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Webhelp

ANTI-BRIBERY & ETHICS

POLICY



DOCUMENT CONTROL

Policy Name:	Anti-bribery & Ethics policy
Version:	1.1
Policy Owner:	Lionel Thibert - Group Chief Compliance Officer
Authorized for Application:	Sandrine Asseraf – Group Managing Director
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1. PURPOSE

The objective of this policy is to describe and ensure all employees, suppliers and business partners are fully aware of the compliance Programme in accordance with relevant anti-bribery laws and Webhelp policies also considering any business environment constraints.

2. SCOPE

This Policy applies to all employees, whether full-time, part-time, contract or temporary and third parties who perform services for or on behalf of Webhelp, its affiliates and majority-owned or controlled subsidiaries (collectively referred to as "**Webhelp**"), and those who represent Webhelp's interests in any joint ventures.

3. POLICY STATEMENT

While the Webhelp Code of Conduct provides guidance on common ethical issues including anti-bribery, this policy and the specific policies listed below form the backbone of Webhelp Compliance Programme.

Webhelp is committed to winning business through fair, honest and open competition in the marketplace and is intolerant of bribery or any other form of corruption. All employees must strictly adhere to the letter and spirit of all applicable anti-corruption laws in which we do business.

4. WEBHELP'S COMMITMENTS

4.1 Compliance with laws

Webhelp must comply with the antibribery laws and regulations of every country in which it operates which collectively prohibit any form of corruption, bribery or influence peddling.

This Policy is regularly reviewed and updated to comply with applicable laws and regulations

4.2 Whom to contact with Questions about Webhelp's Anti-Bribery & Ethics Policy

Corruption issues are often not black and white. Determining when a payment, gift, or business promotion is permissible under this Policy can involve complex legal questions that depend on the facts of a particular case. Webhelp does not expect Employees to make these decisions on their own. The Policy is designed to provide guidance, but it cannot anticipate all situations that may arise in the course of Webhelp's business. Where an Employee is unsure whether certain conduct may violate the Policy, he or she must seek prior guidance from the Local Compliance Leader (main

Compliance point of contact for a respective business activity such as a Region, legal entity, Function or Site who supports the Compliance team) or the Compliance team before taking any further action.

4.3 Prohibition of bribery

Webhelp and its employees are strictly prohibited from either receiving or authorizing, offering, promising, or giving, directly or indirectly, cash, gifts, or anything of value from or to an officer, employee, or agent of a commercial counterparty or from or to a foreign government official, political party or official thereof, or candidate for political office, for the purpose of seeking or obtaining improper performance of a person's duties or other improper advantage, or influencing a decision through provision of a personal benefit.

Webhelp also prohibits facilitation payments. A "facilitation payment" is a small, unofficial payment to a low-level public official made to speed up or obtain a routine administrative process. Facilitation payments are typically requested to expedite visa applications, customs clearance, administrative procedures, etc.

A narrow exception exists if a facilitation payment is made in the context of avoiding or preventing an imminent threat to the health, safety or welfare of a Webhelp employee. In such cases, the employee should immediately inform a member of the Legal & Compliance team.

4.4 Specific policies

Webhelp has adopted specific policies to address key compliance risks. These include among others:

4.4.1 Gifts and Hospitality

Gifts

Because a gift may create an appearance of undue influence on those with whom Webhelp does or seeks to do business, Employees should be extremely cautious of receiving or providing any gift whatsoever in a business context. Any such gifts must be limited to items of nominal value, such as, in the case of giving a gift, items branded with Webhelp logo. Cash gifts or payments may never be accepted or provided. Employees must also familiarize themselves with local standards and regulations applicable to a foreign government official prior to offering even a nominal gift.

Even gifts purchased partly or entirely with personal money are included in this Policy if they are given in a business context that is, to a person with whom the Employee does business or with whom it hopes or expects to do business.

Hospitality

Reasonable and bona fide hospitality or other expenditures, such as travel and lodging expenses involving customers and prospects are generally acceptable if directly related to the promotion, demonstration, or explanation of Webhelp's products or services. However, the purpose underlying such expenditures may never be to cause any individual to improperly perform his duties or to influence a foreign government official by way of providing personal enrichment of such official or anyone associated with such official. Expenditures for the benefit of family members of customers, prospects, or foreign government officials or payment for such activities as side trips or visits to touristic attractions are strictly prohibited.

