



OBDE TECHNOLOGIES POLICIES AROUND BUSINESS CODES and ethics guidelines

Ethics & Compliance

Committed to the highest ethical standards

OBDE Technologies will conduct all business transactions in a proper, fair, impartial, and ethical manner, avoiding even the appearance of impropriety. We seek customers and partners who share our values and standards of conduct.

K. VINOTHA OBDE TECHNOLOGIES, MANAGING DIRECTOR AND CEO

At the beginning of every customer relationship, we sit down together and define what good looks like in terms of being a good partner. As part of that, I give every customer a copy of our Vision, Values & Covenants and say, ‘this is our ultimate measure of success. If we’re not living up to this, pick up the phone and call me, and we will fix it.

24/7/365

We encourage and expect OBDE Technologies employees to speak up if they become aware of any unlawful or unethical conduct in business at all levels and interactions.

The OBDE Technologies Ethics email (director@openboxindia.com) is a confidential means of communication separate from line management available to employees to discuss any ethics or compliance question or concern.

The email (director@openboxindia.com) is staffed 24 hours a day, seven days a week, governed by the director’s office. Our colleagues can raise issues over email. Colleagues can access this email using any Internet connection, and OBDE Technologies email or log-in information is not required. The website www.openboxindia.com is a copy of the OBDE Technologies Code of Conduct.

INDUSTRY LEADERSHIP

OBDE Technologies also promotes global standards of ethical business conduct through our involvement with leading organizations.

We are registered as a start-up under the Indian companies act governed by MCA, India.



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Actively Involved in

- Institute of Director's forum,
- Ministry of corporate affairs compliances

Code of Conduct

The standards of conduct that guide our actions

ANIL KUMAR DUBEY – BU HEAD SALES

When I think about OBDE Technologies's values, the one that resonates with me is
Demonstrate Integrity.

The Code of Conduct is designed to help our colleagues, partners, subcontractors, and suppliers recognize and resolve the ethics and compliance issues that may arise in daily work.

It provides general information and practical advice about the behavior that is expected of OBDE Technologies employees and those representing OBDE Technologies both on and off the job and has been endorsed and adopted by our Board of Directors.

Ethical Business Conduct Policy

This policy applies globally to all OBDE Technologies employees, and to members of the board of directors, agents, consultants, contract labor, and others when they are representing or acting for, or on behalf of, OBDE Technologies.

Ethics and Compliance Program

OBDE Technologies maintains an ethics and compliance program that communicates its commitment to uncompromising integrity in accordance with the corporate values and ensures compliance with all applicable laws, rules, and regulations. This program informs employees world-wide of OBDE Technologies policies and management instructions concerning ethical business conduct and helps them to resolve questions and report



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suspected violations. The reporting process provides a confidential means of communication separate from line management.

Retaliation against employees who come forward to raise concerns will not be tolerated. The OBDE Technologies ethics and compliance program includes an education and awareness program to provide employees with job-specific compliance training and to raise their level of awareness and sensitivity to key issues.

OBDE Technologies will publish its Code of Conduct booklet in a variety of languages to enhance accessibility for its global population. All employees are required to participate in ethics awareness workshops annually and to complete compliance training as assigned.

This policy, the OBDE Technologies Code of Conduct booklet, and related policies and management instructions, constitute the OBDE Technologies standards of conduct. Failure to comply with these standards may result in discipline, including termination.

Responsibilities: Managing Director and CEO

- Manages and maintains the OBDE Technologies ethics and compliance program.
- Ensures that appropriate policies, management instructions, and procedures are in place to help employees comply with OBDE Technologies's expectations for ethical business conduct.
- Ensures the existence of an ethics and compliance education and awareness program in appropriate subject areas in order to provide employees with job-specific compliance training and raise their level of awareness and sensitivity to key issues.
- Provides final and dispositive interpretation of the OBDE Technologies standards of conduct to resolve employee questions and confidential inquiries.
- Represents OBDE Technologies's ethics and compliance program outside the company through outreach to external stakeholders.
- Delegates to a network of business-based ethics and compliance officers as appropriate.

All OBDE Technologies Employees



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- Comply with the OBDE Technologies standards of conduct and, in so doing, reject any plan, transaction or arrangement involving unlawful or unethical conduct or the appearance of impropriety.
- Participate in ethics awareness workshops annually and complete compliance training as assigned.
- Raise questions if the employee is concerned that the standards of conduct are not being met.
- Avoid any arrangement, agreement, investment, employment, relationship, or activity that is or appears to be contrary to the best interests of OBDE Technologies or its clients or might in any way impair the objective performance of duties or the exercise of independent judgment or action with respect to OBDE Technologies or its clients' interests.
- Seek guidance from the employee's supervisor or other management, business organization ethics and compliance officer, Human Resources, the Legal Department, or the Ethics email (director@gmail.com) if the employee has questions or concerns about compliance with the OBDE Technologies standards of conduct.
- Inform the employee's supervisor or other management, organization ethics and compliance officer, or the Ethics email (director@gmail.com) if the employee is aware of any incidents or situations concerning potential unethical conduct or conflicts of interest.

OBDE Technologies Supervisors and Managers

- Ensure that employees understand and comply with this policy.
- Support implementation of the ethics and compliance program and monitor compliance with the company's standards of conduct.
- Ensure that employees participate in ethics awareness workshops annually and complete compliance training as assigned.
- Create an open and honest environment in which employees feel comfortable in bringing issues forward.
- Advise others within the organization if employees raise standards of conduct concerns to assure that any ethics and compliance issues and incidents are brought to the attention of responsible management.

OBDE Technologies Business Organizations



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- Ensure that each new employee (excluding field manual employees) acknowledges having read this policy and OBDE Technologies's Code of Conduct booklet.
- Notify the appropriate OBDE Technologies counsel and the Managing Director and CEO whenever there is reason to believe this policy may have been violated. Consult the Legal Department whenever there is any question as to the legal implication or consequence of a given course of action.
- Provide a prompt report whenever OBDE Technologies knows or is informed by a reliable source that a client, supplier, subcontractor or other participant (including a OBDE Technologies employee) in a OBDE Technologies project is acting illegally or unethically.
- Implement and reinforce the importance of the ethics and compliance program.

Implementation

If there is uncertainty about these standards or guidelines, or if a situation involves unusual or special circumstances, these matters should be submitted to responsible management within the organization for interpretation in consultation with the Managing Director and CEO.

The Managing Director and CEO is responsible for providing policy guidance and issuing management instructions to assist employees in complying with OBDE Technologies's expectations for ethical business conduct.

Internal Audit, Legal, and other OBDE Technologies organizations may also issue Management Instructions necessary to implement this policy. The OBDE Technologies organizations may, at their discretion, implement this policy further through internal instructions.

Policy: Ethical Business Conduct

Statement of policy

Building on a family heritage that spans over 100 years, OBDE Technologies is committed to the highest global standard of ethical business conduct. This ethical standard is one of the company's most valuable assets and is a direct result of the conduct of its employees. The company will conduct all business transactions in a proper, fair, impartial, and ethical manner, avoiding even the appearance of impropriety. OBDE Technologies will do business with clients and others who share our values and standards of conduct.



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All OBDE Technologies employees will observe and maintain high standards of ethical conduct in their relationships with clients, suppliers, subcontractors, communities, fellow employees, and others, wherever they work. Any action taken by OBDE Technologies or its employees, representatives, or agents must be fully justifiable and not raise questions as to the company's honesty, impartiality, or reputation, or otherwise cause embarrassment to the company. OBDE Technologies employees must avoid any interest, relationship or outside activity that could affect the employee's objectivity in making decisions concerning his or her OBDE Technologies duties and responsibilities. These global standards of conduct also apply to members of the board of directors, agents, consultants, contract personnel, licensors, and others, when they are representing or acting for, or on behalf of, OBDE Technologies.

All OBDE Technologies entities and affiliates, and their employees worldwide, will act in full compliance with all applicable laws and regulations of the United States, as well as those applicable in other countries where a OBDE Technologies entity conducts business, except where compliance with local country law would violate U.S. law. Conduct that is prohibited under OBDE Technologies policy or does not comply with laws and regulations may not be accomplished on OBDE Technologies's behalf by anyone outside the company.

OBDE Technologies will maintain an ethics and compliance program to communicate its commitment to uncompromising integrity in accordance with the corporate values, and to ensure compliance with all applicable laws, rules, and regulations. This program will inform employees world-wide of OBDE Technologies policies and management instructions concerning ethical business conduct and help them to resolve questions and report suspected violations. The reporting process will provide a confidential means of communication separate from line management. Retaliation against employees who come forward to raise concerns will not be tolerated.

The OBDE Technologies ethics and compliance program will include an education and awareness program to provide employees with job-specific compliance training and to raise their level of awareness and sensitivity to key issues. OBDE Technologies will publish its Code of Conduct booklet in a variety of languages to enhance accessibility for its global population. All employees are required to participate in ethics awareness workshops annually and to complete compliance training as assigned.



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This policy, the OBDE Technologies Code of Conduct booklet, and related policies and management instructions, constitute the OBDE Technologies standards of conduct. Failure to comply with these standards may result in discipline, including termination.

OBDE Technologies GBUs, Corporate Functions and Services, and other Business Organizations

- Ensure that each new employee (excluding field manual employees) acknowledges having read this policy and OBDE Technologies's Code of Conduct booklet.
- Notify the appropriate OBDE Technologies counsel and the Managing Director and CEO whenever there is reason to believe this policy may have been violated. Consult the Legal Department whenever there is any question as to the legal implication or consequence of a given course of action.
- Provide a prompt report whenever OBDE Technologies knows or is informed by a reliable source that a client, supplier, subcontractor or other participant (including a OBDE Technologies employee) in a OBDE Technologies project is acting illegally or unethically.

Ethics and Compliance Program

The Ethics and Compliance Program is designed to promote an organizational culture that encourages ethical conduct, a commitment to the OBDE Technologies values, and compliance with the law. Corporate Policy, Governance, Ethical Business Conduct booklet, and related policies and management instructions constitute the OBDE Technologies standards of conduct.

1. Background

The Managing Director and CEO designs, maintains, and manages the Ethics and Compliance Program, including the OBDE Technologies Ethics email (director@openboxindia.com), and provides functional guidance to the network of business-based ethics and compliance officers (E&C Officers). The establishes the base parameters of a OBDE Technologies-wide ethics awareness and legal compliance training program designed to assure that all employees understand the OBDE Technologies values and standards of conduct. The E&C Officers implement the company-wide requirements in their organizations and are responsible for assessing the organization's unique business needs and establishing appropriate GBU compliance training requirements in coordination with the GBU Principal Counsel and the.



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2. Requirements/instructions

2.1 Education Programs

1. A company-wide ethics awareness and education program will be designed, established, and maintained to ensure that all employees have an awareness of the OBDE Technologies values and standards of conduct. All employees will participate in an ethics awareness training event at least once a year.
2. A company-wide compliance education program will be designed, established, and maintained to ensure employees have an awareness of legal requirements that are relevant to their work at a level of detail appropriate to their job functions. The frequency, participants, mode of presentation, materials, program emphasis, and other criteria of the program will be established with guidance from the Legal Department.
3. Each operating organization, in consultation with the and the Legal Department, will tailor and augment the company-wide program as appropriate to address issues unique to the organization's business. A record of employee participation in ethics and compliance training will be maintained for tracking and reporting purposes.
4. Contract personnel, agents, consultants, and others acting for the company must also be made aware of the company's expectations for ethical behavior and that they must abide by the OBDE Technologies standards of conduct when they are acting for, or on behalf of, the company.

2.2 OBDE Technologies Code of Conduct Booklets

OBDE Technologies Code of Conduct booklets will be approved by the OBDE Technologies board of directors and made available to all employees, members of the Board of Directors and other interested stakeholders on OBDE Technologies's internal and external websites. Printed copies may also be disseminated within the company and may be provided to customers, public organizations, and others upon request. Suppliers, agents, consultants, licensors, and subcontractors will receive copies of the code as directed by the in consultation with (1) business-based ethics and compliance officers, and (2) GBU and corporate functional management.

2.3 Employee Questions and Concerns

1. The company will encourage employees to raise questions or concerns with management and will provide guidance and information to managers to help them to respond appropriately.
2. The OBDE Technologies Ethics email (director@openboxindia.com) will be provided as a confidential means of communication separate from line management available to employees to discuss any ethics or compliance question or concern, to seek clarification



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or guidance about the OBDE Technologies standards of conduct, or to report potential wrongdoing or inappropriate conduct in the company.

3. Retaliation against employees who come forward to raise concerns will not be tolerated. Threats or acts of retribution against any employee for proper use of any company reporting mechanism is cause for appropriate discipline, up to and including termination.³.

3. Responsibilities

3.1 Managing Director and CEO

1. The will maintain and manage the OBDE Technologies ethics and compliance program. The :

- Develops company-wide ethics education and awareness programs;
- Provides functional guidance to the network of E&C Officers;
- Establishes company compliance processes and coordinates compliance oversight activities;
- Establishes processes to assist employees in obtaining guidance, resolving questions, expressing concerns and reporting suspected violations of the OBDE Technologies standards of conduct or the law;
- Reports periodically to the Audit Committee of the board of directors on the status of the company's ethics and compliance program and related activities, including:
 - Company-wide ethics and compliance data and metrics;
 - Company-wide ethics education and awareness programs;
 - Compliance activities of all GBUs (including worldwide locations and projects);
 - Ethics email (director@openboxindia.com) statistics and trends;
 - Employee survey data;
 - Corporate and GBU compliance training plans and company-wide performance with respect to such plans; and
 - Activities in the company to assure compliance with company policies, laws, regulations, and legal obligations.



