



SIMPSOFT SOLUTIONS

CODE OF CONDUCT

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INTRODUCTION

Simpsoft Solutions Private Limited (the "Company") is committed to conducting its business and affairs with honesty, integrity and in accordance with high ethical and legal standards. This Code of Ethics and Business Conduct (the "Code") provides a set of ethical standards to guide each director, officer, employee and representative of the Company and its subsidiaries worldwide (referred to for the purposes of this Code as "Employees") in the conduct of their business and constitutes conditions of employment and assignment with the Company. The Code also applies to suppliers, agents, representatives, consultants and other business partners and associates of the Company who will also abide by the high ethical standards reflected in this Code of Conduct (the term "Employees" should be read to include them even if they are not employed by Simpsoft).

This Code is designed to promote integrity and to deter wrongdoing. It provides an overview of the Company's expectations for its Employees and parties with whom it deals with and is supplemented by other current policies adopted by the Company and those other policies that may be adopted by the Company from time to time. Contraventions of and deviations from such policies shall be considered to be contraventions of and deviations of this Code.

APPROACH AND INTERPRETATION OF THIS CODE

The Code sets out expectations of behaviour and guiding principles for all to act with fairness, honesty, integrity, and openness. We are committed to treating people with respect, equality and dignity without regard to race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status, family status, disability, or a conviction for which a pardon has been granted or a conviction record has been suspended.

All Employees are expected to perform their work to the best of their abilities; use Company assets as intended; safeguard sensitive and confidential information; perform duties in accordance with all applicable laws, and company policies, procedures, and rules; and live and exemplify the safety and healthy culture.

It is expected that all will support and reflect the values of the Company in all public interactions and demonstrate behaviours consistent with our values.

This Code is not a complete guide to every legal or ethical issue that may be encountered in carrying out one's duties, and all must also consider Company's other policies and procedures which may apply to each particular situation. Questions about how this Code applies to certain situations, or about whether a particular action will be in compliance with this Code, are encouraged.

Honesty and common sense are the best guidelines for assessing whether or not an action will be in compliance with this Code, and all are expected to use good judgment and maintain high ethical standards and to have regard for the Company's values when conducting business activities.

If in doubt, Employees should speak to their manager and human resources officers and should also ask themselves the following questions, which may help to guide their actions:

- Will the action being considered reflect the intent and purpose of this Code and applicable laws, even with the benefit of hindsight?
- Is the action being considered appropriate, ethical and honest? Does it "feel" right?
- Is the action being considered appropriate, ethical and honest? Does it "feel" right?
- Would most people see the action as being appropriate, ethical and honest, and would someone be comfortable defending it in front of colleagues, superiors, friends and family?

If the answer to any of these questions is "No", then the contemplated action should not be taken without further guidance. If the question remains unanswered after having spoken to a senior member of the Company, the Company's human resources department should be contacted for advice.

COMPLIANCE WITH LAWS

The Company expects its Employees to comply with all applicable laws, rules and regulations, including (but by no means limited to) those regarding labour and employment practices, privacy, human rights, consumer protection, advertising, environment, health and safety, financial disclosure, tax, securities, insider trading, stock exchange rules, competition and trade, political contributions, government contracting, corruption of public officials, and intellectual property. The following describes specific examples, but as stated above, this list is not exhaustive.

a. Insider Trading

Our employees must not indulge in any form of insider trading nor assist others, including immediate family, friends or business associates, to derive any benefit from access to and possession of price sensitive information that is not in the public domain. Such information would include information about our company, our group companies, our clients, our suppliers, and our partners.

b. Bribery and Corrupt Practices

We are committed to operating our businesses conforming to the highest moral and ethical standards. We do not tolerate bribery or corruption in any form. This commitment underpins everything that we do.

Our employees and those representing us, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours for the conduct of our business.

You must not tolerate, permit, or engage in any form of corruption, extortion, or bribery. This is true whether you are working with government officials or individuals in the private sector.

c. Fraud

The Company has zero tolerance for all forms of fraud including fraudulent financial reporting, misappropriation of assets and corruption. Employees are required to report any suspected fraudulent activities in accordance with this Code. The Company protects all employees who report such activities. Appropriate level of management of the Company independent from the party involved in the alleged fraudulent activity is required to conduct an extensive and objective investigation to resolve the reported issue.

d. Fair Competition

The Company seeks to outperform its competition fairly and honestly. The Company seeks competitive advantages through superior performance, not through unethical or illegal business practices. Information about other companies and organizations, including competitors, must be gathered using appropriate methods. The Company must guard against price-fixing or arranged market segmentation and monopolistic behaviour that aims to reduce competition. Illegal practices such as trespassing, burglary, misrepresentation, wiretapping and stealing are prohibited. Each Employee should endeavour to respect the rights of, and deal fairly with, the Company's customers, suppliers, competitors and Employees.

