Nambiar (Chief People Officer)	Inclusive Language Section 17- Updated on periodicity Section 18- Updated on Implementation, Governance and training of code and added email ID for compliance reporting Section 19 – Annexure 1 - Statement of Compliance - Added Code of Conduct, Anti Trust, Anti Money Laundering statement.  Code for Responsible AI added.
10-Mar-25	4.7	Antara Chatterjee - HR	Rajashree Laad	Nita Nambiar (Chief People Officer)	Removed “Board of Directors” from the scope
7-Apr-25	4.8	Antara Chatterjee - HR	Rajashree Laad- QMG	Nita Nambiar (Chief People Officer)	Introduced clause for Equal Opportunity for Transgender Person and Persons with Disabilities.

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### 1. Introduction

The code of conduct for employees defines standards for conduct in all business, legal, and ethical matters carried out in daily business, and is meant as a tool and a guide for dealings with employees, customers, suppliers, and partners; interaction with competitors; as well as in financial areas. It is part of Hexaware's business policy to carry out all company activities in accordance with the letter and spirit of applicable legal requirements and therefore keep high standards of business ethics.

Our commitment to ethical and lawful business conduct is a fundamental value of our employees and is critical to the company's success. We will strive to uphold ethical and legal standards vigorously even as we pursue our financial objectives. We will not compromise honesty and integrity anywhere at any time even while continuously striving to build value for customers through the innovative use of technology and talent. This code of conduct reiterates our commitment to the above principles.

### 2. Scope

This code of conduct applies to

- i) All Hexaware employees (permanent and retainer roles) and is in addition to their legal and contractual obligations with Hexaware (which expression shall mean and include all its affiliates, subsidiaries, parent companies, successors & assignees)

Employees should address their immediate superior when questions or problems arise. The employee's manager is responsible for ensuring that conflicts of interest are resolved as quickly as possible.

Note:

- Any reference to "Hexaware" in this code of conduct means Hexaware Technologies Limited. (Which expression shall mean and include all its affiliates, subsidiaries, parent companies, successors & assignees)
- Any reference to "employee" in this code of conduct means and includes all Hexaware employees directly employed by Hexaware.

### 3. Purpose

This code of conduct is intended to:

- Set high standards of honesty, integrity, ethical and law-abiding behavior expected of Hexaware's employees.
- Encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders.
- Guide employees on their acts and actions necessary to maintain integrity; and

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- Set out the responsibility and accountability of Hexaware’s employees to report and investigate any reported violations of this code or unethical or unlawful behavior.

### **4. Compliance with requirements & fair competition**

#### **4.1. Compliance with laws, regulations, policies and procedures**

Employees must:

- comply with all applicable law, rules or regulation, in letter and spirit.
- comply with the protocols, policies and procedures of Hexaware; and
- encourage other employees to do the same.

#### **4.2. Fair dealing**

Hexaware expects each Employee to:

- ✓ Deal fairly with any executive, employee, shareholder, customer, supplier, competitor, auditor, lawyer or other adviser of Hexaware; and
- ✓ Encourage other employees to do the same.
- ✓ Employees must not take unfair advantage of any employee, customer, supplier, auditor, lawyer, other adviser of Hexaware through unethical or illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.
- ✓ Hexaware is committed to free and open competition in the marketplace. Directors and consultants should avoid actions that could reasonably be construed as being anticompetitive, monopolistic, or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and / or misuse of a competitor’s confidential information or making false statements about the competitor’s business and business practices.

### **5. Legal & ethical conduct**

#### **5.1. Integrity**

Hexaware conducts its business with integrity. It has zero tolerance towards unethical activities like bribery & corruption. Every employee is expected to act professionally & with integrity in their work.

Employee shall,

- i. Work in the best interest of the company.
- ii. Act honestly, fairly, ethically, with integrity and loyalty.
- iii. Act in good faith, with responsibility, due care, competence, diligence and independence.

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- iv. Conduct themselves in a professional, courteous and respectful manner.
- v. Treat their colleagues with respect & dignity and shall not harass any of them in any manner.

**5.2. Conflicts of duty or interest**

- Employees must be aware of potential conflicts between (directly or indirectly):
  - o on the one hand:  
The interests of Hexaware; or their duties to Hexaware.
  - o on the other hand:  
Their personal or external business interests; or their duties to any third party.
- Employees must avoid placing themselves in a position that may lead to:
  - o An actual or a potential conflict of interest or duty; or
  - o A reasonable perception of an actual or potential conflict of interest or duty.
- Employees must:
  - o Fully and frankly inform Hexaware's senior management and Human Resources department of any personal or external business interest that may lead to:  
An actual or potential conflict of interest or duty; or  
A reasonable perception of an actual or a potential conflict of interest of duty; and
  - o Obtain and follow independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or duty.
- Employees must devote themselves exclusively to the business of the company and shall not accept any other work or assignment for remuneration (full time or part-time).
- Employees must affirm compliance with this code of conduct in the format given below in Annexure I.
- For more details, refer to the company's Hex 5878 Conflict of interest Policy which is available on the company's intranet portal.

**5.3. Anti-bribery & Anti-corruption compliance**

- a) Hexaware does not give or receive bribes, including facilitation payments.
  - Hexaware is committed to conducting business holding the highest standards of integrity and adhering to the letter and spirit of all the applicable laws and regulations of the locations where the Company operates.
  - Management of the Company including members of Board of Directors have adopted a 'zero tolerance' approach to/from any form of Corruption within the Company by setting personal

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example of ethical attitude and ensuring compliance with applicable Anti Bribery and Corruption legislation and internal policies implemented by the Company, while executing their duties.

- Hexaware prohibits direct or indirect payment/acceptance of bribe or any form of corrupt payment to any party for furtherance of business or to gain any Undue Advantage. Further, Employees are not permitted to pay any form of bribe indirectly on behalf of the Company or authorize any Third Party representing Hexaware to pay bribe on behalf of the Company.
- Bribery may not always be in the form of cash payments and may take many other forms, including gifts, hospitality, entertainment, political contributions, charitable donations, lobbying payments, sponsorships, employment opportunities among others.
- Facilitation Payments are also prohibited and must not be incurred by Employees or Third Parties either directly or indirectly on behalf of Hexaware.
- For more details, refer to Hexaware's Hex 5865 Anti-Bribery and Anti-Corruption Policy which is available on the company's intranet portal.

b) Giving or receiving Gifts, Hospitality and Entertainment ('GHE') should be reasonable, and in certain cases prohibited.