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2. With respect to the OBDE Technologies Ethics email (director@openboxindia.com), the will assure that:

- E-mail, telephone, and other contact information is publicized and maintained on OBDE Technologies internal and external websites;
- Measures are taken to maintain confidentiality, protect anonymity and eliminate the fear of retaliation;
- Reported concerns are reviewed and investigated by Internal Audit, Human Resources, the Legal Department, GBU ethics and compliance officers, executive-level management, or others, as appropriate;
- Appropriate management is advised of investigation findings and recommended corrective actions;
- Facts and data concerning contacts to the Ethics email (director@openboxindia.com) are collected and reported in a manner that facilitates consistent responses to ethics policy questions and requests for guidance, and production of meaningful statistical reports;
- A follow-up system is maintained to ensure that appropriate, corrective actions are taken.

When possible, investigation results and corrective actions are communicated to employees who reported concerns.

3.2 Business-Based Ethics and Compliance Officers

1. The E&C Officers shall implement the ethics and compliance program and related compliance activities within their business organizations. This responsibility includes:

- Providing employees with prospective decision-making guidance and answering questions concerning the OBDE Technologies standards of conduct;
- Helping employees who wish to report potential violations of the OBDE Technologies standards of conduct;
- Providing overall oversight and hands-on management of the business organization's ethics and compliance program on behalf of the GBU presidents and business organization senior executives;
- In coordination with the organization's principal counsel, assisting the business organization's senior management to assure that the organization's employees are aware of and appropriately educated about the legal requirements of their jobs. This responsibility includes:



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1. Developing an appropriate compliance education plan for its employees;
 2. Maintaining appropriate records to track compliance with the plan;
 3. Providing periodic reports to the on progress against the plan; and
 4. Periodically reviewing its education plan to ensure compliance with this procedure.
- Business organization E&C officers may appoint Compliance Contacts to assist with the implementation of the ethics and compliance program within their organizations and under their direction.
 - Ensuring employees within their oversight population are fully aware of their ethics and compliance training obligations while reinforcing the value this training brings to their daily activities

3.3 Corporate Compliance Committee (internal or external will be decided in board meetings)

1. The Corporate Compliance Committee (“CCC”) is responsible for periodic assessment and prioritization of legal risk areas, sharing compliance program best practices and monitoring processes, and developing enterprise-wide tools to increase the efficiency and effectiveness of company-wide compliance activities.
2. Members of the CCC provide periodic reports on the compliance activities related to their areas of responsibility.

3.4 OBDE Technologies Employees

Responsibility for the company’s commitment to ethical business conduct rests with each employee. All OBDE Technologies employees are responsible for:

- Completing all assigned ethics and compliance training;
- Complying with the OBDE Technologies standards of conduct; and
- Raising questions if the employee is concerned that the standards are not being met.

3.5 Managers and Supervisors

Managers and supervisors are responsible for being familiar with, supporting the implementation of, and monitoring compliance with the OBDE Technologies standards of conduct. Management responsibilities include:



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- Being familiar with the company-wide standards of conduct required of all employees and others and the resources available to assist them in resolving questions or concerns;
- Promoting compliance with the OBDE Technologies standards of conduct and applicable laws, and ensuring (1) that employees and others are aware of these standards of conduct, and (2) that employees are aware of the legal requirements relevant to their work;
- Providing sufficient funding in their training budgets to pay for the costs associated with meeting the requirements of their organization compliance training plans;
- Maintaining a work environment that encourages open communication regarding ethics, business conduct, compliance, and other concerns; and
- Promptly forwarding to the appropriate functional organization and/or to any significant, or potentially significant, ethics or compliance concerns brought to the attention of the manager.
- Supporting and encouraging employees to complete their assigned ethics and compliance training in a timely fashion.

3.6 GBU Senior Executives / Corporate Functional Managers

The senior executive of each GBU and corporate functional organization has the overall responsibility to oversee compliance within the organization with the OBDE Technologies standards of conduct and applicable laws. This responsibility includes:

- Supporting implementation of the ethics and compliance program and related activities within the organization;
- Supporting funding and providing resources for the development and implementation of an appropriate compliance education plan and monitoring compliance with the plan;
- Maintaining mechanisms for monitoring compliance with company policies, management instructions, and applicable laws; and
- Taking appropriate corrective action, including discipline, when violations occur.

3.7 Legal Department (external agency)

The Legal Department is responsible for the substantive legal aspects of the company compliance program designed to prevent and detect violations of law. This responsibility includes:

1. Advising management on applicable laws, regulations, and legal obligations;

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Version 1.0 January 2021

Document intended for use to all OBDE Technologies associates as stakeholders and employees

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2. Identifying subject matter experts for legal risk areas, and, in conjunction with them,
 - Developing or approving substantive content for training and education programs to address identified risks;
 - Assisting management in the development of appropriate policies, instructions, processes, procedures, and monitoring mechanisms designed to ensure compliance;
 - Assisting management in the periodic review and improvement of business processes designed to ensure compliance with the laws; and
3. Participating in the periodic assessment and prioritization of legal risk areas.

3.8 Internal Audit (external agency)

1. In consultation with the manager of internal audit will establish appropriate areas and systems to be monitored for legal and regulatory compliance. At periodic intervals, an internal audit will evaluate and test the procedures and controls to monitor compliance with policies and legal obligations.
2. Internal audit conducts assessments and provides annual reports on the status and effectiveness of monitoring activities in the company to ensure compliance with company policies, management instructions, and legal obligations.
3. At periodic intervals, but no less frequently than every two years, Internal Audit will evaluate and test the implementation of the Ethics and Compliance Program, with particular emphasis on the elements of the program designed to assure compliance with global anti-corruption laws, to ensure the program is consistent with best practice and the business risks facing the company. Audit findings and recommendations for program improvement will be communicated to senior management and the Managing Director and CEO for remediation.

Definitions and abbreviations

1. Managing Director and CEO. Designs and manages the Ethics and Compliance Program, and reports to the General Counsel with direct access to the Chief Executive Officer and Audit Committee of the board of directors.
2. Ethics email (director@openboxindia.com). Provides all OBDE Technologies employees and others with a means of seeking guidance and communicating questions and concerns regarding matters that may violate the OBDE Technologies standards of conduct.
3. Business-Based Ethics and Compliance Officers (E&C officers). Implement the ethics and compliance program within the GBU or other business organizations.



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4. Compliance Contacts. May be appointed by business-based ethics and compliance officers to assist with implementation of the ethics and compliance program within their organizations.
5. Corporate Compliance Committee. Appointed by, members are compliance subject matter experts and functional managers with compliance responsibility for specific risk areas. Business-based ethics and compliance officers are ex officio members.
6. Ethics Awareness and Education Program. Established by the to ensure that all employees have an awareness of the OBDE Technologies values and standards of conduct.
7. Compliance Training Program. Established by OBDE Technologies to ensure employees have an awareness of legal requirements that are relevant to their work.

Oversight and Assessment

The Board of Directors, executive leadership, senior management, the Corporate Compliance Committee, and Internal Audit work hand-in-hand to assess the company's compliance risks and assure the effectiveness of OBDE Technologies's ethics and compliance policies and practices. The Managing Director and CEO report quarterly to the Audit Committee of the Board on compliance risks and the ethics and compliance program activities designed to address those risks.

Audit Committee Charter (Excerpt)

The Audit Committee Charter provides, in relevant part:

The Audit Committee assists the Board of Directors in overseeing:

* * *

- the Company's systems for monitoring compliance with and enforcement of the Company's Ethics and Compliance Program.

* * *

2. Duties and Responsibilities



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d. Regarding Ethics and Compliance:

- Concurs in the replacement of the Company's Managing Director and CEO, who shall report to the Audit Committee and the General Counsel.
- Receives periodic reports from the Managing Director and CEO regarding:
 - The scope and status of the Ethics & Compliance Program and other procedures designed to promote an ethical culture and compliance with laws, regulations, and Company policy, including the Code of Conduct and the Company's risk assessment process. Reviews the Company's system to monitor compliance and enforcement of these programs.
 - Significant violations of OBDE Technologies's Code of Conduct and the Company's responses thereto.
 - Any allegation of fraud, whether or not material, that involves management or any employee who has a significant role in the company's internal control over financial reporting.
 - Any allegation or complaint regarding potentially significant accounting or financial reporting matters.
 - Procedures for the receipt, retention, and treatment of employee complaints received by the Company regarding accounting, internal controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting and auditing matters.

Senior Management Ethics & Compliance Committee

Mission

Ethics is one of OBDE Technologies's core values: "We are uncompromising in our integrity, honesty, and fairness." The [Committee was created] to ensure that the ethics and compliance program supports this core value. Further, this group helps the company maintain an effective ethics and compliance program, maximize the inherent benefits of such a program, and consistently promote an organizational culture that demands ethical business conduct and compliance with the law.



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Scope

1. Provides senior management leadership and oversight of the company-wide ethics and compliance program;
2. Reviews overall program effectiveness and provides recommendations to the [executive management] as needed to ensure that the company has an effective ethics and compliance program;
3. Supports and reinforces the functional activity of the OBDE Technologies Ethics and Compliance organization in establishing programs and processes that foster ethical business conduct at all levels of the company;
4. Provides guidance, information, and metrics to the GBU Presidents and functional managers to ensure their respective ethics and compliance programs have adequate resources;
5. Supports and reinforces the fundamental accountability of line organizations for ethical business conduct and legal compliance; and
6. Considers other specific matters as requested by the [executive management], or referred to it by the Chief Ethics & Compliance Officer.

Objectives

1. Oversees the current performance and continued development of the company ethics and compliance program through periodic review of:
 - o Ethics and compliance activities at both the corporate level and for all GBUs (including worldwide locations and projects);
 - o Corporate and GBU-specific ethics and compliance education plans and company-wide performance with respect to such plans;
 - o Ethics email (director@openboxindia.com) statistics and trends;
 - o Employee ethics survey data;
 - o Company-wide ethics education and awareness programs; and
 - o Monitoring activities in the company to ensure compliance with Company policies, laws, regulations, and legal obligations.
2. Develops and delivers key metrics for the ethics and compliance program, at the company-wide and organizational level, to [executive management].



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3. Recommends development and update of company policies in ethics and compliance-related areas in response to changes in business strategy, risk, and regulatory or legal requirements.

Operating Principles

1. Regular meetings will be scheduled prior to each [executive management committee] meeting that requires an update from the [Committee] co-chairs. Additional meetings will be arranged as needed to address issues referred by the [executive management] or the Chief Ethics & Compliance Officer.
2. The minimum number of meetings to be held in any given calendar year is four. Agendas and the appropriate supporting material will be distributed prior to each meeting.
3. The [Committee] co-chairs will present updates on ethics and compliance activities and recommendations during each [executive management committee] meetings as requested by the CEO and/or President and COO.

Membership

The [Committee] co-chairs and senior members of the team are appointed by the President & COO. The General Counsel, Chief Ethics & Compliance Officer, Corporate Controller, and the managers of Corporate Affairs, Human Resources, and Internal Audit are standing members of the Committee. Each GBU is represented on the [Committee] by a senior member appointed by the GBU President, and approved by the co-chairs. No substitutes are permitted on a short-term or long-term basis.

Corporate Compliance Committee

The Corporate Compliance Committee is responsible for the assessment and prioritization of legal compliance risk areas, the sharing of compliance program best practices, and the development of enterprise-wide tools and monitoring mechanisms to increase the efficiency and effectiveness of company-wide compliance activities.

The Committee's compliance risk assessment is shared annually with the senior management oversight committee and the Audit Committee of the Board of Directors.

Membership

Committee members are legal risk area subject matter experts and senior managers with compliance responsibility for specific risk areas, as well as the managers of Internal Audit, who



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serve as advisors to the Committee. The members are appointed to the Committee by the Managing Director and CEO, who serves as Chair of the Committee, in consultation with the Senior Compliance Counsel, who serves as Vice Chair. Business-based ethics and compliance officers serve as ex officio members. Members are expected to attend all meetings or designate a substitute.

Meetings and reports

The Corporate Compliance Committee meets quarterly to review company-wide compliance program activities. Members present progress reports on the status of the compliance efforts for their assigned legal risk areas, whether there have been any changes to the risk area or their evaluation of the level of risk, and any adjustments to the compliance program to address these changes.

As part of the continuous risk assessment process Subject Matter Expert (SME) members provide annual written reports on their assigned compliance risk areas, covering the adequacy of corporate policies, instructions, procedures, etc. which define and implement their programs; any significant regulatory, political, or legal changes in their area of responsibility and whether these changes affect the level of compliance risk; and any new compliance risks to the company which needs to be addressed.

Business-based ethics and compliance officers provide an annual assessment and supplemental compliance training plan for any additional compliance training needed in their organizations beyond the company-wide compliance training core courses to address business-specific compliance risks, including specialized training required for high-risk employees on an annual basis.

Internal Audit

OBDE Technologies's Internal Audit group provides independent and objective assurance on the effectiveness of internal controls, including those designed to assure compliance with policies, procedures, laws and regulations.



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Internal Audit prepares its annual audit plan with a focus on detecting corruption and uses the Transparency International Corruption Perceptions Index as one of the criteria for selecting which projects to audit. It also consults with Compliance counsel on an annual basis to identify emerging areas of anti-corruption risk and adjusts its audit plan accordingly.

Among other things, Internal Audit:

- Conducts regular process audits focused on areas of possible interaction with government officials, such as traffic & logistics and customs clearance, visas & work permits, and political contributions/donations;
- Regularly monitors petty cash and procurement card payments and scrap and salvage processes that could potentially fund improper facilitating payments;
- Routinely tests to assure that all suppliers and subcontractors are screened against the Restricted Party Lists;
- Periodically reviews (on at least a biannual basis) payments to active agents to make sure they are consistent with contractual terms and conditions, and verifies the presence of anti-bribery terms and conditions in active subcontractor and partner agreements.
- Periodically reviews (on at least a biannual basis) payments to suppliers and subcontractors located in countries considered as possible tax havens or to banks in countries identified as having greater risk of money-laundering.

