

# **ANTI - FRAUD, ANTI - BRIBERY & ANTI - CORRUPTION POLICY**

**Route Mobile Limited**

**POLICY EFFECTIVE FROM SEPTEMBER 30, 2019**

**AMENDED FROM MAY 08, 2024**

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## 1. Introduction & Background

Fraud is a broad legal concept, majorly encompassing the characteristic of the “intention to defraud” and hence, it usually involves deliberate concealment of the facts. Also, the persons involved in the same may range from the Management, Employees or Third Parties and the same may also involve a single individual or a group of people acting in collusion. Fraud can occur in all types of organizations, irrespective of their size or type and due to the technologically advanced operations, growing complexities of internal structures of organizations, increasingly transient employees and such other reasons, vulnerability of a Company, to risks emanating from fraud(s), has increased. However, the risks emanating from the fraud(s), can be reduced through a combination of measures aimed at: a. Detecting fraud(s), b. Preventing fraud(s) c. Deterring the person intending to defraud and d. Controlling the fraud(s). The Company is committed to conducting business in an environment of fairness and integrity, and will strive to eliminate fraud from all operations. The Company adopts a “Zero-Tolerance” approach to fraud and will not accept any dishonest or fraudulent act committed by internal and external stakeholders.

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), which deals with the Corporate Governance practices to be followed by listed companies, also describes certain requirements on fraud reporting. These requirements inter alia include “Whistle Blower Policy” and also the chief executive officer and the chief financial officer should provide the compliance certificate to the board of directors as specified in Part B of Schedule II of SEBI LODR Regulations where under they are required to inform the Audit Committee instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting. The Company is committed to principles of professional integrity and ethical behaviour in the conduct of its affairs. Towards that, the Company has formulated a Whistle-Blower Policy which serves as the vigil mechanism for its Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct without fear of reprisal. In accordance with the SEBI Insider Trading Regulations, 2015 and as amended in 2018, the Company has also amended its policy to include matters relating to unpublished price sensitive information and the opportunity to enable employees to report instances of leak of unpublished price sensitive information to the Compliance Officer and/or Audit Committee. Further, statutory auditors of the company are required to comment on the Fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re- enactment(s) for the time being in force). Further, pursuant to Section 134 (3) (c) of the Companies Act, 2013, the Board of Directors of the Company are required to affirm in their Directors’ report that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

**Policy Statement (Anti-Corruption and Bribery Policy):** We take a zero tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery. Our associates, consultants, advisors and employees are prohibited from engaging in any bribery or potential bribery. This includes a prohibition against both direct bribery and indirect bribery, including payments through third parties. If any associate suspects or becomes aware of any potential bribery involving the Company, it is the duty of that associate to report their suspicion or awareness to the Company's Audit Committee and follow the procedure described. This policy applies to all individuals working for Route Mobile Limited or any of its subsidiaries and affiliates anywhere in the world (collectively referred to as the "Company") and at all levels and grades. This includes senior managers, officers, directors, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "associate(s)" in this policy).

If an employee is confronted with a situation involving conflict of interests or bribery, he must inform his/her hierarchy. Employees may not under any circumstances ask for any type of gift or other favor in the performance of their job. If they receive a gift or other favor in this context, they must refuse it unless it is permitted in certain situations, as provided for in this policy. Employees of the RML Group must conduct business with honesty and integrity. Any form of bribery is strictly prohibited.

Bribery is a serious criminal offence in countries in which the Company operates, including India, the United Kingdom (UK Bribery Act 2010), the United States of America (Foreign Corrupt Practices Act) and others. Bribery offences can result in the imposition of severe fines and/or custodial sentences (imprisonment), exclusion from tendering for public contracts, and severe reputational damage. We therefore take our legal responsibilities very seriously. We will uphold all laws relevant to countering bribery and corruption. The purpose of this policy is to: a) set out our responsibilities to comply with laws against bribery and corruption; and b) provide guidance on how to recognise and deal with bribery and corruption issues.

