

Doc. No.: -	AT/HR/COC/01
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Guidelines**Code of Conduct**

Introduction: During the course of our business, Addverb Technologies Limited (previously known as Addverb Technologies Private Limited), including its subsidiaries (“Addverb”) often come across complex situations and ethical dilemmas. We also recognize in our conduct of business that we must reconcile the paradox between progress and sustainability, including a sustainable future for us and our planet. This “**Code of Conduct**” provides a set of guidelines to all the Employees (as defined below) so that they can carry on their responsibilities and take decisions in a fair, ethical and transparent manner and in compliance with the principles and set of values as provided herein that we intend to follow and achieve. The principles and values enshrined in this Code of Conduct will help our organization, build a positive and transparent culture, making Addverb a sustainable organization, and will provide people with acceptable and non-acceptable conduct. This Employee Code of Conduct will be refreshed and updated periodically to ensure that it remains contemporary in nature without changing our underlying principles. Though prescriptive in nature, in case of any instances that cause a dilemma for people in the organization, please feel free to reach out to HR so that the dilemma can be resolved in a fair and transparent manner. Compliance with this Code of Conduct is the exclusive and personal responsibility of each Employee. We trust each of them will recognize and report any illegal, nonethical behavior that might affect Addverb.

Scope: This Code of Conduct is applicable to each, and every person engaged with Addverb – whether as a Director, Manager, full-time employee, contract employees, interns, trainees (“Employees”) across offices in India and outside India. It is also applicable on the Employees engaged with Addverb’s subsidiaries (including its branch offices) whether in India or outside.

Inclusive Workplace: We strive to create a work environment that enables all our colleagues to perform their roles and responsibilities effectively and that respects each Employee’s human rights and is free from intimidation, harassment, and violence. We shall create an inclusive workplace and will not partake in any form of harassment or discrimination based on age, race, region, religion, caste, ethnicity, marital status, sexual orientation, disability, gender, union membership or political affiliation or any other characteristics protected by law.

Child labor and forced labor: We shall not employ children less than 18 years of age at our workplace or any of our project sites and shall not use forced labor in any form whatsoever, either directly or indirectly. We shall not engage in or support mental and/or physical coercion as well as human trafficking in any form or manner.

No Discrimination and Equal Opportunity Employer: We shall recruit and promote employees based on merit and performance only and not based on age, race, region, religion, caste, ethnicity, marital status, sexual orientation, disability, gender, union membership or political affiliation or any other characteristics protected by law. We shall not make deductions from wages as a disciplinary measure, unless permitted by applicable law.

Dual Employment: We shall not engage in any other full-time employment outside Addverb. We shall not take up any other part-time avocation (minor occupation or consulting) or position of responsibility with or without remuneration with our customer, supplier, vendor or contractor. In case of any such existing activity, we shall notify and seek prior approval from Addverb.

Statutory Laws & Compliance: We shall follow the applicable laws, including but not limited to fiscal legislative requirements, both in letter and spirit as set out by the respective federal and local governments, and will not willfully

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engage in any activity that contradicts the law of the land. We shall also follow the code of conduct on supplier ethical data exchange, rules & regulations set by the customer at respective project sites and workplace.

Financial Statement & Statutory Disclosure: We shall be sincere and straightforward in so far as our financial statements and statutory disclosures are concerned. We make it our habit to reflect all our company's financial records and disclosures in an ethical and transparent manner reflective of a responsible business entity that respects fair and accepted reporting standards of businesses. We will strive to set a benchmark in high reporting standards and practices.

Conflict of Interest: We shall always strive to avoid instances of "**Conflict of Interest**", where our interests either through our personal associations or direct relations are not in the best interest of the company. If such instances do occur, we shall report to HR and not partake in such decisions. Conflict of interest includes but is not limited to:

- Engaging in any business either through personal association or through a family relationship that competes with the business of the organization.
- Conduct personal financial transactions with vendors, partners, customers or contractors.
- Introduce any related family member as a vendor, partner or contractor to the organization without disclosing the relationship or to gain any unfair advantage.
- Exploit for our personal gain any company asset, facility of perquisite received by the organization.
- Share any organization data for any personal or public cause.
- Influence the recruitment process for hiring of any relative in any position with or without remuneration.

We recognize that our principles cannot comprehensively cover every case or practical situation. We trust the Employee to use their own discretion and judgement to determine a fair and the best course of action. While doing so they should bear in mind to always respect our ethics and local laws and regulations.

Gifts: We understand that in ordinary course of business, nominal or token gifts or favors are exchanged for instance sweets/dry fruits during festivals or special occasions or Pens/Diaries/Pen Drives, etc. but we shall not offer or accept a gift or favor from our suppliers, contractors, vendors, partners or customers that are of substantial value. In other words, we will not get involved in any exchange of gifts or favors that may be treated as an "**Illicit Payment**" or "**Favor**". Substantial Value shall mean to be a gift or favor having value more than Rs. 1000 (Thousand Only).