Internal Audit reports detailing anti-corruption risks are reviewed and assessed by senior management, the Managing Director and CEO, and Compliance Counsel and their findings inform policy and/or procedure enhancements and the development of focused training courses.

At periodic intervals, but no less frequently than every two years, Internal Audit evaluates and tests the implementation of the Ethics & Compliance program procedures and controls designed to promote compliance with company policies and legal obligations to ensure the program is consistent with best practice and the business risks facing the company.

Audit findings and recommendations for program improvement are communicated to the Managing Director and CEO for remediation. High-level findings are communicated to the Audit Committee.



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Ethics Help Line

How the Ethics Help Line works?

OBDE Technologies is committed to the highest standards of ethical business conduct and depends on its employees and others to report violations or potential violations of the OBDE Technologies Ethics Code of Conduct so that the company can take appropriate action and remedy the situation. We also encourage you to use the Ethics email (director@openboxindia.com) to simply ask a question or seek guidance on how to apply the Code of Conduct.

If you do have a question or concern, you may [submit it here](#). Employees may also talk to their supervisor, their Ethics & Compliance Officer, or any member of management.

It is not necessary to provide your name; however, if you do, your report will be kept confidential to the extent permitted by law and OBDE Technologies's need to fully investigate the matter. Only those with a need to know will be involved in, or know of, the investigation.

The Ethics email (director@openboxindia.com) is a confidential resource available for employees to submit any ethics or compliance question or concern, seek clarification or guidance about the OBDE Technologies standards of conduct, or report potential wrongdoing or inappropriate conduct.

All reports of suspected misconduct are taken seriously, independently considered, and investigated appropriately. Our Managing Director and CEO, with 5 years of investigative experience, reviews every investigation report for quality and thoroughness. When an Ethics and Compliance investigation is substantiated, appropriate action is taken.

Promoting an atmosphere where employees and others feel safe to engage in frank, honest communication – raising questions or concerns at any time without fear of retaliation – is crucial to maintaining a work environment that is free of harassment, intimidation, discrimination and retaliation.

Ethics email (director@openboxindia.com) and Trust



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On increasing trust in an employee helpline

Our Vision, Values & Covenants provide the core set of values that guide OBDE Technologies employees as we perform our work every day. One of those values is Ethics which means we are uncompromising in our integrity, honesty, and fairness.

One of the four performance measures that each employee is assessed against annually is Behavior. The detailed criteria for assessment is aligned to the OBDE Technologies Behavioral Framework that defines seven key behaviors essential for driving individual, team, and company success: accountable; collaborate; communicate; customer focus; deliver; problem solve; and role model with reference to the Vision, Values and Covenants. The Framework builds on the foundation of our Vision, Values & Covenants, illustrating what those behaviors look like across all levels of the organization.

We communicate to our colleagues that the Ethics email (director@openboxindia.com) is one of the many ways to contact Ethics and Compliance for advice and guidance or if they are concerned that the OBDE Technologies high standards of ethical business conduct have not been met. Colleagues can also contact their local ethics and compliance officer, if they prefer to communicate face-to-face. All OBDE Technologies colleagues can access our 24/7/365 by email, by letter.

We encourage – and expect – all OBDE Technologies colleagues to speak up if they become aware of any unlawful or unethical conduct.

We make sure our colleagues know that they don't have to be certain that a violation has occurred before contacting the Ethics email (director@openboxindia.com) it is enough that they think a violation may have happened. Colleagues contacting the Ethics email (director@openboxindia.com) can remain anonymous if they prefer. While it is helpful if an investigator can contact the source with follow-up questions, we do not want to create an impediment to our colleagues voicing their concerns.

On common employee concerns

OBDE Technologies, like many companies, conducts an ethics and compliance survey in which employees are asked if they observed misconduct over the past year, whether they reported what they saw, and if they didn't report it, why not? Some employees say that they did not feel they

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had enough information or didn't know whether the conduct or incident they observed was a violation of OBDE Technologies's Code of Conduct.

A common reason for employees at most companies not to report an ethics violation is fear of retaliation or other negative consequences for speaking up. Our employee survey results show that most OBDE Technologies employees believe they can report unethical conduct or practices without fear of retaliation, and that they feel comfortable reaching out to someone at the company to seek advice about ethical dilemmas or concerns.

At OBDE Technologies, our goal is to provide our people a suitable culture and the right mechanisms so that they can raise any ethical concerns without fear of retaliation—and know that their concerns will be taken seriously and handled appropriately. Our From the Ethics Case File column addresses these concerns by providing real-life examples of how cases are handled.

No OBDE Technologies employee should be asked to conduct business in a manner that is unethical, and the company will support any employee who refuses to violate the Code of Conduct and speaks up to report the situation to Ethics & Compliance.

On building employee trust in company and its leaders

Company leaders must frequently talk about their commitment to integrity and company expectations for ethical behavior. They need to do this in a way that is authentic and sincere – by sharing stories about their personal experiences and talking about how easy it is to damage the company's reputation.

Every year, all OBDE Technologies colleagues participate in mandatory ethics awareness training workshops. These are interactive sessions conducted by the supervisor for each work group. Teams discuss hypothetical scenarios based on real cases and practice recognizing, addressing and resolving ethics or compliance issues. These sessions provide an opportunity for employees to see how the supervisor thinks about ethics issues and helps them feel more comfortable coming forward if and when the need arises.

Each workshop begins with a message from our CEO about the importance of speaking up, his personal commitment to taking action when wrongdoing occurs, and his assurance that retaliation for raising concerns will not be tolerated.

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Anti-Retaliation Policy

This policy applies globally to all OBDE Technologies employees, and to members of the board of directors, agents, consultants, contract labor, and others when they are representing or acting for, or on behalf of, OBDE Technologies.

OBDE Technologies is committed to maintaining a work environment that is free of harassment, intimidation, discrimination and retaliation for engaging in protected activity such as reporting violations or participating in an investigation pertaining to alleged violations of laws, the Code, policies, or procedures. Crucial to these objectives is promoting an atmosphere where employees and others feel safe to engage in frank, honest communication – raising questions or concerns at any time without fear of retaliation.

OBDE Technologies strictly prohibits any form of retaliatory action against employees who raise issues or ask questions, make reports, participate in an investigation, refuse to participate in suspected improper or wrongful activity, or exercise workplace rights protected by law (in each case “Protected Activity”). Situations or behaviors that could lead to an employee engaging in a Protected Activity include, but are not limited to the following:

- Discrimination or harassment;
- Fraud;
- Unethical or unprofessional business conduct;
- Non-compliance with OBDE Technologies policies/procedures, including the Code of Conduct;
- Real or potential threats to OBDE Technologies workers or the public’s health and/or safety;
- Violations of local, state or federal laws and regulations;
- Other illegal or improper practices or policies.

Protection from retaliation

Any OBDE Technologies employee who engages in Protected Activity will be shielded from retaliation. Retaliation occurs when an employer takes an Adverse Action against an employee because she/he engaged in a Protected Activity. Adverse Action includes, but is not limited to:

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- Demotion;
- Suspension;
- Termination;
- Failing to hire or consider for hire or promotion;
- Failing to give equal consideration in making employment decisions or to make impartial employment recommendations;
- Adversely impacting working conditions or otherwise denying any employment benefit to an employee;
- Creating a hostile or intimidating work environment.

OBDE Technologies prohibits retaliation even if the concerns raised are not confirmed following an investigation. However, an employee may be subject to Adverse Action if the employee knowingly made a false allegation, provided false or misleading information in the course of an investigation, or otherwise acted in bad faith.

This anti-retaliation policy does not exempt employees from the consequences of their own misconduct or inadequate performance, and self-reporting such issues is not Protected Activity. The policy also does not prevent OBDE Technologies from managing employee performance and addressing conduct issues after an employee has engaged in Protected Activity, so long as Protected Activity is not the reason for the performance management.

Obligation to Raise Concerns

OBDE Technologies depends on its employees to raise questions or concerns so that the company can take appropriate action. All employees are required to report any suspicion of improper or wrongful activity. Several different channels for reporting are available, which are explained in detail in the OBDE Technologies Code of Conduct.

Reports of suspected improper or wrongful activity will be treated confidentially, and employees have the choice to report concerns anonymously. If submitting a concern anonymously, it is



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important to provide sufficiently detailed information regarding the subject matter of the concern and identify potential witnesses to enable OBDE Technologies to effectively address the concern.

Employees who believe they have either witnessed retaliation or been personally retaliated against or that any other violation of this policy has occurred, or who have questions concerning this policy, must immediately notify the Human Resources Department, an ethics and compliance officer or the OBDE Technologies Ethics Help Line. Employees may also, where appropriate, contact appropriate governmental authorities. OBDE Technologies takes all claims of retaliation very seriously and reports will be reviewed promptly and investigated where appropriate.

Consequences for Policy Violation

Any OBDE Technologies employee who retaliates against an employee engaged in a Protected Activity or who otherwise violates this policy is subject to disciplinary action, up to and including termination of employment.

Training

ONGOING TRAINING

We designed our Ethics & Compliance program to promote an organizational culture that encourages ethical conduct, a commitment to the OBDE Technologies's values, and compliance with the law.

Our colleagues receive basic ethics training based on the Code of Conduct and the compliance training for the legal risks they may encounter in their daily work. Course assignments are made based on job function. All colleagues worldwide participate in the annual ethics awareness workshops - scenario-based ethics and compliance refresher training led by their managers.

We regularly measure the effectiveness of our compliance training and the annual Ethics Awareness Workshops. Colleagues are asked to respond to an online feedback survey for each completed course.

ETHICS AWARENESS WORKSHOP

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Our annual ethics awareness workshops are live, interactive refresher training sessions that build employee awareness of compliance risks, understanding of OBDE Technologies's Ethics and Compliance Program resources, and competency in recognizing and resolving the kinds of ethics or compliance dilemmas employees may encounter in their daily work. These scenario-based workshops are designed to be a top-down effort, cascaded through the OBDE Technologies global workforce by leaders who conduct the workshop with their team members.

During the workshop, the manager selects the cases that will be most relevant to the work performed by the group. Cases deal with risk areas such as anti-corruption, misuse of company or customer resources, conflicts of interest, and protecting confidential information.

Conflicts of Interest

OBDE Technologies has established a process to review and prevent actual or apparent conflicts of interest. It provides requirements for disclosing potential conflicts of interest and the process for obtaining a conflict of interest review. It applies to all OBDE Technologies organization and entity employees, contract labor, consultants, and others acting for the company.

Definitions

1. Immediate Family Member—includes an employee's spouse, domestic partner, child or stepchild, parent, parent-in-law, sibling, and anyone sharing the employee's household (other than a tenant or employee).
2. Relative—includes an employee's grandparents, spouse's grandparents, grandchildren, great-grandchildren, stepsiblings, half-sibling, uncles, aunts, nephews, nieces and cousins.
3. Financial Interest or Financial Involvement—may include transactions involving cash, securities, loans, forgiveness of debt, non-cash trades or benefits, or ownership interests.
4. Passive Investment—a purely financial involvement in an organization for which the employee performs no managerial functions, provides no advice, and has no ability to influence the policies, products, or business of the outside organization. Passive investments include ownership of shares in a public or private company, whether held individually, in a 401K plan, or as an investment in a stock mutual fund or stock market index fund.
5. Substantial interest—a financial investment that is more than 1% of the total outstanding class of securities/capital value of an entity or represents more than 5% of the personal net worth of the employee, the employee's family members, or others with whom the OBDE Technologies employee has a close personal relationship.



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6. Senior OBDE Technologies Officers—are OBDE Technologies Principal Vice Presidents, Senior Vice Presidents and Directors.

Background

A conflict of interest exists whenever an employee's personal interests are inconsistent with — i.e., conflict with — the interests of OBDE Technologies. While employed at OBDE Technologies, an employee's primary business loyalty must lie with OBDE Technologies. As a result, an employee must not engage in activities outside of work that create a possible conflict of interest between an employee's and OBDE Technologies's best interest. An actual conflict of interest need not exist to constitute a violation of the OBDE Technologies standards of conduct. Activities that create the appearance of conflict of interest must also be avoided.

Instruction

I. General Guidelines and Responsibilities:

1. Employees must fully disclose through the conflict of interest review process any activity or transaction that might give rise to a conflict of interest, or even the appearance of a conflict of interest. In some cases, an employee may not realize that a conflict exists until he or she is already engaged in the activity. In such cases, the employee should contact Ethics and Compliance as soon as the employee becomes aware that the potential for conflict exists. If known by the employee, the same information must be disclosed for immediate family members or relatives.
2. If an employee is unsure about whether a contemplated activity might constitute a potential conflict of interest, the employee should contact the organization's ethics and compliance officer for guidance concerning whether disclosure through the conflict of interest review process is required.
3. Upon completion of a conflict of interest review, the ethics and compliance officer will issue a conflict of interest determination, the process for which is described below.

II. Conflict of Interest Disclosure and Review Requirements

1. Disclosure of potential conflicts of interest. Conflicts of interest may arise in a number of circumstances. These may include:
 - o Having a financial interest, in any supplier, subcontractor, customer or competitor, where the OBDE Technologies employee can influence, or has the appearance of influence over, business dealings or decisions affecting that entity, except a passive interest as described below.