## 2. Definitions

### **Bribery:**

- a) The offer, promise or receipt of any gift, hospitality, loan, fee, reward or other advantage to induce or reward behaviour which is dishonest, illegal or a breach of trust, duty, good faith or impartiality in the performance of a person's functions or activities (including but not limited to, a person's public functions, activities in their employment or otherwise in connection with a business);
- b) The offer or promise of any gift, hospitality, loan, fee, reward or other advantage to a public official with the intention of influencing the public official in the performance of their public function, to obtain a business advantage; or
- c) Bribery includes not only direct payments, but also authorising or permitting an associate or third party to commit any of the acts or take any part in the actions identified in (a) and (b) above.

**Business Relation:** Customer, supplier (incl. suppliers in sponsoring relationship), (in)direct partners.

**Conflict of interests:** Any direct or indirect conflict between the personal interest of an employee and the interest of the RML Group or a company belonging to the RML Group.

**Employees:** All contractual and statutory employees bound to a company of the RML Group.

**Fraud:** Any behavior, whether by action or intentional omission, intended to gain, through scheme, deceit or abuse of trust, an undue advantage, that causes damage to the Companies.

**Government/ public official:** Includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.

**Irregularities:** Any acts that intentionally violate the Group's internal standards or its Code of Ethics and Conduct, if carried out with the intention to damage the Companies, the Personnel or a third party, or to gain an undue advantage for the perpetrator, any member of the Personnel or a third party.

**Personal relationship:** Any relationship between legal (married, legal cohabitants) or de facto (de facto cohabitants) spouses or any intimate relationship, whether on a one-time or regular basis

**RML Group:** RML and its affiliates.

### 3. Scope of Policy

The Policy shall apply to all frauds and bribery suspected and/or proven and/or otherwise, taking place in the Company, involving Directors (Whole-time or otherwise), Key Managerial Personnel, other Employees (including contractual employees) as well as Shareholders, Consultants, Vendors, Suppliers, Service Providers, Contractors, Lenders, Borrowers, Outside Agencies and other parties having business relationship with the Company (hereinafter referred to as the "Person") and any investigative activity, that will be conducted within as per the provisions of this policy, will be conducted without regard to the suspected person's length of service, position/ title or relationship with the Company.

### 4. Policy Objectives

The "Fraud Prevention Policy" has been framed to provide a system for detection and prevention of fraud & bribery, reporting of any fraud & bribery that is detected or suspected and fair dealing of matters pertaining to fraud. The policy will ensure and provide for the following:- To ensure that management is aware of its responsibilities for detection and prevention of fraud & bribery and for establishing procedures for preventing fraud and/or detecting fraud when it occurs. The policy intends to enumerate the measures that the Company shall implement to deter, prevent, control and detect the fraud(s) & bribery in the context of following elements: a. Creating and maintaining a culture of honesty and high ethics; b. Creating awareness about risks and controls; c. Identify and assess the risks of fraud; d. Implement the processes, procedures and controls needed to mitigate the risks and reduce the opportunities for fraud & bribery; and e. Develop an appropriate oversight process.

As per the provisions Explanation (i) of S. 447 of the Companies Act, 2013, “fraud” in relation to affairs of a company or any body corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss. Fraud may include a range of irregularities and illegal acts more particularly characterized by intentional deception or misrepresentation, which an individual knows to be false or does not believe to be true and which is likely to result in some unauthorized benefit to him/her or to another person.