Documenting Gifts and Hospitality

All gifts, meals, travel or entertainment must be itemized and identified when submitting the expense reports. Expense reports must be accompanied by receipts and other supporting paperwork.

Should you need any guidance on the process and threshold to apply please liaise your Local Compliance Leader.

4.4.2 Sponsorships & Donations

Sponsorships and Donations can be used to disguise an improper advantage. It can be diverted from the purpose for which it has been made and be used for the personal use or benefit of a Public Official or private party.

Sponsorship and Donations can be or appear as bribery, directly or indirectly. A bribe is the obtaining or retaining of business (or other advantages) through the promise, offer or grant of an advantage. Sponsorship can also raise the issues of conflicts of interest, of fraud, of misuse of company property, and of money laundering, and can damage Webhelp's reputation.

Decisions to engage the Company in any sponsorship is subject to prior approval and must be properly recorded.

4.4.3 Conflicts of Interests

Webhelp employees must avoid any situation that involves or may involve a conflict between their personal interests (or those of family members or relative or close personal friends) and those of the Company.

A conflict of interest arises when our personal interests interfere, or appear to interfere, with our ability to perform our job without prejudice to the company's best interest.

To protect employees and Webhelp from actual or apparent conflicts of interest, employees must not make or hold any investments in a supplier, customer, competitor, consulting company or any business partner if the nature of such investments might affect a business decision taken on behalf of Webhelp.

Employees must not deal directly with a business partner that can be a customer, a supplier, an agent, a consultant or any other third party, if they or their family members or relative or close personal friends have an interest in such third parties. If such situations arise, employees must clearly inform their manager of the matter and obtain written approval to proceed.

Webhelp expects its employee to disclose a conflict of interest when one arises.

4.4.4 Third-Parties

Third-Parties are any individuals, companies, associations, partnerships, or other entities acting on behalf of or for the benefit of Webhelp including but not limited to agents, consultants, lobbyists, suppliers, distributors, resellers. Webhelp will conduct an appropriate risk-based antibribery due diligence review of the Third-Party in accordance with Webhelp policies.

4.4.5 Mergers, Acquisitions and Joint Ventures

Before entering any merger, acquisition or joint venture agreement, the Compliance team shall oversee a due diligence inquiry.

The Compliance team shall ensure that the merger or acquisition counterparties have abided by, and agreed to abide by anti-bribery laws, including French Anti-Corruption Laws, the FCPA and the Bribery Act, regardless of whether those counterparties are subject to these laws. Any merger, acquisition or joint venture agreement shall contain appropriate contractual safeguards, including that the counterparties agree to abide by this Policy.

4.5 Training & awareness

Company personnel will be trained regularly on this Policy. The Legal & Compliance team may require that certain joint venture partners or Third-Party Representatives also receive anticorruption training. The Legal & Compliance team may also require that certain Employees receive additional, specialized training because of the nature of their role and responsibilities on behalf of Webhelp.

4.6 Books & Records

Webhelp will only reimburse expenditures for goods, services or other expenses that are fully and properly supported by third-party invoices or receipts. All expenditures for gifts, meals, travel and entertainment, for foreign government officials and private parties, must be properly documented and approved.

Employees are required to create, and Webhelp is required to maintain, complete and accurate books and records for all payments made or received by Webhelp. There is no exception for de minimis payments, so these rules apply no matter how small the payment may be.

Webhelp is also required to implement and maintain a system of internal accounting controls to ensure that Webhelp's transactions are carried out in accordance with appropriate delegations of authority. Company managers and financial personnel will review accounting controls to ensure high moral, ethical and professional standards.

4.7 Periodic Audits

Audits and testing of the accounting manuals shall be performed periodically.

5. HOW TO RAISE A CONCERN

Any Webhelp employee, business partner, or stakeholder can raise a concern if they believe this Policy is being, or at risk of being, breached. Webhelp employees should raise any concern as soon as practically possible with their line manager or local compliance officer.

Alternatively, concerns can be raised confidentially by submitting a report through PhonEthics Webhelp's Ethics channel at www.bkms-system.com/phonethics. Any report will be received and handled confidentially by the designated compliance officer. Webhelp will not allow any retaliatory action to be taken against a person for making a good faith report of a suspected breach of this Policy or applicable laws.

6. BREACHES OF THIS POLICY

The breach of this policy by an employee constitutes a disciplinary offence, which will be handled in accordance with the relevant disciplinary policy applicable to the local business and they can result in disciplinary actions, including termination of employment.