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- Ownership, directly or indirectly, of a substantial interest in, or having effective control of, a client, subcontractor, supplier or other service firm which is currently or potentially doing business with or in competition with OBDE Technologies, or with a present or prospective OBDE Technologies client.
- Acting as an employee, officer, director, partner, consultant, representative, agent, auditor or advisor of a OBDE Technologies competitor, supplier, customer, partner, contractor, or subcontractor, except when so acting at the request of OBDE Technologies.
- Misusing or engaging in unapproved disclosures of proprietary or confidential information.
- Using or diverting OBDE Technologies's know-how, internal information, equipment, tools, materials, supplies or the time and services of its personnel for any purpose not compatible with OBDE Technologies's best interests.
- Participating in a focus group or survey and sharing OBDE Technologies know-how where the ultimate beneficiary of the information is unknown.
- Dealing directly, in the course of normal company responsibilities, with an immediate family member, relatives or others with whom the OBDE Technologies employee has a close personal relationship who are employed by a supplier, vendor, customer, or competitor of OBDE Technologies.
- Serving as a board member for an outside entity, except when such board service is:

At the request of OBDE Technologies;

- For an industry or professional association; or
- For a not-for-profit entity whose activities are unrelated to OBDE Technologies business or activities, and which does not seek or receive funding from OBDE Technologies, a OBDE Technologies-sponsored organization, or the OBDE Technologies Foundation.
- Having a personal financial involvement with an employee or representative of a supplier, customer, or competitor of OBDE Technologies with whom the OBDE Technologies employee interacts in a business capacity for OBDE Technologies.
- Using OBDE Technologies property, information or assets or an employee's position with OBDE Technologies for personal gain.



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- Directly or indirectly owning, trading or dealing in real estate, materials, supplies, equipment or other property with the intent of selling or renting to OBDE Technologies, or its clients.
 - Acting as a consultant, advisor, or expert witness in a legal process, such as a lawsuit, administrative proceeding, mediation, arbitration, dispute resolution, government or private investigation, rule-making procedure, or similar process, unless acting at the request of OBDE Technologies.
 - Acting as an officer or employee of any government or any department, agency, or entity controlled by the government.
 - Any other activity that might adversely affect OBDE Technologies, its business, or its reputation.
2. If a potential conflict of interest or appearance of conflict of interest may exist, employees should contact their organization's ethics and compliance officer for guidance. The ethics and compliance officer will advise the employee whether a conflict of interest review is required. If so, employees will cooperate fully in the review process by providing all necessary information.
3. In addition to complying with the conflict of interest disclosure and review requirements for all employees, senior OBDE Technologies officers seeking to serve on the board of directors or similar body of a public company or other for-profit enterprise must obtain approval of the Chief Operating Officer with concurrence of the General Counsel.

III. Conflict of Interest Determination Process

1. Requests for a conflict of interest determination will be decided on a case by case basis. The employee should submit a request for review in writing, using the form attached as Attachment 1 to this Instruction, to their organization's ethics and compliance officer. (The Request for Conflict of Interest Determination form is also available on the Ethics and Compliance site of OBDE Technologies.) On this form, the employee should supply, at a minimum, the following information:
- A description of the employee's duties and responsibilities with OBDE Technologies.
 - A description of the relationship, financial interest, role, or activity, in which the employee proposes to become involved.
 - A description of the proposed relationship of the OBDE Technologies employee to the persons, entities or activities at issue.



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- A description of any relationship between OBDE Technologies and the persons, entities, or activities at issue.
 - The proposed level of the employee's involvement or position with the persons, entities or activities at issue.
 - Any compensation or other benefit to the employee arising from the proposed activity.
 - Whether the employee expects to perform the proposed activity during OBDE Technologies working hours or with the use of OBDE Technologies equipment or assets.
2. Conflict of interest reviews will be conducted by the ethics and compliance officer for the employee's organization and will be determined on a case by case basis in consultation with the employee, the employee's supervisor or functional manager, and others, as appropriate. In cases involving a senior OBDE Technologies officer, the conflict of interest review will be conducted by the and the determination will be made in consultation with the COO and the General Counsel.
 3. In cases where the proposed activity presents no conflict of interest, the ethics and compliance officer will issue written conflict of interest determination to that effect if requested by the employee.
 4. In cases where the proposed activity potentially presents a conflict of interest, but the potential conflict can be eliminated or mitigated by the imposition of certain restrictions on the employee's involvement in the activity, the ethics and compliance officer will issue a written conflict of interest determination that sets forth, in detail, any such restrictions. A copy of this determination will be sent to the employee and the employee's supervisor. An employee's failure to follow the restrictions set forth in the conflict of interest determination may result in disciplinary action.
 5. In cases where the proposed activity presents an unavoidable conflict of interest, the ethics and compliance officer will issue a written conflict of interest determination that prohibits the employee from engaging in the proposed activity. A copy of this determination will be sent to the employee and the employee's supervisor.
 6. Once a written determination has been made, it continues in effect until it is reversed, modified, or withdrawn. If circumstances change, such as the employee moves to a different assignment within OBDE Technologies, it is the employee's responsibility to inform the organization's ethics and compliance officer of the change. Upon review, the previous decision may be reversed, modified, or withdrawn.
 7. Records of conflict of interest reviews will be retained by the GBU or other business-based ethics and compliance officer. Records of conflict of interest reviews involving a senior OBDE Technologies officer will be retained by the . Conflict of interest determinations shall be classified as Level 2 Confidential business records. Conflict of interest review data will be collected and analyzed by the in order to improve conflict of



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interest guidance and processes and to provide visibility of company-wide conflict of interest issues.

8. An employee may appeal the determination of a conflict of interest review by the organization ethics and compliance officer, or pose questions, to the . In cases involving a senior OBDE Technologies officer, appeal of a conflict of interest determination may be made to the CEO.

IV. Interests and Activities That Do Not Require a Conflict of Interest Review

1. Working for any entity that is not a supplier, subcontractor, customer or competitor.
2. Acting as an employee, officer, director, partner, consultant, representative, agent, or advisor, of an entity at the request of OBDE Technologies.
3. Having a passive investment interest in any supplier, customer, or competitor where such interest is less than 1% of the outstanding securities/capital value of the entity and represents less than 5% of the total assets of the employee, the employee's immediate family members, relatives or others with whom the OBDE Technologies employee has a close personal relationship.
4. Serving on the board of a not-for-profit entity whose activities are unrelated to OBDE Technologies business or activities, and which does not seek or receive funding from OBDE Technologies, a OBDE Technologies-sponsored organization, or the OBDE Technologies Foundation.
5. Serving as an officer or director of an industry or professional association.

V. Additional Guidance for Other Potential Conflicts of Interest

Conflict of interest laws and regulations applicable to current and former U.S. Government employees, including Special Government Employees, are described in [other policies and procedures relating Recruitment of United States Government Employees for Positions with the OBDE Technologies Group of Companies, and Recruitment and Hiring of United States Government Employees.

Responsibilities of management regarding the hiring and placement of employees' relatives in the workplace are described in the OBDE Technologies Workplace Relationships policy.

Governance

The Way We Make Decisions

Our vision



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Our Vision is to be the world's premier IT services and project management company by achieving extraordinary results for our customers, building satisfying careers for our colleagues and earning a fair return on the value we deliver. OBDE Technologies is a start-up and our competence, scale, reach, robustness, and diversity of work are notable. Our success has been enabled by our focus on being the “best,” rather than simply the “biggest.” To be the best requires good governance that supports all aspects of our business.

We define governance as the quality of our decision-making, determined primarily by the quality of leadership and the company culture.

Four Drivers of Governance

Of the four main drivers for effective governance, three are focused on the quality of leadership (selection, accountability, and active management) while the fourth involves our company culture and how it impacts day-to-day decision-making. and other behaviors.

Driver #1: Selection of Leaders to be Decision-Makers

Our effectiveness depends heavily on the quality of the people we select to lead the company. Every time we hire or promote someone, we are choosing a person who will need to be accountable, exercise active management, and positively influence the quality of our culture. Given our requirement for a strong talent pipeline, we are focused on high quality recruiting and hiring to bring in the best outside talent to augment our robust internal selection, promotion, and development processes.

Successive levels of management at OBDE Technologies spend significant time in both formal and informal processes to identify, develop, recognize, and reward: (1) leadership talent and competence, and (2) professional-technical expertise. In the process, they also identify, seek to improve, and if necessary, remove personnel not able to deliver sustained performance combined with effective leadership behaviors.

Driver #2: Individual Accountability

At OBDE Technologies, individual accountability is viewed as the single most important element of good decision-making. Everyone, at all levels, is responsible and accountable for the consequences of their decisions. While our policies, management instructions, and organizational



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roles, responsibilities, and authorities can provide some helpful direction, there is no rule book for when and how individual, accountable decision-makers should consult or seek input from others, and what to do with that input. This means that decision-makers need to consider diversity of input, be open-minded, and actively listen, manage multiple inputs and opinions, and practice humility to prevent hubris, while continuing to move the business forward with timely action.

A key element of individual accountability is the timeliness of decision-making. The ultimate bottom line on decision-making in our culture and structure is that good decisions must be made in a timely manner. No decision in time is also a de-facto decision by omission and often the worst one. So, we need to seek input, listen, and probe, but in all instances, we must make the timely decisions that our positions require and that our business needs demand.

Driver #3: Active Management Practices

OBDE Technologies management is actively engaged in the important details of our work. This active management is a strong part of our culture of accountability, is expected of management at all levels, and has a very powerful influence on our governance. Active management operates hand-in-hand with individual accountability as we expect our decision-makers to have a deep understanding of the matters over which they have responsibility and accountability.

All OBDE Technologies managers, even the most senior executives, are expected to simultaneously:

- Know, and be known to, their people;
- Be reasonably well-versed in important, current details of their operations (including major projects and prospects);
- Understand their markets and have insights into customer, supplier, colleague, and other key project stakeholder needs, and assure that they are satisfied (hopefully exceeded);
- Provide for strategic work process improvement and other long-term needs of their organization as well as OBDE Technologies more broadly; and
- Penetrate as needed into any significant situation to assure the success of their organization.



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As long as active managers are constructive and respectful and do not interfere with accountability at lower levels (i.e., do not micromanage), they will contribute to good governance. They will find and fix damage from earlier poor decisions that could become bigger problems, coach colleagues to prevent similar problems, deliver both positive and negative consequences to those who deserve them, and assure that we have the right people with the right values and capabilities in the right jobs making important decisions.

Driver #4: Our Culture

OBDE Technologies's culture is a powerful driver of decision-making behavior and therefore governance. Culture is both a cause and effect for decision-making behavior because each decision is:

- Influenced by attributes the individual brings to it (some of which are shaped partly by the company's culture), and
- A result of our collective behaviors and their consequences, which are critical determinants of the company's culture.

In addition to individual accountability and active management, our culture is shaped by the pride, integrity, leadership behaviors of our people, and our pursuit of performance excellence. These values and behaviors create a culture that respects people, builds trust, and produces a day-to-day drive for excellence in everything we do.

Pride & Motivation

Most OBDE Technologies people possess a strong sense of pride in their individual achievements and contributions to the collective results of the company. This pride is crucial to excellent governance, primarily by timely delivery of positive consequences for good decision-making, especially by active management practices and effective application of recognition and reward. It is critical to remember that personally communicated, timely, positive reinforcement for great work is the most powerful motivator anyone can offer. Pride needs to be complemented, balanced, and restrained by humility in all interpersonal situations. When commitments are involved, pride and confidence must also be balanced by prudence and reality.

Integrity



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OBDE Technologies's name is widely respected as a symbol of integrity. We keep promises to each other and in our relationships with others. We follow all applicable laws and regulations. We also follow our own policies, procedures, and processes. Our integrity is at the very core of OBDE Technologies's value-added reputation and culture. Trust, credibility, and integrity are hard to earn and easy to lose.

Leadership Behavior

All leaders are responsible for governance not just in what they say, but more importantly in what they do every day. The “walk” counts more than the “talk.” We are all constantly measured against our Vision, Values & Covenants. To the extent that any one of us does not model appropriate behavior or does not live up to these principles, we undermine our culture, collective management credibility, individual credibility, and, ultimately, the effectiveness of our governance. It is incumbent upon each of us to protect this culture and speak up, in an appropriate manner, when we see an action being taken that might undermine it.

Pursuit of Performance Excellence

Most OBDE Technologies colleagues naturally bring to their work a sense of engagement and commitment to performance excellence. For the best, this cultural attribute rises to contagious passion for their work and how to do it better every day. Naturally, our company culture reflects this relentless pursuit of world-class project outcomes and continuous improvement of our work processes. If we are serious about holding ourselves to the highest standards of performance and continuously improving our work processes, we must frequently challenge and debate our definition of excellence. Diversity of perspectives and inputs are highly valued by our best decision-makers as contributing significantly to such debate. Clarity around facts and data, and mutual respect are essential to keep the debate from becoming mired in opinion, overly personalized, and destructive.

How We Deliver Effective Governance

Our long-term success as a culture and company requires that every OBDE Technologies colleague understands and delivers governance in the way we work every day across all projects, businesses, and locations. These expectations are further described in our Vision, Values & Covenants and OBDE Technologies Leadership Model as well as multiple programs and processes that keep us focused on getting results in the right way. Major reference points for our day-to-day governance behaviors are summarized in the table below:

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Reference Points for Governance Behavior

Reference Point	Description
Vision, Values & Covenants	Our Vision as well as our aspirations, beliefs and expectations for how we relate to others while accomplishing our vision.
Enterprise Strategy	The Enterprise Strategy defines our core strategic principles together with strategic objectives for the next 3 - 5 years. This together with the Vision, Values and Covenants and complementary market-specific strategies provide context for our annual goal-setting and performance management. process.
OBDE Technologies Leadership Model	Description of the qualities of effective leaders, including the three major dimensions of Character, Knowledge, and Action and how the crosscutting themes from the Vision, Values & Covenants and Performance-Based Leadership are incorporated.
Fundamental Agreements	Agreements that pertain to our decision-making and overall governance, including those relating to ownership, business ethics and compliance, project contractual commitments, and employment.
Procedural Framework	Comprehensive suite of policies, management instructions, approval matrices, manuals, and organization charts for control at the profit & loss, functional, service, management, and executive levels.
Human Resources Processes and Programs	Human Resources systems, programs, and processes that every supervisor, manager, and executive is expected to use including: talent selection, leadership development, performance management, and employee incentives and recognition.