The term Fraud shall include but not be limited to the acts mentioned hereunder:- i. Execution of a document on behalf of the Company, with malafide intention and ulterior motive, with an intention to gain wrongful advantage and/or with an intention to cause wrongful loss to the Company; ii. Forgery or wrongful alteration of any document belonging to or the Company; iii. Forgery or alteration of a cheque, bank draft or any other financial instrument and/or document etc.; iv. Misappropriation and mis-utilisation of funds, securities, supplies or other assets of the Company etc.; v. Willful suppression of facts/ deception in matters of appointments, placements, tender committee recommendations, entity and project appraisal, submission of reports, etc. as a result of which a wrongful gain(s) is made to one and /or wrongful loss(s) is caused to the others; vi. Utilization of the Company funds for personal purposes; vii. Authorizing or receiving payments for goods/products not supplied or services not rendered; viii. Destruction, disposition, removal of record(s) or any other asset(s) of the Company with an ulterior motive to manipulate and misrepresent the facts so as to create suspicion/ suppression of facts/ cheating as a result of which factual assessment/ decision can't be arrived at; ix. Impropriety in the handling or reporting of money or financial transactions; x. Profiteering as a result of insider knowledge of company activities; xi. Disclosing and/or providing by any means of communication, any confidential information related to the Company, to outside parties; xii. Accepting or seeking anything of material value from contractors and/or vendors and/or lenders and/or borrowers and/or persons providing services/ materials to the company in contravention of Code of Conduct (including the receipt of excessive gifts or accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to the Company); xiii. Diversion to an employee or outsider of a potentially profitable transaction; xiv. Concealment or misrepresentation of transactions, assets or liabilities; xv. Expense report fraud (e.g. claims for services or goods not actually provided); xvi. Loss of intellectual property (e.g. disclosing confidential and proprietary information to outside parties); xvii. Conflicts of Interest resulting in actual or exposure to financial loss; xviii. Vendor fraud; xix. Embezzlement (i.e. misappropriation of money, securities, supplies, property or other assets); xx. Cheque fraud (i.e. forgery or alteration of cheques, bank drafts or any other financial instrument); xxi. Payroll fraud; xxii. Corruption; xxiii. Fraudulent financial reporting (e.g. forging or alteration of accounting documents or records; intentional concealment or misstatement of transactions resulting in false records or misleading statements; intentional failure to record or disclose significant information accurately or completely); xxiv. Improper pricing activity; xxv. Unauthorized or illegal use of confidential information (e.g. profiteering as a result of insider knowledge of company activities); xxvi. Unauthorized or illegal manipulation of information technology networks or operating systems; xxvii. Any similar or related inappropriate conduct. (This list is only indicative and not intended to exhaustive).

In addition to all that is stated hereinabove and in all other applicable laws, the term “fraud” shall include any misappropriation(s) and/or inappropriate conduct(s) and/or false representation and/or concealment of a material fact and/or any other illegal act committed intentionally to cause wrongful gains to self or others and /or wrongful loss to others.

## 5. Fraud Prevention Measures

### 5.1. Internal Audit:

- a) Periodically assess the Policy, based on the effectiveness of controls and Fraud events reported.
- b) Manage and address any reports received through the available channels, as defined in the Code of Ethics and Conduct and in the Fraud Management Procedure, and investigate any cases associated with internal fraud.
- c) Submit a regular report of relevant cases to the Audit Committee, which has exclusive competence for resolving Fraud cases involving accounting, internal control or audit issues.
- d) Check the implementation of action plans to ensure that corrective actions are applied once Fraud is detected in order to mitigate its effects.
- e) Include in the annual Internal Audit Plan the necessary testing procedures aimed at detecting any Fraud and/or Irregularity red flags.

### 5.2. Legal Agreements:

Amendments shall be made in the general conditions of contracts, sanctions, loan/ subsidy/ grant agreements of the Company wherein all bidders/ service providers/ vendors/ lenders/ borrowers/ consultants etc. shall be required to certify that they would adhere to anti-fraud Policy of the Company and not indulge or allow anybody else working in the Company to indulge in fraudulent activities and would immediately apprise the Company of the fraud/suspected fraud as soon as it comes to their notice.

In case of failure to do so, the Company may debar them for future transactions.

**5.3. Audit Committee:** Company's Audit Committee's terms of reference include reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board. Accordingly Audit Committee shall monitor the application of the Company's risk management reporting policy, including Fraud risks. As such, the Audit Committee shall have all the responsibilities and powers granted to it by legislation and internal standards, with sufficient powers to carry out the actions that the Audit Committee deems appropriate.

## 6. Reporting

Any incidence of fraud & bribery can be reported by using the means of the whistle blower policy or by writing to the Managing Director or Chief Human Resource Officer or Company Secretary. Information relating to all frauds involving amount of Rs. 10 Lakhs (Rupees Ten Lakhs only) and above each to be reported to the Audit Committee of the Board of Directors/ Board of Directors at its next meeting.

