

LP-010-COC

# CODE OF ETHICS AND BUSINESS CONDUCT

Process Owner : Legal and Compliance Team

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Released by : Head-BET

*Version No. 3.1*

*Eff. Date: Aug 14<sup>th</sup> 2023*

## Revision History

Ver. No.	Date	Sec. No.	Amendments Made	Change Request by	Reviewed by	Released by
1.0	February 23, 2017	–	Initial release	-	Company Secretary Team	Head-CQG
2.0	Feb 22, 2022	5.2	Reviewed and re-released	–	Company Secretary Team	Head-BET
3.0	Jan 2, 2023	All	Included Values FIRST, POSH, Anti-trust, Data Privacy	Legal and Compliance Team	Legal a Compliance Team, and Corporate Secretarial Team	Head-BET
3.1	August 14, 2023	3.4	Checked and updated the hyperlinks	Legal and Compliance Team	Legal a Compliance Team, and Corporate Secretarial Team	Head-BET

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## 1. Introduction

This new global Cyient Code of Ethics and Business Conduct (“Code”) is founded on our shared vision and values, and applies to all Cyient associates and business operations worldwide. The Code replaces and supersedes all prior versions of the Codes of Conduct that were in effect, including those posted in MyCyient and PAL (including regional and country-specific codes of conduct). The new Code is effective immediately and may be modified, revised, or amended with or without prior notice or cause at any time.

All associates are required to read, understand, and comply with the Code and acknowledge their commitment to it by signing the acknowledgment in MyCyient.

The Code identifies the laws, compliances, and policies that Cyient expects its associates to follow, but it is only a starting point. You will find references to applicable policies throughout the Code that also contain valuable guidance. These policies are available to all associates in MyCyient. Additional policies, handbooks, procedures, and local laws may also apply to an associate depending on specific work location. Always be guided by the Code, policies, the law, and sound common sense with respect to “doing the right thing.”

Please keep in mind that failure to abide by the Code, Cyient’s policies, or the law will lead to disciplinary measures appropriate to the violation, up to and including dismissal.

No code can guarantee ethical behavior, however, only we can.

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**The Code of Conduct does not constitute a contract or guarantee of employment for any period of time or create any specific employment rights.**

## 2. Our Values in Action

*“Designing Tomorrow Together”* is our vision and the basis of our brand promise. Three simple words that describe our unique approach of working with our partners to improve businesses and the lives of our customers within the communities where we live and work.

In our relationships with our customers, stakeholders, and associates, we are guided by our AGILE objectives while making business commitments and taking actions based on our Values FIRST principles.

### 2.1 AGILE Objectives

To achieve our aspirations, we will need to continue our journey to develop an **AGILE** culture founded on the following:

**Ambition:** Expanding from services to solutions by focusing on our ability to adapt and leverage innovative technologies.

**Growth:** Achieving our financial aspiration to deliver industry-leading earnings growth.

**Investment:** Prioritizing investments to leverage our capital structure effectively.

**Leadership:** Developing talent to build a strong leadership pipeline that will enable our transformation into a solutions-focused business.

**Execution:** Building a consistently high-performing organization focused on execution achieved by a commitment to the same values and ethical foundation.

An **AGILE** organization is one that is inclusive, where everyone feels valued and has a sense of belonging, and which utilizes all associates' capabilities enabling them to achieve their full potential.

An **AGILE** culture is one where each associate leads by example to successfully accomplish our goals and conduct business, empowered to drive decisions and collaborate to achieve business results.

An **AGILE** organization can only be achieved by practicing our Values **FIRST** principles of **Fairness, Integrity, Respect, Sincerity, and Transparency.**

### 2.2 VALUES FIRST Culture

**Fairness:** The company is fair and equitable to all and fosters an environment where our associates and customers experience an unbiased environment, irrespective of their cultural backgrounds and differences.

**Integrity:** The company cultivates the development of high professional standards and is honest and ethical in all aspects of its business. In all dimensions of work, we align our

actions and words and deliver what we promise. The company is committed to its moral and ethical values and to compliance with the laws and regulations where we do business.

**Respect:** Cyient believes that the most productive environment is one where associates are valued and treated with respect and dignity.