- Gifts, Hospitality and Entertainment given to or received from any Third Party who have a business relationship with the company are generally acceptable, if the GHE is modest in value, appropriate to the business relationship, and does not create an appearance of impropriety. No cash or cash equivalent payments should be given or received.
- In the case of Public Officials, giving gifts is prohibited except for gifts during festive seasons such as Diwali and Christmas. Hospitality provided to Public Officials should be reasonable and should not influence or appear to influence any business decision. Further, any form of entertainment for Public Officials is not permissible.
- Before offering permissible gifts, hospitality or entertainment to any Third Party including Public Officials, Employee should comply concerning the approval guidelines and value limits set by the Company.
- For detailed guidance, refer to Hex 5861 Hexaware's Gifts, Hospitality and Entertainment Policy available on the Company's intranet portal.

c) Donation and Sponsorship to political parties, individual candidates and Public Officials is prohibited.

- Hexaware does not offer donations or provide sponsorship to Public Officials.
- Hexaware is politically neutral, i.e., not directly or indirectly affiliated with any political party and does not provide services linked to any political messages. Hexaware does not associate itself with any political party or independent candidate, and does not campaign for, support and offer donation to political parties to influence any decision or gain business advantage. Accordingly, Hexaware does



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not make political contributions, donations and sponsorships of any kind to political parties and individual candidates.

- For detailed guidance, refer to Hex5863 Hexaware's Donations and Sponsorships Policy available on the Company's intranet portal.

### d) Third party Management

- Anti-Bribery and corruption laws impose liability on companies that become involved in the direct or indirect acts of Bribery. The company may therefore incur criminal and/or civil liability where Third Parties indulge in any act of Bribery in the course of their work on the Company's behalf, or otherwise for the Company's benefit. This exposure can arise even where the Company Employees ensure to take preventive steps that improper payments or advantages are not offered or accepted on behalf of the Company by the Third Party or their representatives.
- To maintain the highest standards of integrity, concerning any dealings with a Third Party, the Company will ensure that:
  - All the Third-Party contracts include Anti-Bribery and Anti-Corruption compliance clauses to ensure compliance with the terms of this Policy.
  - Include appropriate wording/clauses in the Third-Party contracts to make it possible to withdraw from the relationship and take the appropriate disciplinary action, on the Third Parties who fail to abide by this Policy.
  - At the time of onboarding a Third Party and later Annual basis, the Company must obtain an Anti-Bribery and Anti-Corruption undertaking or declaration from every Third Party to this effect.
- Every Third Party appointed for representing Hexaware or carrying out any activity for Hexaware must be hired/appointed in accordance with the guidelines, protocols and procedures around Third-Party identification, due diligence, on-boarding and approvals as outlined in Hex 5869 Third Party Management Policy which is available on the Company's intranet.

### e) Dealing with Government (Including government customers)

#### ➤ Interactions with Government Officials

Interactions with Public Officials pose a higher risk on account of their role in the government and capability to influence business decisions of Hexaware. Hence, Hexaware expects its Employees and Third Parties representing the Company to maintain the highest professional and ethical standards while interacting with the Government and resultant relationship with Public Officials. Any interactions with Public Officials must be carried out in a clear, open and transparent manner and only for legitimate business purposes.

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### ➤ Government as Customer

Governments (including government authorities, agencies, quasi government agencies, public section undertakings among others) are unique customers for Hexaware. They often have unique bidding, pricing, disclosure, and certification requirements. When dealing with government customers, make sure to partner with the legal department when bidding for business, and contact the Compliance Officer with questions relating to compliance requirements.

### ➤ Hiring Government Employees

Laws often limit the duties and types of services that former government, military, or other public sector employees may perform as employees or consultants of Hexaware, especially regarding matters they were involved in while with the government. Employment negotiations with government employees may be subject to legal restrictions and disclosure requirements, particularly if the government employee is involved in a matter involving Hexaware's interests. Contact Compliance Officer before entering such negotiations. You may never hire any individual in exchange for securing or retaining business or securing an improper advantage. We also prohibit hiring preference being given to anyone in return for special treatment.

Refer Hex 5868 Interactions with Public Officials Policy available on the company's intranet portal.

### 5.4. Anti-money laundering practices

- Money laundering occurs when individuals or organizations try to conceal illicit funds or make those funds look legitimate. Money laundering is illegal and strictly prohibited by Hexaware.
- Hexaware is strongly committed to prevent the use of its operations for money laundering, financing of terrorism, or any other criminal activities, and will take appropriate actions to comply with all the applicable anti-money laundering and anti-terrorism laws throughout the world.
- Hexaware conducts business only with reputable customers involved in legitimate business activities, with funds derived from legitimate sources. Jurisdictions in which Hexaware operates may publish lists of individuals and organizations that any company is prohibited from accepting funds from or distributing funds to, under applicable Anti-Money Laundering laws. Employees are expected to use reasonable care to verify that counterparties are not owned or controlled by, or acting on behalf of, sanctioned governments, groups, individuals, organizations and other entities.
- If an employee deals directly with customers or Third Parties, the following examples may signal potential money laundering:
  - Attempts to make large payments in cash.
  - Payments by or to someone who is not a party to the contract.
  - Requests to pay more than the amount as agreed in the contract.
  - Payments made in currencies other than those specified in the contract.
  - Payments from an unusual and/or non-business account.

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- Transactions forming an unusual pattern such as bulk purchases of products or gift cards or repetitive cash payments.

For detailed guidance, refer to Hex 5858 Anti-Money Laundering and Sanctions Policy available on the Company's intranet.