## 7. Books, records, agreements, and payments

The RML Group must make and keep books, records and accounts that accurately and fairly reflect its transactions and disposition of assets to facilitate a full understanding and audit trail. No false or misleading entries should be made in the books and records of RML for any reason whatsoever. All contracts and other documents must accurately describe the transactions to which they relate. Agreements must be made in writing. No payment on behalf of the RML Group should ever be made in cash. No payment on behalf of the RML Group may be approved without adequate supporting documentation or made with the intention or understanding that all or part of any such payment is to be used for any purpose other than that described by the documents supporting the payment.

## 8. Prohibited Action under Anti - Corruption & Anti - Bribery

It is not acceptable to: a) give, promise to give, or offer, a payment, gift or hospitality to secure or award an improper business advantage; b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to facilitate, expedite, or reward any action or procedure; c) accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them; d) induce another individual or associate to indulge in any of the acts prohibited in this policy; e) threaten or retaliate against another associate who has refused to commit a bribery offence or who has raised concerns under this policy; f) give or accept any gift where such gift is or could reasonably be perceived to be a contravention of this policy and / or applicable law; or g) engage in any activity that might lead to a breach of this policy.

Bribery has multiple typologies: we distinguish public and private bribery as well as active and passive bribery.

- Public bribery always involves a person who holds a public office. (i.e.: an elected official, a political cabinet member, a political candidate, a judge, ...)
- Private bribery only involves private individuals or private companies.

Of the two, public bribery is punished more severely.

- In active bribery someone makes or attempts to make a bribe.
- In passive bribery someone either requests an advantage, agrees to receive one or accepts an offer of a bribe.



## 9. Gifts and Hospitality

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve our company image, present our products and services, or establish cordial relations. Gifts and Hospitality:

- Must be duly approved. Normal business hospitality must always be approved at the appropriate level of Company management.
- Must not be intended to improperly influence. Associates should always assess the purpose behind any hospitality or entertainment. Hospitality or entertainment with the intention of improperly influencing anyone's decision-making or objectivity, or making the recipient feel unduly obligated in any way, should never be offered or received. Associates should always consider how the recipient is likely to view the hospitality. Similarly associates must also decline any invitation or offer of hospitality or entertainment when made with the actual or apparent intent to influence their decisions.
- Must not have the appearance of improper influence. Gifts can in some cases influence, or appear to influence, decision-making, for example by persuading the recipient to favour the person who made the gift over his own employer.

Associates should think very carefully before making, or receiving, gifts. Gifts can occasionally be offered to celebrate special occasions (for example religious holidays or festivals or the birth of a child) provided such gifts do not exceed INR 5,000 in value, and are occasional, appropriate, totally unconditional, and in-fitting with local business practices. No gift should be given or accepted if it could reasonably be seen improperly to influence the decision-making of the recipient.

- Certain gifts are always prohibited. Some types of gifts are never acceptable including gifts that are illegal or unethical, or involve cash or cash equivalent (e.g. loans, stock options, etc).

Furthermore, by way of non-exhaustive example, an invitation to his/her family to join him on a foreign business trip, or the extension of a trip at the customer's expense to include a holiday, are at all times unacceptable, and associates should not participate in such practices.

- Modest promotional gifts are permitted. It is acceptable to offer modest promotional materials to contacts e.g. branded pens. Use of one's position with the Company to solicit a gift of any kind is not acceptable. The Company will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to, and receiving payments from, third parties. Associates must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review and/or a review from the appropriate member of the Company's Human Resource (HR) team.

However, the Company allows associates occasionally to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision-making process.

- Personal payment does not cure. Associates may never pay on their personal account for gifts or hospitality in order to avoid this policy.

