



Techno Brain Group Code of Conduct

Behavior in Business Conduct

CEO's Note:

Dear Colleagues,

Techno Brain is recognized as a leader in developing and implements high quality, innovative IT solutions. Our Company vision and mission statements guide our decisions and behavior. We do business in a responsible and ethical manner, with a high commitment to customer satisfaction. We create a positive impact for our Customers & other stakeholders, shareholders and employees.

The digital revolution in I.T provides new ways to provide solutions to our customers in managing their data and information, not only in cost effective but accurate and timely manner. In this new environment, it is more important than ever for everyone at Techno Brain to take responsibility for the proper management and protection of data and information, which need to be findable, accessible, shareable and handled with the appropriate care, security and confidentiality. This is essential to protect both our own interests and those of the Customers, Partners and other stakeholders.

Techno Brain's reputation is one of its most valuable assets. Our stakeholders expect us to do the right thing. Each and every employee has a responsibility to foster and protect Techno Brain's reputation. We make every effort to build a culture of mutual trust that encourages the free exchange of views and opinions. A liberal working environment is critical to our success. By fostering a culture of empowerment and a compliant mindset, where everybody feels free to express his or her opinion, we create an attractive and conducive workplace.

Techno Brain is convinced that integrity is and will remain the basis of our sustainable and successful business. The Techno Brain Group Code of Conduct clearly expresses Techno Brain's expectations as your employer and provides you with practical guidance, examples and references to further useful information. Moreover, it can be regarded and used as a "business card" which evidences Techno Brain's commitment towards making a valuable and sustainable impact its stakeholders, shareholders, employees and in general to the economy.

The Board of Directors of Techno Brain HoldCo Limited have formally endorsed this updated Techno Brain Group Code of Conduct.

I expect you to implement the Techno Brain Group Code of Conduct in your daily business and act as a Techno Brain ambassador. Thank you for your support.

Manoj Shanker
Group CEO and Director

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Introduction

Techno Brain Group Code of Conduct

Defining how we do business—every day, everywhere

Techno Brain's reputation lies in carrying out its business with integrity.

In all interactions with our stakeholders, we are committed to do 'the right thing' at all times.

The Techno Brain Group Code of Conduct aligns to our business purpose. All Techno Brain companies are obliged to adopt all measures necessary to implement the Techno Brain Group Code of Conduct locally.

All employees and all others acting on behalf of Techno Brain must comply and make judgments in accordance with the Techno Brain Group Code of Conduct, regardless of their location and the nature of their work. Following the "One Techno Brain Approach" principle, the standards set forth are equally binding for all Strategic Business Units (SBUs) and Departments, across all entities of Techno Brain Group.

The Techno Brain Group Code of Conduct is designed to guide our business behavior and provides practical guidance, examples as well as references to further useful information. Additional compliance policies, processes and practices that have been adopted, implemented and enforced are an integral part of Techno Brain's Compliance Management process. However, these materials are not a substitute for our individual responsibility to exercise good judgment and common sense.

If you don't find an explicit answer to a specific question, keep in mind that the Techno Brain Group Code of Conduct should always be interpreted in the spirit of our Business Purpose and our Corporate Values.

User-friendly means such as Online access to Policies, E-Learning program, Periodic employee training and Workshops and easy access to Compliance and risk committee have been developed to help explaining the key messages of our Techno Brain Group Code of Conduct to its employees.

Adherence to the Techno Brain Group Code of Conduct is a condition of employment. Each employee is expected to read, understand and comply alongside other ICP policies, applicable laws, Company rules and report any policy violation for remedial corrective action to be taken. In case of doubt about the correct behavior, employees have to seek help and advice from appointed compliance and risk committee.

The Techno Brain Group Code is applicable to entities of Techno Brain Group and to all employees. Further all employees must sign a declaration form annually acknowledging that the ICP policies are conditional to their employment and that they have read, understood the policies and commit to abide by it. ICP policies must be signed by all staff at the time of commencement of employment and annually thereafter.

Upon employment all employees' must sign the following policies:

- a. Non-disclosure Agreement
- b. Anti-Bribery Anti-Corruption policy
- c. Business ethics
- d. Email policy
- e. Conflict of Interest
- f. Code of business conduct
- g. Employment undertaking letter

Additionally, all employees have the responsibility to ensure they are aware of Company's ICP policies and from time to time refresher programs shall be planned as per published calendar from the compliance officer. Annually all staff must sign the following policies:

- a. Declaration form which includes having read and understood all Integrity Compliance Policy (ICP) which includes Code of conduct, Anti bribery Anti-Corruption and whistleblowing policy.
- b. Further all staff must complete Conflict of interest questionnaire annually.

Techno Brain does not tolerate violations of the Techno Brain Group Code of Conduct and is fully committed to handling non-compliance cases adequately. Employees must be aware that violations can have serious consequences for the company as well as for themselves.

We are all expected to:

- Behave with integrity and help maintain Techno Brain's reputation.
- Seek help and advice in case of doubt.
- Be aware that violations of the Techno Brain Group Code of Conduct are not tolerated and can have consequences for Techno Brain and ourselves.

Q&A

Does the Techno Brain Group Code of Conduct apply to everyone in the Techno Brain Group?

Yes. All employees and all others acting on behalf of Techno Brain must comply with the Techno Brain Group Code of Conduct, regardless of their location and the nature of their work.

I am requested to complete the eLearning program. Due to other urgent business activities, I do not find time to complete the eLearning program. I set priorities and decide not to complete it. Have I made a good decision?

No. Since the eLearning programs are designed to support you in your endeavors to comply with the Techno Brain Group Code of Conduct, it is in your own interest to complete them carefully.

Techno Brain Purpose Statement

Describing who we are, what we aspire to and how we want to work

Customer needs and Innovation:

We believe it's important to recommend and deliver the right IT solutions—even as we develop innovations for the future. We are passionate about our Solutions. We are courageous in both decision and action. And we believe that good business means a better world.

That is why we come to work each day. We commit ourselves to creativity, understanding Customer needs, unassailable ethics, innovate most appropriate IT Solutions and adopt best processes to execute our projects. We do this today to build a better tomorrow for our stakeholders.

We are proud of who we are, what we do, and how we do it.

We are Techno Brain.

RESPONSIBLE BUSINESS

Business Partners

We expect high standards of performance and integrity from our business partners

Our business partners play an important role for our growth and overall success.

All dealings by Techno Brain with its business partners are executed on the basis of integrity, sustainability and high quality of the requested product(s) and service(s). Techno Brain has an established guidelines based on industry best practices regarding appropriate remuneration of its business partners, such as suppliers, sub-contractors or consultants.

Techno Brain expects that the behavior of its business partners complies with applicable laws, regulations, industry codes and contractual terms, as well as with generally accepted sustainability standards, such as protection of human rights, safety and environment, prohibition of child or forced labour, and anti-corruption. Techno Brain expects that business partners respect confidentiality of Techno Brain's data, information and especially trade secrets and take appropriate measures to maintain confidentiality and to protect against disclosure and misappropriation. For further information on the Company's Non-Disclosure policy refer to this: <https://technobraingroup.com/wp-content/uploads/2021/12/Techno-Brain-Non-Disclosure-Agreement-Business-Ethics-Policy.pdf>

We believe that business can only flourish in societies where human rights are protected and respected. We recognize the valuable role that business can play in the longer-term protection of human rights. We are committed to respecting the human rights of our workforce, communities and those affected by our operations wherever we do business. Our commitment entails respecting human rights and seeking to avoid involvement in human rights abuses, identifying, assessing and minimizing potential adverse impacts through due diligence and management of issues, and resolving grievances from affected stakeholders effectively. We support the principles contained within the UN Guiding Principles on Business and Human Rights. Business enterprises should respect human rights. This means that they should avoid infringing on the human rights of others and should address adverse human rights impacts with which they are involved.

Techno Brain supports the industry principles for responsible supply chain management and has set forth its expectations in the Techno Brain Supplier Code of Conduct.

Before entering into a business engagement, Techno Brain performs a risk-based due diligence of the potential business partners to get first-hand assurance about their integrity, quality, suitability, credibility and commitment to sustainability. After signing of the contract and adequate instruction concerning integrity and other duties, the due diligence of business partners takes on the form of monitoring to ensure compliance.

Business partners can seek help and advice regarding the implementation of the Techno Brain Group Code of Conduct as well as report a potential non-compliant situation which they face in connection with a Techno Brain business directly to the Techno Brain Compliance Officer.

If a business partner does not comply with applicable laws, regulations, industry codes, contractual terms or generally accepted sustainability standards, Techno Brain requests appropriate remedial measures and will, if necessary, terminate the relationship

Q&A

I work with a consultant. He has asked me for high remuneration for his services which in my opinion is clearly above a fair market price. What shall I do?

Techno Brain has set forth the principles regarding the remuneration of its business partners. Accordingly, the remuneration should be in line with the fair market value of the services provided. Otherwise, you should not accept the consultant's request and immediately inform your Line Manager and the Compliance Officer. Contact Procurement to discuss an appropriate solution.