**Sincerity:** We are committed to maintaining a workplace where all exhibit professionalism and dedication to delivering value to our customers based on quality, cost, and delivering on commitments.

**Transparency:** Cyient is committed to transparency and honesty in all we do, maintaining an open-door policy for all stakeholders with whom we work.

At Cyient, we believe fair and open communication is the key to success. We are committed to honesty and integrity and to meeting all legal and compliance commitments to our shareholders, customers, associates, relevant government entities, and the communities in which we live and work.

We have a clear vision, values, strategy, and execution framework, and well-aligned objectives to achieve them. It is important for all of us to embrace Cyient's AGILE objectives, live our Values FIRST principles, and focus our day-to-day actions keeping these in mind.

### 3. Compliance Is Everyone's Responsibility

*The Code of Ethics and Business Conduct provides guidance on complying with the law and how Cyient intends to conduct business in an ethical manner. Failure to comply puts the company and yourself at risk of civil and criminal liability exposure including monetary loss, damages, fines, imprisonment, and penalties. Therefore, complying with the Code is mandatory and is a condition of being associated with Cyient.*

#### 3.1 Compliance with the Code is Essential to Prevent Legal Risk

Ethical and lawful business conduct is critical to Cyient's business. The policies and standards in the Code are mandated because of the legal and regulatory requirements that Cyient is required to follow.

Violations of law create significant risk and exposure to liability for Cyient, its directors, officers, and associates. Cyient may face significant financial penalties, and associates who violate the law may face personal liability. Penalties can include significant civil and criminal liability, including monetary loss, monetary damages or fines and penalties. For matters involving violations of criminal law, a conviction can mean heavy fines and imprisonment for those convicted.

#### 3.2 Speaking up

Being proactive is part of the Cyient culture. Each associate has an ethical responsibility to comply with the Code and to enforce the Code. Violations of law, the Code, or other company policies or procedures should always be reported. If you observe possible unethical or illegal conduct, you are encouraged to report your concerns as outlined in *How to Report Concerns*. See Section 3.4.

#### 3.3 Investigations

Cyient will conduct investigations in an objective and complete manner and maintain confidentiality to the extent possible under the circumstances. All parties involved will be treated with respect. All associates are required to cooperate in any internal or external investigations of violations. All associates must be truthful, transparent, and fully cooperative with such investigations. Reprisal, threat, retribution, or retaliation against any person who has in good faith reported a violation or a suspected violation of law or Cyient policy, or who cooperates in the conduct of investigations of

## SPEAKING UP AT CYIENT

ASSOCIATES ARE REQUIRED TO SPEAK UP IF THEY ARE AWARE OF A VIOLATION OF LAW OR THE CODE.

IF YOU ARE NOT SURE WHETHER A VIOLATION OF LAW OR THE CODE HAS OCCURRED, SPEAK UP AND RAISE YOUR CONCERN TO YOUR MANAGER, HR, THE LEGAL DEPARTMENT, OR BY USING THE WHISTLEBLOWER HOTLINE.

PREVENTING VIOLATIONS OF CRIMINAL OR CIVIL CLAIMS CAN PRESERVE THE INTEGRITY OF OUR ORGANIZATION AND RESULT IN SIGNIFICANT SAVINGS OF TIME, EFFORT, AND FINANCIAL RESOURCES.

violations of the Code or other policies is prohibited. It is, however, unacceptable and improper to file a report knowing it to be false.

### 3.4 How to Report Concerns

All actual, potential, or questionable violations of law, the Code, or other policies or procedures should be reported to at least one of the following resources:

1. Your direct line manager or any manager in your business unit or functional area of the company.
2. Your human resources manager or anyone in the Human Resources Department.
3. The Regional Ombudsperson for your respective area.
4. Your regional area attorney or any other member of the Legal and Compliance Department.
5. The Incident Reporting tool located on the MyCyient home page: MyCyient Report Incident.
6. The Ethics Help Hotline services managed by Lighthouse Hotline Cyient Ethics Help Hotline - Lighthouse Services.