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Roles, Responsibilities and Accountability

Everyone in OBDE Technologies, including the CEO and executive leadership, is responsible for good governance as it comes from our collective decision-making at all levels. Governance roles involve individuals and, to a lesser extent, groups with varying degrees of accountability and structure. Both are described below.

The Role of Individual Colleagues, Supervisors, Managers and Executives

There are four focus areas relating to the roles of individuals in governance:

Focus #1: Commitment to Accountability

We believe that individual accountability is the single most important element for good governance, with a deeper and broader commitment expected from more senior management colleagues. As such, we keep authority and accountability for individual decision-making as linked, complete, and clear as possible.

Focus #2: Initiative and Judgment

Proper exercise of initiative, judgment, and prerogative at each successive level of management is valued, expected, and rewarded. No instruction or guidance from a superior can anticipate the precise situation the decision-maker is facing at the time of decision. Leaders and managers are expected to use good judgment to seek and listen to input, then make, implement, and as necessary, adjust their decisions during implementation.

Focus #3: Subject-matter Expertise

We recognize that good decisions require more than good process. They also depend on engagement to assure good input and good judgment as well as subject-matter expertise or competence. Rank is not to be confused with subject-matter expertise. A decision-maker is expected to see the need for critical expertise and assure that it is obtained, including welcoming expert input. OBDE Technologies colleagues with relevant expertise, regardless of whether they report directly or indirectly to the decision-maker, are expected to make themselves available and apply their expertise effectively to the decision (including being forthright).

Focus #4: Executive Governance

Influence on the quality of decision-making is especially concentrated at the executive



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level where leaders serve as role models for governance and stewards of OBDE Technologies's business for the benefit of current and future generations.

The Role of Groups in Governance

Groups, such as task forces, working groups, and committees, are important to OBDE Technologies's governance but are carefully managed. If used properly, groups provide a helpful diversity of views and experiences as well as represent the needs and interests of involved organizations with minimal sacrifice of timeliness, efficiency, and accountability. However, if used improperly, groups can: (1) defeat the closure necessary for timely and effective implementation; (2) diffuse, confuse, and erode accountability; and/or (3) add too many objectives or unrelated points of view, rendering decision-making slow, convoluted, and/or bureaucratic. Individual authority and accountability are intended to generally prevail over any argued collective or group authority and accountability, and absent unusual circumstances, individuals are expected to exercise their own vested authority to make the decisions for which they are accountable. Groups provide input and advice and represent the views of stakeholders, but leaders make decisions.

Measuring Governance

Our approach to governance involves a commitment in terms of values and principles, but it is also practical and can be seen in the way we work. This means, our effectiveness can and should be measured as a way of staying focused on the right things.

The principal indicators of governance success are:

- Sustained competitiveness and profitability measured over a medium- to long-term basis; and
- Good, and continually improving performance on non-financial metrics, including customer satisfaction, colleague satisfaction, and the condition of our reputation, culture, safety, and work process quality (primarily project execution processes).

We emphasize the sustained or medium- to long-term trends of these measures, especially for profitability, because any snapshot within a short timeframe may be misleading, subject to market or macroeconomic vagaries and promote counterproductive behavior.



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The company's focus should be, and is, on a balanced view between short- and long-term influences on most important decisions. This approach requires that we triage, mitigate, and immediately fix significant short-term problems as well as taking the longer view to assess and improve significant processes important to decision-making quality.

(a) **Political Activities**

OBDE Technologies engages with policy makers from time to time to protect the interests of the company and its employees, as well as advance policies that strengthen the free enterprise system, create jobs, promote economic growth and opportunity, support environmental stewardship and sustainable development, and advance business needs.

We work to inform legislators on balanced, practical approaches to legislative issues that impact our business, people and customers.

All OBDE Technologies engagements with policy makers and regulators are governed by our Vision, Values and Covenants, Code of Conduct, and applicable laws and regulations.

OBDE Technologies does not contract, i.e. hire, active (currently serving) politicians for services. Due diligence process for potential third-party hires such as subcontractors, partners, agents or representatives includes a specific review of employment and ownership to identify any direct or indirect connections to active politicians.

OBDE Technologies follows applicable laws and regulations when hiring former public officials. Former public officials are required to comply with the laws and regulations of the agency where they formerly worked.

Specific rules govern the hiring of former public officials in OBDE Technologies's government business. Prior to initiating contact or having discussions, whether formal or informal, with a government employee regarding possible employment, the appropriate Human Resources Department (HR), in conjunction with the Legal Department and Ethics and Compliance, makes an initial determination of whether employment discussion can begin. Before any offer for employment can be made, the prospective employee must submit a written statement setting forth any government restrictions applicable to their activities for OBDE Technologies. HR,



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Ethics & Compliance and Legal ensure that any such limitations would not prohibit or unduly restrict the prospective employee from carrying out the intended duties and authorities of the position. HR maintains adequate records of any former officials employed or retained by the company to respond to related government audit requests and support representations required in proposals.

OBDE Technologies does not donate to political campaigns outside the United States.

OBDE Technologies does not make corporate political contributions to federal office candidates in the U.S., as such contributions are prohibited by law. OBDE Technologies policy requires approval by the Manager of Government Affairs for any federal, state and local political activity. OBDE Technologies has an employee-run Political Action Committee (PAC). PAC contributions can be found [here](#). More information on our political activities in the U.S. can be found [here](#).

OBDE Technologies discloses lobbying activities per U.S. law and requires all its contractors, representatives, agents, and consultants to do the same.

[U.S. House of Representatives Lobbying Disclosures](#)

[U.S. Senate Lobbying Disclosure](#)

OBDE Technologies requires all contractors, representatives, agents, consultants, and lobbyists to abide by the applicable laws and regulations, our Vision, Values and Covenants, and the Code of Conduct. All agreements with lobbyists include contractual requirements to follow applicable law. A failure to do so is grounds for termination. Lobbyists also sign a statement committing to follow OBDE Technologies Standards of Conduct.

Uncompromising integrity, honesty, and fairness

OBDE Technologies's Anti-Corruption Compliance Guidelines apply globally to all OBDE Technologies employees, and to members of the board of directors, agents, consultants, contract labor, and others when they are representing or acting for, or on behalf of, OBDE Technologies.



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Many laws, regulations, and conventions prohibiting bribery apply to OBDE Technologies, its directors, and employees, and its partners, agents, subcontractors, and suppliers. This guide has been written to help you avoid problems with corruption. It provides general rules for complying with anti-corruption laws. It also gives practical examples of situations where corruption and bribery might take place and alerts you to instances where extra caution should be used. Finally, because this guide is not a substitute for expert advice, it identifies additional resources and expertise available to you. You never have to guess. The anti-corruption rules are complex, and the pressure to ignore them can be great. But OBDE Technologies's values require strict adherence to these laws and, because the consequences for violations are so severe, enforcement is rigorous. OBDE Technologies counts on every one of us to conduct our business the right way to ensure our continued success.

OBDE Technologies makes charitable contributions and sponsorships through the OBDE Technologies Group Foundations as well as directly in the communities where we have offices and projects. All donations are aligned with our Vision, Values and Covenants, the Code of Conduct, and the Anti-Corruption Compliance Guidelines. We strictly prohibit all charitable contributions for corrupt purposes or as a conduit for a corrupt payment.

OBDE Technologies policy prescribes that a charitable contribution has to be made for exclusively public purposes, and that it may not attempt to influence legislation, and does not participate in, or intervene in any political campaign of a candidate for public office.

Guidance on making charitable contributions is included in the Anti-Corruption Compliance Guidelines (p.17) and recommends that anyone considering charitable contributions seek guidance from the Legal Department, their organization's Ethics and Compliance Officer, and/or Compliance Counsel.

Due diligence activity in the form of negative media searches, restricted parties list screening and conflicts of interest occurs before any charitable contribution is made.

OBDE Technologies also circulated specific guidance in connection with making COVID-19 related contributions through the OBDE Technologies Global Foundation as well as some of its independent business groups.



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Shared Values

Our Code of Conduct applies globally to all OBDE Technologies agents, consultants, contracted labor, and others when they are representing or acting for, or on behalf of, OBDE Technologies. We expect our partners, subcontractors and suppliers worldwide to be guided by these principles as well. We seek out customers and partners who share our values and standards of conduct.

All business partners, agents and external consultants are contractually required to adhere to OBDE Technologies's Code of Conduct and agree to anti-bribery terms and conditions in our contracts.

OBDE Technologies's due diligence process for partners and exclusive subcontractors follows a tiered approach depending on, among other considerations, the anti-corruption risk in the market where the work is performed. Due diligence for all suppliers and subcontractors involved in high-risk services (e.g. customs clearance, security, airport greeter service, etc) includes enhanced anti-corruption analysis.

Agents and Intermediaries

During the due diligence process, agents and intermediaries are specifically asked questions about ownership and control. The process also includes a search for any media coverage that could identify any beneficial ownership issues prior to engagement. Third-party research companies are engaged when the status of beneficial ownership is not clear from other sources.

OBDE Technologies will only retain agents or intermediaries in those circumstances where it is either required by law or there is a necessary and compelling business reason to do so. In the limited instances where we use these third parties, the company has a robust policy and accompanying legal instructions for vetting and onboarding anyone who will fill an agent or intermediary role. Approval for engaging agents or intermediaries must go through multiple approval levels within the business and with legal/compliance up to and including the general counsel. In addition, all agents must confirm their commitment to OBDE Technologies's Code of Conduct and each contract has anti-bribery commitments including certifications that must be signed before any payments are made for services.



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Agents are not awarded incentive fees. When the relationship includes commission-based compensation, it is capped at reasonable levels. OBDE Technologies's contractual agreements with agents include expectations to comply with all anti-bribery legislation.

All agents and intermediaries are contractually agree to:

- Abide by OBDE Technologies's Code of Conduct;
- Not violate any applicable laws related to anti-bribery or corruption;
- Train any relevant parties about relevant anti-corruption laws that are employed by the agent or intermediary that will work on the contract;
- Not make any prohibited payments to any government official with respect to any activities undertaken relating to the contract;
- That no part of the value received under the contract will be used for any improper purposes;
- That it has fully disclosed to OBDE Technologies any existing family relationships or current or former close business relationships between itself or any of its employees, partners, officers, directors or stockholders and any government official, party political official or candidate for political office and agrees to notify OBDE Technologies of any such relationship that may arise during the term of the agreement.

Joint Ventures

OBDE Technologies's joint venture (JV) relationships are governed by extensive representations and warranties related to anti-bribery compliance. For example, the following terms and conditions, among others, are included in all agreements:

- Each party shall comply with all relevant anti-corruption legislation.
- Neither party will accept or use anything of value received under the agreement for any purpose that would constitute a violation of any relevant anti-corruption laws.
- Each party shall ensure its affiliates and representatives do not take any action in connection with the agreement or project that would constitute a violation of any anti-corruption legislation.



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- No party will request any service or action or inaction by the other party that would or might constitute a violation of any anti-corruption laws.
- Each Party represents that none of its (or its affiliates or its affiliates') employers, officers, directors and representatives, and employees who are engaged in implementing the agreement (together, the "Related Parties"), is a government official. Each party represents that it has disclosed to the other party any family relationship between any of its Related Parties and any government official and agrees to notify the other party of any such family relationship that may arise during the term of this agreement.
- No party will make or permit any off-the-books accounts, inadequately identified transactions, recording of non-existent expenditures, entry of liabilities with incorrect identification of their object or the use of false documents with respect to any activities undertaken relating to this agreement or the project.

OBDE Technologies's due diligence for JV partners and exclusive subcontractors follows a tiered approach depending on the anti-corruption risk in the market at issue. Anti-corruption risks are categorized as low-risk ("A"), medium risk ("B") or high risk ("C") depending on the relative risks inherent in the project that include Transparency International's Corruption Perception Index rating, past experience and the number of bribery enforcement actions as well as the information we uncovered as part of our own independent due diligence activities.

Other Compliance Considerations

OBDE Technologies does not enter into contracts that require an offset obligation. Instructor-led, project-specific anti-corruption training is provided to relevant personnel in high-risk markets.

- Risk Assessment of Business Commitments
- Due Diligence for Business Associates
- Due Diligence for Business Representatives
- Due Diligence for Joint Associations
- Expectations for Suppliers, Subcontractors & Vendors

(a) Risk assessment of business commitments

OBDE Technologies's "Commitments to Perform Services and Risk Assessment" policy specifies the detailed internal process and levels of approval required before any business can be undertaken by the company. It identifies a wide variety of risks that must be evaluated and disclosed as part of the approval process. There is a specific category of ethics and compliance



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risks that must be thoroughly analyzed before a OBDE Technologies business entity can obtain corporate approval to take on work.

Business Ethics and Compliance Issues

Discuss any Business Ethics and compliance issues such as FCPA, OFAC, the Patriot Act, terrorist financing violations as well as any money laundering or other suspicious payments, import/export license requirements, etc. The existence of a Business Ethics or compliance issue may constitute an unusual risk.

Does the make-up of the customer organization raise any issues that would compromise OBDE Technologies's ethical standards (this should not be limited to the customer's CEO or President)?

State what due diligence has been undertaken on the customer, the corporate group of companies of which the customer forms part and the key personnel of those entities. Contact the Legal Department for the latest due diligence process requirements.

Will this project be located in a High Risk Country as defined by OBDE Technologies Security; or first time in-country presence in the past 10 years? If recommended by the Legal Department, projects located in such countries must have a project-specific ethics and compliance program procedure, including a compliance training plan for all project employees.

