

Fraud Policy

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1. Background

The Fraud Policy or Fraud Response Plan for Expleo involves several key components to effectively prevent, detect, and respond to fraudulent activities. The corporate fraud policy is established to facilitate the development of controls that will aid in the detection and prevention of fraud against Expleo Solutions Limited. It is the intent of Expleo Solutions Limited to promote consistent organisational behaviour by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

2. Scope of the Policy

2.1. Applicability: This policy applies to any irregularity, or suspected irregularity, involving employees as well as shareholders, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with Expleo Solutions Limited (also called the Company). Any investigative activity required will be conducted without regard to the suspected wrongdoer’s length of service, position/title, or relationship to the Company.

2.2. Zero Tolerance: Expleo maintains a steadfast stance of zero tolerance towards fraud in all its forms, firmly committing to upholding the highest standards of integrity and ethical behaviour. Fraud undermines trust, jeopardises financial stability, and tarnishes our reputation both internally and externally. We unequivocally reject any actions or behaviours that involve deception, dishonesty, or abuse of authority for personal gain or to the detriment of others. Our commitment to zero tolerance extends across all levels and functions of the organisation, from the boardroom to the frontline, ensuring that every employee understands their responsibility to uphold these principles. We proactively implement robust controls, regular audits, and comprehensive training to prevent, detect, and swiftly respond to any instances of fraud, reinforcing our commitment to maintaining the trust of our stakeholders and safeguarding our organisational values.

3. Responsibility

Management is overall responsible for the design and implementation of the Fraud Policy. The Ethics and Compliance Officer, HR, and Legal departments are responsible for implementing Fraud policies and procedures and conducting fraud risk assessment, detection, investigation, and prevention of fraud, misappropriations, and other irregularities. Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. The HR department is responsible for employees’ compliance with the code of conduct within the Organisation. Each Department Head will be familiar with the types of improprieties that might occur within his or her area of responsibility and be alert for any indication of irregularity.

Any irregularity that is detected or suspected must be reported immediately to the Ethics and Compliance Officer, Director of HR & Legal Head, who coordinates all investigations with the Legal Department and other affected areas, both internal and external.

4. Actions Constituting Fraud

The terms defalcation, misappropriation, and other fiscal irregularities refer to, but are not limited to:

- Any dishonest or fraudulent act
- Misappropriation of funds, securities, supplies, or other assets
- Forgery or alteration of documents
- Impropriety in the handling or reporting of money or financial transactions
- Profiteering because of insider knowledge of company activities
- Disclosing confidential and proprietary information to outside parties for an advantage and theft
- Disclosing to other persons securities activities engaged in or contemplated by the company
- Accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to the Company
- Exception: Gifts less than £50 in value.
- Destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment; and/or
- Any similar or related irregularity

5. Other Irregularities

Irregularities concerning an employee’s moral, ethical, or behavioural conduct should be resolved by Department Heads and the Director of Human Resources. If there is any question as to whether an action constitutes fraud, contact the Ethics and Compliance Officer (Email Id: lal.krishnams@expleogroup.com) and Director of HR for guidance.

6. Investigation Responsibilities

The Ethics and Compliance Officer has the primary responsibility for the investigation of all suspected fraudulent acts as defined in the policy. If the investigation substantiates that fraudulent activities have occurred, the Ethics and Compliance Officer will issue reports to appropriate designated personnel and, if appropriate, to the Board of Directors through the Audit Committee.

Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made in conjunction with the Legal Head, Director of HR, COO, and CEO, as will final decisions on the disposition of the case.

7. Confidentiality

The Ethics and Compliance Officer treats all information received confidentially. Any employee who suspects dishonest or fraudulent activity will notify the Ethics and Compliance Officer (Email ID: lal.krishnams@expleogroup.com) immediately and should not attempt to personally conduct investigations or interviews related to any suspected fraudulent act.

Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect the Company from potential civil liability.

8. Authorisation of Investigating Suspected Fraud

Group Ethics, Compliance, Risks & Internal Control Director: The Head of Ethics and Compliance will oversee the investigation process, coordinate activities, and report progress to senior management and the board as necessary.

