

FUSION BPO SERVICES

ANTI BRIBERY AND ANTI CORRUPTION POLICY



<i>Issuing Authority</i> Fusion BPO Services	<i>Approving Authority</i> CHRO	<i>Effective Date</i> 1st November 2022
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OBJECTIVE OF THE POLICY

Fusion BPO Services and Affiliates and Subsidiaries (including their parent, subsidiary or affiliates hereinafter referred as “the Company” or “Fusion”) is committed to the prevention, dissuasion, detection of fraud, bribery and all other corrupt business practices. It is our Company policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption. The Company has Zero Tolerance approach towards bribery and corruption which apply to its global operations regardless of locations.

SCOPE AND APPLICABILITY

This Anti-bribery and Anti-corruption Policy (this “Policy”) applies to all individuals worldwide working for all affiliates and subsidiaries of Fusion at all levels and grades, including directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with Fusion (collectively referred to as “You” or “you” in this Policy).

In this Policy, “Third Party(ies)” means any individual or organization, who / which come into contact with Fusion or transact with Fusion and also includes actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

POLICY INTERPRETATION

What Is Bribery

The offence of bribery covers the offering, promising or giving of a bribe (active bribery) and the requesting, agreeing to receive or accepting of a bribe (passive bribery). It is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is therefore illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a Government or Foreign public official which includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory in order to obtain or retain business or an advantage in the conduct of business.

A bribe may be anything of value and not just money -- gifts, inside information, hospitality or entertainment, loan, fee, sexual or other favors, , offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function -- and can pass directly or through a third party. Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

OUR STANDPOINT

Fusion do not pay and do not condone paying bribes to anyone. Company Personnel are prohibited from giving or offering bribes, kickbacks, or similar payment or consideration of any kind, whether at home or abroad, to any person or entity (including but not limited to any customers or potential customers, government official, political party, candidate for political office or any intermediaries, such as agents, attorneys or consultants) in order to:

- (a) Influence official acts or decisions of that person or entity;
- (b) obtain or retain business or a business advantage for, or direct business
- (c) to, the Company; and/ or secure any improper advantage.

Similarly, Fusion does not accept and does not condone the acceptance or receipt of bribes from anyone. Company personnel are prohibited from accepting or receiving bribes, kickbacks, or similar payment or consideration of any kind, whether at home or abroad, from any person or entity which is intended to, or which may be perceived as being intended to:

- (a) influence one's official acts or decisions;
- (b) obtain or retain business or a business advantage for, or direct business to,
- (c) the offer or of the bribe and/or any entity that he/she represents; and/ or
- (d) secure any improper advantage for the offer or of the bribe and/or any entity that he/she represents

APPLICABILITY OF THIS POLICY

This Policy applies to all individuals working with Fusion anywhere in the world (collectively referred to as the "Company" and at all levels and grades. This includes Senior Managers, Managers, Officers, Directors, Employees (whether regular, fixed term, temporary), consultants, contractors, trainees, seconded and outsourced staffs, home workers, casual workers, volunteers, interns, agents, sponsors, or any person associated with Fusion or their employees, wherever located (collectively referred to as "associates" in this policy).

In this policy, third party means any person or organization that an associate may come into contact with during the course of his /her engagement with the Company and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, business associates, government and public bodies including their advisors representatives and officials, politicians and political parties.

EXAMPLES OF BRIBERY

Offering a bribe – Mr. X, an employee of ABC Company, offers a potential client, tickets to a major sporting event, but only if they agree to do business with ABC Company. This would be an offence as Mr. X is making an offer to gain a commercial advantage. It may also be an offence for the potential client to accept Mr. X's offer. Providing clients with hospitality is acceptable, provided the requirements, set out in section titled "Gifts and hospitality" are followed.

Receiving a bribe – Mr. Y works in EFG Company. He receives an iPhone from supplier ABC Company which sets expectation , that in return they expect Mr. Y to use his influence to ensure EFG Company continue to do business with ABC Company.

Bribing a government official – Mr. Z is asked to arrange for an of the record payment to be made to a custom official to speed up the administrative process of clearing our goods through customs.