How can we get assurance that our business partner lives up to our integrity expectations?

Prior to entering into a business engagement, we perform a risk-based due diligence, prescribe related legal terms in the contract, perform continuous monitoring and take further adequate measures, when necessary.

We are all expected to:

- Interact with all our business partners with integrity.
- Obtain and maintain assurance about the integrity, quality, suitability, credibility and sustainability of our business partners before and during a business engagement.
- Request appropriate remedial measures if we become aware of a non-compliance issue with a business partner.

Further information and guidance can be found on the Techno Brain website. For specific information consult the Techno Brain Policy on Third Party Due Diligence Policy and the Techno Brain Supplier Code of Conduct.

Shareholders

We dialogue with shareholders in a transparent way

Shareholders are interested that Techno Brain delivers an adequate and sustainable return on investment, maintains its reputation, performs a comprehensive risk assessment, including environmental, social and governance aspects, and contributes to the economic growth.

Techno Brain is committed to dialogue and engage with shareholders in a transparent, timely and consistent way.

Q&A

Why is it important that Techno Brain communicates and engages in a transparent way with shareholders?

Besides the fact that in many ways this is a legal requirement, it is in the interest of Techno Brain to sustain a trustworthy and long-term relationship with its shareholders.

We are all expected to:

- Direct any inquiries by shareholders or financial analysts to the Finance Department.
- Benchmark our achievements against the industry and best practice.

Innovation

We create innovative products and services that meet high standards of quality and meet customer needs.

Our products, Solutions and services automate Customers' Business processes, and with the help of latest technology, provide best services to its citizens thus enhancing people's living standards and improving their quality of life.

Since the foundation of our company in 1997, the Techno Brain name has stood for innovative, high- quality products and services. Innovation and quality are fundamental pillars of our history, and of our strategy and culture. Techno Brain's own Intellectual Property present in most if its solutions offerings, provide us with a tremendous competitive advantage.

IT Innovation to build world class products/ solutions is a critical driver for building a better tomorrow and delivering what our Customers need next: improving products and services using latest technologies and addressing the significant unmet needs of Customers.

One of our goals is to achieve high standards of quality in everything we do. A foundation for quality management is continuous improvement of our products and solutions by harnessing latest technology and developing innovative IT Solutions that meets our Customers' needs.

We are all expected to:

- Ensure that the high expectations of our stakeholders regarding the quality of our products and services, and their needs from our Solutions, are fully met.
- Strive for continuous improvement of business processes and products & solutions.

Q&A

What are the defining characteristics of Techno Brain's products and services? Techno Brain's products and services are associated with innovation, high standards of quality and that meets the needs of our customers.

Further information and guidance can be found on the Techno Brain website.

Quality Standards & Good Practices

Adhering to quality standards and good practices is the foundation of project delivery and excellence

Techno Brain has established a quality system including sets of quality standards and procedures that employees must follow. In addition, employees must report any deviations from our standards to their Line Management or the quality function.

Techno Brain expects that its business partners also adhere to its high-quality standards.

Techno Brain has an established quality management system and information security management system based on the industry best practices, frameworks and standards like CMMI Level5 - DEV 2.0 model, ISO 9001:2015, ISO 27001:2013 and ITIL. Techno Brain is appraised at CMMI Level 5 Dev 2.0 and certified ISO 9001:2015, ISO 27001:2013. Our implementation of Quality Management System (Q-Step) for all our processes have been successfully appraised at Optimizing level, which provides organization with the essential elements of effective processes that ultimately improve their performance and customer satisfaction.

Techno Brain has a fundamental responsibility is to ensure that customers have faith in the quality of our services and products. It is the primary responsibility of every employee to make sure that our services and products are consistently of the highest quality. We believe in doing business with suppliers and business partners who embrace and demonstrate high standards of ethical business behavior and who share our commitment to environmentally sustainable practices and human rights. Techno Brain will not establish a business relationship with any supplier if its business practices violate local laws and does not comply with our Supplier Code of Conduct.

Our Information Security Policy sets out the expectations on each of us to safeguard confidential information of Techno Brain and our third parties with the assurance of security, availability, integrity and confidentiality. The Acceptable Usage Policy provides the purposes for which Techno Brain IT resources may be legitimately used and our cybersecurity responsibilities. These policies, together provide employees with the mandatory directive of safeguarding Techno Brain and client information.

Risk assessment shall be conducted from time to time throughout the project life cycle to mitigate, maintain high quality standards and best practices led by the Project Management Office, Business Functions and Quality Assurance teams.

We are all expected to:

- Comply with expected good quality standards and acknowledged good practices.
- Ensure that our business partners adhere to our high-quality standards.

Q&A

I work on projects implementations. What should I do if I notice that some of the codes implemented do not meet Techno Brain quality standards?

If you notice products that do not meet Techno Brain Quality standards in the development or Project support areas, follow the defined processes of reviews and inspections and escalate to your line manager and respective QA team. In case of any issues with the code of conduct, you can write to tbgethics@technobraingroup.com

Further information and guidance can be found on the Techno Brain website or Contact Excellence Department.

Information & Marketing

We satisfy legitimate interests in information about our innovative products, solutions and services

As a Leading IT (Information Technology) company in Africa, Techno Brain develops, markets, implements and supports innovative IT Solutions and services that provide significant benefits to our Customers' IT needs. Our stake- holders have a legitimate interest in being informed about our IT products, solutions and services, including the results of our IT development activities.

We provide this information in a transparent, accurate and timely way to enable interested parties to take advantage of any progress we have achieved. We are committed to complying with all applicable laws, regulations, and internal processes relating to good marketing practices.

Techno Brain respects the legitimate undertakings of its competitors. However, it is expected that they comply with applicable laws, regulations and industry codes. Techno Brain does not tolerate misleading claims or disparaging of its products, solutions and it protects its products, solutions and interests against unfair competition.

As a leading IT services Company, information about our products, solutions and value proposition is available on Company's website.

Q&A

What should I do if I notice a competitor making a misleading claim about a Techno Brain product or solution?

Speak to your Line Manager so that appropriate actions can be taken to protect Techno Brain's products and interests.

What should I do in a bidding process where information used for tendering process is not correct?

All bid managers must ensure information related to company's information used in bidding process is accurate and up to date. Misrepresentation of information will be violation and is not acceptable.

We are all expected to:

- Comply with applicable laws, regulations, industry codes and Techno Brain's internal processes and standards.

Intellectual Property Rights

Intellectual property rights are key to our business

At Techno Brain, we are turning advances in Cloud Services, Robotic Process Automation, Artificial Intelligence, IoT, Machine Learning into innovative Products and solutions for our customers. With our innovation model, Techno Brain is strongly dependent on intellectual property rights and their efficient protection.

Intellectual property laws protect Techno Brain's valuable intangible assets—our IT Software, Source-codes, Solutions, trademarks, copyrights, trade secrets, product names and related rights. Techno Brain supports initiatives which are designed to foster a legal and regulatory environment which protects intellectual property rights. We encourage governments with strong IP protection to maintain their commitment and those of developing countries to consider the role IP can play in the transition to an innovation-based economy delivering societal benefits and growth.

Techno Brain is committed to respecting the intellectual property rights of third parties. Techno Brain expects that all its employees take the intellectual property rights of third parties into due consideration in their daily work.

Whenever our intellectual property rights are violated, Techno Brain defends its rights. Violation of intellectual property rights does not only harm the assets of Techno Brain, but in many cases is also a threat to our Customers solutions.

We are all expected to:

- Safeguard and protect Techno Brain's intellectual property rights.
- Respect the intellectual property rights of third parties and clarify the situation with the experts in case of doubts.

Q&A

What can I do as an employee to protect Techno Brain's intellectual property rights?

Whenever you become aware that any of Techno Brain's intellectual property rights are violated by a third party, speak up and inform the Legal department.

I work in the Marketing Department and would like to copy an article from a scientific magazine and to distribute it to the participants of a workshop. Am I allowed to do so?

You have to keep in mind that copyrights of third parties have to be taken into due consideration on a case-by-case basis. If you have any doubts about the copyright situation, seek clarification from the SBU Head or Legal Department.

Further information and guidance can be found on the Techno Brain website.

Non-public Information

We handle non-public information carefully to protect Techno Brain's assets and interests

As Techno Brain employees we have in many ways access to non-public information related to our business; this includes confidential information about development projects, intellectual Property information, project delivery methods, Customer project information, customer contract and customer data, partners' data and contracts, business plans, financial data, marketing and sales strategies, launch of new products and solutions, merger, acquisition or licensing activities, etc.

Non-public information should be treated as a most valuable asset of Techno Brain. Employees have a duty to preserve non-public information acquired during employment with Techno Brain. This means employees should not share any such non-public information with anyone who is not employed by Techno Brain, or even with any other employee not having a current, legitimate business need to know such information. These confidentiality obligations are part of the employment contract and will continue to be in force after the end of employment.