### 6. Insider trading

- Employees while performing their duties for the Company, may have access to or become aware of material non-public information or unpublished price sensitive information (collectively referred as "Information") either about the Company or any of its customers or any other business partners which are publicly traded entities.
- Employees are prohibited from using this Information to gain a financial advantage for themselves or others, either by way of making a trade for themselves, "tipping" others on the Information (i.e., disclosing the information to others such as family, friends, acquaintances or any other person), or otherwise. Doing so is not only a violation of the code that may result in immediate termination for cause but is also a serious violation of applicable securities laws and will expose any individuals involved to potential civil and criminal prosecution.
- Employees must maintain the confidentiality of all such Information accessible to them during employment with Hexaware.

For detailed guidance, refer to Hexaware's Insider Trading Policy available on the Company's intranet.

### 7. Books & records

- Hexaware's stakeholders must not engage in any actions or transactions that lead to financial or reputational loss to the Company or are blatant acts of fraud. All corporate records of Hexaware must be true, accurate and complete, and the Company data must be promptly and accurately entered in our books in accordance with Hexaware's and other applicable accounting principles, applicable laws and regulations. We must not improperly influence, manipulate or mislead any audit, nor interfere with any auditor engaged to perform an independent audit of Hexaware's books, records, processes or internal controls. No Employee in any way will cause the Company's accounts or other records to not clearly describe and properly state the true nature and timing of a business activity or transaction.
- Hexaware will make certain that all disclosures made in financial reports, public documents or any regulatory filings are full, fair, accurate, timely and understandable. This obligation applies to all Employees, including all financial executives, with any responsibility for the preparation for such reports or filings, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

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Employees must inform the management, Human Resource department and Compliance Officer if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

### 8. Building a great Hexaware

We are obligated to protect & promote human rights amongst our employees (permanent, retainers, trainees & employees of subcontractors), suppliers & customers. We nurture sustainable long-term relationships across the ecosystem in which we operate.

#### 8.1. Diversity Equity Inclusion- DEI

- Hexaware Technologies Limited is an equal opportunity employer and supports a diverse workforce across all levels. We believe that Diversity Equity & Inclusion (DEI) is associated with our core values, and it is instrumental in our growth journey. We are committed to providing a workplace that is free from all forms of harassment. Employees are assured a workplace free of harassment irrespective of their age, gender, race, social class, caste, creed, and religion, place of origin, sexual orientation, disability or economic status with a zero-tolerance policy to any kind of workplace harassment.
- The basis for recruitment, hiring, placement, development, training, compensation and advancement at the company is solely based on qualifications, performance, skills and experience.

Refer Hex 5729 Diversity, Equity and Inclusion Policy

#### 8.2. Equal Opportunity for Transgender Person and Persons with Disabilities

Hexaware is committed to promoting a diverse, inclusive, and equitable workplace for all individuals, including transgender persons and persons with disabilities, in accordance with the Transgender Persons (Protection of Rights) Act, 2019, the Rights of Persons with Disabilities (RPwD) Act, 2016, and other applicable laws. The disabilities under consideration for associates are as specified by applicable Acts.

While this act applies to India, Hexaware is committed to ensuring compliance with any and every act applicable to associates who are differently abled.

We ensure:

- Non-Discrimination: Equal access to employment opportunities, including recruitment, promotion, training, and benefits, without discrimination based on gender identity, gender expression, or disability.
- Reasonable Accommodation: Providing reasonable workplace accommodation to support employees with disabilities and enabling them to perform their roles effectively.

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- Recognition of Identity: Respect for self-identified gender, appropriate use of pronouns, and the right to update personal information in official records.
- Accessible Environment: Ensuring physical, digital, and procedural accessibility to foster an inclusive work environment.
- Facilities Access: Access to gender-neutral facilities and ensuring all facilities are disability-friendly.
- Complaint Mechanism: A dedicated complaint mechanism “Safespace” <https://safespace.hexaware.com/> and Complaints Officer to address concerns related to discrimination or harassment based on gender identity or disability, handled confidentially and without retaliation.

Complaints Officer Contact Details:

Name: Karthick Balasubramanian

Designation: Deputy General Manager - HR COE

Email: [karthickb1@hexaware.com](mailto:karthickb1@hexaware.com)

Any form of discrimination, harassment, or bias against transgender persons and persons with disabilities is strictly prohibited and will be addressed through the company’s grievance redressal procedures.

### 8.3. Modern slavery

- Hexaware’s culture & philosophy is based on promoting human rights & as part of it we are committed to prohibiting modern slavery & human trafficking.
- We are signatory to the United Nations Global Compact (UNGC) & are committed to protecting & preserving human rights as per UN Guiding Principles & the International Labor Organization’s Declaration on Fundamental Principles & Rights at Work.
- We are committed to exhibit zero tolerance towards all facets of modern slavery, as elaborated under the Modern Slavery Act 2015 UK (designed to tackle slavery, servitude and forced or compulsory labor and human trafficking, including provisions for the protection of victims), Commonwealth Modern Slavery Act 2018, the UN Declaration of Human Rights and the conventions of the International Labour Organizations specific to forced or compulsory labour.

For more details, please refer to the Slavery & Human Trafficking statement available on Hexaware website.

### 8.4. Child labour

- Hexaware is committed to strict prohibition of child laborers.
- Hexaware does not employ any person below the permissible age in the country where it is operating. We comply with all the relevant and applicable laws and regulations about child labor in the countries of our presence.

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### 8.5. Anti-bullying & prevention of sexual harassment

- Hexaware forbids and does not expect employees to tolerate harassment or bullying in their employment. If an employee has a complaint of bullying, discrimination, sexual or other harassment, or other forms of violence or offensive conduct the employee is expected to report it to any Human Resources representative or a senior manager or the Head of the business unit, or in accordance with specific reporting practices as per the policy.
- Complaints of violence, offensive or improper conduct are taken seriously and investigated thoroughly, without retaliation.
- Employees are expected to familiarize themselves with Hexaware's Prevention of Sexual Harassment policy & Hexaware's anti-harassment policy, which can be viewed on the Hexaware Portal.
- It is mandatory for all employees to complete all training & assessments as outlined in the location specific guidelines.