*THE INCIDENT REPORTING TOOL AND THE ETHICS HELP HOTLINE OFFER ANONYMOUS REPORTING OPTIONS FOR ASSOCIATES.*

### 3.5 Retaliation is Strictly Prohibited

*Cyient has a zero-tolerance policy on retaliation of any kind against any stakeholder who raises a concern in good faith and Cyient is committed to take appropriate disciplinary action if anyone is found to have retaliated against anyone raising a concern in good faith.*

Cyient does not tolerate retaliation against any employee who, in good faith, reports suspected unethical conduct or violations of laws, rules, regulations, or company policies. If you believe that your honest reporting of a concern has subjected you to retaliatory action, contact the resources available listed in *How to Report Concerns* under Section 3.4.



## 4. Associates' Work Environment

### 4.1 Associates definition

"Associates" includes Cyient employees and others who are engaged to provide services on behalf of Cyient (such as temporary personnel, consultants, and independent contractors). Associates are to follow the Code while on Cyient's or customer's premises, attending Cyient functions, or otherwise performing any work-related activities, including working from home, working at a customer or off-site location, at tradeshows, seminars, off-site events, or in travel status.

### 4.2 Respect

All associates shall always be treated with respect and fairness.

### 4.3 Addressing Associates

All associates shall be addressed by their chosen name and their preferred gender pronouns, including gender-neutral pronouns and salutations.

### 4.4 Working Collaboratively

All associates will uphold our Values FIRST culture.

### 4.5 Leading by example

All Cyient managers and leaders are expected to act professionally and ethically and to function as role models for others in the organization. Cyient's senior management must constantly reinforce through their actions the professionalism and ethical behavior required of all Cyient associates to uphold our stated beliefs and core values.

### 4.6 Transparency

All associates shall ensure that their actions are transparent, which means that we work in such a way that it is easy for others to see what actions we perform and that we act with honesty, open communication, and accountability.

### 4.7 Human Rights, Modern Slavery, and Forced or Child Labor

Cyient is committed to protecting human rights and to providing equal opportunity for all associates. Cyient prohibits all forms of modern slavery including human trafficking, forced or compulsory labor, slavery, servitude, debt bondage, deceptive recruiting for labor or services, and child labor, including situations where children are subjected to slavery or similar practices or engaged in hazardous work, in its organization, business operations, and supply chain. Cyient will not employ children at the workplace and will not use forced labor in any form. We will not require associates to turn over their personal documents to Cyient or require associates to make payments to us or to anyone else to

secure or to maintain employment with us or to collaborate with us or with a third party. Associates who work with vendors are required to ensure that this Code and related policies on human rights are incorporated into all contractual and operational processes of Cyient's vendors on a worldwide basis.

#### 4.8 Privacy

All associates have the right to privacy and are expected to respect the privacy of everyone with whom they work. If personal information is required, it shall be acquired and managed strictly in accordance with Cyient's Data Privacy Policy and Employee Data Privacy Policy.

#### 4.9 Data Privacy

Cyient is committed to protecting its associates' personal data in compliance with all applicable data protection laws. We have implemented a data protection policy and program to ensure the protection of associates' personal data and its lawful processing. Where the geographic laws require specific contractual and process documentation for associate, customer, and vendor personal data, Cyient has implemented the required geography-specific compliance procedures.

The objective of Cyient's Employee Data Privacy Policy is to inform associates of the purposes for which we process personal data, the legal basis we rely on in order to process it lawfully, associates' rights as data subjects, and the retention periods applicable to the personal data that Cyient holds.

#### 4.10 Equal Employment Opportunities and Anti-Discrimination

Cyient is an equal-opportunity employer. Cyient does not discriminate against employees, associates, or candidates for employment based on age, race, color, religion or creed, sex (including pregnancy), marital status, military or veteran status, disability (mental or physical), national or ethnic origin, citizen status, social origin, including caste, gender identity or expression, sexual orientation, protected genetic information, or other characteristic protected by law. Associates who believe they are a victim of discrimination or are aware of actual discrimination should report their concern to the resources detailed in Section 3.4 under *How to Report a Concern*.

#### 4.11 Maintaining a Safe Work Environment

Cyient is committed to maintaining a safe and healthy workplace for our associates in all locations. Each associate is responsible for maintaining a safe workplace by following safety and health rules and practices.