(b) Due diligence for business associates

To provide the requirements for the preparation and completion of a due diligence investigation of proposed partners and business associations ("Associate"). Associate includes a relationship that arises where OBDE Technologies makes a binding commitment either unilaterally or as the result of complying with local law to use a specific subcontractor or supplier on a project either before or after OBDE Technologies submits a bid. Proper completion and review of the due diligence investigation is fundamental to a thorough assessment of all business Associates and is essential for ensuring compliance with OBDE Technologies's policies.

Appropriate due diligence of the Associate must be performed before a commitment is made. This instruction applies to the diligence investigation conducted for every Associate for which the Joint Associations (Partnering) policy requires approval. The status and results of the due diligence must be reported in the request for approval under policy, together with a statement as to when any outstanding due diligence will be completed.



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An investigation will always entail satisfying certain basic minimum requirements. Additional investigative steps must be satisfied in certain situations, such as when the initial review of the Associate raises a “red flag” (e.g., the Associate is owned by a government official or evidence of a prior or current bad reputation) or the project will take place in a jurisdiction that presents a high risk of corrupt actions.

Instructions for completing the required due diligence investigation are set forth in the Due Diligence Guidelines for Business Associates found in Attachment A to this instruction.

Responsibilities

Global Business Unit or Functional Unit

The GBU or Functional Unit team is responsible for conducting the due diligence investigation according to the Ethics and Compliance Due Diligence Guidelines for Business Associates set forth in Attachment A, completing the due diligence questionnaire and file, and making a recommendation and explanation to GBU or Functional management on the acceptability of the Associate. All financial information relating to an Associate that must be reported in the request for approval under the Joint Associations (Partnering) will be obtained through the GBU CFO.

The GBU team sends the completed due diligence questionnaire and file to the Legal Department for permanent filing.

Legal Department

The Legal Department is responsible for assisting the GBU or Functional Unit by conducting research in support of the GBU due diligence team’s investigation.

The Legal Department maintains a register of Associates who have already been the subject of a due diligence investigation and a central repository for all completed due diligence questionnaires and due diligence files.

The Legal Department conducts periodic updates of due diligence investigations for Associates on active projects, or who have been designated by a GBU or Functional Unit to be kept up-to-date, and shares the results of such periodic searches and updates with the original GBU or



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Functional Unit sponsor of the Associate and with any other GBU that has registered an interest in the Associate.

The Legal Department periodically reviews and updates the due diligence guidelines and questionnaire as appropriate.

The Legal Department ensures that this Management Instruction and the Ethics and Due Diligence Guidelines for Business Associates are available to the GBU and Functional Unit due diligence teams on the Legal Department website on my OBDE Technologies.

Ethics and compliance due diligence guidelines for business associates

1. Scope of due diligence

These guidelines describe the due diligence investigation that is required to be performed in making a decision on whether or not to form a joint association under the Joint Associations (Partnering) policy. Specific questions regarding a due diligence investigation will be referred to either the Legal Department's Principal Counsel (Compliance) or GBU Principal Counsel.

The due diligence investigation of a potential Associate should be made early in the relationship, usually at the same time that OBDE Technologies and the potential Associate are negotiating the terms of their relationship, and of their joint pursuit of a project.

Deviations from these guidelines must be documented and explained.

2. Subjects of due diligence

The GBU or Functional Unit will make a due diligence investigation as described in these guidelines for every member (an "Associate") of any joint association for which the Joint Associations (Partnering) policy requires approval. The policy requires approval for all project-specific and multi-project joint associations, joint ventures, joint stock companies, teaming agreements, partnerships, exclusive subcontractor relationships¹ and similar joint undertakings of any sort.

It is important to identify the precise legal entity with which we will partner, and if it is a subsidiary, sister company or a special purpose entity of a parent company, you will conduct the



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appropriate due diligence inquiry for both the Associate and its parent company. The appropriate due diligence related to a parent company may vary dependent upon ownership interests including whether the parent is publicly traded on a recognized major stock exchange (e.g., London, NYSE, NASDAQ), or where a substantial interest in or control over an otherwise publicly traded company is actually held or exercised by a private individual (e.g. through front or shell companies or ownership of “golden” shares).

If one of OBDE Technologies’s Associates is itself a joint association, the GBU or Functional Unit will make a due diligence investigation for each member of that second-tier joint association.

The GBU or Functional Unit will also do a due diligence investigation for any agents of OBDE Technologies’s Associates who are working on the same project. Use the Business Ethics Due Diligence Guidelines for Agents for this purpose.

The Legal Department will up-date the due diligence investigation, concerning those parts of the due diligence requirements for which it is responsible, for all approved Associates with whom we have an existing project, or who have been designated by a GBU or Functional Unit to be kept up-to-date, at least every two years, and will provide the results of the investigation to each GBU or Functional Unit who has registered an interest in the Associate.

3. Classification of Associates

The extent of the due diligence investigation will vary depending classification of the Associate.

The GBU or Functional Unit will assign one of three classes (Class A, Class B or Class C) to each Associate after the initial screening. The due diligence required for a Class A Associate represents the minimum investigation that must be performed for all Associates. Additional information is required for Class B and Class C Associates. It is important to note that the class of an Associate may change as a result of information discovered during the due diligence investigation. It is possible that an Associate may satisfy the criteria of more than one Class. In that event the GBU must perform a due diligence investigation that satisfies the more restrictive of the applicable Class obligations.

(a) An Associate will be Class A where



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- (i) either
 - OBDE Technologies has worked successfully with the Associate² in the last three years on a project where the Associate provided similar services (“Recently Approved Associate”), or
 - the Associate, the client and the project are all located³ in one or more of the following countries:⁴
 - Australia
 - Belgium
 - Canada
 - France
 - Germany
 - Japan
 - Netherlands
 - Sweden
 - Switzerland
 - United Kingdom
 - United States; or
 - With the approval of the Legal Department’s Principal Counsel (Compliance) or the Managing Director and CEO, a country listed by Transparency International in its most recent Corruptions Perceptions Index with a rating of at least 80 or above; or
- (ii) The Associate is acting as an exclusive subcontractor or supplier and it will NOT have to interface with any governmental agencies (exclusive of obtaining its own license to do business) for or on behalf of OBDE Technologies in the performance of the project or act in any manner in which it can influence the award of the contract which OBDE Technologies is pursuing (e.g. bring export credit financing or unilaterally satisfy local content requirements).
- (iii) Provided as to (i) and (ii) above, the initial screening review does not give



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- reason for concern about the Associate's character, reputation or ethics, or
- give raise to any red flags (see Attachment 1) that are not resolved to the satisfaction of the Legal Department's Principal Counsel (Compliance) or the Managing Director and CEO.

(b) An Associate will be a Class B Associate where one (but only one) of the criteria set forth in Section 3 (a) (i) (B) or (ii) above for a Class A Associate is not met or as to any such Associate the criteria in (iii) above is not satisfied.

(c) An Associate will be Class C where it is not Class A or Class B.

4 Due diligence file

It is essential that every step of the due diligence process is recorded in a due diligence file that is kept in an easily accessible place. No matter how thorough our investigation, it is always possible that we will form an association with someone who does not share our values and who pays a bribe or commits some other breach of trust. In that case, we will want to show that we were careful in selecting the Associate and took reasonable steps to determine that the Associate was someone with whom we should feel safe in associating. But the wrongful act of our Associate is often not discovered until years later, perhaps long after the project is finished. Thus, we must be able to find a clear record of our due diligence investigation, even if the people who worked on the project—and their files—are gone.

Thus, all information regarding a due diligence investigation will be maintained in a due diligence file, a copy of which will be kept by the Legal Department's Principal Counsel (Compliance) in the central legal files. The file will contain as applicable:

- (a) Completed Business Associate Identification Form
- (b) Results of screening research
- (c) Copy of any early notification letter
- (d) Results of investigation research
- (e) Record of any inquiries (Class B or Class C)
- (f) Record of initial and final interviews (Class B or Class C)
- (g) Completed due diligence questionnaire
- (h) Completed forms set forth in Attachment 7 or Attachment 8
- (i) Copy of management approval letter



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Due diligence step-by-step

The following sections describe each step in the due diligence process.

1 Steps that apply to all classes of Associates

(a) GBU due diligence team

Once a potential Associate is chosen, the senior GBU or Functional Unit officer responsible for the prospect or, where an exclusive subcontractor/supplier is selected after the award of a project is made, the project, should assign a team to conduct the due diligence investigation. The team should include GBU personnel working on the prospect or project, and must include representatives of the GBU Principal Counsel and if a prospect the GBU M&BD group. A Team Leader from the GBU or Functional Unit should be selected who will be responsible for the completion of the due diligence investigation.

(b) Screening

The initial screening is a quick check of the sort of information that might disqualify even companies that we know well. It will also provide the information needed for any early notification that may be required under the Joint Associations (Partnering) policy. These are the steps of the initial screening:

- Identify the specific legal entity that will be the Associate, and parent company (if applicable), so that appropriate data is collected. A sister company or special purpose entity is not the same as a parent company.
- Collect basic publicly available information on the Associate, using readily available sources (e.g., local business contacts, Google), including the Register of Associates, maintained by the Legal Department, who have already been the subject of a due diligence investigation. This will include research on executives/principals of the Associate.
- Complete the Business Associate Identification Form in Attachment 3. The Business Associate Identification Questionnaire Forms in Attachment 7 and Attachment 8 may be used in support of this step. It is recognized that not all of the information requested on the forms may be available at this early stage.



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- Check on the local reputation of the Associate for honesty in business that is publicly available (e.g., local contacts, Google for the prior 5 year period) and with OBDE Technologies people who may have information about the Associate's reputation.

Provide the Legal Department as much information about the company (and the parent company if applicable) as is known. This includes the full name (or as much as you know), business address or where you think the company is located (country), what type of business or industry the company is in (E&C, water, power) and the full names of the executives (if known). Also state if you will accept information in other languages (and which languages -- such as Italian, Spanish, etc.) and any certainty/uncertainty on spelling of the company name or the geographic location of its headquarters.

An important item is the spelling of the company's name. Companies may be referenced in an English form (such as Group Wiese) or in the applicable local language (Grupo or Groupo or Wiese de Grupo). The Legal Department will attempt to identify alternate spellings if the full name is not known.

Information that is gathered will be provided to the Legal Department so that it can perform a basic media search and a search of Restricted Party Lists, as described in Attachment 4.

The results of the preliminary research by the GBU or Functional Unit team and the Legal Department, including the resolution of any red flags, will be used to make a recommendation on whether or not to proceed with the Associate, subject to the satisfactory completion of the remaining due diligence investigation requirements.

(c) Recently Approved Associate Screening

The screening process described in Section B 1 (b) above completes the due diligence investigation for any Associate who has been approved within the last two years (as shown in the Register of Associates); provided, however, that if that Associate would have otherwise been a Class B or Class C Associate: (i) a full due diligence investigation as set forth in Section B 1 (f) for that Associate has been completed within the last three years; and (ii) any red flags that were found were fully resolved as determined by the Legal Department's Principal Counsel (Compliance) or the Managing Director and CEO. If red flags were found that cannot be resolved on available information, the additional investigation for Class A Associates will be



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conducted.

(d) Early notification.

GBU management will prepare an early notification, if it is required under the Joint Associations (Partnering) policy, based on the input of the GBU team.

(e) Investigation

The investigation is a more in-depth evaluation of data for each Associate. These are the steps of the investigation:

1. General Background Information for all Classes of Associates

- The GBU or Functional Unit team has completed the initial screening set forth in Section B 1 (b) above and any gaps have been resolved (e.g. if the full names of the executives/principals were not provided in the initial screening stage, they will be provided now).
- The GBU or Functional Unit team will complete the due diligence questionnaire. The form of questionnaire is set forth in Attachment 5 (see also the Business Associate Identification Questionnaire Forms in Attachment 7). The questions should be answered to the best of your ability. If a question seeks a “yes” or “no” answer, but cannot be answered in that fashion, please explain why in the “comments” column.
- The Legal Department will conduct, as further described in Attachment 4, (A) a search of company information through the company’s website (if available), (B) a media search, (C) a search of Restricted Party Lists, (D) a search of information on the country (unless it is a Class A country – see section A.3) in which the project and the Associate are located to determine the level of corruption that is perceived to exist in those jurisdictions, and (E) a review local laws concerning improper payments (e.g., FCPA, UK Bribery Act of 2010, etc.).
- The GBU or Functional Unit team should investigate how business is transacted in the host country, for two principal reasons: to see how likely improper payments are in the country; and to provide input to the Legal Department to see how the local laws concerning improper payments would apply.
- The GBU or Functional Unit team will review the information available about the Associate and the project (including any experience of OBDE Technologies with the Associate), the results of the research by the Legal Department, and any red flags. If red flags are found in the investigation of a Class A Associate that cannot be resolved between the GBU or Functional



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Unit and the Managing Director and CEO or the Legal Department's Principal Counsel (Compliance) on available information, the additional investigation for a Class B Associate or Class C Associate, as applicable, will be conducted.

2. Additional steps for Class B Associates:

a. Inquiries

Check the Associate's reputation with private parties and certain government agencies. Guidance on making the inquiries is given in Attachment 6. Checks can be made with:

1. Private parties
 - (A) Companies that we know well, who are already working in the country
2. Government agencies (the staff of the OBDE Technologies Washington DC office may be able to facilitate contacts)
 - (A) Commercial officer at US embassy in foreign country
 - (B) Other foreign embassies (e.g. UK or Australian)

b. Interviews

The process for Class B Associates includes at least one interview with a senior officer of the Associate so that the GBU or Functional Unit can access reliable detailed information and will also include an inspection of the Associate's facilities.