GIFTS AND HOSPITALITY

Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships, whether established by blood or marriage including common law marriage) should not provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with FUSION. Loans from any persons or companies having or seeking business with FUSION, except from recognized financial institutions or promoters wherever permitted by law, should not be accepted. All relationships with those who FUSION deals with should be cordial but must be on an arm’s length basis. Nothing should be accepted, nor should the employee have any outside involvement, that could impair, or give the appearance of impairing, an employee's ability to perform his/her duties or to exercise business judgment in a fair and unbiased manner.

This Policy does not prohibit normal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, pens, moderate meals and invitations to theatre and sporting events (given and received), to or from Third Parties. However, the key determining factor for appropriateness of the gift or hospitality and/or its value would be based on facts and circumstances under which such gift or hospitality is provided.

The practice of giving gifts and hospitality is recognized as an established and important part of doing business. However, it is prohibited when they are used as bribes. Giving gifts and hospitality varies between countries and sectors and what may be normal and acceptable in one country may not be so in another. To avoid committing a bribery offence, the gift or hospitality must be:

- a. Reasonable and justifiable in all the circumstances
- b. Intended to improve the image of Fusion, better present its products and services or establish cordial relations.

The giving or receiving gifts or hospitality is acceptable under this Policy if all the following requirements are met:

- a. It is not made with the intention of influencing a Third Party to obtain/ retain business or a business advantage or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favors/ benefits or for any other corrupt purpose
- b. It complies with local laws and customs
- c. It does not include cash or a cash equivalent (such as gift certificates or vouchers)

d. It is appropriate in the circumstances. For example, in U.S. it is customary for small gifts to be given at Christmas time

e. Taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time

f. It is given openly, not secretly and in a manner that avoids the appearance of impropriety

Examples of Token Gifts: Corporate calendar, pens, mugs, books, T-shirts, wine bottles, bouquet of flowers or a pack of sweets or dry fruits.

If the gifts or hospitality given or received is more than a token gift or modest meal/ entertainment in the ordinary course of business, you must obtain prior written approval from your vertical head and must notify Global Human Resource Team at GlobalHR@fusionbposervices.com for recording in the gift and hospitality register.

Global HR Team will maintain a gift and hospitality register as a written record, setting out full details of the gift or hospitality given or received including the approximate value, the purpose or intention of the gift or hospitality, the name of the recipient and provider of the gift or hospitality and their relationship.

WHAT IS NOT ACCEPTABLE

It is not acceptable for any employee of FUSION (or someone on his / her behalf) to:

a. Accept an offer of a gift of any size from any Third Party which is in negotiation with or is submitting a proposal with FUSION.

b. Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given.

c. Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure

d. Accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them

e. Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy

f. Engage in any activity that might lead to a breach of this Policy

The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.

WILLFUL BLINDNESS

If an employee willfully ignores or turns a blind eye to any evidence of corruption or bribery within his / her department and/or around him / her, it will also be taken against the employee. Although such conduct may be “passive”, i.e. the employee may not have directly participated in or may not have directly benefited from the corruption or bribery concerned, the willful blindness to the same can, depending upon the circumstances, carry the same disciplinary action as an intentional act.

FACILITATION PAYMENTS AND KICKBACKS

Neither an employee of FUSION nor any person acting on behalf of FUSION shall accept facilitation payments or “kickbacks” of any kind. “Facilitation Payments” are typically small, unofficial payments (sometimes known as “grease payments”) made to secure or expedite a routine government action by a government official. “Kickbacks” are typically payments made to commercial organizations in return for a business favor/ advantage, such as a payment made to secure the award of a contract. You must avoid any activity that might lead to or suggest that a Facilitation Payment or Kickback will be made or accepted by FUSION.

Facilitation Payments are known to be prevalent in many countries and industry sectors. There you may be concern, that the inability to make such payments may cause difficulties in doing business in some jurisdictions and that this may result in loss of income or contract. The guidance set out below is intended to help support you in circumstances when you are asked to make Facilitation Payments.

Guidance on how to avoid making Facilitation Payments

- (a) Insist on official receipts for any payments you make
- (b) Report suspicions, concerns, queries and demands for Facilitation Payments to the higher ups and to local enforcement authorities and refuse to make such payments

BLACKMAIL/ EXTORTIONS

We remain committed to our policy of not making Facilitation Payments. The only limited exception to this is in circumstances where employee or the Third Parties are left with no alternative but to make payments in order to protect against loss of life, limb or liberty. In such circumstances, you make the payment and it is your immediate responsibility to contact your Manager and Global Human Resource Team as soon as possible after the event, so that the incident can be properly recorded, reviewed and accounted for with the authorities.