#### 4.12 Prohibited Drugs and Substances

Cyient does not tolerate prohibited drugs and substances from being possessed, consumed, used, or distributed at our workplaces or in the course of company duties. Further, associates must report to work free from the influence of any substance that could prevent them from conducting work activities safely and effectively. It is the individual's responsibility to inform their human resources manager if they are taking prescribed medicines that could affect their ability to perform their assigned duties.

#### 4.13 Maintaining a Violence-Free Workplace

Cyient prohibits violence of any kind in the work environment and will not tolerate workplace violence in any form. Subject to applicable laws, Cyient prohibits possession of weapons on its premises or any place where business is conducted.

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*CYIENT does not tolerate conduct that constitutes harassment or discrimination of any kind toward any person.*

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#### 4.14 Preventing Harassment and Discrimination

Cyient strives to, and each associate must strive toward, maintaining a work environment where all people treat each other with dignity and respect, and in a manner that is free from prejudice, harassment, sexual harassment, gender bias, and discrimination. Harassment is words or actions that create an intimidating, hostile, or offensive work environment. In many countries harassment is illegal when it is based on legally protected characteristics of the associate. All forms of abusive or coercive conduct, whether physical, verbal, or otherwise, are prohibited. Any words or actions that are contrary to this are a serious violation of this Code, subject to disciplinary action up to and including termination of employment.

## Prevention of Sexual Harassment Policy (PoSH)

Cyient's Code of Conduct applies to all associates, and when a more specific law is applicable in a particular geographic area, that law is also applicable and must be complied with. In that regard and in compliance with the POSH laws of India prohibiting sexual harassment, the company is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias, and sexual harassment.

All associates have the right to be treated with dignity, and sexual harassment at the workplace or other than the workplace, if involving associates, is a grave offense and is, therefore, punishable. Management has constituted a committee to consider and address complaints of sexual harassment. The chairman and managing director may constitute such committees as may be required for the purposes of the Act at various locations of the company. For additional guidance on compliance, refer to Cyient's ***"Prevention of Sexual Harassment Policy (POSH) HR-IN-G-PSH-C5-POL version no. 2.1 eff. Date 1<sup>st</sup> Mar 2022*** and any subsequent version thereof.

## 5. Protecting Cyient's Assets

### 5.1 Use of Cyient Assets

All associates shall protect Cyient assets from loss, damage, misuse, or theft. Assets shall not be used for non-business-related purposes. All Cyient assets (such as cash, products, or computers, computer software, or intellectual property) may only be used for intended business purposes and must be maintained, transported, and stored in locations and with service providers approved in advance by management and in accordance with Cyient policy and procedures. Cyient assets may never be used for illegal or unauthorized purposes.

### 5.2 Acceptable Use Policy

All associates are required to read, understand, and to comply with the Acceptable Use Policy regarding Cyient's IT systems, hardware, and software. No unauthorized hardware, software, or other technology may be used in violation of Cyient's IT policies, procedures, and this Code.

All information systems, technology, IT equipment, hardware, software, source codes, passwords, secure identity access codes and software, personal identification numbers, or other access identifiers shall not be shared with anyone within or outside Cyient other

than authorized Cyient personnel who have a need to know to maintain and operate the IT infrastructure securely.

In the event that an associate becomes aware of misuse of the Cyient infrastructure or there is a suspected misuse or threat to the security of the IT systems, each associate must report the concern immediately to the IT department through one of the following reporting mechanisms:

- IT Helpdesk
- MyCyient "Report an IT Incident"
- IT personnel in the associates' region or business unit

In the event of any inconsistency between this Code and the Acceptable Use Policy or then current IT Policies and procedures, the more specific and current policies and procedures will apply.

### 5.3 Proprietary Information

All confidential and proprietary information, including intellectual property and confidential and company-private information, must be protected from unauthorized use or disclosure. Such information also includes information that suppliers and customers have entrusted to us.

### 5.4 Intellectual Property

Associates are responsible for understanding and complying with the Intellectual Property Policy of Cyient to protect Cyient's investment in technology and innovation. Associates are also required to treat all Cyient customer or third-party intellectual property in accordance with Cyient's contractual obligations and legal obligations and to protect it from disclosure, theft, misuse, or misappropriation.