If non-public information is shared with third parties, we ensure that the third party takes appropriate measures steps to protect such information.

We respect the confidential information belonging to third parties and take appropriate measures to protect such information.

We have to be aware that in a competitive environment, third parties strive to get access to confidential information related to our business. Competitive intelligence activities by third parties are part of our industry. Therefore, we must be extremely careful how we handle confidential information in public places.

We are all expected to:

- Only share non-public information with a person who needs to know such information and who is entitled to receive it.
- Respect and protect confidential information belonging to third parties.
- Be aware of competitive intelligence activities by third parties that could harm Techno Brain's assets and interests.
- Respect the contractual confidentiality obligation even after the end of employment.

Q&A

I have just joined Techno Brain from a competitor and brought with me lots of information which I think would be useful to the company. Is it okay to share said information with my new team?

No. You are not allowed to share information if it is of a confidential nature. You must respect the contractual confidentiality obligation even after the end of the employment contract with your former employer.

I am travelling together with a Techno Brain colleague and discuss confidential results of an ongoing project with her. Is this okay?

Always be alert to the competitive intelligence activities of third parties! You must be extremely careful how you handle confidential information in public places, as well as in social media and non-approved communication tools.

Further information and guidance can be discussed with CRC/CO or your line manager.

Social Media & Electronic Communication Tools

We use social media and electronic communication tools carefully

The term “Techno Brain electronic communication tools” covers any Techno Brain hardware such as smart- phones, computers, tablets, infrastructure, as well as any collaboration solutions, including e-mail, chat and social media.

For business-related communication, only Techno Brain electronic communication tools may be used. Any new technology services, systems, platforms, tools operated by third parties, software, and electronic tools intended for business use or to process company data must be assessed and authorized by Techno Brain IT Department. As a general principle, but subject to local restrictions, appropriate personal use of Techno Brain electronic communication tools (Company Mobile handsets) in compliance with applicable Techno Brain policies and directives is accepted.

Techno Brain electronic communication tools must be used with due care. In the event of theft or other loss of hardware or data (e.g. breach of security measures, phishing and unintended data sharing), the local IT service function must be informed immediately.

With regard to the use of Techno Brain electronic communication tools, privacy rights are not unreservedly guaranteed. In certain circumstances, such as for system operations, maintenance, integrity and security purposes, for significant business continuity purposes and in case of investigations and litigation, these rights may be rescinded in accordance with applicable Techno Brain data privacy principles and standards.

Social Media

External channels that are owned by Techno Brain should only be created and managed by Techno Brain Communications Managers. Channel owners should take appropriate trainings, register the channel in the Techno Brain Digital Registry and monitor the channel for adverse events and complaints.

Employees’ personal channels do not need to be registered, but your conduct on your channel may reflect on the company and can have consequences. For example, communication about our products, solutions and services are highly regulated, and posting about products or solutions or services is not allowed.

For further detail on key responsibilities of applicable stakeholders, refer to the social media Policy.

We are all expected to:

- For business purposes, use only approved Techno Brain electronic communication tools.
- Use Techno Brain electronic tools with due care, primarily for business use and unless otherwise restricted only to a reasonable extent for personal purposes.
- Use personal social media in a responsible way.

Q&A

My team wants to download and use this new collaboration tool that I used at my previous company. Can we do that?

It is important that the tools and applications you use are approved by Techno Brain. These tools have gone through the necessary review and have the right licenses to support use within the company. Use of unapproved tools may put company data at risk.

Further information and guidance can be found on the Techno Brain website. For specific information on electronic communication tools consult Techno Brain IT Department.

Records & Information Management

Records need to be treated as a company asset

Much of the information that Techno Brain employees create or receive in the course of their business are valuable assets for Techno Brain and need to be retained as official records. This is crucial for the protection of Techno Brain's interests, to fulfil regulatory obligations, and for potential reuse. Records may be in various formats and are made up of data and associated metadata. It is the responsibility of employees to ensure that records are protected from loss or misuse, their integrity is maintained and they can be found and accessed for business purposes and in case of audits.

Techno Brain's records management process defines standards to improve the protection and identification of records throughout the company.

Records belong to Techno Brain and not to an individual. They need to be managed in compliance with internal and external standards and regulations, and be kept for a defined time period. Official records and their required control levels are listed in the Techno Brain Group Records and Information Classification.

Techno Brain employees need to apply the following principles whenever they create and manage a record:

- think before writing and decide whether it is necessary to create a record;
- be factual, do not make assumptions and avoid misleading and suggestive wording (e.g. in mail or social media postings);
- make sure that the record is in compliance with applicable laws and regulations;
- never create a document for which Techno Brain would not be prepared to take responsibility;
- make sure that there is always a knowledgeable person assigned to the record during its lifecycle;
- be mindful of the level of confidentiality by sharing and storing it in a way that the assigned confidentiality can be ensured. Do not share a record with recipients, especially externally, if there is no need for them to have access to it.

Records that reach the end of their defined retention time must be disposed of in line with Techno Brain Records Management procedures and standards, unless there is a need for further scientific use. Records containing personal data or sensitive personal data may not be kept past the required retention time.

Records that relate to any actual or imminent legal proceeding or regulatory investigation are subject to compulsory retention (so-called "legal hold" or "law hold"); Techno Brain employees are not allowed to destroy these records and must retain them until such hold is lifted.

We are all expected to:

- Manage Techno Brain records and information with due attention.
- Never destroy any records that relate to any actual or imminent legal proceeding or regulatory investigation.

Q&A

Why is it important that I adhere to the Techno Brain standards of care when- ever I create a record in my business activities?

Be aware that any record can be used as evidence in a legal procedure or regulatory investigation against Techno Brain;

e.g. misleading and suggestive statements may trigger an investigation against Techno Brain as a company as well as against the employee involved.

I have inherited documents and e-mails from my predecessor which could have been destroyed as the legally specified retention period has expired. Now I have heard there is a legal case and I think that the documents could be used against Techno Brain. Am I allowed to discard them?

No. You must not destroy any records that relate to any actual or imminent legal proceeding or regulatory investigation. The discarding of these documents would be considered as obstruction of justice, which is subject to severe sanctions. Therefore, you must preserve the records that could be relevant. Contact your Line Manager or the Legal Department for further advice.

For specific information consult your Line Manager, SBU Head, Compliance Officer or the Legal Department.

Corporate Integrity

Business Integrity

Techno Brain's integrity depends on the behavior of its employees

All our stakeholders expect us to behave with integrity in our business.

Business integrity is defined as both the actual and the perception of ethical behavior in business that is in line with the Techno Brain Group Code of Conduct and our commitment to run our business in a socially responsible way.

Business integrity means first and foremost that we adhere to all applicable laws and regulations as well as to the high integrity standards set forth by Techno Brain. Complying with these standards is a prerequisite for Techno Brain's sustainable success.

Adhering to our high integrity standards might lead to a loss of business in some cases. However, we are sure that doing so provides us with a business advantage. Enabling core policy document that aids this include but not limited to business ethics policy, non-disclosure policy, Anti-bribery Anti-corruption policy and undertaking Agreements which is binding to all.

Every Techno Brain employee contributes to Techno Brain's integrity as a company through his/her conduct. Since Techno Brain is doing business in multiple geographies, employee misconduct in one country may have negative implications for Techno Brain globally.

The terms and conditions that determine the appropriate behavior in business must be assessed on a case-by-case basis by taking into consideration the relevant parameters of each individual case.

Techno Brain gives its employees and its business partners the appropriate information, instruction, education, guidance and support they need to comply with Techno Brain's standards of business integrity. For further detail please refer to the Company's Antibribery Anti-corruption policy also available on this link <https://technobraingroup.com/wp-content/uploads/2021/07/Anti-bribery-corruption-policy.pdf>

We are all expected to:

- Adhere to all applicable laws and regulations as well as to the high integrity standards as set forth by Techno Brain.
- Assess carefully, on a case-by-case basis, whether our business behavior complies with Techno Brain's expectations and standards of business integrity.

Q&A

I recently received an ambitious sales target. To reach the target and earn a bonus, I have to violate Techno Brain's standards of business integrity. Am I allowed to do that?

No. You are required to comply with Techno Brain's standards of business integrity at all times. Discuss the situation openly with your Line Manager and find a solution that is in line with Techno Brain's standards of business integrity.

My Line Manager asks me to do some- thing which in my opinion is not in line with Techno Brain's standards of business integrity. What am I expected to do?

Immediately tell your Line Manager about your reservations. You are the one who is ultimately responsible for your business behavior. If your Line Manager insists or asks you to keep quiet, you should immediately contact the SBU Head or the Compliance Officer. Alternatively, you can also use tbethics@technobraingroup.com to report the matter.

Further information and guidance can be found on the Techno Brain Internet and Intranet. For specific information consult the Techno Brain Directive on Integrity in Business.