CHARITABLE DONATIONS

As part of its corporate citizenship activities, Fusion BPO may support local charities or provide sponsorship, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.

POLITICAL ACTIVITIES

We are apolitical, advocate government policies on sustainability and do not contribute financial or in-kind to political parties, politicians and related institutions in any of the countries. We do not make contributions to political parties, political party officials or candidates for political advantages. Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organization or public official for any unlawful or unauthorized purpose is prohibited. You should not make any political contribution on behalf of Fusion, use any resources of Fusion BPO and its affiliates and subsidiaries to assist a candidate or elected official in any campaign or coerce or direct another employee to vote a certain way. You should never attempt to offer any incentives to public officials in the hopes of influencing the decision of that individual.

BUSINESS RELATIONSHIPS

Fusion expects all Third Parties doing business with the Company to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. Fusion requires all Third Parties to cooperate and ensure compliance with these standards, to continue the business relationship.

In order to maintain the highest standards of integrity, with respect to any dealings with a Third Party, you must ensure that:

- a) Employees and associates shall conduct due diligence enquiries to review the integrity records of any Third Party before entering a commercial relationship with them
- b) Employees and associates shall fully document the engagement process and the final approval of the selection of any Third Party
- c) Employees and associates shall implement a program to provide appropriate information on this Policy to all Third Parties engaged in business relationship with Fusion
- d) Employees and associates shall ensure that:
 - (i) Each Third Party within your work area are fully briefed on this Policy.
 - (ii) Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered

In the event of any doubt about the integrity of a Third Party, it is the employee's responsibility to contact his / her Manager and the Global Human Resource Team as soon as possible.

OFFSET OR SIMILAR OBLIGATIONS

Many government contracts may require companies to make offset commitments. The purpose of these offset commitments is to invest in the country and create local jobs. Similarly, a government in a country or a particular state giving a grant or other facilities to Fusion may require preference to be given to the residents of such country or state in any hiring. All these transactions per se do not violate this Policy. In

case there is any doubt regarding any violation of this Policy at any stage of such transaction, you are strongly encouraged to connect with the Global Human Resource Team.

ANTI CORRUPTION TRAINING

Fusion strongly requires certain Company Personnel, depending on their job scope, to take and pass the Company's Anti-Bribery And Anti-Corruption training courses, which will be rolled out by the Company from time to time. The course/s may be conducted by the Company's Human Resources Department. Each concerned Company Personnel will be notified via email that they are required to take the course/s. Those required to take such course/s must do so within the notified timeframe and repeat the course/s as and when required. Failure to do so without justification will be viewed very seriously by the Company and could result in suspension and/or termination of your employment or association with Fusion.

RECORD KEEPING

All personnel associated with Fusion must follow all applicable standards, principles, laws, regulations, and Company practices for accounting and financial reporting. In particular, Company Personnel must be timely, complete, and accurate when preparing all required reports and records. All gifts, entertainment, or travel provided to a government official must be reported. No undisclosed or unrecorded accounts of the Company are to be established for any purpose, and false or artificial entries are not to be made in the books and records of the Company for any reason whatsoever. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy.

Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

The Finance Department shall maintain accounting procedures, financial reporting and controls, and the Internal Audit Department shall design an internal audit program for the Company. Monitoring and auditing systems are in place to detect violations of Company policy and of applicable laws. In particular, the Company will monitor and review, through periodic compliance audits to be conducted by the Internal Audit Department, the records of Company Personnel who have discretionary authority over Company assets, who are likely to come into contact with government officials, or who submit financial data that affects Company financial statements or reports.

Employees must follow all the procedures laid out in other policies (available in the respective intranet portal) which help in anti-bribery and corruption due diligence on suppliers, potential joint venture parties, clients and other Third Parties.

INVESTIGATIONS

In addition to the regular audits, there may also be individual instances in which the Company may wish to investigate a certain matter through Legal Department. While performing this audit or investigation, the Legal Department may obtain the assistance of any Company Personnel, and is authorized to retain accounting firms, outside counsel, or others, as deemed necessary in the discretion of the Legal Department. All Company Personnel who are assisting in such an audit or investigation shall, at all times, work under the direction and supervision of the Legal Department and shall report directly to the Legal Department and not through their usual chain of command.