## 6. Financial Controls

### 6.1 Accuracy of Cyient Records

All business records shall be a clear, complete, truthful, and accurate recording and reporting of information. This includes all operational parameters such as order intake, revenues, quality, delivery, efficiency, and associated records, as well as all financial records. No false or artificial entries may be made. All monetary transactions must be documented accurately and completely, ensuring a record of the purpose of the monetary exchange with accurate and complete supporting documents. All financial records must conform both to required accounting principles and to Cyient's system of internal controls.

## 6.2 Handling Disputes and Claims

All disputes regarding Cyient's financial accounts, including accounts payable and receivable, must be reported to the finance department. Ensure that business transactions and any settlement of disputes regarding financial matters are authorized by management and subjected to internal review and approval. All settlements related to such disputes must be made in accordance with Cyient's financial controls and dispute resolution policies.

## 6.3 Financial Reporting—Fiduciary Duties

Associates with finance and accounting responsibilities have a fiduciary duty to ensure that Cyient's financial statements are accurate and complete, and filed on time. Associates with these responsibilities must comply with the legal and regulatory requirements that govern these reports and are responsible for knowing and following Cyient's internal controls, policies, and procedures.

## 6.4 Financial Fraud

Anyone found to have engaged in financial fraud will be subject to disciplinary action and could face substantial civil and criminal liability. All associates must report any suspected accounting or auditing irregularities immediately. Cyient will not tolerate retaliation against associates for disclosing, in good faith, questionable or improper accounting or financial matters.

# 7. Legal and Compliance-Related Matters

All contracts for the sale of products and services, including master services agreements, purchase orders, or amendments thereto, or statements of work related to a master agreement, must be reviewed and approved by Cyient's Legal and Compliance Department prior to execution and prior to the performance of any work for a customer. All purchases, whether for the performance of customer-related or non-product purchases, must be made pursuant to the financial and procurement policies of Cyient.

Disputes of all kinds, whether customer related, employee related, or third-party matters must be referred to the Legal and Compliance Department for handling. If the company is served with any legal process in any geographic location, whether by a government or private party, the Vice President, Legal, and the Legal and Compliance Department must be notified immediately and consulted for further guidance.

## 8. Customers

### 8.1 Fulfilling Customer Commitments

Cyient is committed to providing quality services and products to our customers. Cyient strives to perform services in accordance with the law and contractual commitments, and it holds our vendors to the same standards. Cyient honors all customer requirements when performing services in their facilities or on-site locations to ensure data security and safe work environments.

### 8.2 Fair Competition

Cyient will compete for work on the basis of the value we provide to our customers and the benefits of our offerings in terms of cost, quality, and the capabilities of our associates. Cyient will not compete by disparaging our competition or by misusing data. It is a violation of this Code to collude with a competitor or to otherwise violate the antitrust and fair competition laws. Refer to Section 7 of this Code and the legal department for any questions or concerns regarding compliance with the antitrust, anti-bribery, and corruption laws.

### 8.3 International Trade Controls

Cyient complies with all applicable international trade laws, including import and export laws and embargoed country laws, as well as such regulations in the countries where Cyient does business.

All associates are responsible to understand the applicability of trade control regulations to their business units, to take all required training, and to comply with Cyient's Export Control Policy and all applicable licenses, certificates, and customer restrictions and requirements with respect to controlling access to export-controlled technologies and facilities. All associates must be familiar with Cyient's travel policies and, if their role involves travel, all requirements of Cyient Travel Policy must be followed.

If there is a question about whether data or information is subject to export or other international trade laws, it is the responsibility of each associate to determine what restrictions are applicable BEFORE any action is taken to transmit, share, or use data that may be subject to international trade regulations and controls.

The International Trade Senior Compliance Officer-Export Control Officer, Legal and Compliance should be contacted at [export.compliance@us.cyient.com](mailto:export.compliance@us.cyient.com) Direct: +1 321 674 2155 | Board: +1 321 674 2155 x 207 Export/ITAR Controlled | [export.compliance@us.cyient.com](mailto:export.compliance@us.cyient.com) with any questions or concerns regarding this policy.