India -> Refer Hex 5732 Prevention of Sexual Harassment at Workplace Policy

Global -> Hex 5734 Anti - Harassment Policy

### 8.6. Abuse of managerial authority

- Hexaware expects its managers to perform their managerial duties diligently & not misuse their managerial authority. They should conduct themselves professionally, which will protect the employee's dignity. Some examples of managerial abuse include-
  - i. Making demands that are unreasonable and/or outside of the associate's role; or
  - ii. Demanding to perform an action that is in breach of the principles of any policy of Hexaware.
  - iii. Excessively, destructively or inappropriately criticizing or reprimanding them, or excessively scrutinizing their work, or
  - iv. Humiliating or undermining the reporting person.

### 8.7. Healthy & safe environment

- Hexaware is committed to providing a safe, healthy and hygienic environment for its workforce. Hexaware seeks to minimize the adverse environmental impact by safely conducting its operations. It strives to prevent all possible accidents, incidents, injuries and occupational illness. For more details, please refer Hex 5759 Occupational Health & Safety policy.  
 Path-> StationH→ Resources → Apps → Quality Portal → PRIME→ Enterprise processes→ Occupational health & safety policy

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### 8.8. Abuse free workplace

- All Hexaware premises across the globe are No Smoking zones. Possession or use of alcohol in the work area is strictly prohibited. Beer and wine can be served as an exception as per the customary practice in the country we operate for social purposes only, but not in the Hexaware work area. The illegal possession, use, sale, manufacture or distribution of illegal drugs at company premises or while on company business activities is prohibited.

### 8.9. Freedom to express & social dialogue

- We are committed to making Hexaware a great place to work with the help of our passionate and engaged workforce. In this process, we have equipped the workforce with their right to express & are fostering a culture of open dialogue. We promote open dialogue by encouraging employees to express their views, opinions & thoughts openly without any fear in all forums with various stakeholders.

## 9. Environment, Social & Governance (ESG) management

- We at Hexaware, are committed to imbibe the philosophy of sustainability as an integral part of our business and earnestly commit ourselves to uphold this as governing framework for all our business endeavors. We have established a Sustainability policy which defines the framework for sustainability at Hexaware and works in conjunction with various other policies in existence to create long lasting value for the environment, business and society at large. This policy will also facilitate us to promote diversity, equity and inclusion, enhance environmental performance, mitigate future risks, and improve economic prosperity.
- For more details, please refer to Hex 5730 Sustainability policy.  
Path: StationH → Resources → Apps → Quality Portal → PRIME → Enterprise processes → Sustainability policy

## 10. Confidentiality

- In the course of employment with Hexaware, employees will have access to information that is considered confidential and/or proprietary. Generally, confidential and proprietary information is any Company information that is not public. As a policy of the Company every employee must sign a Non-Disclosure Agreement before joining the services of the company and abide by the same. Employees are expected to use appropriate discretion to discuss terms and conditions of their employment in accordance with applicable law.
- Confidential and proprietary information is information about Hexaware or Hexaware's customers that includes, but is not limited to:

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- ✓ Research and development, such as project descriptions, plans, drawings, reports, notebooks, computer files and programs, and investment amounts.
  - ✓ Trade secrets, including business practices, technical processes and applications, service and restoration procedures, operations procedures, software specifications and designs, and equipment uses.
  - ✓ Hexaware intellectual property, including patented, trademarked, and copyrighted material Procedures and practices related to management of Hexaware's network, communications, data centers, command centers, and other technical equipment.
  - ✓ Non-public information about products, service alliances, and customers, including marketing plans and sales.
  - ✓ Prospects, product and service strategy, and software specifications
  - ✓ Confidential and proprietary organizational and business information, such as budgets and other financial data and records, rate and cost data, customer lists, services provided, and personnel data including employee records and lists.
  - ✓ Information received/receiving from or about customers and potential customers.
- Employees have the responsibility to protect confidential and proprietary information from theft, disclosure, or inappropriate use. They are expected to store confidential and proprietary information in a safe place as identified and follow the information security and other related policies. They should use extreme caution while discussing business or using a cell phone or other portable communications device in public places, and never discuss Hexaware' or its customers' confidential and proprietary information with friends or acquaintances.
  - Before releasing confidential or proprietary information or permitting anyone from outside Hexaware to use a Hexaware trademark or copyrighted work, employees must first obtain appropriate management approval and make sure the party receiving the information has signed a non-disclosure and a license agreement approved by the legal department.
  - Employees must immediately notify the legal department if they discover that Hexaware' confidential and proprietary information, trademark, copyright, patent, name, or logo has been improperly used or disclosed.
  - Employees must protect Hexaware's customers' and prospective customers' confidential and proprietary information. They are expected to never use another party's trademark, name, logo, or copyrighted material without the owner's prior written permission, and never remove copyright notices from computer or other materials.
  - When (employee's) employment with Hexaware ends, all documents, records, and other information and property belonging to Hexaware must be returned. Even after the employee leaves the employment of the Company, they have a continuing obligation to safeguard and not use or otherwise disclose Hexaware' and its customers' confidential and proprietary information to anyone



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- The work for which employees are employed is and will be private, and in connection with the performance of their services on behalf of Hexaware, its subsidiaries and affiliates (together with their predecessors and successors, the “Company”), the Company, may make available information of a private nature which is including, but not limited to Company’s customers’ and prospective customers’ business, strategies, methodologies, operations, technologies (including computer software), financial affairs, organizational and personal matters, policies, procedures, trade secrets, programs, operations, customers, prospective customers, employees and other non-public matters, including those concerning third parties (“Private Information”). Employees agree that they shall receive in strict confidence all such private information belonging to the company or its customers or prospective customers. Employees further agree to use their best efforts to maintain and to assist the Company in maintaining the confidentiality of all such private information, and to prevent it from getting into unauthorized hands.
- Employees shall ensure that their respective salary shall always be kept confidential and should not be disclosed to any colleagues or anybody else unless local law specifically allows for salary sharing.
- Employees further agree that:
  - I. They shall neither copy nor distribute any material, or other information constituting private information that comes into their possession because of their employment by the company, other than for the company’s use.
  - II. They shall, not only during the period of employment by the Company but even at any time thereafter, directly or indirectly, disclose to others and / or use for their benefit or for the benefit of others, private information acquired by them during the period of their employment, except to the extent as may be reasonably necessary in the ordinary course of performing their duties as an employee of the company.
  - III. They shall not disclose to the Company or attempt to induce the Company to use any private information or material to which the Company is not entitled.
  - IV. Upon termination of their employment with the Company, they shall return to the Company or the customer or prospective customer/s all materials and information that constitutes private information and any copies thereof and certify to the company that they no longer have any rights to such materials or information, and they will represent that the original and all copies of such materials and information have been returned to the company or the customer/s or prospective customer/s.