Bribery & Improper Advantages

We do not tolerate bribery or any other form of corrupt business behavior.

Techno Brain rejects all forms of corrupt business behavior, such as bribery (public, private, active and passive), embezzlement, fraud, theft and the granting of improper advantages. The Techno Brain policies on Integrity in Business provides further guidance on these topics.

Bribery

Techno Brain employees and its business partners are not allowed to give, promise to give, solicit or accept any form of improper advantage, whether directly or indirectly, to or from any individual or organization with the intention to obtain or retain business in return. Improper advantages include bribes, kickbacks and facilitation payments. An improper advantage can be anything of value, including but not limited to payments, meals, gifts, entertainment, or travel expenses.

Granting of Improper Advantages

It is equally prohibited to give or promise to give an improper advantage without a specific business decision in mind. In contrast to the bribery definition, there is no “service in return”. The improper advantage can therefore be seen as a “goodwill” payment to increase the sympathies towards the giver.

Techno Brain employees must keep in mind that perception matters and that their behavior could be considered as a bribe or granting of an improper advantage, regardless of their intention.

These principles apply globally to all public and private business transactions involving Techno Brain. Many countries have strict laws and regulations regarding bribe and improper advantages, resulting in criminal and civil actions against Techno Brain and the individuals involved.

Facilitation payments

A ‘facilitation payment’ is normally a small illegal payment or gift made with a view to secure, facilitate or speed-up the performance by a government official of a regular, obligatory and non-discretionary governmental action or service. Techno Brain employee, management and board confirms that this is not acceptable.

We are all expected to:

- Not practice, tolerate or in any form support any corrupt business behavior.
- Never give, promise to give, solicit or accept any form of improper advantage.
- Carefully check whether the granting of an advantage is in compliance with Techno Brain’s standards of business integrity.

Q&A

Is a facilitation payment to expedite any government action or process permissible?

No, according to our Techno Brain Group Code of Conduct and many national laws any form of facilitation payment regardless of the amount is strictly prohibited.

Further information and guidance can be found on the Techno Brain website. For specific information consult the Techno Brain Anti-Bribery Corruption policy.

Competition Law

Violating competition laws never pays

Competition laws—also referred to as antitrust laws—are designed to protect competition. They prohibit business behavior which has the objective or the effect of preventing, restricting or distorting competition (e.g. price fixing and the allocation of markets or customers).

Techno Brain supports all efforts to promote and protect competition, including the legitimate protection of intellectual property and marketing rights.

Techno Brain has set up an antitrust compliance program. Employees who have to deal with competition issues in their work are expected to understand the basic principles of competition law and the importance of complying with such laws. If an answer to a specific antitrust question is not clear, employees must seek help and advice.

The penalties for breaching competition laws are severe. In addition to Techno Brain's liability as a company, employees who engage in anticompetitive behavior will be subject to penalties.

Techno Brain employees involved in a tender process must be aware of and comply with the applicable tender law regulations. Transparency must be maintained throughout the procurement cycle by adhering to applicable formal procedures and providing the governmental decision-makers with correct, transparent and non-discriminatory data.

Techno Brain respects the legitimate undertakings of its competitors, including OEMs and other IT Service providers. However, it is expected that they comply with applicable laws, regulations and industry codes.

Despite Techno Brain's commitment to complying with applicable competition laws, Techno Brain may become the subject of an unannounced investigation by antitrust authorities (called a "dawn raid"). In the event of an investigation, Techno Brain will fully cooperate with the investigators and will not destroy any documents, data or official seals.

We are all expected to:

- Comply with applicable competition laws and not disturb or hinder legitimate competition in any anticompetitive manner
- Seek Legal advice in case of any doubt
- Fully cooperate with the authorities in the event of an investigation

Q&A

I work in the Sales Department and know a competitor is granting high rebates to customers in order to enhance its market share. May I contact this competitor and agree on the sales prices and on allocating certain customers and markets?

No. Jointly determining sales or purchase prices and allocation of customers and markets is a serious violation of competition law. Techno Brain strictly prohibits such anticompetitive behavior by its employees.

Antitrust authorities have started an investigation in the Techno Brain Company where I work. Some recent correspondence I had with a Techno Brain competitor might be construed as evidence of anticompetitive behavior. Should I destroy the correspondence?

No. Under no circumstances may any documents or data which could be relevant to an antitrust investigation be destroyed. In the event of an investigation, Techno Brain will fully cooperate with the authorities.

During a tendering process can I engage in improper facilitation with bidding authorities?

No undue influence should be exercised during a bidding process. Techno Brain has zero tolerance to any form of bribery or improper facilitations.

During a tendering process can I tweak financial proposal to suit client financial budget?

No Competitive bidding process must be followed strictly without canvassing for information. TBL operates in a transparent and fair manner as per business ethics policy

Further information and guidance can be found on the Techno Brain website. For specific information consult the Techno Brain Policy on Competition Law.

Accurate Reporting & Accounting

We create and report true and fair financial and non-financial information

Data integrity is key to our business. We ensure that any data, information or records which we create, or for which we are responsible, are true and fair. These can take many forms, ranging from the Techno Brain Annual and Finance Reports, Customers' data, Partners' data to our personal travel and expense claims or even our e-mails.

Techno Brain must comply with applicable laws, internal accounting and reporting guidelines and external financial and non-financial reporting standards and ensure that the information it supplies to its stakeholders, such as equity and debt shareholders, as well as auditors, regulatory agencies and government bodies provides a true and fair view of its financial situation.

We must never make a false or misleading statement or entry in any report, publication record or expense claim.

Falsifying records and accounts or misrepresenting facts may constitute fraud. In addition to Techno Brain's liability as a company, employees who engage in such illegal behavior may be subject to severe penalties.

We are all expected to:

- Make sure any financial or non-financial information we create or report is true, fair and complete.
- Never misrepresent facts in any Techno Brain report, publication, record or other document.

Q&A

My Line Manager has asked me to book sales that he expects from a certain customer, even though we do not have a firm order from the customer yet. Is this okay?

No. Falsifying records and accounts or misrepresenting facts may constitute fraud and in addition to disciplinary action, could result in civil and criminal penalties for you as well as for Techno Brain. Never make false or misleading entries in any Techno Brain document.

I have been travelling a lot on business lately and have lost some of my hotel receipts. A colleague who has been in this situation says it is okay to submit a few fictitious receipts. Is it?

No. If you do that, you will be falsifying your expense report, and that is not acceptable. You should talk to your Line Manager to find an appropriate solution.

Further information and guidance can be found on the Techno Brain Website or for specific information contact Finance Department.

Taxes

We strive to remain a fair and respected tax payer in the countries where we operate

Techno Brain operates around the globe and it is our obligation to comply with the tax requirements in any country where we operate. This includes all kind of taxes: in our case mainly income taxes and sales or value-added taxes. In complying with these laws, the Group also considers the spirit in which these laws are intended.

Techno Brain is a fair and respected taxpayer. We acknowledge that taxation is essential to the functioning of society and legislation is part of national sovereignty. Over the past century the international community has found common ground in certain principles of taxation to facilitate international cooperation in business, in particular to avoid unfair double taxation. Further, it has been recognized that one of the basic principles for sustainable tax management is that taxes should be paid where economic value is generated. Techno Brain's structures and transactions which are documented in the Group's business processes are based on economic substance and on the principle that taxes should be paid where economic value is generated. Techno Brain's structures are aligned with the business purpose and are not set up with the sole intention of avoiding taxes. Techno Brain does not engage in artificial arrangements involving tax havens or secrecy jurisdictions.

The taxable income of a group company depends substantially on transfer prices for goods and services bought from or sold to other group companies. Tax authorities may claim higher taxable income by asking for lower transfer prices on purchases and/or higher transfer prices on sales. As a consequence, higher taxable income may result for one party involved in the transaction. If the tax authority of the other country involved in the transaction does not adjust income correspondingly, income adjustments of the first country lead to double taxation for Techno Brain.

In particular cases Techno Brain and the respective tax authority may disagree on the correct application of local tax law. In some cases, there may be inconsistencies between tax authorities of different countries or even between national authorities within the same country as e.g. customs and tax laws are not always aligned and consistent. In the event of disputes, Techno Brain contributes in a positive spirit to find balanced solutions in accordance with the applicable laws.

We are all expected to:

- Comply with the tax laws in the countries where we operate.
- Apply transfer pricing in accordance with OECD Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations.
- Contribute actively and positively to solutions in the event of conflicts with local tax authorities or between national authorities.

Q&A

How is Techno Brain determining the transfer prices between group companies?

In order to avoid or at least reduce the probability of double taxation, Techno Brain companies apply the "Country specific Transfer Pricing Guidelines as applicable, based on Transfer price study carried out" for cross-border transactions of goods and services. This includes the application of the correct transfer pricing method based on the analysis of the functions performed, risks assumed, and assets employed as well as appropriate documentation.

I doubt that the actual or foreseen terms and conditions in an inter-company contract meet arm's length standards as per OECD transfer pricing guidelines or local law.