## 9. Compliance with Law and Regulations

### 9.1 Competitive Information

Cyient associates must never use any illegal or unethical methods to gather competitive information. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present associates of other companies is prohibited. If information is obtained by mistake that may constitute a trade secret or confidential information of another business, or if we have questions about the legality of information gathering, associates should consult the legal department.

### 9.2 Fair Competition

The antitrust and fair competition laws and regulations of the United States and other countries where Cyient conducts business are designed to promote fair competition, prohibit anticompetitive agreements and conduct that unreasonably restrains competition. All associates are required to comply with the antitrust and unfair competition laws of the many countries in which we do business. Further, all associates must ensure that Cyient vendors, agents, independent contractors, and other third parties acting on Cyient's behalf comply with the antitrust and unfair competition laws as well. Associates must never rig bids, fix prices, allocate customers or markets, or exchange competitively sensitive data (such as price, cost, margins, or volume commitments) with competitors or anyone who might be a competitor. Pricing, wage, and hiring decisions should be made unilaterally by Cyient and not discussed with competitors or anyone who might be a competitor. Associates must not use Cyient's market power, whether for Cyient's or a third party's benefit, by refusing to deal, engaging in predatory or discriminatory pricing practices, conditioning the sale or provision of a particular product or service with that of another product or service, or undertaking similar abusive tactics.

## COMPLIANCE IS ESSENTIAL

Violation by even a single employee of any law relating to anti-bribery, anti-corruption, anti-competition, or data privacy, could result in severe financial penalties and cause irreparable reputational damage to Cyient.



These laws are complex and vary from country to country, so it is important that you consult with the legal department regarding any questions you may have.

### 9.3 Anti-Bribery and Corruption

Cyient will not tolerate bribery, kickbacks, facilitating payments, or any other form of improper payment of money. No individual representing Cyient should ever offer to pay or accept bribes, kickbacks, or other forms of improper payments or incentives, including those intended to improperly influence any business decisions. This policy applies to all Cyient associates and agents, consultants' representatives, contractors, vendors, subcontractors, or other related entities, in all geographic areas, and for all proposed business transactions, in accordance with applicable laws, including the United States Foreign Corrupt Practices Act of 1977, the UK Bribery Act of 2010, and the India Prevention of Corruption Act 2018. Associates shall ensure that all parties who act on behalf of Cyient are approved in accordance with Cyient policies in advance of their taking any action on behalf of Cyient and act only in accordance with this policy.

### 9.4 Improper Payments to Government Officials

Cyient transacts business with government entities, and there are applicable anti-bribery and corruption laws regarding government officials. Cyient prohibits all improper payments to government officials. "Improper payments" include both direct and indirect payments, or an offer, promise, or authorization of payment or anything of value to a government official for purposes of improperly influencing government acts or decisions to obtain or retain business or otherwise secure a business advantage. Improper payments can take the form of money, gifts, or lavish entertainment, and Cyient will not tolerate such payments. Cyient bases all business on principles of transparency and accountability, and we never offer or accept any form of payment or incentive intended to improperly influence a business decision.

## 10. Conflicts of Interests

All associates have a duty to act solely in the best interests of Cyient at all times, unaffected by personal interests or relationships.

Conflicts of interest arise when a personal interest conflicts with the interests of Cyient. A conflict may also arise when a person's interests raise a question about whether the person's actions, judgment, or decisions can be unbiased under the circumstances in a particular business matter. Both situations must be avoided.

Associates are required to disclose to local management any situation that may be, or appear to be, a conflict of interest. When in doubt, it is best to disclose. An independent management review of the situation can then occur before action is taken, and the specific decision to be made can be reassigned to another, avoiding conflict, maintaining transparency, and avoiding a violation of the Code by the associates involved. Exigency is never an excuse for doing the right thing and checking with management before action is taken, which results in a violation of this policy.

**Note:** If a conflict arises, remove yourself from the decision-making process.

Specific areas where conflicts may arise include:

- Relationships with Cyient's business partners or competitors.
- Relationships with prospective or existing customers, competitors, suppliers, contractors, or government regulators.