Employees also acknowledge, undertake and agree as follows:

- I. Employees shall not use any knowledge, trade secrets or other information that is treated confidentially by the company or its customers including, but without limitation to, information on the company’s knowledge bases except in the proper course of their duties or as otherwise permitted by the company. Confidential information does not extend to information already in the public domain unless such information has arrived there by unauthorized means.

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II. Without limiting the previous clause employees undertake that they shall not attempt to:

- a. remove or take any such confidential information; or
- b. disclose confidential information to any third party other than in the proper course of their duties or as otherwise permitted by the company; or
- c. gain personal advantage from trading in or based on confidential information; or
- d. Cause or procure any other person to deal in the securities of any company based on confidential information.
- e. obtain nor claim any ownership interest in any knowledge or information obtained from Hexaware and its knowledge bases either during or even after the termination of employees' relationship with the company.
- f. Employees cannot disclose to any future employer or use for their purposes any confidential information they may have access to during their relationship with the company.

### 11. Intellectual property rights & ownership

- All intellectual property created in the course of employment belongs to Hexaware. All computer equipment, software and facilities used by employees are also proprietary to Hexaware, including all documents, materials and Emails created.
- Hexaware also reserves the right to withdraw from any of the facilities provided if it considers that employees' use of it is in some way unacceptable.
- For details, please refer to the Hex 5706 Intellectual Property Rights (IPR) Policy available on StationH.

### 12. Non-solicitation of employees

- During the term of employment and in the event of ceasing the services of the company for whatsoever reason, the employee agrees that, in addition to any other limitation during the term of the employee's employment and for one year after their termination, the employee will not directly or indirectly-
  - Solicit or accept employment with any Hexaware or its subsidiaries ('Hexaware') customer to which the employee has provided services as Hexaware employee.
  - On the behalf of the employee or as a partner or as an officer, director, an employee, agent or

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shareholder or any other entity; or person or as a trustee, fiduciary of other representative or any other person or entity.

- Employee, solicit the employment of, or encourage or aid any other party to employ or solicit the employment of any Hexaware employee to terminate employment with Hexaware.
- Contact any persons or companies which are customers or prospective customers of Hexaware or any of its affiliates or subsidiaries to solicit the customers or prospective customers in competition with Hexaware its affiliates or subsidiaries nor solicit or divert or cause ~~anyone~~ to solicit or divert, any such customers or prospective customers from Hexaware its subsidiaries, affiliates.

### 13. Information Security, Data privacy & Data protection

- Information Security means protecting information and the related information systems from unauthorized access, use, disclosure, disruption, modification, or destruction. The term Information security, computer security and information assurance are frequently used interchangeably. These fields are interrelated and share the common goals of protecting the confidentiality, integrity, and availability of information. Information Security is concerned with the confidentiality, integrity, and availability of data regardless of the form the data may take electronic, print or other forms.
- The information created and used by Hexaware is one of our most valuable assets. Damage or loss of these assets could severely impact on our customers, violate laws and regulations and negatively affect the company.
- Given the competitive nature of our business, Hexaware's information assets must be protected. All Hexaware employees, consultants, trainees must take the necessary steps to ensure that the company's assets are properly protected from threats that exist. For further details on Information Security employees are expected to refer to the Information Security Policy document available in Intranet.
- Employees are expected to ensure that they nominate themselves for the awareness training on Information Security that is held periodically.
- E-mail  
Hexaware provides E-mail systems to employees to facilitate the performance of company work and their contents are the property of Hexaware. Management reserves the right to retrieve the contents for legitimate reasons, such as to find lost messages, to comply with investigations of wrongful acts or to recover from system failure.
- Internet browsing  
The browsing facility shall be provided for carrying out the company's business and usage is subject to monitoring. Any inappropriate usage shall result in warnings, removal of browsing facility and other disciplinary action.
- Login ID & passwords
  - ✓ Employees shall ensure that Hexaware password rules are followed.

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- ✓ Employees shall enable password protected screen saver.
- ✓ Employees shall not share their passwords.
- ✓ Employees shall change passwords at regular intervals and whenever there is any indication of possible system or password compromise.
- ✓ Employees shall avoid keeping paper record of passwords.
- ✓ Employees shall change temporary passwords on first log on.
- ✓ Employees are solely responsible for all actions committed using ID and hence expected to not share their passwords with others or leave logins unattended.
- ✓ Employees shall not include passwords in any automated log-on process, e.g., stored in a macro or function key.

- Visitors

Employees shall not take visitors into the office premises without security authorization.

- Clean desk policy

- ✓ Employees shall lock away all confidential and /or restricted information outside office hours.
- ✓ They must not leave sensitive information in the open while they are away from their desk.
- ✓ Employees should log out and switch off their PC at the end of the day.
- ✓ Printers should be cleared of sensitive data.
- ✓ Employees shall use shredders for destroying confidential data.

- Licensed software

- ✓ Employees shall ensure that only authorized and licensed software is loaded on the computer system assigned to them.
- ✓ Employees shall not make unauthorized copies of copyrighted software.

- Anti-virus

- ✓ Ensure that the latest licensed anti-virus software is installed and always enabled on your PC.

- Incident reporting

- ✓ If employees become aware of any breach of security of any kind, or any incident of possible misuse or violation of this policy, they must report to the Information Security Team.

- New installations

- ✓ No hardware changes are allowed to the workstation /PC. Installation of modems network connections, if not provided, are prohibited.

- Social media obligations

- ✓ All employees are expected to familiarize themselves with social media policy available on intranet portal & follow it without fail.