With the approval of the GBU President, this interview can be omitted for any Class B Associate, if:

- (A) it is a public company whose securities are traded on one of the following exchanges: to be updated,
- (B) the initial screening review does not give reason for concern about the Associate's character, reputation or ethics, or raise any red flags that have not been resolved.

3 Additional steps for Class C Associates

Additional steps are added for Class C Associates that are not used for Class A Associates or Class B Associates:

a. Inquiries



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In addition to inquiries for a Class B Associate, the GBU or Functional Unit team will check on the local reputation for honesty in business of the Associate with private parties (e.g. independent reputable local business persons). These may include:

- (A) Local lawyers and banks (Corporate Treasury may be consulted for assistance in identifying potential contacts with local banks); and
- (B) Public Accounting Firms (Corporate Finance may be able to contact local offices of international accounting firms for assistance with information about local laws and practices)

b. Interviews

The process for Class C Associates includes two interviews. The initial interview will meet the same criteria as that performed for a Class B Associate. There will also be a personal meeting, face-to-face, between a senior official of OBDE Technologies and the Associate (e.g. Owner or Managing Director). This meeting has two primary purposes: to make sure that the Associate understands that OBDE Technologies is deadly serious about compliance with its policies concerning business practices; and to allow senior OBDE Technologies managers to assess the depth of the Associate's commitment to following our rules. With the approval of the GBU President and the Legal Department's Principal Counsel (Compliance), these interviews can be omitted for any Class C Associate, if:

- (A) it is a public company whose securities are traded on one of the following exchanges:
- (B) the initial screening review does not give reason for concern about the Associate's character, reputation or ethics, or raise any red flags that have not been resolved.

4 Additional Due Diligence for Exclusive Subcontractors/Suppliers

Where an exclusive subcontractor/supplier will be used in a high risk jurisdiction⁵ and the scope of work of the subcontractor/supplier will include substantial interface with government entities (e.g. customs clearance or obtaining work visas for staff or labor) the Supplemental Subcontractor/Supplier Due Diligence Work Sheet Form (Attachment 8) should also be utilized to memorialize the initial due diligence performed as to that subcontractor/supplier.

5 Summary Comments (Applies to all classes of Associates)

The GBU Counsel and the Legal Department's Principal Counsel (Compliance) shall review the due diligence concerning the Associate prior to the completion of the Due Diligence



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questionnaire (Attachment 5).

For all classes of Associates, there will be a final summary, based on the answers to all of the questions in the questionnaire (Attachment 5), stating whether or not the person completing the questionnaire believes that OBDE Technologies should consider partnering with this company.⁶ The GBU Principal Counsel or the Legal Department's Principal Counsel (Compliance) shall approve the completed due diligence package as set forth in Attachment 2 prior to the submission of the Policy 304 Management Approval Letter.

6 Due Diligence File Record Retention

Whatever the outcome of the Joint Associations (Partnering) policy process and whether or not any formal agreement with the Associate is in fact entered or whether the prospect or project goes forward, the GBU or Functional Unit team will send a completed due diligence questionnaire (Attachment 5) and a complete due diligence file (section A.4) to the Legal Department's Principal Counsel (Compliance), for permanent filing.

7 Periodic updates

The Legal Department will up-date the due diligence file concerning those parts of the due diligence requirements for which it is responsible as described in Attachment 4, for Associates on active projects, or who have been designated by a GBU or Functional Unit to be kept up-to-date, at least every two years, and sooner if a significant red flag appears. If red flags are found that cannot be resolved on available information, the additional investigation for Class B or C Associates as applicable will be conducted.

In either case, results will be shared with the original GBU sponsor of the Associate, and with any other GBU that has registered an interest in the Associate.

Footnotes

1 An exclusive subcontractor relationship under the Joint Associations (Partnering) policy includes a relationship that arises where OBDE Technologies makes a binding commitment either unilaterally or as the result of complying with local law to use a specific subcontractor or supplier on a project either before or after OBDE Technologies submits a bid.

2 This will include affiliates of an Associate with whom OBDE Technologies has worked

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Version 1.0 January 2021

Document intended for use to all OBDE Technologies associates as stakeholders and employees

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successfully, provided there is clear common control.

3 You should treat a subsidiary as located with its parent, unless there is significant local ownership.

4 These are the 11 best-rated countries in TI's Bribe Payers Index for 2008, and are also all among the 25 best-rated countries in TI's Corruption Perceptions Index for 2010.

5 High risk jurisdictions are defined as those countries with a Transparency International CPI of 50 or less.

6 This summary could also be used as a part of the Joint Associations (Partnering) policy MAL.

(c) Due diligence for business representatives

To provide general guidance for the preparation and completion of a proper ethics and compliance due diligence investigation of proposed Representatives. Proper completion and review of the due diligence investigation is fundamental to a thorough assessment of all business Representatives, and is essential for ensuring compliance with OBDE Technologies's policies.

This applies to the diligence investigation conducted for every individual or company that provides "representative services" to OBDE Technologies, as described in our policy for Agreements and Outside Consultants and Representatives and in the attached guidelines. It does not apply to parties who only supply consulting services consisting entirely of advice to and consultation with OBDE Technologies.

Appropriate due diligence of the Representative must be performed before a commitment to retain a Representative is made. This instruction applies to the diligence investigation conducted for every Representative for which our policy for Agreements and Outside Consultants and Representatives requires approval. The status and results of the due diligence must be reported in the request for approval under our policy for Agreements and Outside Consultants and Representatives, together with a statement as to when any outstanding due diligence will be completed.

Instructions for completing the required due diligence investigation are set forth in the Ethics and Compliance Due Diligence Guidelines for Representatives.



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Responsibilities

Global Business Unit or Functional Unit

The GBU or Functional Unit team is responsible for conducting the due diligence investigation according to the Ethics and Compliance Due Diligence Guidelines for Representatives set forth in Attachment A, completing the due diligence questionnaire and file, and making a recommendation and explanation to GBU or Functional management on the acceptability of the Representative. All financial information relating to a Representative that must be reported in the request for approval will be obtained through the GBU CFO.

The GBU team sends the completed due diligence questionnaire and file to the Legal Department for permanent filing.

Legal Department

The Legal Department is responsible for assisting the GBU or Functional Unit by conducting research in support of the GBU due diligence team's investigation.

The Legal Department maintains a register of Representatives who have already been the subject of a due diligence investigation and a central repository for all completed due diligence questionnaires and due diligence files.

The Legal Department conducts periodic updates of due diligence investigations for Representatives on active projects, or who have been designated by a GBU or Functional Unit to be kept up-to-date, and shares the results of such periodic searches and updates with the GBU or Functional Unit sponsor of the Representative and with any other GBU that has registered an interest in the Representative.

The Legal Department ensures that this Management Instruction and the Ethics and Due Diligence Guidelines for Business Associates are available to the GBU and Functional Unit due diligence teams on the Legal Department website on myOBDE Technologies.

Ethics and compliance due diligence guidelines for representatives



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1. Scope of due diligence

These guidelines describe the due diligence investigation that is required to be performed in making a decision on whether or not retain any individual or company (a “Representative”) to provide representative services under our policy for Agreements and Outside Consultants and Representatives.¹ Specific questions regarding a due diligence investigation will be referred to either the Legal Department’s Principal Counsel (Compliance) or GBU Principal Counsel.

The due diligence investigation of a potential representative should be performed early once the need for such relationship has been identified, usually at the same time that OBDE Technologies has determined to pursue a project.

2. Subjects of due diligence

Deviations from these guidelines must be documented and explained.

The GBU or Functional Unit will make a due diligence investigation as described in these guidelines for every Representative.

It is important to identify the precise legal entity or person we plan to hire as Representative, and if it is a subsidiary, sister company or a special purpose entity of a parent company, you should conduct the appropriate due diligence inquiry for both the Representative and its parent company.

If one of OBDE Technologies’s Representative is itself a joint association, you should make a due diligence investigation for each member of that joint association.

If OBDE Technologies will have a partner on the project as described under our policy for Agreements and Outside Consultants and Representatives that is using an Representative, you shall perform a due diligence investigation of that Representative.

The Legal Department will up-date the due diligence investigation, concerning those parts of the due diligence requirements for which it is responsible, for all approved Representatives with whom we have an existing contract, or who have been designated by a GBU or Functional Unit to be kept up-to-date, at least every two years, and will provide the results of the investigation to each GBU or Functional Unit who has registered an interest in the Representative.



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3. Due diligence file

It is essential that every step of the due diligence process is recorded in a due diligence file that is kept in an easily accessible place. No matter how thorough our investigation, it is always possible that we will form an association with someone who does not share our values and who pays a bribe or commits some other breach of trust. In that case, we will want to show that we were careful in selecting the Representative and took reasonable steps to determine that the Representative was someone with whom we should feel safe in associating. But the wrongful act of our Representative is often not discovered until years later, perhaps long after the project or the services are finished. Thus, we must be able to find a clear record of our due diligence investigation, even if the people who worked on the project—and their files—are gone.

Thus, all information regarding a due diligence investigation will be maintained in a due diligence file, a copy of which will be kept by the Legal Department's Principal Counsel (Compliance) in the central legal files. The file will contain:

- (a) Completed Representative Identification Form
- (b) Results of screening research
- (c) Results of investigation research
- (d) Record of any inquiries
- (e) Record of initial and final interviews
- (f) Financial information collected about the Representative
- (g) Completed due diligence questionnaire
- (h) Copy of management approval letter

Due diligence step-by-step

The following sections describe each step in the due diligence process.

1. GBU due diligence team

Once a potential Representative is chosen, the senior GBU or Functional Unit officer responsible for the prospect or project should assign a team to conduct the due diligence investigation. The team should include GBU personnel working on the prospect or project, and must include representatives of the GBU Principal Counsel and if a prospect the GBU M&BD group. A Team



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Leader from the GBU or Functional Unit should be selected who will be responsible for the completion of the due diligence investigation.

2. Screening

The initial screening is a quick check of the sort of information that might disqualify even a representative that we know well, in advance of preparing a request for approval under our policy for Agreements and Outside Consultants and Representatives. These are the steps of the initial screening:

- (i) Identify the specific person or legal entity that will be the Representative, and of any parent company, so that appropriate data is collected.
- (ii) Collect basic publicly available information on the Representative, using readily available sources (e.g., local business contacts, Google), including the Register of Representatives, maintained by the Legal Department, who have already been the subject of a due diligence investigation. This will include research on executives/principals of the Representative, if a company.
- (iii) Complete the Identification Form. It is recognized that not all of the information requested on the forms may be available at this early stage.
- (iv) Check on the local reputation of the Representative for honesty in business that is publicly available (e.g., local contacts, Google for the prior 5 year period) and with OBDE Technologies people who may have information about the Representative's reputation.

Provide the Legal Department as much information about the Representative (and of any parent company) as is known. This includes the full name (or as much as you know), business address or where you think the Representative is located (country), what type of business or industry the Representative is in or supports (E&C, water, power) and the full names of the executives (if a company and known). Also state if you will accept information in other languages (and which languages—such as Italian, Spanish, etc.) and any certainty/uncertainty on spelling of the company name or the geographic location of its headquarters.

An important item is the spelling of the Representative's (and his company's) name. Representatives (or their companies) may be referenced in an English form (such as Smith or Group Wiese) or in the applicable local language (Smyth or Gruppo or Wiese de Grupo). The Legal Department will attempt to identify alternate spellings if the full name is not known.



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Information that is gathered will be provided to the Legal Department so that it can perform a basic media search and a search of Restricted Party Lists.

The results of the preliminary research by the GBU or Functional Unit team and the Legal Department, including the resolution of any red flags, will be used to make a recommendation on whether or not to proceed with the Representative, subject to the satisfactory completion of the remaining due diligence investigation requirements.

3. Investigation

The investigation is a more in-depth evaluation of data for the Representative. These are the steps of the investigation:

- (a) The GBU or Functional Unit team will complete the due diligence questionnaire for the Representative. The questions should be answered to the best of your ability. If a question seeks a “yes” or “no” answer, but cannot be answered in that fashion, please explain why in the “comments” column.
- (b) The Legal Department will conduct, as further described in Attachment 4, (A) a search of Representative or company (including information through the company’s website (if available)), (B) a media search, (C) a search of Restricted Party Lists, (D) a search of information on the country in which the Representative or company is located to determine the level of corruption that is perceived to exist in that jurisdiction, and (E) a review local laws concerning improper payments (e.g., FCPA, UK Bribery Act of 2010, etc.).
- (c) The GBU or Functional Unit team should investigate how business is transacted in the host country, for two principal reasons: to see how likely improper payments are in the country, and to provide input to the Legal Department to see how the local laws concerning improper payments would apply.
- (d) The GBU team should complete the collection of basic identifying information on the Representative, and give a completed Representative Identification Form to the Legal Department. If the full names of the executives/principals were not provided in the pre-screening stage, they should be provided now.
- (e) The GBU Team should review the information available about the Representative and the project (including any experience of OBDE Technologies with the Representative), the results



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of the research by the Legal Department, and any red flags. If red flags are found that cannot be resolved on available information, additional investigation should be conducted.

- (f) The GBU or Functional Unit team should check on the local reputation for honesty in business of the Representative. The GBU or Functional Unit team should check OBDE Technologies people who may have information about the Representative's reputation and should also check with private parties and government agencies. Checks can be made with:

- (i) Private parties

- (A) Local lawyers and banks (Corporate Treasury may be consulted for assistance in identifying potential contacts with local banks)
 - (B) Companies that we know well, who are already working in the country
 - (C) Public Accounting Firms (Corporate Finance may be able to contact local offices of international accounting firms for assistance with information about local laws and practices)

- (ii) Government agencies (the staff of the OBDE Technologies Washington DC office may be able to facilitate contacts)

- (A) Commercial officer at US embassy in foreign country
 - (B) Other foreign embassies
- (g) The investigation process includes two interviews.