What shall I do?

Involve your contact person in Finance Department for further discussion.

What do I do if tax authorities question transfer prices on cross-border transactions?

Contact the Finance Manager and the Global Director, Finance to analyze the situation further and take appropriate action to comply with local laws and OECD transfer pricing guidelines, and to avoid double taxation.

Further information and guidance can be from the Techno Brain's Finance Department.

Customs, Trade & Export Control

Key to our effective and efficient flow of goods

All transactions, regardless if they are crossing borders or transferred within the same country, may be subject to national and international customs, trade and/or export control regulations.

Techno Brain is committed to complying with all customs, trade and export control regulations, taking into consideration potential conflicting regulations among the countries in which we operate. The failure to do so can result in civil and criminal liability and loss of export privileges.

Customs and Trade

Techno Brain operates in several countries and processes imports, exports and transits of goods (IT Hardware, equipment, devices, etc). As goods shall timely pass customs clearance, all shipments of goods have to be prepared by procurement expert or Finance Department, following expert guidance to ensure adherence to national and international regulations.

Customs law is applicable regardless of quantity, type of material or mode of transportation. The customs authorities not only review adherence to customs law but perform other tasks at the border for local authorities in charge of e.g. regulatory, fiscal and intellectual property regulations. This also applies to goods provided free of charge.

Export Control

All Techno Brain employees engaged in foreign trade activities must refrain from transactions recognized as not being permissible by the national or international export control regulations or the internal directive.

Before engaging with new business partners, employees must ensure that there is no respective entry on any national or international sanctioned party lists. Before processing an export of commercial or non-commercial commodities, software or technology, services physically or electronically, within or outside Techno Brain, employees must ensure that the item is not controlled and does not require an export/re-export license from the authorities. Some destinations are subject to comprehensive foreign trade controls, also known as embargo or sanctions, and require additional control prior to proceeding.

We are all expected to:

- Communicate truthful and complete information in a timely manner.
- Check for compliance with national and international customs, trade and export control regulations when developing and adapting processes.
- Contact the subject matter expert department timely.

Q&A

I am preparing the documents of a cross-border shipment. What do I have to be aware of?

Every employee asking for the shipment of goods is accountable for providing complete and truthful information for export or import processing. Be aware that there are restrictions and prohibitions on certain kinds of shipments to certain locations. Contact your Finance Department for further details.

If I notice a potential violation, what are my obligations?

Contact the local Finance department or Corporate Finance team in a timely manner in case of questions or to address a potential violation.

For specific information consult the Techno Brain Finance Department.

Data Privacy

We process personal data with due care

The right to privacy is a fundamental human right.

The protection and responsible use of personal data is reflected in our daily operations. We see data as a valuable element for implementing innovative solutions for our Customers, and as a driver for business excellence. As such, we strive to be a respected and preferred partner to all who may provide such data. We are committed to collecting and using data in a lawful, fair, legitimate and ethical way, and will always respect the privacy of data of our external stakeholders in order to earn and deserve their trust.

Techno Brain assumes accountability for the compliant processing of personal data by itself or by its trusted service partners and subcontractors.

Any information related to an identified or identifiable person must be collected and processed in compliance with applicable data privacy laws (e.g. Local Data Privacy laws and EU General Data Protection Regulation). Techno Brain employees with access to such personal data are expected to apply the privacy principles of lawful, fair and transparent data processing, respecting any purpose limitations, as well as the principles of data minimization, accuracy, storage limitation, integrity and confidentiality.

Techno Brain applies appropriate governance and safeguard measures to protect individuals' privacy rights.

We are all expected to:

- Collect, use and store data in compliance with applicable laws, privacy principles and Techno Brain's commitments.
- Respect individuals' privacy at all times.
- Carefully select the third parties we're trusting to process or access personal data which we are responsible for, and enter into the right contract.

Q&A

If I have a question relating to data privacy, whom can I contact as subject matter expert?

You can contact the Department Head or the Legal Department or Compliance officer

What shall I do if I become aware that someone unauthorized accessed personal data?

Incidents where personal data is accessed by unauthorized individuals could be a privacy breach. Promptly report this to the Head of the Department and Compliance Officer.

If I use an external service provider to process data, do I still need to be concerned?

Yes, if we provide a third party with data we remain responsible under privacy laws. External vendors must be assessed and contracts in place to fulfil legal obligations. If we determine the purpose and means of the data processing, we remain responsible for compliance with privacy laws by third parties.

Further information and guidance can be found on the Techno Brain Website or contact Legal Department

Personal Integrity

Conflict of Interest

Personal interests must not unduly influence our professional judgment

The Company is committed to welfare of people under its employment. Similarly, it expects employees to act towards best interest of company and put interest of company on priority to their own personal interest.

A conflict of interest exists when an employee's personal interests are inconsistent with those of Techno Brain and create conflicting loyalties. As Techno Brain employees we must avoid situations where our personal interests' conflict, or appear to conflict, with the interests of Techno Brain and COI questionnaire is signed before offer and annually thereafter.

Activities of relatives and close associates can cause conflicts of interest. We should not take part in, appear to take part in or exert influence on any decision that may put our own interest in conflict with the best interest of Techno Brain.

We should not unduly use our position at Techno Brain for personal benefit or to benefit relatives or close associates. We must carefully consider the potential conflict of interest prior to the acceptance of secondary employment.

Professional engagements outside of Techno Brain, including third-party board memberships, can result in conflicts of interest. Therefore, employees may accept a board membership in a third-party company, commercial entity, non-commercial entity or advisory board only upon obtaining the prior approval of the relevant Techno Brain executive in the organization as defined in the Techno Brain Directive on Employees Holding Board Memberships. Prior approval is required as per workflow i.e. (Line manager, Strategic Business Unit Head/Department head and Compliance Officer and Compliance & Risk Committee). This approval requirement is applicable for board memberships of charitable, not-for-profit and non-commercial organizations (e.g. sports clubs, charities). All written approval shall be archived by the Compliance officer in an addition to human resources office.

Many actual or potential conflicts of interest can be resolved in an acceptable way for both the individual and the company. In case of a conflict of interest, the employee concerned should immediately inform his/her Line Manager in order to find an appropriate solution.

Perception matters: Techno Brain employees must not only avoid actual conflicts of interest, but also situations where an outsider might assume a conflict of interest situation that the employee might not intend or be aware of.

company, commercial entity or advisory board.

We are all expected to:

- Avoid situations in which our personal interests conflict with those of Techno Brain and complete COI questionnaire before acceptance offer and annually thereafter.
- Not unduly use our position within Techno Brain for personal benefit, the benefit of relatives or close associates.
- Immediately inform our Line Manager about any actual or potential conflict of interest in order to find an appropriate solution.
- Inform our Line Manager as soon as we consider serving on the board of a third-party

Q&A

I am not sure whether a specific situation poses a conflict of interest. What should I do?

In case of doubt, immediately inform your Line Manager in order to find an appropriate solution.

My wife works as a manager for a supplier that is competing for a Techno Brain contract. I can influence the selection process. What am I expected to do?

There is an obvious conflict of interest because of your wife's position. You need to disclose this conflict of interest to your Line Manager and recuse yourself from the decision. He/she will decide whether the supplier your wife works for is in the best interest of Techno Brain. If so, Techno Brain may choose the supplier, despite the fact that your interests are linked.

A friend has just founded an IT company and wants me to be on the board of directors.

What should I do? As there might be conflicting interests, you need to inform your Line Manager. A Techno Brain employee who wants to serve on the board of a third-party company needs prior written approval from the relevant Techno Brain executive in the organization (depending on the position, either the Chairman of the Board, the Group Chief Executive Officer).

I am a Line Manager and asked whether my daughter can be hired in my team. Is that a conflict of interest? As a general rule, to avoid the perception of a conflict of interest, employees who are closely related should not work in the same vertical reporting line.

Further information and guidance can be found on the Techno Brain Website. For specific information consult the Techno Brain HR Department.

Gifts & Entertainment

We neither give nor accept gifts or entertainment that could raise concerns about our personal integrity

Even when gifts or entertainment are exchanged out of the purest motives of personal or professional friendship, they can be misunderstood and perceived as an improper advantage. We must not give or accept any gifts or entertainment that could raise concerns regarding our personal integrity or Techno Brain's integrity and independence.

To avoid both the reality and the perception of improper relations with existing or potential business partners, both public and private, Techno Brain employees must adhere to the following principles:

Giving Gifts & Entertainment

- Gifts or entertainment may be given only where appropriate and where there is no risk of creating the perception of influencing the recipient in his/her decision.
- Gifts must be of minimal value and entertainment must not go beyond what is reasonable. Lavish or inappropriate gifts or entertainment are strictly prohibited.

Accepting Gifts & Entertainment

- Demanding or soliciting gifts or entertainment of any kind is prohibited. This includes not only items but all kinds of advantages.
- Unsolicited gifts or entertainment may only be accepted if they do not go beyond common courtesy and are an accepted local business practice.
- Offers of entertainment may only be accepted if they arise out of the normal course of business, cannot be seen as lavish and take place in settings that are appropriate.

