TECHNO BRAIN
Empowering Lives

ANTI-TRUST & ANTI-FRAUD POLICY

Version Number	Creation/ Revision Date	Prepared /Updated By	Reviewed By	Approved By	Change Description
1.0	01.06.2021	Compliance & Risk Committee	RiskPro	Group CEO	Initial Copy
1.1	18.05.2022	Compliance & Risk Committee	RiskPro	Group CEO	Added Acronyms section along with few corrections across the document, added the scope

1.0 Policy Requirements

This Policy is intended to promote compliance with the Antitrust Laws, not to create duties or obligations beyond what the Antitrust Laws actually require. In the event of any inconsistency between this Policy and the Antitrust Laws, the Antitrust Laws preempt and control.

This Policy shall be promulgated to all members and participants in Techno Brain.

The following policies address three areas in which the Antitrust Laws are particularly concerned: Proposal submission & Project/Services Execution.

1.1 Scope

This policy is applicable to the entire Techno Brain Group and all its entities.

1.2 Proposal submission & Project/ Services Execution

Techno Brain responds to RFPs and get the projects based on RFPs selection criteria. All employees & Partners meeting the qualifications/ policies established by Techno Brain's set forth in bylaws.

Any Techno Brain information, materials, or reports available to employees/ partners shall be made available to non-employees on reasonable terms, when failure to make them available will impose a significant economic or competitive disadvantage or cost to non-employees.

1.3 Legal Review

Techno Brain's policy is to discuss thoroughly with Compliance and Risk Committee any proposed programs or policy decisions before they are implemented. If any member or participant has any question as to the legality of a proposed course of action, the matter should be immediately referred to the Legal Counsel of Techno Brain. In this manner, Techno Brain can ensure continued pursuit of its legitimate objectives with maximum protection for members and participants. In some jurisdictions, local laws and regulations may be more stringent than the provisions of this Policy. In such jurisdictions, the local laws would take precedence over this Policy. Any issue that may arise due to conflict of laws, will be deliberated in the CRC meeting and the decision will be taken in those meetings collectively.

1.4 How do we comply - Antitrust?

Anti-trust laws generally address the following areas

- Unfair pricing practices which includes price discrimination, secret rebates, exclusive dealerships or distributorships which are questionable, restrictions on carrying competing products and other practices. If you come across any such questionable practices in the course of your work, for instance, while bidding for services, please contact the Compliance Officer.
- You should not knowingly make false or misleading statements regarding our competitors or the products and services of our competitors, customers or suppliers.

- Collusion among competitors is illegal. Our communications with competitors should always avoid subjects such as prices or other terms and conditions of sale, customers and suppliers.
- You should not enter into an agreement or understanding, written or oral, express or implied, with any competitor on these subjects.

1.5 How do we comply - Antifraud?

Information about competitors is a valuable asset in the highly competitive markets in which Techno Brain operates. When collecting competitive intelligence, Techno Brain employees and others who are working on our behalf, must always live up to Techno Brain's standard of unyielding Integrity.

Our responsibilities include:

- Never accept information offered by a third party (e.g., competitor information during request for information or RFI stage) that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate non-disclosure/ confidentiality agreement has been signed with the party offering the information. The Legal Department can provide non-disclosure agreements to fit any particular situation.
- Obtain competitive information only through legal and ethical means, never through misrepresentation.
- Never contact competitors to seek their confidential information.
- Respect the obligations of others to keep competitive information known to them as confidential.
- Do not induce or receive confidential information of other companies.
- Make sure that third parties acting on our behalf live up to our standards of confidentiality.

1.6 Types of Frauds

For purposes of this Policy, fraud is defined as the use of deception by an individual with the intention of obtaining an advantage for himself or herself or for a third party or parties, avoiding an obligation, or causing loss to another party. The term fraud is used to describe offences such as, but not limited to, deception, bribery, forgery, extortion, corruption, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts, and collusion. This Policy is intended to apply to both internal and external frauds. Some of these frauds are:

- Obtaining property, financial advantage or any other benefit by deception or abuse of authority granted by virtue of official position or duty.