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- Public speaking & press enquiries
  - ✓ All media relations activities throughout Hexaware are conducted and managed in adherence with the principles of honesty, integrity and transparency. Competitive international benchmarking on the best communication practices is always encouraged at Hexaware. Information dissemination to the media and resolution of media queries must be comprehensible, factual and completed within reasonable time deadlines.
  - ✓ All media relations activities including communication during crises at Hexaware are routed through the Corporate Communications Department. The Corporate Communications Department is responsible for planning, directing and monitoring the activities of corporate press releases and communication.
  - ✓ For details, please refer to the Hex 5442 Social Media Policy available on StationH.)
- Data Privacy & Data protection
  - ✓ Hexaware's Data privacy policy details personal & sensitive personal data collection & processing, cookie policy, our policy on children, Data Transfer and disclosure of Personal Data etc.
  - ✓ Hexaware takes reasonable steps to protect information. The company has put in place appropriate physical, electronic and managerial procedures to safeguard and secure the Information from loss, misuse, unauthorized access or disclosure, alteration or destruction.
  - ✓ For more details, please refer data privacy policy available on Hexaware website ([Privacy Policy | Hexaware](#))

### 14. Code for Responsible Artificial Intelligence (AI)

#### Purpose of this code

As AI continues to rapidly evolve and shape our world, ethical concerns are at the forefront of everything we in AI development based on Data-Centric AI here at Hexaware.

Responsible AI is at the heart of Hexaware's mission, which is to help global enterprises to identify the sources of errors, noise, and bias in their data to empower them to build fair, accurate AI applications in line with AI regulations.

This Code outlines the core principles that ensure that our product/service is designed to empower users to make responsible use of AI technology that delivers positive societal outcomes

#### Ethical AI Principles

**Representative and high-quality data:** The use of representative and high-quality data is critical to the development of ethical AI applications. Our AI system relies on accurate and reliable data inputs to make decisions, which can have a significant impact on the outcomes of our technology. Therefore, we are committed to using data that accurately represents the context of the AI application by empowering users to identify sources of error, noise, and bias in data.

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**Fairness:** Fairness is a fundamental value that is embedded in all our AI methods and processes. We promote fairness by designing methodologies that enable our customers to build AI applications that are impartial and equitable in their treatment of all data subjects.

**Accuracy:** Accuracy is essential to ensure the reliability and effectiveness of our product. Therefore, we are committed to designing and developing AI processes and methodologies that consider accuracy in all aspects of our work.

**Avoidance and mitigation of bias:** We recognize that bias can manifest in different ways throughout the AI lifecycle. This includes addressing systemic biases that may exist in our datasets as well as computational and statistical biases that may arise from non-representative samples. We are committed to designing and developing AI processes and methodologies that enable users to identify bias.

**Non-discrimination:** We design and develop AI processes and methodologies in a manner that promotes non-discrimination. In the design and development of our product, we are committed to ensuring that AI applications do not negatively discriminate against individuals or groups on the basis of any grounds, including but not limited to sex, race, color, ethnic or social origin, language, religion, or any other personal characteristics.

Hexaware is committed to regularly reviewing and improving our approach to ensure that our work aligns with these principles as well as with the latest regulatory developments. We recognize that as AI evolves, so too will the challenges we face, and we are committed to staying engaged with the broader AI community to promote the development and deployment of responsible AI.

### **15. Reporting of unlawful and unethical behavior, whistle blower policy**

- Hexaware expects employees to:
  1. report promptly and in good faith, any actual or suspected violation by an employee of the standards, requirements or expectations set out in this code of conduct; and
  2. Encourage other employees to do the same.
- Hexaware has constituted Whistleblower Policy as a mechanism to encourage a climate of open communication within the Company to report concerns at the earliest opportunity including any unethical practice or behavior, actual or suspected Fraud or violation of the Company's code of conduct or ethics policy and thus avert a larger issue in the future.
- The purpose of the Whistle Blower Policy is to enable a person who observes an unethical practice or behavior (whether or not a violation of law), actual or suspected Fraud or violation of the company's code of conduct or ethics policy to approach the Whistleblower Committee of the Company without necessarily informing their supervisors.
- For more details, please refer to Hex 5870 "Whistleblower policy" available on StationH.

### **16. Organization discipline & decorum**

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### Personal Appearance

- While the company fully subscribes to the view that what employees wear is their concern but, in consideration of the image of the company, employees are expected to demonstrate professionalism and excellence in all aspects of their behavior including the attire while at work and while on official duty. Considering the prevailing trends in business attire Hexaware recommends some norms which are outlined in the Dress code policy & guidelines. (Path: StationH – Resources- Documents-HR Policies & Processes – India – My Onboarding – Dress code policy & guidelines).

### Office Discipline

- Employees are expected to help maintain a quiet environment and a clean desk.
- Smoking within the office premises is strictly prohibited and playing computer games is not allowed.
- Office equipment must be handled carefully. PCs should be switched off before leaving the premises.

### Working Hours

The company has flexi timing policy and observes a 5-day week. Working hours are country/ location/ customer specific, whichever is applicable.

If a customer requires alternate working hours, the customer's required working hours will supersede.

### Access card and Attendance

Employees are expected to display their ID card while they are in the office premises. Also, they are expected to observe security regulations as intimated time to time.

As they come in, they must:

- Register their attendance with the help of the Access Card and swipe it every time they enter or leave the office premises.
- They are expected to display their card while they are in the office premises. In case they are on official outdoor duty or forget to bring the access card then they must follow the process as per Hexaware's policy in this regard.
- Employees are expected not to swipe access cards for others. This will be considered as serious misconduct and will invite disciplinary action.

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- In cases where the place of work is not the designated office, the employee is expected to use any such systems that are designed and implemented to mark attendance. For details, please refer to the Attendance Policy & Guidelines available on StationH.

### Time Sheet

- All Hexaware employees (Regular – Up to G12) & Retainers are expected to fill their Time Sheet.
- To fill your time sheet, Login to Teams on your mobile phone -Time App -Login – Fill in the details.
- Employees working on client site, must fill client time sheet (as per client requirement) and Hexaware Time Sheet.
- Incase if you fail to fill your Time Sheet within the stipulated time, you will be marked as Defaulter.

### Phone Calls

- Phones must be utilized for official purposes and personal calls must be kept to a minimum.
- Employees are expected to pick up a ringing telephone at the earliest. In case the concerned employee is not available, the other employee should take the message.