## Gifts

	RML representative receiving from	RML representative giving to
Business relation (potential or existing) or	<ul style="list-style-type: none"> <li>• Gifts in cash or cash-equivalents (such as gift cards or certificates) are strictly prohibited</li> <li>• Max. total commercial value of 5000 INR per offering party per calendar year</li> <li>• No pending tender, RFP, RFQ, RFI</li> <li>• Inform hierarchy</li> <li>• Share with colleagues where possible</li> </ul>	<ul style="list-style-type: none"> <li>• Gifts in cash or cash-equivalents (such as gift cards or certificates) are strictly prohibited</li> <li>• Max. total commercial value of INR 5000 per receiving party per calendar year</li> <li>• No pending tender, RFP, RFQ, RFI</li> <li>• For gifts with value &gt; INR 2500: Ask confirmation that receiving the gift is in line with their internal policies</li> </ul>
Public Officials	<b>Not Authorized</b>	<b>Not Authorized</b>

If an employee has doubts about whether a gift or other favour is permitted, he/she should ask his/her hierarchy about this in writing, requesting the latter's approval before accepting the gift or other favour. The hierarchy may always refer to the Group Compliance Officer to evaluate the receivability of the gift or favour.

## Business Meals

	Paid by RML	Paid by business relations or public officials
Business relation (potential or existing) or public officials / institutions	<ul style="list-style-type: none"> <li>• No pending tender, RFP, RFQ, RFI</li> <li>• If externally, max. value of INR 5000* pp/pd</li> <li>• Maximum tip of INR200</li> </ul> No spouse or guest paid by Proximus	
RML representative		<ul style="list-style-type: none"> <li>• No pending tender, RFP, RFQ, RFI</li> <li>• Max. value of INR 5000* pp/pd</li> </ul> No spouse or guest paid by Business relation/Public Official

\* Business lunches of which the value exceeds the threshold should either be paid by the business relation (in case A) or by Route Mobile (in case B).

## Events organized by RML

	Events organized by RML (inclusive of those sponsored by 3 <sup>rd</sup> parties)
Business relations (potential or existing) and Government officials / institutions	<ul style="list-style-type: none"> <li>No pending tender, RFP, RFQ, RFI</li> <li>Documented approval** from N+1 of external guests (minimum director level or compliance/legal department of external guest's organization)</li> <li>Hotel &amp; transportation costs need to be paid by the business relation</li> <li>Event must have an entirely professional nature and purpose must be linked to promoting the company's activity, developing business, or improving the quality of working relationships between Proximus and its business relations</li> <li>Limitation: No more than 2 occasions for the same person within a 12-month period by the inviting Proximus department</li> </ul>
RML representatives	<ul style="list-style-type: none"> <li>For Route Mobile representatives attending the event - potential tax consequences should be checked with TAX department as a risk of qualification and taxation of an additional benefit in kind could occur.</li> </ul>

## Events organized by third parties: VALUE < INR 200.000 (per person, per offer)

	Events organized by 3 <sup>rd</sup> parties, sponsored by RML and RML invites	Events organized by 3 <sup>rd</sup> parties and 3 <sup>rd</sup> parties invites
Business relations (potential or existing) and Government officials / institutions	<ul style="list-style-type: none"> <li>No pending tender, RFP, RFQ, RFI</li> <li>Existence of formal, signed sponsoring contract between Proximus and third party</li> <li>Documented approval from N+1** (minimum director level or compliance/legal department of external guest's organization)</li> <li>Hotel &amp; transportation costs need to be paid by the business relation</li> <li>Event must have an entirely professional nature and purpose must be linked to promoting the company's activity, developing business, or improving the quality of working relationships between Proximus and its business relations</li> <li>Limitation: No more than 2 occasions for the same person within a 12-month period by the inviting Proximus department</li> <li></li> </ul>	
RML representatives		<ul style="list-style-type: none"> <li>No pending tender, RFP, RFQ, RFI</li> <li>Inform hierarchy in writing</li> <li>Hotel &amp; transportation costs need to be paid by the Proximus representative</li> </ul>
<p><b>**Self-approval from invitee (marked by accepting invitation) in case external guest is Director of SME, self-employed (without Compliance or Legal Office) or Minister</b></p>		