- Seeking to obtain confidential information about a colleague or others, with intent to use it for unauthorized purposes.

- Knowingly providing false, misleading or incomplete information to Techno Brain, its partners, or other business relations, or deliberately failing to provide information where there is an obligation to do so.

- Unauthorized personal use of Techno Brain computers, telephones, vehicles or any other property or services outside of professional duties, hacking into, or interfering with, a Techno Brain computer system.

1.7 How Fraud Occurs

Frauds arise because of lack of proper internal control policies and procedures, failure by staff to observe internal controls, carelessness in carrying out checks, or inadequate separation of duties. Four basic elements are usually present when fraud occurs:

- Individual(s) to carry out the fraud – inside or outside of the organization,
- Assets to be acquired, used or disposed of fraudulently,
- Intent to commit the fraud,
- Opportunity to do so.

Managers must ensure that the opportunities for fraud are minimized. A high probability of being caught will deter those who might otherwise engage in fraud. Opportunities to commit fraud may be reduced by ensuring that a sound system of internal control, proportional to risk, has been designed and implemented and is functioning as intended.

1.8 Fraud Prevention

Everyone in Techno Brain has a responsibility as well as an obligation to contribute to the management of fraud risk.

- Starting at the top, the Techno Brain, the CEO, the Directors and senior managers all set the tone and lead in the promotion of risk management, internal controls and an anti-fraud culture throughout the organization.
- Staff members conduct themselves with integrity and demonstrate awareness of the importance of ethical practices in their day to day work.
- Staff members design, implement and operate the control actions, recruit the right people, and ensure that physical and IT services promote computer and data security.
- Fundamental to sound management are governance structures that demonstrate and reinforce leadership, stewardship, ethical behavior, transparency, accountability and performance. In Techno Brain this refers to the overall role of the Techno Brain Compliance & Risk Committee and the specific role of the Finance, Legal and Compliance Officer to oversee Techno Brain's internal controls and risk management practices.

Techno Brain expects all people and organizations to be honest and fair in their dealings with all parts of the employees, departments as well as its partners. Techno Brain will not tolerate any level of fraud or corruption. There are four major facets to Techno Brain's strategy for effective fraud prevention:

- A Culture of Honesty and Ethics
- Risk Management and Internal Control
- Awareness Raising and Training
- Oversight Process

2.0 Contacts

2.1 Contact Human Resources

Employees may contact the Head of Human Resources to report their concern. Human Resources will review and escalate any concerns, as well as protect the reputation of the company.

2.2 Contact Chair of Audit Committee

If an Employee is not comfortable raising their concern through one of the options above, or their concern specifically relates to the following parties:

- Group Chief Executive Officer (CEO),

- Director Human Resources
- Compliance Officer
- Director, Legal

3.0 ROLES AND RESPONSIBILITIES

3.1 Introduction

The CEO has overall responsibility for the organizational response in the case of a reported or suspected fraud. Sub-delegation for handling the response will be made as appropriate. This section sets out the responsibilities for Employees, People Leaders, Senior Management, Human Resources and the Board to support the Antitrust Policy, but it is not meant to be exhaustive.

3.2 Employees

Employees are expected to:

- Ensure their understanding and compliance with the Anti-Trust & Anti-Fraud Policy, Code of Conduct & Ethics and any policies, guidelines and procedures that support the Anti-Trust & Anti-Fraud Policy.
- Identify and immediately report any suspected or known wrongdoing.
- Complete periodic training and attestation with respect to the Policy, Code of Conduct & Ethics and any supporting policies

3.3 People Leaders and Senior Management

People Leaders and Senior Management are expected to:

- Ensure that all direct reports understand and comply with the Code;
- Ensure that all annual training (and attestations) are completed in the timeframe required;
- Encourage an environment of open communication and high ethical standards;
- Be familiar with the laws and regulatory requirements that apply to the Company and relevant business processes.

