



Anti-Bribery and Corruption Policy

Document Version 4.0

Date: 01 April 2021

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1 Policy Statement

- a. This policy applies to all affiliates and subsidiaries of the Mastek Limited and Evolutionary Systems Private Limited (Individually “Company” and collectively “Mastek Group Companies”)
- b. This policy is intended to provide employees, representatives, consultants and business partners of the Mastek Group Companies with a level of awareness and guidance about certain applicable anti-bribery laws in order to prevent inadvertent violations and to recognize potential issues in time for them to be addressed appropriately.
- c. It is our policy to conduct all of our business in an honest and ethical manner. We take a zero tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption. As part of this system, we will provide our employees with regular annual training on the UK Bribery Act 2010 (BA), the US Foreign Corrupt Practices Act 1977 (FCPA), The Prevention of Corruption Act 1988 (as amended) (PCA) and other relevant and applicable laws in other jurisdictions, and will include legal language in all relevant contracts to assure that our customers and vendors comply with applicable anti-bribery laws.
- d. We will uphold all applicable laws relevant to countering bribery and corruption in all the jurisdictions in which we operate in respect of our conduct globally.
- e. All staff in each Company are required to follow the dedicated Anti Bribery and Corruption training and self-assessment module on a regular basis, and not less than once every 12 calendar months. Failure to comply with this requirement may result in disciplinary action being taken.

2 About this Policy

- a. The purpose of this policy is to set out our responsibilities, and of those working for us, in observing and upholding our zero tolerance position on bribery and corruption; and provide information and guidance to those working for us on how to recognize and deal with bribery and corruption issues.
- b. Applicable corruption laws prohibit companies and their employees and representatives from giving, promising, offering, or authorizing payment of anything of value to any government official in order to obtain or keep business or to secure some other improper advantage. For example, it is a criminal offence under the UK Bribery Act 2010 to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years’ imprisonment and/or a fine. As an employer if we fail to prevent bribery we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.
- c. In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- d. This policy has been agreed and implemented by each board of directors for each Company.
- e. This policy does not form part of any employee’s contract of employment and we may amend it at any time.

3 Who must comply with this Policy

This policy applies to all staff in Mastek Group Companies and all persons working or representing respective Company in any capacity, including employees at all levels, directors, officers, agency

workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

4 Collection and Processing

- a. The board of directors for each Company has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- b. The Board of each Company shall have primary responsibility for implementing this Policy in their respective companies and shall ensure measures are in place for monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption. The Board of each Company shall ensure staff implement and adhere to this policy on a day to day basis.
- c. Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.
- d. Each member of staff is invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be conveyed in writing to the Global Head - Legal Affairs.

5 What are bribery and corruption

- a. **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.
- b. An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- c. A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.
- d. **Corruption** is the abuse of entrusted power or position for private gain.

Examples:

Offering a bribe: You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe: A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official: You arrange for the business to pay an additional “facilitation” payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

6 Entitlement

It is not acceptable for any member of staff (or someone acting on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;
- (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.
- (e) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the necessary prior approval or in violation of any Gifts and Hospitality Policy of the companies;
- (f) threaten or retaliate against another individual who has refused to commit a bribery offense or who has raised concerns under this policy; or
- (g) engage in any other activity that might lead to a breach of this policy.

7 Facilitation payment and kickbacks

- a. We do not make, and will not accept, facilitation payments or “kickbacks” of any kind.
- b. **Facilitation payments**, also known as “kick-backs”, “back-handers” or “grease payments”, are typically small, unofficial payments (other than a lawful and official fee for a duty or function) made in return for a business favour or advantage to secure or expedite a routine or necessary action or to expedite such performance (for example by a government official). They are not common in the UK, but are common in some other jurisdictions.
- c. Each Company shall seek to eliminate the practice of Facilitation Payments in countries in which it undertakes business.

All employees shall:

- I. not make Facilitation Payments (no matter how small such payments may be); and
- II. not allow others (including advisers, agents and consultants) to make them on behalf of Mastek.
- III. Employees receiving a request to make a Facilitation Payment shall decline to make it and shall report the request to the Global Head - Legal Affairs.

7.4 The offering or making of any Facilitation Payment, and the failure to fulfil any reporting obligations under this Policy, shall be a disciplinary matter and shall be subject to the each Company's staff disciplinary process.

7.5 Each Company recognizes that in some countries, the health and safety of an employee or their family members could be at risk if they do not make a payment to an official or a third party.

Requests for such payment are in effect extortion. If such a situation arises Employees shall:

- (a) never put themselves or their family members in danger;
- (b) if time permits, and doing so does not put themselves or their family members in danger, obtain help and guidance from their line manager or senior manager; or
- (c) make the payment and promptly report both the payment and the circumstances surrounding it to the business HR point of contact or Global Head - Legal Affairs .