Investigation Team: The Group Ethics and Compliance Director will designate a qualified and impartial team to lead the investigation. This team may include members from the Ethics and Compliance Officer, HR Partner, Internal Audit, Legal, and possibly external advisors depending on the complexity and severity of the allegations.

The Investigating Unit should be independent and should not be part of the fraudulent/suspicious act reported.

Members of the Investigation Unit will have:

- Free and unrestricted access to all Company records and premises, whether owned or rented; and
- The authority to examine, copy, and/or remove all or any portion of the contents of files, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of their investigation.

9. Fraud Reporting Channels

9.1. Emphasising the importance of reporting suspicious activities through designated channels is crucial to maintaining a culture of transparency and accountability within an organisation. Expleo employees need to understand the process for reporting concerns and feel assured that their reports will be handled promptly and confidentially. Here are the different reporting channels commonly established to report fraud:

Speak Up (Whistleblower Reporting) Platform: A secure web-based platform accessible to employees for submitting confidential reports of fraud or misconduct. This platform may allow for anonymous reporting and includes fields for detailing the nature of the incident and supporting evidence. This channel ensures confidentiality and protects whistleblowers from potential retaliation. Web portal Link: <https://expleo.gan-compliance.com/p/SpeakUp>

Email Address: A designated email address specifically for reporting fraud-related concerns. This channel allows employees to send detailed reports directly to a designated individual or department responsible for handling fraud allegations.

Email Id: margaux.logeswaran@expleogroup.com or lal.krishnams@expleogroup.com

In-Person Reporting: Providing employees with the option to report concerns in person to

designated individuals such as managers, human resources personnel, or compliance officers. This approach ensures direct communication and immediate response if confidentiality is maintained. Employees can report concerns to Margaux Logeswaran, Expleo Group Compliance Director in writing, verbally, and/or placing a call on MS Teams.

Mail or Internal Post: Some organisations offer the option to submit written reports through internal mail or postal services. This method allows employees who prefer not to use electronic channels to report concerns confidentially.

PO Address: Ethics and Compliance Officer, Expleo Solutions Ltd, Administrative Office, Prestige Featherlite Tech Park, Plot # 148, EPIP Area, Whitefield – Bangalore, 560066.

9.2. Each reporting channel should be clearly communicated to employees through training programmes, internal communications, and written policies. It is essential to assure employees that all reports will be taken seriously, investigated promptly, and handled confidentially to protect both the organisation and the whistleblower. Regular reminders and updates on reporting procedures reinforce the organisation's commitment to integrity and ethical conduct, encouraging a proactive approach to fraud prevention and management.

10. Termination

If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed by the Head of Human Resources and Head of the Legal Department, and if necessary, consulted by an external expert/counsel/arbitrator, before any such action is taken. No Department Head has the authority to terminate an employee. The decision to terminate an employee is made by the Director of HR and the Legal Head after following the appropriate investigation as mentioned above. Should the Department Head believe the recommendation of the Investigating Unit is inappropriate for the facts presented, the facts will be presented to the CEO/MD for a decision.

11. Administration of Policy

11.1. Right to Amend: The Company reserves the right to amend this Policy in whole or in part, at any time. Any amendment to the Policy shall take effect from the date when it is approved by the CEO of the Company and notified by the Company.

11.2. Notification: Expleo will duly notify its existing Directors and Employees about the Policy through internal circulars. All new Directors and Employees will be informed about the Policy by HR during their induction. Amendments to the Policy will be notified to all Directors and Employees of Expleo from time to time. All other stakeholders including vendors, agents, customers, etc., will be duly notified about the Policy.

11.3. This Policy, as amended from time to time, will be made available on the Company's website.

12. Confidentiality and Proprietary Rights Notice

Expleo owns the proprietary rights to this document, which is publicly available. It contains confidential information that should only be used with permission. Without Expleo's prior written

consent, it may not be duplicated, reprinted, loaned, stored in data retrieval systems, or disclosed to outside parties.

Template Version History

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1.0	26-Jul-2024	Lal Krishna	Ramya Venkatesan, Sachin Dhavale	Roopa Rajesh	New policy