### 10.1 Outside Employment

Associates may not work for or receive payments for services from any competitor, customer, or supplier of Cyient without the approval of management. Any outside activity must be strictly separated from Cyient employment and should not harm job performance at Cyient.

### 10.2 Investments

Associates must not allow their personal investments to influence, or appear to influence, their independent judgment on behalf of Cyient. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if an associate has an investment in a customer, competitor, supplier, or contractor, and the associate's decisions may have a business impact on this outside party. If there is any doubt about how an investment might be perceived, it should be disclosed to an associate's direct supervisor or line management, the Human Resources Department, or to the Legal and

Compliance Department for evaluation.

### 10.3 Board Memberships

Serving on a board of directors or a similar body for an outside company or government agency requires the advance approval of local management. Helping the community by serving on boards of non-profit or community organizations is encouraged and does not require prior approval.

### 10.4 Family Members and Close Personal Relationships

Associates may not use personal influence to get Cyient to do business with a company or institution with which their family members or friends have an interest.

## 11. Gifts and Entertainment Policy

### 11.1 Gifts to Associates

All associates are required to comply with the Cyient Gifts and Gratuities Policy. Associates shall not accept anything that might make it appear that their judgment would be compromised. Under no circumstances shall an associate accept cash, a personal gift, or anything of value. An item of nominal value, such as small promotional items or food and beverages provided in a business setting or at a business-related function, are acceptable. In rare situations, it would be impractical or harmful to refuse or return a gift. If this happens, you must discuss the situation with senior management in your respective division, who will confer with Legal and Compliance to decide whether to accept any such gift and how it is to be dispositioned.

**Note:** Gifts are not always physical objects; they might also be services, favors, or other items of value.

### 11.2 Gifts Given by Cyient

On rare occasions, business situations call for giving gifts. Cyient's gifts must be legal, reasonable, and approved by the most senior business or functional head of the business, region, or function, i.e., Associate Vice President or higher. Gift giving and receiving are regulated very differently depending upon the country, culture, business, industry, and nature of the customer involved. As a practical matter, no policy can create a common answer for each situation, and the guidelines in this Code are very general in nature. Each associate is responsible for conferring with their respective managers and obtaining the senior business or functional head's approval prior to giving a gift.

Cyient will not condone providing any gift if it is prohibited by law or by the policy of the recipient's organization. For example, the associates of many government entities around the world do not allow gifts to be received by their representatives, and there should never be a situation where a gift was given in violation of the laws of any

governmental entity or in violation of Cyient's Gift Policy and Guidelines.

Remember, do not violate the law or this Code—ask before you give or receive!

## 12. Insider Trading

Associates shall not trade in securities based on the knowledge that comes from their jobs if that information has not been reported publicly. It is against the laws of many countries to trade or to "tip" others who might make an investment decision based on inside job information. Detailed guidelines are issued separately on insider trading in the Insider Trading Policy, and every associate is expected to be knowledgeable and bound by the guidelines.

## 13. Vendors

### 13.1 Compliance with Vendor Code of Conduct

All vendors must comply with Cyient's Vendor Code of Ethics and Business Conduct. Cyient selects its vendors fairly and transparently on the basis of cost, quality, delivery, and the vendor's ability to comply with Cyient's Vendor Code and our commitments to our customers. Cyient requires its vendors to comply with all customer data privacy obligations and commit to protecting Cyient and its customers' intellectual property to the terms of our contractual commitments.

### 13.2 Fair Competition and Antitrust

The antitrust and competition laws and regulations of the United States and other countries are designed to promote fair competition, prohibit certain agreements, and prevent conduct that might unlawfully restrain competition. Cyient's vendors and partners are required to comply with the antitrust and unfair competition laws of the countries in which we do business. Vendors shall not engage in price-fixing, bid rigging, or directly or indirectly creating hurdles for competition to submit competitive proposals, misrepresentation of facts related to its competitors, or other anti-competitive practices in violation of applicable antitrust and competition laws.

## 14. Cyient in the Community

### 14.1 Freedom of Association

We recognize that associates may be interested in joining associations or becoming involved in civic or public affairs in their personal capacities, provided such activities do not create an actual or potential conflict with the interests of Cyient.