### General

- Employees are expected not to discuss their problems, if any, whether personal or organizational, with the customers
- Collection, betting and trading within the office are strictly forbidden. Under special circumstances certain collections i.e., for charity, disasters, wedding gifts etc. may be permissible but only when authorized by the Head of the Unit/ Head of Administration.  
Hexaware forbids actions or content connected to illegal activities. Employees cannot use messaging services to publish posts, distribute or disseminate defamatory, infringing, obscene, or other unlawful material or discussion. This ban strictly includes, but is not limited to, child pornography, illegal drugs, software piracy, and physical harassment.
- Employees shall not use Hexaware web or messaging services to link to external sites that violate this code of conduct.



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- Employees should not upload files or post messages that contain photos, music, software or other material protected by intellectual property laws, rights of privacy or publicity, or any other applicable law unless they own or control the rights there to or have received all necessary consents. Hexaware is not liable for any use of material posted by users.
- Employees should not post or promote any materials that could damage or dislocate another user's computer or would allow others to wrongly access software or web sites.
- In addition to upholding this code of conduct, employees are responsible for adhering to all local and national laws that pertain to their working location/conditions whether in India or during visit / deputation / transfer abroad for short term or long term.

### **Personal Property**

- To lose anything, however small it may be, is an unpleasant experience. But this may happen to any employee. Securing personal property is primarily the responsibility of the individual employees.
- Personal Search: Even though this is an extreme step, the company reserves the right to search for any employee if such search is warranted for legitimate reasons.
- Lost and Found: All items of lost property are to be handed over to the Administration representatives of respective locations, which will be retained by them until their rightful owner with proper identification claims them.

### **Acts of Misconduct**

The following acts and omissions shall be treated as misconduct. This list includes but is not limited to:

- ✓ Willful in subordination or disobedience, whether alone or in combination with others, to any lawful and reasonable order of a superior
- ✓ Theft, fraud, or dishonesty in connection with Hexaware's business or property
- ✓ Willful damage to or loss of Hexaware's goods or property
- ✓ Taking or giving bribes or any illegal gratification
- ✓ Habitual absence without leave or absence without leave for more than 3 days
- ✓ Habitual late attendance
- ✓ Habitual breach of any law applicable to the Hexaware
- ✓ Riotous or disorderly behaviors during working hours at the establishment or any act subversive of discipline
- ✓ Habitual negligence or neglect of work
- ✓ Frequent repetition of any act or omission

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- ✓ Striking work or inciting others to strike work in contravention of the provision of any law, or rule having the force of law.
- ✓ Misrepresentation or giving false statements about personal/professional background or suppression of relevant facts during the selection process or at the time of joining or concealing any information that would have played a role in selection / rejection of the candidature for employment.
- ✓ Involvement in criminal offences
- ✓ Violation of the terms of employment and undertaking given at the time of joining/thereafter or violation of the service agreement
- ✓ Abetting or inciting others to disobedience or misconduct
- ✓ Conflict of interests with Company's business interests
- ✓ Any harassment at workplace

In case of employees violating any of the above acts or found indulging in any of the above misconduct; company reserves the right to take appropriate disciplinary action commensurate with the act of commission and omission after doing the enquiries/investigation.

No notice of termination shall be necessary if an employee is dismissed from service for proven misconduct, breach of code of business conduct, violation of service agreements, violation of confidentiality agreement, or disobedience of written instructions.

### **Violations of this code**

Violations of this code shall be reported as per the Whistle blower policy. In applicable ~~as~~ it will also have consequences in employment law and may lead to external investigations and legal proceedings shall be initiated against the employees who violate any legal or contractual agreements/obligations with the Company.

## **17. Training & certification**

- a) The HR function must ensure to inculcation of all the principles as laid down in the code and other ethics and compliance policies of the Company by imparting training as follows:
  - i. To all new joiners covering Hexaware's code of conduct, Anti- Bribery and Anti-corruption Policies, Anti Money Laundering Policy and other related policies, within 30 days of joining.
  - ii. Annual refresher training to all the Employees to educate them on the requirements and obligations as laid down by the company's code and all the other ethics and compliance policies and procedures as well as rules and requirements of all the applicable laws and regulations.

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- b) Upon joining Hexaware each Employee will be provided with a copy of the code of conduct and required to sign an acknowledgement. On an annual basis, each employee will be required to recertify compliance with the code. Annual execution of a statement of compliance with the code [including any policies and procedures referred therein] shall be a condition of your continued employment with the Company.

### **18. Review of the code**

HR and Compliance function will periodically review this code minimum annually and make amendments as considered necessary in the interest of governance and in accordance with the relevant laws and regulations.

### **19. Administration of the policy**

The code is accessible to all the employees on the company's intranet. The company must also inform all third parties about this policy or any amendments thereof, through online upload of the code on the company's website or any other mode as may be deemed to be necessary in this regard.

Implementation, governance and training of the code of conduct will be done by HR function. HR shall consolidate these inputs and share with Compliance function for updating the code if required.

Any questions, exceptions or evaluations related to this code must be mailed to [compliance\\_reporting@hexaware.com](mailto:compliance_reporting@hexaware.com) which comprises of members from HR, Legal and the CRO office the Compliance Officer, by means such as email, by phone or in person.