We must never enter into any agreements - whether expressed or implied—that violate the letter or spirit of anti-competition laws. We must never discuss the following topics with competitors:

- Pricing
- Splitting potential customers or territories
- Any other tactic to unreasonably restrict competition

In addition, we must never alter or draft agreements to conceal or falsify deal terms.

e. Use of Assets for Illegal or Unethical Purposes

The funds or assets of the Company shall never be used for any purpose that violates an applicable law or regulation. It is the Company's policy to protect its assets and promote their efficient use for legitimate business purposes. The Company's assets should not be wasted through carelessness or neglect nor appropriated for improper use. Proper discretion and restraint should always govern the personal use of the Company's assets.

CONFLICTS OF INTEREST

The Company's best interests must be paramount in all of its dealings with customers, suppliers, competitors, existing and potential business partners and other stakeholders and representatives. Employees should not engage in any activity, practice or act which conflicts, has the potential to conflict, or which could reasonably be perceived as conflicting with the interests of the Company. A conflict of interest occurs when an Employee places or finds himself or herself in a position where his or her private interests actually conflict, have the potential to conflict, or which could reasonably be perceived as conflicting with the interests of the Company or have an adverse effect on the Employee's motivation or the proper performance of his or her job. Examples of such conflicts could include, but are not limited to:

- accepting outside employment with, or accepting personal payments from, any organization which does business with the Company or is a competitor of the Company;
- accepting or giving gifts of more than modest value to or from vendors or clients of the Company;
- competing with the Company for the purchase or sale of property, services or other interests or taking personal advantage of an opportunity in which, the Company has an interest;
- personally, having immediate family members who have a financial interest in a firm which does business with the Company; and
- having an interest in a transaction involving the Company or a customer, business partner or supplier (not including routine investments in publicly traded companies) or having an interest in a competitor of the Company.

If the Company determines that an Employee's outside work interferes with performance or the ability to meet the requirements of the Company, as they are modified from time to time, the Employee may be asked to terminate the outside employment or assignment if he or she wishes to remain employed by the Company.

Members of the board of directors of the Company (the "Board") shall disclose any conflict of interest or potential conflict of interest to the entire Board, as well as any committee of the Board on which they serve. A director who has a material interest in a matter before the Board, or any committee of the Board on which he or she serves, is required to disclose such interest as soon as the member of the Board becomes aware of it. In situations where a director has a material interest in a matter to be considered by the Board or a committee of the Board, such director should disclose the interest to the Board Chair and may be required to abstain from the meeting while discussions and voting with respect to the matter are taking place.

a. Corporate Opportunities

The benefit of any business venture, opportunity or potential opportunity resulting from each Employee's relationship with the Company should not be appropriated for any improper personal advantage. As Employees, a duty is owed to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

b. Acceptance of Gifts

Employees should not receive gifts, favours, meals or entertainment from current or potential Company service providers, suppliers, partners or customers if these might improperly influence the Employee's judgment, or even appear to do so. As a general guideline, an Employee may accept infrequent meals or entertainment which are not excessive, and for proper business purposes and not personal purposes, or inexpensive gifts having a value of less than Rs. 5,000 so long as they do not create the appearance of impropriety. Loans or gifts of money are never acceptable. In some departments or business units, more restrictive standards concerning gifts, favours, meals or entertainment may apply. Employees must not accept any gift, favour, meal or entertainment that violates those standards.

SAFE WORK ENVIRONMENT AND ETHICAL RELATIONSHIPS WITH OTHERS

Employees should treat their colleagues, the Company's shareholders, customers, suppliers, competitors, partners, the governments and the communities in which they operate fairly and respectfully, lawfully and ethically, with honesty and integrity, in a manner consistent with long-term relationships. The Company prohibits abusive or harassing conduct by Employees toward others (including other Employees), such as violence, unwelcome sexual advances, discriminatory comments based on age, gender, sexual orientation, disability, race, religion, citizenship, marital status, family situation, country of origin or other factors, inappropriate language, or other non-business, personal comments or conduct that make others uncomfortable in their employment with the Company. The Company expects Employees to report harassment or other inappropriate conduct as soon as it occurs.

The following describes certain specific examples of how the Company and its Employees take steps to ensure a safe work environment and enhance ethical relationships with each other and those with whom we deal with. As stated above, this list is not exhaustive.

a. Equal Employment Opportunity

The Company's employment decisions will be based on reasons related to Company's business, such as job performance, individual skills and talents, and other business-related factors. The Company policy requires adherence to all national, provincial or other local employment laws. The Company is also committed to providing a work environment that enables all Employees to be recruited, and to pursue their careers, free from any form of unwarranted discrimination and commits to offer equal employment opportunities without regard to any distinctions based on age, gender, sexual orientation, disability, race, religion, citizenship, marital status, family situation, country of origin or other factors, in accordance with the laws and regulations of each country in which it does business.

b. Health and Safety

The Company is committed to making the work environment safe, secure and healthy for its Employees and others. The Company expects each Employee to promote a positive working environment for all.