If in doubt about the appropriateness of accepting an unsolicited gift or entertainment, you must consult your Line Manager. For further clarity of acceptable limits of Gift, entertainment and Hospitality a detailed guideline policy is available and further discussion can be held with the Compliance Officer/Compliance and Risk Committee.

We are all expected to:

- Make sure that the giving and acceptance of any gifts or entertainment does not raise any concern regarding our personal integrity and Techno Brain's integrity and independence.
- Never solicit gifts or entertainment from any existing or potential business partners of Techno Brain.
- Contact our Line Manager if in doubt.

Q&A

A key Techno Brain customer is having a dinner party to celebrate his company's 50th anniversary. Other important business people and government officials will be there. I have been invited. Am I allowed to accept the invitation? Yes, provided you are invited as a Techno Brain representative and your Line Manager is in agreement.

A key Techno Brain supplier has invited my wife and me for a golf weekend as a thank you to a long-standing customer. May I accept? No. Accepting the invitation could compromise your and Techno Brain's integrity and independence, especially as the invitation appears to be lavish and is extended to a family member who is unrelated to the business.

Further information and guidance can be found on the Techno Brain Website. For specific information consult the Techno Brain policy on Business Integrity

Insider Information & Trading

We protect insider information and prevent insider trading

Insider information is defined as non-public (unpublished sensitive) information about Techno Brain or its business partners which a reasonable shareholder would consider important in deciding whether to buy or sell the company's securities. Such information includes for example financial results and information about possible mergers, acquisitions or divestitures, capital increases, capital market transactions, important agreements and other collaborations.

Techno Brain employees who learn about insider information in the performance of their duties, whether intentionally or by coincidence, are considered insiders. Likewise, non-employees who obtain such insider information can also be considered as insiders.

Insiders must comply with the following rules:

- Insider information must be kept strictly confidential and may not be disclosed to any non-insider within or outside Techno Brain, including family members;
- Insiders must not provide trading recommendations to non-insiders.

In most countries insider trading is strictly illegal and the acting insider as well as Techno Brain may be penalized.

Q&A

I hear a rumor that Techno Brain intends to acquire another company. Am I allowed to trade in securities of Techno Brain or of the possible target company?

Rumors do not count as insider information, so in principle the trading you are talking about would be OK. However, if your information is from a Techno Brain source who might be involved in the transaction, you should be very careful and contact the Group Legal Department.

I find a copy of mid-year results which are confidential and non-public. I believe that these results will have a material impact on the share price of the competitor. Based on this information, am I allowed to buy shares

of the competitor's stock?

No, you are not allowed to do anything with the confidential information, even if the information could be of use to you and the company. If the competitive information includes high-end results which are likely to have a material impact on the share price of the competitor, you are considered as an insider by coincidence and must comply with applicable insider rules.

For specific information consult the Techno Brain Group Legal Department.

We are all expected to:

- Protect insider information.
- Prevent insider trading for our own gain or anyone else's.
- Contact the Group Legal Department if we have a question or are uncertain about the scope or application of the Techno Brain Group Insider Directive.

Employment at Techno Brain

We offer attractive opportunities and set high standards

The Techno Brain Values like Focus on people, Innovation, Youth empowerment, Courageous integrity, capacity building and valuing diversity are meant to guide our decisions and actions. They are the pillars of our corporate culture and apply throughout the Techno Brain Group. Techno Brain promotes and expects mutual respect and trust. We offer an open workplace where teamwork is valued.

The Techno Brain Group Employment Policy establishes uniform minimum standards for all Techno Brain companies and states what Techno Brain expects from its employees. This policy addresses topics such as recruitment, promotion, career development, remuneration, diversity and inclusion, prohibition of forced and child labour.

Our nine Leadership Commitments set clear expectations for all our people leaders at Techno Brain and represent our leadership promise to our employees. Regardless of area of work or level, Techno Brain expects every leader at Techno Brain to demonstrate these commitments day in day out:

"I firmly believe that each person at Techno Brain deserves to be a great leader. Every day I strive to lead by example, consistently demonstrating our values of like Innovation, Courageous integrity, valuing diversity, Focus on people, Youth empowerment, capacity building etc. This means:

1. *I take a genuine interest in people.*
 2. *I listen carefully, tell the truth and explain 'the why'.*
 3. *I empower and trust people to make decisions.*
 4. *I discover and develop the potential in people.*
 5. *I strive for excellence and extraordinary results.*
 6. *I set priorities and simplify work.*
 7. *I mentor my peers for career opportunities*
 8. *I value innovative ideas from colleagues*
- I congratulate people for a job well done."*

We foster an environment where everyone feels encouraged to express his/her ideas and opinion. The relationship between an employee and a manager requires an open communication. To strengthen the relationship, Techno Brain introduced so called "Open House" which are frequent, informal, employee-centric conversations.

We regularly run employee- surveys (EEG) to solicit candid, anonymous feed-back on needs and expectations to enable identification of areas for improvement. These surveys are also used to determine the level of engagement within the company. All employees must read, understand and sign company policies upon joining also scheduled refresher reboarding session shall be facilitated from time to time which includes but not limited to Non-disclosure, anti-bribery, business ethics, network and email and code of conduct.

Human resources at all times must ensure that all relevant company policies are signed by all employees. Company conducts ICP refresher trainings on needs basis and as per compliance requirement employees must take post-training test which must be scored above 80% anything below the pass-mark must be re-tested. All new staff will be issued with test after onboarding and thereafter after annually applicable to all staff. For all new staff maximum lag period to take the test upon joining the company shall be three (3) months. This process is part of the Annual Compliance Certification program that all employees must undertake on yearly basis. From to time the Compliance officer shall be provided with periodic confirmations that employees are aware on Company rules and regulations while working in the organization. The compliance and risk committee shall review any arising declared conflicts captured in the voluntary declaration form. A part of Company's structured reward and recognition program, periodic compliance champions will be featured from time to time.

We are all expected to:

- Behave in line with Techno Brain Values.

- Live up to Techno Brain's expectations as set forth in the Techno Brain Group Employment Policy.

- As a leader demonstrate the Leadership Commitments day in day out.

Q&A

What do the Techno Brain Values "Innovation, Courageous integrity, Valuing diversity" mean for my daily work?

They are meant to be put into practice. Use them in your daily work as a guide for your decisions and behavior.

Why is a culture which fosters the expression of opinion without a fear of negative consequences so important for Techno Brain?

Techno Brain strongly believes that this culture is the basis for integrity and compliance; in addition, said culture enables and triggers innovative ideas, which support our business.

I have a friend with a disability who asked me whether she has a fair chance to get a job at Techno Brain. What shall I tell her?

Yes, at Techno Brain we value people's abilities and strive to support disabled persons by providing them with equal opportunity.

Further information and guidance can be found on the Techno Brain website. For specific information consult the Techno Brain Group

Employment Policy.

Discrimination & Harassment

We value diversity and inclusion as part of an inspiring working environment

Techno Brain has always been open to new and different approaches, doing business in numerous countries with many different cultures. Diversity requires careful leadership to avoid misunderstandings and conflicts and to exploit the full value of diversity. At Techno Brain we value and manage diversity through an inclusive environment, since we are convinced that it is critical in helping to drive innovation as well as employee engagement. The variety in backgrounds, cultures, languages, thoughts and ideas of our people helps us to maintain a competitive edge.

We are many, working as one across functions, across companies, and across the world. Techno Brain's inclusive culture means that we value the differences in our employees and we actively work to create an environment where all have the ability to share new ideas and ways of working, and realize full potential.

Techno Brain is committed to fair and equal treatment of all employees and all people who seek employment at Techno Brain, including equal opportunities for development and advancement. We do not tolerate any form of discrimination or harassment in the workplace. It is Techno Brain's policy to ensure that the behavior of its employees does not discriminate against anyone on the grounds of gender, age, ethnicity, national origin, religion, disability, sexual orientation, HIV/AIDS infection, citizenship, genetic information, their abilities or any other relevant characteristic protected under the applicable law.

We focus on preventing workplace violence and to maintaining a safe work environment. There is no acceptance of employees being subjected to offensive, abusive or other unwanted behavior at the workplace which violates the personal dignity of the victim or creates an intimidating, hostile or humiliating environment for the victim (e.g. physical, sexual, psychological, verbal or any other form of harassment). Employees must feel comfortable in reporting potential actual violence in the workplace for the company to resolve these situations. Any retaliation against an employee for reporting violent or potentially violent behavior, or participating in a subsequent investigation, will not be tolerated. Any employee engaging in retaliatory behavior, which is found to be in violation of this policy, will be subject to disciplinary action. We have adopted guidelines to deal with intimidation, harassment or other threats of or actual violence that may occur at workplace, refer to 'workplace violence policy' for further details.