**Events organized by third parties: VALUE > INR200.000 (per person, per offer)**

	Events organized by 3 <sup>rd</sup> parties, sponsored by RML and RML invites	Events organized by 3 <sup>rd</sup> parties and 3 <sup>rd</sup> parties invites
Business relations (potential or existing) and Government officials / institutions	<p>Organize a competition to distribute participation to event</p> <ul style="list-style-type: none"> <li>• No pending tender, RFP, RFQ, RFI</li> <li>• Existence of formal, signed sponsoring contract between Proximus and third party</li> <li>• Documented approval from N+1** (minimum director level or compliance/legal department of external guest's organization)</li> <li>• Hotel &amp; transportation costs need to be paid by the business relation</li> <li>• Event must have a professional nature and purpose must be linked to promoting the company's activity, developing business, or improving the quality of working relationships between Proximus and its business relations</li> <li>• Limitation: maximum 2 occasions for the same person within a 12-month period by the inviting Proximus department</li> </ul>	
RML representatives	<ul style="list-style-type: none"> <li>• For Route Mobile representatives attending the event - potential tax consequences should be checked with the TAX department as a risk of qualification and taxation of an additional benefit in kind could occur.</li> <li>• Limitation: No more than 2 occasions for the same person within a 12-month period</li> </ul>	<ul style="list-style-type: none"> <li>• No pending tender, RFP, RFQ, RFI</li> <li>• Documented approval from the hierarchy (minimum lead level or equivalent)</li> <li>• Hotel &amp; transportation costs need to be paid by the Proximus representative</li> <li>• Event must have a professional nature and purpose must be linked to promoting the company's activity, developing business, or improving the quality of working relationships between Proximus and its business relations</li> <li>• Limitation: maximum 2 occasions for the same person within a 12-month period</li> </ul>
<p><b>**Self-approval from invitee (marked by accepting invitation) in case external guest is Director of SME, self-employed (without Compliance or Legal Office) or Minister</b></p>		

## Charitable Donations

Charitable donations include anything of value donated by the RML Group to support charitable causes. Charitable donations are directed towards the sustainability priorities of the RML Group, such as widening access to telecommunications to disadvantaged people, encouraging a responsible use of its products and enable a greener society.

Charitable donations are subject to the following rules aiming at preventing any bribe or even the appearance of bribe, and employees of the RML Group are required to comply with these rules:

- A charitable donation must be approved in advance by the Human Resources Department.
- Charitable donations must never hide a bribe.
- Charitable donations must be made without expectation or acceptance of a business or personal advantage in return and without the intention to influence decisions.
- Charitable donations may only be made to established charitable organizations and for legitimate charitable purposes.
- All payments for charitable contributions must be made by a duly recorded bank transfer. Cash payments or equivalents (vouchers) are strictly prohibited.

## 10. Facilitation of Payments and Kickbacks

The Company prohibits making or accepting, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favour or advantage. All associates must avoid any activity that might lead to a facilitation payment or kickback being made or accepted. The Company may make donations but only if they are ethical and in compliance with this policy, local applicable laws, the UK Bribery Act and the US FCPA. No donation should be made which may, or may be perceived to breach applicable law, or any other section of this policy.

MISCELLANEOUS: Associates must ensure that they have read and understood this policy and, must at all times comply with the terms and conditions of this policy. Prevention, detection and reporting of corruption are the responsibility of all those working for us or under our control. All associates are required to avoid any activity that might lead to, or suggest, a breach of this policy. Associates must notify their reporting manager or consult an appropriate member of the Human Resource (HR) team as soon as possible if they believe or suspect, or have a reason to believe or suspect, that a breach of this policy has occurred, or may occur in the future. We are apolitical, advocate government policies on sustainability and do not contribute financial or in kind to political parties, politicians and related institutions in any of the countries. We do not make contributions to political parties, political party officials or candidates for political office. Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organization or public official for any unlawful or unauthorized purpose is prohibited. Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

# 11. Conflict of Interests

## Side-line activities

An employee may not engage in any paid or unpaid side-line activities that would be in competition with the activities of the RML Group.

## Management of one's own file, or of a personal relationship's file

In the course of his/her duties, an employee may not process or modify any records/data concerning himself or herself or personal relationships. If an employee has to deal, in the course of his/her normal activities, with data or a specific case of personal relationships, he/she is obliged to hand the management of this file or case over to a colleague or to his/her superiors. The management of a file or a specific case of third parties, which could generate a form of conflict of interests, is prohibited unless the employee has received prior written authorization from his/her hierarchy.