3.4 Director, HR, CO and General Counsel and Corporate Secretary

These executives are expected to:

- Commence a review/investigation of all concerns received, regardless of the channel in which it was received (the CO is responsible for independently reviewing/investigating all concerns received that relate to HR team members);
- Provide timely notification to the Compliance and Risk Committee of all complaints;
- Track all concerns raised and report to the Group CEO and Board of Directors quarterly, or on an as-needed basis;
- Ensure the approved Policy is immediately posted by Human Resources on the Techno Brain website and internal website following approval from the Board.

3.5 Compliance and Risk Committee and the Board of Directors

The Board of Directors has ultimate responsibility for the Policy. The Board of Directors has delegated its responsibilities to the Compliance and Risk Committee (CRC).

The CRC is responsible for:

- Ensuring that any Policy violation reporting is received and reviewed;
- Ensuring that any concerns received regarding the CEO, Director, HR and CO are immediately communicated to the Chair of the Board;
- Direct any external concerns received that fall under this Policy to the SBU Heads, relevant Directors, Human Resources, CO and support them in resolving the concerns.

Once every two years, every Board member must review the Whistleblower Policy and attest to the compliance with the Policy will be done on a regular basis.

4.0 Monitoring and Reporting

4.1 Policy Monitoring

The completion of training and attestations related to the Policy are monitored by Human Resources.

4.2 Policy Reporting

4.2.1 Reporting Internal Concerns

Internal concerns reported through the Whistleblower program are reported according to the following table

Involved Parties	Reported by	Reported to
Any parties **except** HR team members, Group CEO or CO	SBU Heads, Human Resources	CRC
Member of HR team	CO	CRC
Group Chief Executive Officer, CTO, HR or CO	CRC	Chair of the Board

4.2.2 External Reports

If a concern comes from an external source through the CRC and the General Counsel and Corporate Secretary, the concern will be directed to the Director, relevant SBU Head, Human Resources, the CO and CRC supports to address the concerns.

5.0 Review and Approval

The Antitrust and Antifraud Policy is subject to review once every two years or when business needs arise.

The CRC reviews and recommends the Policy for approval to the Group CEO & Director who reviews, approves and recommends the Policy for approval to the Board of Directors.

There are no exceptions granted for this policy. Non-compliance with the Policy should be reported to the Compliance Officer, Director Legal, HR immediately for remedial action. Significant instances of non-compliance are reported to the Board.

6.0 Relevant Regulatory Requirements

Relevant legislative and regulatory requirements include the Country specific laws. These provisions are intended to ensure that appropriate mechanisms are in place to protect Employees from any form of whistleblower reprisal.

7.0 Effective Date

Compliance with this Policy is to take effect immediately following approval by the Board of Directors.

8.0 Related Documents

This Policy should be read in relation to the following documents:

- ISPMS-PO-Acceptable_UsagePolicy
- Whistleblower Policy
- Code of Conduct
- Human Rights, Equal Opportunity and Harassment guidelines Policy provided in the employee handbook, Recruitment & Selection policy and Workplace Violence policy
- Techno Brain Group_ISPMS Manual (Information Security and Privacy Management System)
- Occupational Health and Safety Guideline
- Reporting a Whistleblower Concern Document through an email tbgethics@technobraingroup.com
- Workplace Violence Policy

9.0 Confidentiality

This policy is available to the public through the Techno Brain website.

10.0 Acronyms

CEO	Chief Executive Officer
CRC	Compliance and Risk Committee
CTO	Chief Technology Officer
SBU	Strategic Business Unit
CO	**Compliance Officer**
RFP	Request for Proposal
RFI	Request for Information
HR	Human Resource
ISPMS	Information Security and Privacy Management System