### **20. Annexure 1- Statement of compliance**

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Hexaware Technologies Limited
Code of Conduct
Annual Statement of Compliance

This is to acknowledge and certify that:

- I have received and reviewed Hexaware’s [Code of Conduct](#). I agree to comply with the standards referenced in the Code and all related policies and procedures referred to herein. I acknowledge that the Code is a statement of principles for individual and business conduct and does not constitute an employment contract. I further acknowledge that it is my responsibility to understand and follow compliance standards and to adhere to the ethical principles outlined in the Code of Conduct.
- I will comply with the [conflict of interest policy](#) available on the Hexaware website and disclose real, potential or perceived conflict of interest situations arising from discharge of my duties concerning the operation of Hexaware.
- I will comply with all relevant Anti-Bribery and Corruption laws including all laws, regulations and other requirements applicable to the respective geographies in connection to our work with the Company. I will adhere to the [Anti- Bribery and Anti-Corruption policy](#) available on the Hexaware website.
- I will not offer, pay, promise, solicit, provide, accept, or authorize, directly or indirectly, any illegal bribe, kickback, or other improper or illegal payment to any person including any Public Official (Government Official<sup>1</sup>) in connection with our work with the Company.
- I will not authorize, offer, promise or make any payment or give anything of value<sup>2</sup> directly or through a Third Party a commercial party, to induce a Government Official to do or omit to do any act in violation of a duty or other obligation or to influence or reward an action or decision of the Public Official (Government Official) or any non-government/ commercial party or to gain an improper business advantage.
- I will not deal with any Government Official who has a direct or indirect legal or beneficial interest in the business of the Company.
- I will comply with all relevant Anti-Trust and Competition laws including all laws, regulations and other

<sup>1</sup> For purposes of this certification, “Government Official” shall mean an officer or employee of a government or government agency of any level, whether by appointment, by election or by agreement; an officer or employee of a body corporate that provides a service to the public; exercising a public function or acting in an official capacity on behalf of a government; a party official or candidate for political office; an officer or an employee of a public international organization, such as the World Trade Organization and the United Nations; or an employee, officer, or director of a state-owned or state-controlled enterprise

<sup>2</sup> For purposes of this certification, the term “anything of value” should be interpreted broadly to include anything that might be of value to the recipient, including (but not limited to) cash, future business, gifts, travel expenses, entertainment (e.g., sporting events, concerts, etc.), offers of employment or internships, business meals, sponsorships, and cash or in-kind charitable contributions. This also includes things of value provided indirectly, such as business opportunities to business partners; gifts or hospitality to a spouse; or internships or jobs for children of the intended bribe recipient

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Hexaware Technologies Limited	
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<p>requirements applicable to the respective geographies in connection to our work with the Company.</p> <ul style="list-style-type: none"> <li>I will adhere to the <a href="#">Anti-Trust and Fair Competition policy</a> available on the Hexaware website outlining prohibitions on price fixing, market allocation, bid rigging, collusion and any other anti- competitive practices.</li> <li>I will comply with all relevant Anti- Money Laundering and Sanction laws including all laws, regulation and other requirements as applicable to the respective geographies in connection to our work with the Company.</li> <li>I will adhere to the <a href="#">Anti – Money laundering and Sanctions policy</a> available on the Hexaware website outlining the Money laundering, Terrorist Financing, Beneficial Owner, Blocked Assets, Comprehensive Sanction, related parties and any other anti- money laundering practices.</li> <li>I will report any potential or actual violation of which I become aware promptly in accordance with Hexaware's <a href="#">Whistle Blower Policy</a>. I understand that Hexaware maintains a policy of non-retaliation provided that the report is made in good faith. I understand that any violation of the Code or any ethics or compliance policy or procedure is grounds for disciplinary action, up to and including termination of employment.</li> </ul> <p><b>I confirm that to the best of my knowledge:</b></p> <ul style="list-style-type: none"> <li>I am not involved in any situation that conflicts or might appear to conflict with the Code.</li> <li>I have promptly disclosed to you all conflicts or potential conflicts with the Code that I have been involved in since the date of the last Statement of Compliance signed by me and such conflicts have been resolved to the Company's satisfaction.</li> </ul> <p>I also agree to notify on the email ID <a href="mailto:compliance_reporting@hexaware.com">compliance_reporting@hexaware.com</a> immediately of any change that might adversely affect my compliance with the Code.</p>	
Employee Name	
Employee ID	
Job Title	
Department	
Location	
Date	
Signature	

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**21. Frequently asked questions (FAQ)****Why do we have a code?**

The Code serves as a guide to how employees should conduct themselves as members of the Hexaware team. Preserving our corporate culture and ensuring compliance with legal, regulatory and fiduciary duties is vital to the organization and following the Code helps us do that.

**Who must follow the code?**

This Code applies to Hexaware Technologies Limited, its subsidiaries and affiliates operating across all geographical regions (referred to as the “Company”). It thereby applies to all employees of the Company regardless of their location.

**What are responsibilities laid down by the code?**

Employees have two responsibilities. First, all the employees must follow not only the letter of the Code, but its intent and spirit as well and certify their commitment/compliance on an annual basis. Second, if an employee suspects someone may be violating the Code or any other compliance and governance policies laid down by the Company, they must report it. To make a report, follow the section of the Code: “Reporting of Unlawful and Unethical Behavior, Whistle Blower Policy.”

**How will an employee know if there is a problem?**

The Code attempts to deal with the most common issues that an employee may encounter, but it cannot address every question that may arise and hence the Code is by no means a substitute for good judgment. When an employee is not sure what to do, they should ask themselves the following questions:

- ✓ Is it illegal?
- ✓ Does it feel like the wrong thing to do?
- ✓ Would you feel uncomfortable if others knew about it?
- ✓ Will it have the potential to create a negative perception of yourself or the Company?
- ✓ Do you have a personal interest that has the potential to conflict with the Company’s interest?

If answer to any of these questions is “yes,” then the proposed conduct may violate the Code and you should ask for help.

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### **How should I ask for help?**

If an employee has any questions about the Code, any policies or guidelines referred to herein, or about the best course of action to take in a particular situation, they should seek guidance from their supervisor/immediate superior or Compliance Officer.

### **What if an employee would like to make an anonymous report?**

An employee may make an anonymous report by any of the means or channels as defined in Hexaware's Whistle Blower Policy. If an employee chooses to make an anonymous report, their anonymity will be protected to the fullest extent possible as permitted by law. Keep in mind, however, that maintaining anonymity may limit the Company's ability to investigate the concerns.

### **What are the consequences for violating the code?**

Violations of the Code or any of the policies and guidelines incorporated by reference herein, can vary in their consequences. Hexaware reserves the right to take appropriate action for violation of this code that fits the nature and particular facts of the violation including reprimand or other disciplinary action such as termination of employment at the company. Certain violations of the code also contravene applicable laws and therefore can have severe consequences outside of Hexaware. Depending on the actions, failing to comply with the code could lead to civil or criminal prosecution, which could result in substantial fines, penalties and/or imprisonment.