Anti-Bribery and Prevention of Corruption: We shall in no way indulge in any bribery or indulge in any unfair or corrupt activities while representing the organization and during our business. We shall not indulge in any act of corruption such as deception, bribery, forgery, extortion, theft, embezzlement, misappropriation, falsification or collusion that would violate or cause Addverb to violate any applicable anti-bribery or corruption laws or regulations.

Anti-Competitive Conduct and Money Laundering: We shall not engage in activities that are prohibited under the competition laws, including but not limited to entering in any form of agreement or understanding with competitors to fix prices, rig bids, and/or restrict supply. We shall not indulge in any money laundering activities and shall comply with applicable laws and regulations designed to combat money laundering activities.

Anti-Piracy: We do not use any illegal/cracked/pirated software, nor do we encourage the use of illegal/cracked/pirated software for carrying out our business responsibilities on company assets or otherwise. We always use a licensed version of any software or tool.

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Cyber-Security: We recognize that we use digital media and modern technology platforms. Therefore, we commit to adopt by design secure cybersecurity practices for the good of the company and for securing our customers' data and information. We will strive to support our customers to achieve a safe cybersecurity position. We will always strive to be aware and cautious about the potential of cyber-attacks to our own network, customers' networks and digital platforms. When in doubt we will consult our digital experts.

Artificial Intelligence: We use highly potent AI-based technologies to develop our solutions and grow our business. We commit to work with these technologies only in a way to achieve business excellence and ease of our customers' operations and business. We will educate our teams on responsible behavior in the use of modern-day AI technologies and, will in no way adopt them for harming the environment or operations of our customers. We will, therefore, commit to not deploy "rouge algorithms".

Confidential Information and Personal Data: We shall respect, protect and not disclose confidential information of the organization. Any personal or professional information received during our business is termed as confidential information. Confidential information includes, (but is not limited to) customer details, information shared by the customers, vendors, or partners on a confidential basis, product details, software architecture, vendor/supplier details, designs, financial information, personal data of any individual, Intellectual Property or all other details that are not available in the public domain. Confidential information must be used for business purposes only. We shall not use any confidential information for personal gain under any circumstances. The Employees have an obligation to ensure that Confidential Information is secured against loss, misuse or unauthorized access, use, modification, or disclosure. The Employees shall immediately report to the email ID: grievance@addverb.com in case of any suspected breach of personal, confidential, or sensitive information.

Insider Trading: We understand and acknowledge that during the course of our engagement with Addverb, we may be shared or may gain access to certain confidential and/or price sensitive information of Addverb as well as Addverb's customers, partners, vendors or affiliates or any other entity with whom Addverb is engaged with, which if used for personal benefit or made public, could have a material effect on the share price of Addverb, Addverb's customers, partners, vendors or affiliates or any other entity with whom Addverb is engaged with. We are aware of our obligations with respect to price sensitive information under applicable laws. We hereby undertake that during the course of our engagement with Addverb and thereafter, we shall neither by relying on or using the confidential/price sensitive information acquire, sell or deal in Addverb's or Addverb's customers', partners', vendors' or affiliates' shares or other securities nor shall make a recommendation to a third party to undertake the same.

Safety, Health & Environment: We understand the importance of natural resources and will take necessary steps to reduce our carbon footprint and minimize the impact of our products on the environment. We will also ensure adherence to safe work practices to ensure protection against safety and health hazards. We will never use drugs, alcohol or other substances in a way which may affect our ability to perform the jobs safely and as intended. We will strive towards maintaining a safe and hygienic work environment.

Freedom of Association: We are committed to the fundamental right of freedom of association. Employees are free to pursue collective bargaining and join any association without fear of discrimination or retaliation. We shall respect the basic right of employees on freedom of association, promote open communication, and ensure adherence to all relevant laws and regulations.

Guidelines

Open Door Policy on Grievance: We understand the importance of direct interaction with employees and to facilitate this we practice an open-door principle to capture the grievances directly. We have established a grievance redressal mechanism that is transparent and easy to comply with. We shall in no way engage in any act of retaliation or discrimination and Addverb does not tolerate retaliation towards the Employees who have reported a violation of the Code of Conduct or raised a grievance. Addverb considers acts of retaliation as misconduct.

Representing Addverb: We recognize that each of us is an ambassador of Addverb to the external world. We will take the utmost care and pay all necessary attention to the way we conduct ourselves both inside and outside our company and premises. We commit to demonstrate our ethics in our professional behavior outside the company. We will use official communication material and follow our company guidelines and brand rules. We will not make our company's interests subservient to our opinions and beliefs.

Respect for Human Rights: We shall respect and commit to upholding human rights expressed in the International Bill of Human Rights (consisting of the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights) and the International Labour Organization's ("ILO") Declaration on Fundamental Principles and Rights at Work.

To report any violation of the Code of Conduct, the employee can drop a mail to: grievance@addverb.com. The identity of the individuals shall be kept completely confidential during an internal or external investigation.

Approved By:

Satish Kumar Shukla
CHRO