HOW TO RAISE A CONCERN

If, at any time, a Company Personnel has information or knowledge of any unrecorded asset or fund, such information must be reported directly to the Global Human Resource Dept. This is also applicable for those who wish to remain anonymous.

WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY AND CORRUPTION?

It is his / her responsibility to inform / report it to their respective Managers and the Global Human Resource Team as soon as possible if you are offered a bribe by a third party, you are asked to make one, suspect that this may happen in the future or believe that you are a victim of another form of corruption or other unlawful activity. You must refuse to accept or make the payment from or to a third party, explain our policy against accepting or making such payment and make it clear that the refusal is final and non-negotiable because of this Policy. If you encounter any difficulty making this refusal, you should seek assistance from your Manager immediately.

WHO ARE RESPONSIBLE FOR THE POLICY?

As set forth in this Policy, it is the Company's intention to ensure that all Company Personnel comply fully with the Anti-corruption Laws. The Human Resource Department is responsible for monitoring and reviewing benefits received and given on behalf of the Company-by-Company Personnel and to maintain the register of Gift and Hospitality. The Internal Audit Department, with the assistance of Legal Department and Finance Department, is responsible for auditing the Company's compliance. The Legal Department, Human Resource Department and the designated Business Unit Heads are responsible for the implementation and enforcement of the process for the pre-authorization of gift, entertainment, hosting and other promotional or marketing expenses. The Human Resource Department is responsible for training appropriate Company Personnel with respect to this Policy, and for maintaining proper anti-corruption compliance and oversight with this Policy.

The Finance Department is responsible for maintaining and enforcing the Company's accounting and record-keeping policies, and maintaining the Company's system of internal controls to ensure that assets of the Company are disbursed only as authorized by management, and as set forth in this Policy.

Company Personnel whose duties are likely to lead to involvement in or exposure to any of the areas covered by the Anti-corruption Laws are required to become familiar with and comply with the this Policy.

It is also the responsibility of all Company Personnel to report known or suspected cases of violations of this Policy.

DISCIPLINARY ACTION ON NON-COMPLIANCE

Violations of this Policy will not be tolerated. Any Company Personnel who violates this Policy will subject to disciplinary action up to and including termination of employment or relationship with the Company.

PROTECTION

Associates those who refuse to accept or offer a bribe or those who raise concerns or report another's wrong-doing, are sometimes worried about possible repercussions. The Company encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he / she has suffered any such treatment, he / she should inform his/her immediate Manager and or Global Human Resource Team.

NON-RETALIATION POLICY

The Company will not take any adverse action against anyone for providing truthful information relating to a violation of law or Company policy, and the Company will not tolerate any retaliation against persons asking questions or making good faith reports of possible violations of this Policy. Anyone who retaliates or attempts to retaliate will be disciplined. Any person who believes he or she has been retaliated against should immediately inform to Global Human Resource Team.

WAIVER AND AMENDMENT OF THE POLICY

We are committed to continuously reviewing and updating our policies and procedures based on the learning. The Legal, Compliance and Human Resource team will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Therefore, this document is subject to modification. Any amendment or waiver of any provision of this Policy must be approved in writing by the Company's Board of Directors. The Policy will be reviewed and audited from time to time which requires cooperation from all concerned.

BINDING LAWS

Bribery and Corruption are serious criminal offence in the countries where our Company operates which includes India (The Prevention of Corruption Act 1988), United Kingdom (UK Bribery Act 2010), United States of America (Foreign Corrupt Practices Act), Canada (The Corruption of Foreign Public Officials Act), Philippines (Anti-Graft And Corrupt Practices Act), Jamaica (Corruption Prevention Act), El Salvador (U.S. Foreign Corrupt Practices Act), Colombia (The Anti-corruption Act, Law 1474, of 2011), Thailand (the "New Anti-Corruption Law" 2018), Indonesia (Law No. 11 of 1998 on the Criminal Act of Bribery ("Law

11/1980”), Mexico (Mexican Federal Criminal Code, Article 222), Albania (Article 164(a) of the Criminal Code), Kosovo (Kosovo Anti-Corruption Agency (ACA), Morocco (Articles 248 to 256 of the Moroccan Criminal Code) and France (the Agence française anticorruption (AFA), created by the Sapin II Act). Bribery offences can result to severe fines, and or custodial sentences, imprisonment, exclusion from tendering for public contracts and severe reputational damage.