It is the policy of Techno Brain Group that all employees are responsible for ensuring that the workplace is free from sexual harassment. All employees must avoid any action or conduct which could be viewed as sexual harassment. To achieve our goal of providing a workplace free from sexual harassment, the conduct that is described the policy and we have provided a procedure by which inappropriate conduct will be dealt with, if encountered by an employee. Refer to Sexual Harassment policy for further details.

These principles apply to all aspects of the employment relationship, such as hiring, assignments, promotion, compensation, discipline and termination.

If we believe that anybody has been subjected to discrimination or harassment, we should report this misbehavior.

Q&A

Why does Techno Brain value diversity?

As a company that has always been one of the core values. Techno Brain is open to new and diverse ideas and approaches; Techno Brain has been setting milestones since the beginning. Diversity is not only a key prerequisite for innovation, but also a personal and cultural job enrichment for each and every employee.

I get the impression that my Line Manager does not like me and has started to criticize me in various ways. What should I do?

Be aware that not every bad leadership style qualifies as a harassment or discrimination in a legal sense.

However, if you are discriminated or harassed, you should address your concerns immediately, openly and directly to your Line Manager. You can also contact the HR Department or Compliance Officer. Alternatively, you can use

tbgethics@technobraingroup.com to report the matter. While making any such complaints, you can choose to remain anonymous if you wish

Safety, Security, Health & Environment

We promote and provide safe, secure and healthy workplaces, a clean environment and sustainable solutions.

Safety, security, health and environmental protection (SSHE) are integral parts of our operations and as such we approach them with the same level of commitment as we do with any business-related activities.

Techno Brain's operations are conducted in compliance with applicable health, security, safety and environmental laws and regulations, company standards and best practices. We take all reasonable and practical steps to ensure that we provide a safe, secure, healthy and clean working environment.

The Techno Brain SSHE Policy is implemented in a systematic manner by means of all necessary technical, organizational and personnel measures. SSHE risks are systematically analyzed, assessed and where deemed necessary, reduced or eliminated. Our HR Department professionals at all sites support the systematic implementation of SSHE.

We strive for continuous improvement wherever possible and economically viable. We proactively seek to employ new, more sustainable technologies and processes to minimize our impact on people and the environment.

Every employee is personally responsible for safety, security, health and environmental protection at the workplace to the full extent required by his/her duties to the best of his/her knowledge, ability and experience, while the managers have overall responsibility for SSHE. We are all encouraged to identify areas for improvements and continuously work towards improved safety and a better environment.

We are all expected to:

- Treat diversity and inclusion as a priority and opportunity to drive innovation as well as to build employee engagement.
- Ensure we do not discriminate against anyone.
- Never engage in any form of workplace harassment.
- Speak up if we become aware of any workplace discrimination or harassment.

Q&A

How important is the protection of the environment for Techno Brain?

The protection of the environment has a high priority for Techno Brain. As part of our commitments towards sustainable development, we proactively seek to employ new, more sustainable technologies and processes to minimize our impact on the environment. Each and every Techno Brain employee can, and should, within the sphere of his/her responsibilities and influence, contribute to the protection of the environment.

We have an issue affecting several departments and countries. We plan for a meeting, bringing together different teams to discuss this topic. What should we consider regarding SHE?

Air travel has a significant impact on the total eco-balance of Techno Brain. We therefore need to minimize business flights through the following considerations: hold the meeting as a video/ telepresence conference. If a meeting in person is needed, reduce the number of participants—send a competent representative instead of a whole team. Choose a location which minimizes the total miles. Combine the business trip with others to reduce the miles. Choose a location which is safe and secure for all participant

Further information and guidance can be found on the Techno Brain Internet and Intranet. For specific information consult the Techno Brain Group Employment Policy

Compliance Program Management

Compliance Responsibilities

Compliance at Techno Brain—our contributions make it happen

We do business in a regulated industry; compliance with legal and regulatory requirements is a prerequisite for our license to operate.

Compliance means our behavior is in adherence with applicable laws, regulations, industry codes and Techno Brain's integrity standards.

Techno Brain has established a Compliance Program, which we are committed to implement and enforce. The Compliance Program focuses on preventing, detecting and responding to non-compliance behavior by comprehensively involving people, purpose, principles, policies and processes.

Techno Brain believes that the sense of responsibility of each and every employee is the basis of compliance. Thus, we must constantly and adequately identify, assess and manage the compliance risks that fall within the sphere of our business responsibilities. Performance is not only measured by the results achieved, but also how these results were achieved and which impact they created. As per compliance calendar, all employees are expected to participate in scheduled activities for purposes of awareness. Every employee will go through refresher compliance trainings and take up test/Quiz on these policies on yearly basis for the purpose of Annual compliance certification program. These records are maintained via online LMS and access is given to respective employee for future reference.

We at Techno Brain understand compliance as a key Line Management responsibility. Techno Brain Leadership team and the Managers are obliged to carefully select, instruct and monitor the employees for whom they are responsible. They are expected to involve compliance aspects in the performance assessment of their employees. In addition to this, Techno Brain is committed to providing adequate training to all employees in a structured manner to ensure all employees are adequately trained and adhere to Techno Brain's compliance requirements. All employees are expected to sign an "Annual Declaration form" confirming to have read, understood and abide by the Integrity and Compliance policies of the company. A part of Company's structured reward and recognition program, periodic compliance champions will be featured from time to time.

Compliance functions are responsible for supporting employees and Line Management in many ways in our comprehensive compliance Program.

Q&A

I am considering granting an improper advantage to a business partner in order to achieve my business target. Is a business target a valid justification for the granting an improper advantage?

No. Stretched business targets are never an excuse or justification for violating our integrity standards. Always remember, you are responsible and will be held accountable for your behavior.

I am a Line Manager. What is my role in the comprehensive compliance management?

Compliance is a key Line Management responsibility. As part of your leadership function you are obliged, including but not limited to, carefully select, instruct and monitor the employees for whom you are responsible.

Further information and guidance can be found on the Techno Brain website.

We are all expected to:

- Be aware of our responsibility in the comprehensive compliance program.
- Continuously and adequately identify, assess and manage compliance risks that fall within the sphere of our business responsibilities.

Help & Advice

Questioning is part of preventing

In our daily work we may face situations from time to time which are not explicitly covered by the Techno Brain Group Code of Conduct or the documents it refers to (e.g. directives, policies, guidelines). If we are unsure about the correct behavior, we should ask ourselves the following questions:

- Is my behavior legal?
- Is it in line with Techno Brain's Values?
- Does it comply with the Techno Brain Group Code of Conduct?
- Could it have negative consequences for Techno Brain or myself?
- Would I be comfortable if it was reported in a newspaper?

Often this will provide all the guidance we need. However, in case of doubts or uncertainties about the correct behavior, seeking help and advice is the right thing to do.

By fostering a culture of openness to ask questions, Techno Brain, first and foremost, aims to prevent non-compliant behavior. Techno Brain Department Heads and Line Managers are responsible for ensuring that all employees reporting to them receive the help and advice they need to comply with the Techno Brain Group Code of Conduct.

Contacts to address uncertainties are: our Line Manager, the Department Head, the Compliance Officer or the Compliance and Risk Committee.

We are all expected to:

- Seek help and advice if we have doubts about the correct business behavior.
- Provide help and advice to employees who report to us.

Q&A

What can I do if I am unsure about a correct business behavior?

Ask yourself specific questions such as "Does it comply with Techno Brain Code of Conduct"? In case of doubt, seek help and advice.

Where can I seek help and advice?

You can contact your Line Manager, the local Compliance Officer. In addition to locally and regionally available help and advice tools, you can also submit a request to tbgethics@technogroup.com.

Further information and guidance can be found on the Techno Brain website. For specific information consult the Compliance Officer.

Speak up

Speaking up is the right thing to do

Techno Brain employees who speak up when they believe in good faith that the Techno Brain Group Code of Conduct has been breached are doing the right thing and are acting in line with our Techno Brain Values.

Techno Brain Management needs to be aware of integrity issues so that it can address them quickly and in a trustworthy way. By raising compliance concerns, Techno Brain employees help to protect themselves, their colleagues and Techno Brain's interests and rights.

If we have a compliance concern, we primarily talk to our Line Manager, Department Head, Compliance Officer, Legal, Human Resource or the available affiliate or Group Functions speak up lines which includes but not limited to physical suggestion boxes, Human Resource Connect forums and/or send email to speak up mail tbgethics@technobraingroup.com to reach the compliance officer/Compliance and risk committee. In general, employees are free to use any channel they feel appropriate to raise a concern and confidentiality shall be maintained. Instances where a whistleblower raises a compliance concern anonymously, the Compliance Officer shall acknowledge receipt and look into the matter with utmost confidentiality. Where an employee uses their email ID that is recognizable, assurance shall be provided at all times in responses that their identity shall not be divulged.

Subject to applicable local laws, the Techno Brain Group Speak-Up email: tbgethics@technobraingroup.com allows Techno Brain employees to report a compliance concerns to Compliance Officer and Compliance & Risk Committee.