## Company assets

Unless specified otherwise in a policy or regulations applicable to the employee, the employee may never use the assets of the RML Group to obtain a direct or indirect personal advantage, whether for himself or for someone else. The assets of the RML Group may only be used for the performance of the assignment within the RML Group. These company assets must be understood in the broad sense and include not only the physical equipment available to the employee, but also elements such as working hours, information, and financial assets of the company.

## Financial Interests

Employees may not have any financial interests that could influence their judgment or professional duties to the detriment of the RML Group. This means that he/she or a personal relationship may not be involved in or derive profit from the financial interests of a competing company, or of a supplier, customer, co-contractor, or any other company with which the employee maintains or will maintain a business relationship. There is no conflict of interests if an employee holds shares or bonds in a company listed on the stock exchange, or has a stake in an investment fund, provided that the judgment and decisions of the employee concerned are not affected in the exercise of his/her responsibilities in the RML Group.

## Misuse of insider information

Employees are formally prohibited from using internal and/or confidential information specific to the RML Group's activities to buy or sell shares, or to derive profit for themselves or for others based on this information.

## Position of influence / hierarchical link

To avoid the creation of a conflict of interest, no situations are allowed which would put the employee in a position of influence in relation to personal relationships. A position of influence means that one employee has a hierarchical link with another employee or has the power to determine the other's salary or grant him advantages of one kind or another.

It is up to the Human Resources Department to decide whether an employee's personal relationship should be hired or designated for a certain position or an internal promotion.

# 12. Relationships with Suppliers and related third parties

The RML Group does extensive business with suppliers and related third parties. The RML Group pays particular attention to preventing bribery in the dealings between employees of the RML Group and suppliers and related third parties. Therefore, RML Group has adopted a Suppliers' Code of Conduct (SCoC) Policy, containing anti-bribery principles to be complied with in connection with the procurement of goods and services.

In addition, as set out in more details in the SCoC Policy, the RML Group requires its suppliers and related third parties representing RML to abstain from providing or offering to provide any payment or anything of value to anyone on behalf of RML in attempts to acquire or preserve business or obtain an improper advantage.

## 13. Relationships with Government Officials

The RML Group, in the normal course of its business, has frequent interactions with government officials and public authorities. The RML Group is committed to respecting the highest professional and ethical standards in these interactions and to establish long-lasting relationships based on reciprocal trust and respect.

### Political Contributions

The RML Group does not make financial or other contributions in any form to support political parties or politicians, or to pursue political goals.

## 14. Penalties for Non – Compliance

Any violations of this Policy, the Internal Procedures mentioned in this Policy and any applicable regulations will make the Companies' Personnel personally liable for any direct or consequential damage whatsoever caused by said violation to the Company, including the demand for immediate return of any economic benefit that is unduly obtained. Such violations will be considered a serious breach of employee duties, which depending on the circumstances, may lead to termination of employment. A person who suspects or discovers fraudulent activity and fails to report the same as required by this policy or a person who intentionally reports false or misleading information is subject to disciplinary action.

## 15. Communication & Policy Approval

Dissemination of this policy for new joiners shall be carried out at the time of induction. This policy will also be shared with all existing associates. If you have any query about this policy, you should contact your reporting manager. Any changes to this Policy shall be approved by the Board of Directors. The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. The head of the Human Resources Department of the region has primary day-to-day responsibility for implementing this policy.

Any violation of this policy could result in disciplinary measures that may lead to dismissal, in accordance with the employment regulations applicable to you.

### What should you do if you spot bribery?

- 1 - refuse explicitly to take part in it; and
- 2 - inform your hierarchy and the Compliance Officer at [complianceofficer@routemobile.com](mailto:complianceofficer@routemobile.com) immediately. They will advise you on what to do next.

Employees who “participate in” or “close their eyes on” bribery face disciplinary sanctions up to dismissal, criminal prosecution, and hefty compensation fees. Bribery is bad business, for both our company and our employees.

You can even report anonymously, using the Route Mobile Whistleblowing channels, as per the Whistle Blower (Vigil Mechanism) Policy found on the Company's website.

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