## 14.2 Political Activity

Associates can participate in the political process on their own time and with their own finances. Associates may not present their views as representing the views of Cyient. Cyient assets must not be used for political purposes, and there should never be an implication or representation that there is any financial or political contribution made involving Cyient. Associates must not be requested or coerced into supporting or contributing to any political activity or process by any other associate.

## 15. Communications and Social Media

### 15.1 Role of Communications and Public Relations Team

The Cyient Communications and Public Relations team is responsible for all communication with the media. It is the responsibility of each Cyient associate to read and comply with the Integrated Media Communications Policy and Guidelines.

The principles that define and overarch Cyient's media relations efforts are:

- Cyient is a well-regarded, value-driven, publicly listed entity that is accountable for its actions.
- Cyient promptly responds to media inquiries and is always truthful when dealing with the media.
- Cyient is proactive in developing positive media stories in order to communicate with its primary and secondary stakeholders, build support for its core objectives, and enhance its reputation in the public eye.
- Cyient responds quickly to limit potential damage to the organization caused by adverse or incorrect media stories.
- Cyient has an obligation to protect itself and its associates from unfair intrusion by the media.

### 15.2 Speaking to the Media

All inquiries from the media, whether seeking comment, information, or permission to take a photograph, produce an audio or video recording of Cyient representatives or customers, should be directed to the Communications (Comms) and Public Relations (PR) team [brand@cyient.com](mailto:brand@cyient.com).

The Comms and PR team is responsible for consulting with the media to obtain details of their inquiry, provide an authorized response to the journalist, and, where appropriate, facilitate an interview with a Cyient spokesperson.

### 15.3 Proactive Media Contact

If a BU/Team/SME/associate or group of associates would like to promote business, showcase achievement in the form of a case study/media event/media interview/media

report, or highlight community service done, they should consult the Comms and PR team which will devise an appropriate media plan and help in executing it through media releases/media conferences/print or electronic interviews/events where media is invited to attend, etc.

#### 15.4 External Communications Regarding Emergency Situations

The Comms and PR team, in consultation with the local Cyient PR agency and Cyient Executive Management, is responsible for releasing any information to the media about emergency situations.

## 16. Code Administration

### 16.1 Order of Precedence and Application of Local Laws

This policy provides guidance for all associates. All associates must comply with this Code and Cyient's regional or local policies as well as the laws of each jurisdiction where Cyient transacts business.

### 16.2 Applicable Law and Local Law

In the event that the Code contains a policy or standard that is less restrictive than an applicable local law or regulation, the more stringent law or regulation shall be applicable to the relevant situation.

### 16.3 Waiver of the Code Requirements

A waiver of all or part of this Code or other policies issued to implement it will be granted only in exceptional circumstances and only after approval by the Vice President and Global Head–Legal. Any waivers for directors and executive officers must be approved by both the Vice President and Global Head–Legal, and the Board of Directors, and will be disclosed as required by applicable law and company policy.

### 16.4 Interpretation of the Code

Interpretation of the Code is the responsibility of the Vice President and Global Head–Legal. Questions about the Code, its meaning and application should be directed to [Cyient.Legal@Cyient.com](mailto:Cyient.Legal@Cyient.com)

**-Policy End-**

## Acknowledgment of Code of Ethics and Business Conduct

I have received and read the Cyient Code of Ethics and Business Conduct ("Code"). I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job and/or the location of my assignment. I acknowledge that as a Cyient associate, I am required to comply with the guidelines described therein, and failure to do so may subject me to action as per my employment terms and relevant company policies.

If I have any questions concerning the meaning or application of the Code, Cyient policies, or the legal and regulatory requirements applicable to my job, I know I can consult my manager, the Human Resources Department, or the Legal and Compliance Department. If I have a concern about a violation or a potential violation of the Cyient Code of Ethics and Business Conduct, I know I can report to either my direct line manager, a manager in my business unit, the Human Resources Department, the Legal and Compliance Department, the Regional Ombudsperson, or the Ethics Help Hotline.

Associate Name (Printed Name): \_\_\_\_\_

Signature: \_\_\_\_\_

Associate No.: \_\_\_\_\_ Date: \_\_\_\_\_