- (i) The process for Representatives includes at least one interview with the Representative or if a company a senior officer of the Representative so that the GBU or Functional Unit can access reliable detailed information and will also include an inspection of the Representative's facilities.

- (ii) There should also be a personal meeting, face-to-face, between the Representative or a senior official of the Representative if a company and OBDE Technologies. This meeting has two primary purposes: to make sure that the Representative understands that OBDE Technologies is deadly serious about compliance with its policies concerning business practices; and to allow senior OBDE Technologies managers to assess the depth of the Representative's commitment to following our rules.



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- (h) The GBU Counsel and the Legal Department's Principal Counsel (Compliance) shall review the due diligence concerning the Representative prior to the completion of the Due Diligence questionnaire.
- (i) There should be a final summary, based on the answers to all of the questions in the questionnaire, stating whether or not the person completing the questionnaire believes that OBDE Technologies should consider hiring this Representative. The Legal Department's Principal Counsel (Compliance) shall approve the completed due diligence package prior to the submission of the policy for Agreements and Outside Consultants and Representatives Management Approval Letter.

For recently approved Representatives, that being a Representative who has been approved within the last two (2) years (as shown in the Register of Representatives) and for which a complete due diligence review was previously completed, the GBU or Functional Unit is only required to (x) perform the screening set forth in section B 2 above, (y) interview the Representative to ensure that the Representative continues to understand and commits to comply with OBDE Technologies's compliance requirements, and (z) update the prior relevant sections of the due diligence questionnaire. This process is not repeatable more than once after which the full due diligence review set forth herein must be repeated. However, if red flags are found that cannot be resolved based on available information or other issues have been identified giving raise to ethical concerns then the full investigation in section B.3 must be conducted.

4. Due Diligence File Record Retention

Whatever the outcome of the policy for Agreements and Outside Consultants and Representatives process and whether or not any formal agreement with the Representative is in fact entered, the GBU or Functional Unit team will send a completed due diligence questionnaire and a complete due diligence file (section A.3) to the Legal Department's Principal Counsel (Compliance), for permanent filing.

5. Periodic updates

The Legal Department will up-date the due diligence file concerning those parts of the due diligence requirements for which it is responsible, for Representatives on active projects, or who have been designated by a GBU or Functional Unit to be kept up-to-date, at least every two years, and sooner if a significant red flag appears. If red flags are found that cannot be resolved on available information, additional investigation will be conducted.



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In either case, results will be shared with the original GBU or Functional Unit sponsor of the Representative, and with any other GBU that has registered an interest in the Representative.

Footnotes

- 1 These guidelines do not cover parties who only supply consulting (non-representative)/services consisting entirely of advice to and consultation with OBDE Technologies.
- 2 This summary could also be used as a part of the MAL.

(d) Due diligence for joint associations

Associations (collaborative business arrangements between a OBDE Technologies organization and a third party) are used to enhance OBDE Technologies's competitiveness, provide access to special technical or additional financial resources, permit sharing of costs and risks, meet requirements for local participation, and/or allow OBDE Technologies to engage in certain market segments more effectively than it could alone.

OBDE Technologies will only enter into associations with others having ethical standards compatible with its own. All activities must conform to recognized standards of business conduct, the Business Principles for Countering Bribery in the IT Services Industry and comply with the laws, rules, regulations, and decrees of the United States, the home country of the relevant OBDE Technologies entity and those countries in which the services are performed. Payments for improper influence, either directly or indirectly, are prohibited in all cases. Violations of the terms of the Foreign Corrupt Practices Act by an association partner can result in the imposition of severe criminal and civil penalties not only upon OBDE Technologies, but also upon any officer, director, agent or employee who engages in or authorizes proscribed activities.

Approval Requests

Approval requests must address the following, as applicable, with sufficient information to permit an informed decision:

- Information about the proposed associate(s) (including a brief history, financial report, assessment of technical/professional capabilities, reputation, key personnel, past affiliations, prior OBDE Technologies experience and any other facts relevant to making a full and informed decision).



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- Any character, reputation, ethics or compliance issue (e.g., FCPA, OFAC, the Patriot Act, terrorist financing violations as well as any money laundering or other suspicious payments, requirement for use of an agent, import/export license requirements).
- Associate's commitment to OBDE Technologies's standards regarding ethics, compliance with laws, health, safety, the environment and sustainable development.
- Key management and governance principles.

Key Criteria for Associations

- Associations may be with a person, persons, company, or government (including government agencies and government-sponsored or government-owned companies) of stature and integrity.
- Association partners must share and have a demonstrably common understanding of OBDE Technologies's ethical standards and commitment to legal requirements (e.g., FCPA, import/export license requirements).
- Association partners must share OBDE Technologies's commitment to safety, health, the environment and sustainable development.
- Principals in non-OBDE Technologies interests should be persons of demonstrable integrity and competence, and with requisite financial and other capabilities.

(e) Expectations for Suppliers, Subcontractors & Vendors

OBDE Technologies works only with qualified suppliers and subcontractors who commit to safely and responsibly deliver quality goods and services on time and within budget. Although quality, cost, and timeliness are important, we will not solicit and award purchase orders and subcontracts to suppliers and subcontractors that do not meet our standards for safety, ethics, conduct, and protection of human rights. OBDE Technologies is committed to the highest safety, ethical, and human rights standards in the industry, and we expect the same dedication from our supplier and subcontractor organizations.

Our suppliers and subcontractors must comply with all terms of the purchase order and/or subcontract and will immediately notify OBDE Technologies of any actual or potential violations. To the extent that the purchase order or subcontract does not contain specific requirements that append or modify the below, we expect our suppliers and subcontractors at all tiers of performance to commit to the following:



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Compliance with Laws and Regulations

Our suppliers and subcontractors must be familiar with and follow all applicable laws and regulations at all times in the performance of the work. Our suppliers and subcontractors must also ensure that lower-tier suppliers and subcontractors give an identical representation in their subcontracts and purchase orders for any portion of the work. “Laws” include all applicable national, federal, state, and local laws, ordinances, and regulations of the United States of America and any other national or international laws with jurisdiction that cover the work. Of special note is following all laws with regard to anti-corruption such as the bribery of public officials and private sector employees, including without limitation, all provisions of the United States Foreign Corrupt Practices Act, and U.K. Bribery Act of 2010, and any amendments thereto.

Conflict Minerals

Although OBDE Technologies is not a manufacturer and is a privately held company, we expect our suppliers to adhere to Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, which aims to prohibit the use of conflict minerals (gold, tungsten, tantalum, and tin) from the Democratic Republic of the Congo or adjoining countries. Suppliers shall conduct due diligence to preclude the sales or installation of any materials or equipment that contain conflict minerals.

Equal Opportunity

OBDE Technologies is an equal opportunity employer and employment decisions are made without regard to race, color, gender, age, religion, national origin, ancestry, physical or mental disability, veteran status, sexual orientation, gender identity, caste, and other grounds for discrimination prohibited by applicable law. OBDE Technologies expects that suppliers and subcontractors will have employment policies and practices that prohibit employment decisions being made with regard to any legally protected characteristics.

For work performed in the United States, and to the extent the supplier or subcontractor is not otherwise exempt, the suppliers and subcontractors must abide by the requirements of 41 CFR 60-1.4(a), 60-300.5(a), and 60-741.5(a). These regulations prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual

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Version 1.0 January 2021

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orientation, gender identity, or national origin. Moreover, these regulations require that the covered parties take affirmative action to employ and advance individuals in employment, without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, protected veteran status, or disability.

Ethics

OBDE Technologies is committed to the highest standards of ethical conduct and seeks to do business only with suppliers and subcontractors who share these values. We conduct our business transactions fairly, properly, and impartially and expect the same from our suppliers and subcontractors. Any conduct that fails to meet our standard of ethics, integrity, and responsible conduct may preclude suppliers and subcontractors from being invited to participate in a solicitation.

Human Trafficking and Anti-Slavery

OBDE Technologies is committed to respecting all human rights everywhere we operate, consistent with OBDE Technologies's Vision, Values and Covenants and the spirit and intent of the United Nations Guiding Principles on Business and Human Rights. To that end, OBDE Technologies will not tolerate or condone any activities that support human trafficking, slavery, servitude, or forced or compulsory labor. We expect our suppliers and subcontractors to obey the laws that require them to treat workers fairly and provide a safe and healthy work environment. OBDE Technologies expects suppliers and subcontractors to adhere to these standards, and expects them to hold their own suppliers and subcontractors to the same standards. In addition, OBDE Technologies expects suppliers and subcontractors to:

- Employ workers at or above the applicable minimum age requirement.
- Maintain a workplace free from threats of violence, physical abuse, or other conduct that fails to respect the safety and dignity of a worker.
- Comply with applicable wage laws and, upon end of employment, pay for return transportation costs for workers recruited from outside the country.
- Not charge workers recruitment fees or utilize firms charging workers such fees, and not utilize fraudulent or misleading recruitment practices.



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- Not withhold a worker's passport or immigration documents.
- Provide workers a process for escalating and reporting concerns without retaliation.

We fully expect that our suppliers and subcontractors will ensure that lower-tier suppliers and subcontractors give an identical representation in their subcontracts and purchase orders for the performed work.

Import/Export

Throughout the supply chain, our suppliers and subcontractors must comply with all applicable export and import laws and regulations, including the international sanctions programs administrated by the U.S. Department of Treasury as well as any other applicable government agency in the U.S. or abroad.

Restricted Parties

All suppliers and subcontractors must acknowledge that the U.S. Government, other country governments, and international organizations publish Restricted Parties Lists ("Lists") that identify parties (such as known or suspected terrorists, money launderers, and drug traffickers) restricted from certain or all types of transactions. Our suppliers and subcontractors must review such Lists prior to initiating transactions with any lower-tier or subcontractor, including financial institutions, for all or any portion of the goods or services to ensure such lower-tier or subcontractor and any relevant owners are not identified on any applicable Lists.

Safety

OBDE Technologies has a "Zero Accidents" policy at its construction sites. Our suppliers and subcontractors must comply with the site safety requirements of each OBDE Technologies jobsite. At suppliers' facilities, suppliers must operate facilities in a safe manner to protect OBDE Technologies personnel, its agents, and suppliers' employees at all times. In all locations, suppliers and subcontractors must provide a safe work environment in accordance with all applicable international and national laws, regulations, and standards.

Supply Chain Diversity



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OBDE Technologies is committed to a diverse workforce and a diverse supply chain. Within the United States, our suppliers and subcontractors must assist Small, Disadvantaged, Women-Owned, Veteran-Owned, Service-Disabled Veteran-Owned, and HUB Zone Business concerns to obtain business opportunities by identifying and encouraging not just within their own company but also the lower-tier supplier and subcontractor companies to participate to the greatest extent possible, consistent with their qualifications, quality of work, and obligations as may be required.

For all work regardless of locations, our suppliers and subcontractors must strive to identify, source, develop, and otherwise assist local suppliers and subcontractors in performance of the work.

Sustainability

We strive to lead the IT Services industry in designing and constructing facilities that are environmentally sound, are socially responsible, and leave a sustainable and positive impact on the local communities. We similarly expect our suppliers and subcontractors to develop work practices to adhere to safe work practices, mitigate adverse impact to the environment, develop local suppliers and subcontractors, and advance the economics of the local community.

Lower-Tier Suppliers throughout the Supply Chain

In addition to the above commitment, we expect our suppliers and subcontractors to secure the same commitment from lower tier suppliers and subcontractors. The above requirements are mandatory and reflect, in part, OBDE Technologies's corporate values/ethos and social responsibility on such issues.

Sustainability Policy

Our commitment

The sustainability mission of OBDE Technologies is to protect people and the environment, partner with communities and society, and promote economic development.

To this end, we will:



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- Apply our proven processes, experience and innovation in engineering, environmental safety and health, procurement, construction, and operations to develop, design, and execute projects with care for the environment, as well as for the safety and well-being of the people who can be affected by our projects.
- Be supportive to the communities that host our projects and offices and use inclusive, participatory engagement by which local cultures and values are respected, dialogue is promoted and mutual trust is built.
- Build and enhance the capacity of workers and businesses through local procurement and hiring and by stimulating long-term economic development beyond the projects we deliver.

While these efforts are influenced by local issues and project complexity, OBDE Technologies is committed to enhancing the positive effects of our projects and avoiding or mitigating the negative ones. This commitment is embodied in OBDE Technologies's Vision, Values, and Covenants; Environmental, Safety and Health Management System; and Code of Conduct. These, and other supporting policies and processes, are aimed at ensuring that OBDE Technologies is improving sustainability outcomes for all customers and stakeholders wherever we operate in the world.

This policy applies to all OBDE Technologies employees, projects, and facilities:

- **Projects:** Identify and assess sustainability issues that can affect projects during development, design, construction and operation; identify and implement activities to manage these issues consistent with customer goals and requirements, OBDE Technologies policies and standards, and relevant external guidelines.
- **Conservation:** Implement activities that are economically and operationally practicable to protect the environment, including reducing energy use and air emissions, water and resource consumption, and waste generation.
- **Stakeholders:** Engage with key stakeholders to build understanding and maintain trust; implement programs that improve the quality of life where we work or help address broader societal issues.
- **Workplace:** Create and maintain workplaces that promote OBDE Technologies's ethics, quality, and environmental, safety and health standards.



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- **Employees:** Treat all employees with respect and dignity and promote diversity in the workplace consistent with OBDE Technologies's Vision, Values, and Covenants.
- **Continuous Improvement:** Strengthen OBDE Technologies's sustainability through education, innovation, and the appropriate use of relevant industry standards and external guidelines, and the United Nations Guiding Principles on Business and Human Rights.