7.6 The Company shall not take disciplinary action against any Employee who makes a payment in such circumstances if they genuinely believe that they or their family members would have been put in danger if they had not done so.

7.7 Recording Facilitation Payments

The Boards of each Company shall ensure that all requests for Facilitation Payments whether made in India, the UK or the US, Middle-East, APAC or any other Jurisdiction of Mastek Group Companies are reported to the Global Head - Legal Affairs and all breaches of this Policy are recorded in writing in a register in the form set out in Annex A, maintained by the Company.

7.8 Access to Information

The Board of each Company and their approved delegates, and any auditor shall, upon request, have access to the Facilitation Payments registers, and other information as necessary to ensure effective oversight of compliance with this policy.

8 Gifts, Hospitality and Expenses

8.1 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

8.2 The giving and accepting of gifts is allowed only if the following requirements are met:

- (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it is given in our name, not in your name;

- (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK and the US it is customary for small gifts to be given at Christmas; In India it is customary for small gifts to be given at Diwali;
- (e) it is given openly, not secretly; and
- (f) it complies with any applicable local law.

8.3 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

8.3 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

8.4 We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

8.5 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

8.6 Each business and Project area must declare and keep a written record of all hospitality or gifts offered (even if not received), given or received, which will be subject to managerial review.

8.7 All expenses claims relating to hospitality, gifts or payments to third parties must be submitted in accordance with our expenses policy and record the reason for expenditure.

8.8 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments. For more information please refer to the relevant Gifts and Hospitality Policy for the relevant Company.

9 Donations

- a. We do not make contributions to political parties.
- b. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of each Company's Board of Directors or the Officers of the Company, as determined by the Board of Directors.

10 Your responsibilities

- a. All staff must read, understand and comply with this policy and complete the mandated online training and assessment programme not less than once each Year.

- b. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All staff are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- c. All staff must notify their respective business HR contact or Global Head - Legal Affairs as soon as possible if it is believed or suspected that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers something to gain a business advantage with us, or indicates that a gift or payment is required to secure their business. Further “red flags” that may indicate bribery or corruption are set out in Clause 15 below.

11 How to raise a concern

- a. All staff are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- b. If any staff are offered a bribe, or are asked to make one, or if any staff member believes or suspects that any bribery, corruption or other breach of this policy has occurred or may occur, they must notify their line manager or Global Head - Legal Affairs as soon as possible.
- c. If any member of staff is unsure about whether a particular act constitutes bribery or corruption, they should raise it with the Global Head - Legal Affairs.

12 Protection

- a. Individuals who refuse to accept or offer a bribe, or who raise concerns or report another’s wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- b. We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If a member of staff suffers or believes they have suffered any such treatment, they should immediately inform their business HR point of contact or Global Head - Legal Affairs. If the matter is not remedied, they should raise it formally with geography specific Ombudsperson as provided in the Whistleblower Policy.

13 Training and Communication

- a. Training on this policy forms part of the induction process for all individuals who work for us, and regular annual training and assessment is a mandatory Company requirement.
- b. Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

14 Breaches of this Policy

- a. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- b. We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

15 Potential risk scenarios

- a. The following is a list of possible red flags that may arise during the time that any staff member works for the Company and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.
- b. Any member of staff encounters any of these red flags during the course of his/ her employment, they must report promptly to the Global Head - Legal Affairs, if:
 - I. the member of staff becomes aware that a third party engages in, or has been accused of engaging in, improper business practices;
 - II. the member of staff learns that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with foreign government officials;
 - III. a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
 - IV. a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
 - V. a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
 - VI. a third party requests an unexpected additional fee or commission to “facilitate” a service;
 - VII. a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
 - VIII. a third party requests that a payment is made to “overlook” potential legal violations;
 - IX. a third party requests that you provide employment or some other advantage to a friend or relative;
 - X. the member of staff receives an invoice from a third party that appears to be non-standard or customized;
 - XI. a third party insists on the use of side letters or refuses to put terms agreed in writing;
 - XII. a member of staff notices that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
 - XIII. a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or

- XIV. a member of staff is offered an unusually generous gift or offered lavish hospitality by a third party.

16 Executive owner

Global Head - Legal Affairs References

Mastek Gifts & Hospitality Policy

Mastek Code of Conduct and Business Ethics Policy (COBCE)

17 Amendment history

Date	Version	Created by	Amendment History	Remarks	Approved by
2010	1.0	unknown	First release		
30/04/2018	2.0	Ken J. Milne	Refinement of Policy wording		KJ Milne for the UK, Dinesh Kalani for India, and BSA Legal for the
					US, and by the Board (India)
28/05/2019	3.0	Ken J. Milne	New formatting only		
30/04/2021	4.0	Abhishek Wakchaure	Include Evosys Entities, edits on the ownership,		Global Head - Legal Affairs.



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