Any employee who raises a compliance concern in good faith acts in the interest of Techno Brain and deserves acknowledgment. All issues raised shall be kept confidential and Techno Brain does not tolerate any retaliation against an employee who raises a compliance concern in good faith. Line Managers and/or employees who retaliate will be held accountable. In case any employee deems that this principle is not adhered to, a complaint can and should be raised to either the Chief Executive Officer, the Compliance Officer, the Group Head of Human Resource. For instance, during such instances, employees' names will not be a topic of discussion rather the concern raised to ensure a positive resolution by the risk committee. In a nutshell channels of whistleblowing shall at all times objectively investigate matters of concern and provide a way forward what upholds resolution, deterring wrongdoing through shining light on company policies and condemn retaliation against of potential whistleblowers.

Speak up channels maintains an open and safe space to whistleblow or escalate compliance concerns which sometimes can cause insecurity, fear or retaliation. Techno Brain Group commits to protections of people raising question wherein the Compliance and Risk Committee will also be involved from time to time to objectively ensure concerns/investigations are resolved conclusively. It is important to affirm that speak up channels are credible and anonymous. For further of how an investigation is carried out refer to the Company's whistleblowing policy available herein <https://technobraingroup.com/wp-content/uploads/2021/07/Hotline-whistleblower-Policy.pdf>.

Equally, Techno Brain does not tolerate any abuse of the Techno Brain speak up channels.

We are all expected to:

- Speak up when we believe in good faith that someone has done, is doing, or may be about to do something that violates the Techno Brain Group Code of Conduct.

Q&A

When should I speak up?

If you believe in good faith that someone has done, is doing, or may be about to do something that violates the Techno Brain Group Code of Conduct, you are expected to speak up.

Which are the available speak up channels?

Your Line Manager is generally your first point of contact. If you feel uncomfortable discussing your concern with him/ her, you can contact your local Compliance Officer, Legal, HR, or send an email to tbgethics@technobraingroup.com.

When using the Techno Brain Group Speak Up channel, can I remain anonymous?

Yes. the system offers the option to speak up/register complaint anonymously.

Further information and guidance can be found on the Techno Brain website. For specific information consult the Techno Brain Directive on the Use of the Techno Brain Group Speak Up email i.e. tbgethics@technobraingroup.com

Compliance Officer

Compliance Officer support us

The Compliance Officer (CO) with the members of the Compliance and Risk Committee are committed to ensuring that the Techno Brain Group Code of Conduct is consistently complied with throughout the Techno Brain Group. The Compliance Officer also serves as a contact for employees, shareholders, business partners, customers and the general public on issues relating to the implementation of and compliance with the Techno Brain Group Code of Conduct.

A Compliance Officer has been appointed with the following responsibilities, in particular, but not limited to:

- Developing, implementing and managing an organization's compliance program
- Overseeing compliance policies and procedures
- Coordinating with regulators and authorities
- Planning, implementing and overseeing risk-related programs
- Creating and coordinating proper reporting channels for compliance issues
- Developing company compliance communications
- Conducting risk assessments and audits, internal investigations based on the reporting received from Whistleblowing, Speak up channels, etc.
- Overseeing Due Diligence Process
- Coordinating and scheduling required compliance training for employees
- Advise and mentor employees on issues of ethical dilemmas, complex ethical matters etc.

We are all expected to:

- If we do not feel comfortable contacting our Line Manager, contact the Compliance Officer, Line Manager, Department Head, Legal, Human Resource or the available affiliate or Group Functions speak up lines which includes but not limited to physical suggestion boxes, Human Resource Connect forums and/or send email to speak up mail tbgethics@technobraingroup.com to seek help and advice or to report a compliance concern.

Q&A

A stakeholder wants to make a complaint against Techno Brain alleging that somebody within Techno Brain has violated the Techno Brain Group Code of Conduct. To whom can the stakeholder address the complaint?

The Compliance Officer (CO) serves as a contact person for employees, shareholders, business partners, customers and the general public on issues relating to the implementation of and compliance with the Techno Brain Group Code of Conduct.

I work as a sales manager in a Techno Brain affiliate and—keeping in mind Techno Brain's business integrity expectations—I do not feel comfortable with an instruction that I received from my Line Manager. What should I do?

Speak up and address your concerns directly to your Line Manager. If you are not satisfied with the answer that you received from your Line Manager, contact the Compliance Officer who will take and treat your compliance concerns seriously and in a confidential way.

Further information and guidance can be found on the Techno Brain website or for specific information, contact the Compliance Officer (CO).

Addressing Non-compliance

Adequate handling of non-compliance cases is a key part of our comprehensive compliance management

Techno Brain does not tolerate non-compliant behavior. Employees who violate the Techno Brain Group Code of Conduct will be held accountable.

Techno Brain is fully committed to handling non-compliance cases adequately by: taking all allegations seriously;

- investigating allegations efficiently and in a timely manner;
- assessing the facts objectively and impartially; and
- taking adequate corrective measures and sanctions, in case an allegation is substantiated.

Any accused employee enjoys the right to be heard as well as the presumption of having acted in accordance with the Techno Brain Group Code of Conduct, unless the evidence gathered from the investigation reasonably indicates non-compliance. We fully collaborate with the investigators and make sure that we have compliance evidence at hand, which demonstrates that our behavior was compliant.

Certain allegations, in particular but not limited to, corporate bribe and fraud, will be investigated by subject matter experts under the leadership of the Techno Brain Group Compliance and Risk Committee.

Non-compliance cases have to be reported under the responsibility of specified Line Managers as soon as they become aware of them. The Line Managers should report the matter to the Compliance Officer (CO). This enables Compliance and Risk Committee, the Compliance Officer to capture, track and monitor alleged violations, from initial reports through to resolution. Any potential suspicions or known concerns about compliance activities must be conveyed to the CO whom in return must investigate the matter conclusively. For further details reference to the Company's grievance and disciplinary policy.

We are all expected to:

- Make every effort to prevent non-compliance cases.
- Fully collaborate with the investigator and ensure we have compliance evidence at hand.
- Take adequate corrective measures and sanctions if we have to handle non-compliance cases as a Compliance Officer.

Q&A

What is meant by "compliance evidence"?

Compliance evidence is any form of proof demonstrating that your behavior was correct, e.g. written evidence of the consent of your Line Manager in a possible conflict of interest situation.

What shall I do if my Line Manager insists that I undertake something which I consider not in line with the Techno Brain Group Code of Conduct? Is

it sufficient compliance evidence if I make a note stating that the Line Manager has insisted on my acting accordingly?

No. If your Line Manager is insisting on incorrect behavior you should speak up by using the available speak up channels i.e. physical suggestion box, Hotline Number +0800721568 (Kenya – Toll free number) and +254709581999 (Any other locations), anonymous hotline mailbox at tbgethics@technobriangroup.com.

Further information and guidance can be found on the Techno Brain website. For specific information consult the Compliance Officer.

Contacts & References

Compliance Contacts

The most recent names and contact details of the Compliance Officers can be found on the Techno Brain website.

References

Further information and guidance as noted on each chapter of the Techno Brain Group Code of Conduct can be found on the Techno Brain Internet, published in public domain.

Techno Brain Position Papers ensure consistent internal and external communication with key stake- holders. They can be found on the Techno Brain website.

To support the key messages of the Techno Brain Group Code of Conduct and to help explain the importance of integrity in business, Techno Brain has set up a comprehensive Compliance Program, which includes eLearning programs and other user-friendly trainings/ Workshops.

The Techno Brain Group Code of Conduct is also available for mobile devices under the following URL: <https://technobraingroup.com/about-us/corporate-governance/> Hard copies are available upon request to the Compliance Officer (CO) at tbgethics@technobraingroup.com

Published by
Compliance and Risk Committee,
Techno Brain Group.

Policy Review

This policy shall be reviewed once every two years or when business needs arise.

Acronyms

ICP	Integrity Compliance Program
CMMI	Capability Maturity Model Integration
ISO	International Standardization Organization
CO	Compliance Officer
HR	Human Resource
IT	Information Technology
ITIL	Information Technology Infrastructure Library

Revision History

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	No Changes
1.1	17.11.2021	Compliance & Risk Committee	RiskPro	Group CEO	Updated sections for better understanding.
1.2	18.05.2022	Compliance & Risk Committee	RiskPro	Group CEO	Updated sections based on the WB comments and corrected few for better understanding, added acronyms. Updated Introduction with more details. Added the references of Conflict of interest policy. Also added which documents to sign and when.
1.3	04.08.2022	Compliance & Risk Committee	RiskPro	Group CEO	Updated sections Employment at Techno Brain and Compliance Program Management with R rewards and recognition.
1.4	10.08.2022	Compliance & Risk Committee	RiskPro	Group CEO	Updated sections Employment at Techno Brain & Compliance Program Management about annual certifications and trainings of the employees.