Each Employee is expected to consult and comply with all Company rules and public health policies regarding workplace conduct and safety. Each Employee should immediately report any unsafe or hazardous conditions or materials, injuries, and accidents connected with the Company's business and any activity that compromises Company security to the Employee's supervisor. Employees must not work under the influence of any substances that would impair the safety of themselves or others.

c. Communications with the Media

The Company's credibility and reputation in the community are vital to its business success. The Company is committed to providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities laws and rules. The goal of the Company's Disclosure and Insider Trading Policy is to raise awareness of the Company's approach to disclosure among its Employees, including those authorized to speak on behalf of the Company.

d. Good Ambassadorship

All Employees are ambassadors of the Company in both their business and personal lives. While the Company supports the freedom of the individual to pursue life in his or her own way outside of business hours, Employees are encouraged to act in a manner which upholds their good reputation and that of the Company. Employees shall represent the Company in a professional manner at all times. Neither the reputation nor the image of the Company shall be jeopardized at any time. The behaviour of all Employees is seen to reflect that of the Company, so all actions must reflect the policies of the Company.

SAFEGUARDING COMPANY INFORMATION AND ASSETS

Employees may be provided with equipment, information, credit/debit cards and access to technology in order to effectively perform their duties. While there are other policies that govern these areas, an overarching expectation is that you will protect and safeguard all Company information and resources and use them as the Company intended.

a. Confidential Information

Information is a key asset of the Company. The Company's information, written or oral, belongs to the Company. Employees shall keep secret and shall neither disclose to any third party nor use for non- Company purposes any information that the Company has designated as "Confidential". This applies as well to the confidential information of any other person or entity with which the Company does business. Confidential information includes, without limitation, employee and customer personal information, financial information and strategies, research and development activities.

b. Intellectual Property

All work, including but not limited to documents, research work, and business plans, created by employees, agents, representatives, contractors, consultants, or business partners on behalf of the Company is designated as and remains the property of the Company in perpetuity. As an Employee, you will respect the intellectual property of others and will adhere to all laws and contracts relating to intellectual property. You will disclose all intellectual property produced, made, composed, written or designed during the course of your employment with the Company and which relates to the Company or its business and work with the Company to ensure that rights in that intellectual property are validly assigned to the Company.

c. Electronic Use and Access

Telecommunications facilities of the Company such as telephone, cellular phones, intranet, Internet and email are Company property. Use of these facilities imposes certain responsibilities and obligations on all Employees. Usage must be ethical and honest with a view to preservation of and due respect for the Company's intellectual property, security systems, personal privacy, and freedom of others from intimidation, harassment, or unwanted annoyance.

Consistent with this approach, you should not:

- Download, distribute or store any software without permission;
- Download, distribute, or store any non-work-related data, music, games, or videos;
- Attempt any unauthorized access of intranet, Internet, email services, or Company information. This includes the distribution of messages anonymously, use of other staff user IDs or using false identity;

- Damage, delete, insert, or otherwise alter Company information carelessly or with malicious intent;
- Use the intranet, Internet, or email in a way that could defame, harass or abuse an individual or organization;
- Create, knowingly access, download, distribute, store, or display any form of offensive, defamatory, discriminatory, malicious or pornographic material;
- Deliberately propagate any virus, 'worm', 'trojan horse' or 'trapdoor' program code; and
- Knowingly disable or overload any computer system or network, or circumvent any system intended to protect the privacy or security of another user.

Please do not consider your electronic communication, storage or access to be private if it is created, accessed or stored at work using Company assets, including desktop computers, laptops, smartphones, tablets and other mobile devices. The Company reserves the right to monitor and audit any or all intranet, email or computing activity performed with Company IT assets, including use of those assets for personal purposes. Company staff may be called on to explain their use of the intranet, Internet, email or IT equipment.

Misuse of Company IT assets as described may result in restricted access to information technologies, disciplinary action up to and including termination of employment, and reporting to relevant regulatory authorities as required by law. The Company may also turn over Company IT assets to regulatory authorities to assist them in their investigation of unlawful activities.

GOVERNMENTS

The Company shall act in accordance with the constitution and governance systems of the countries in which we operate. We do not seek to influence the outcome of public elections, nor to undermine or alter any system of government. We do not support any specific political party or candidate for political office. Our conduct must preclude any activity that could be interpreted as mutual dependence/favour with any political body or person, and we do not offer or give any company funds or property or other resources as donations to any specific political party, candidate or campaign.

Any financial contributions considered by our Board of Directors in order to strengthen democratic forces through a clean electoral process shall be extended only through transparent, duly authorised, non-discriminatory and non-discretionary vehicles.

We engage with the government and regulators in a constructive manner in order to promote good governance. We conduct our interactions with them in a manner consistent with our Code.

We do not impede, obstruct or improperly influence the conclusions of, or affect the integrity or availability of data or documents for any government review or investigation.

FINANCIAL INTEGRITY, RECORDS, AND ACCOUNTING

The Company relies on our accounting books and records to report our financial results, make required legal filings, and make business decisions. We must keep accurate books and records of all your business dealings. These records must be in accordance with applicable standard accounting practices. If you know of any actual or potential financial, accounting, or books and records issue, you must speak to your manager/supervisor or accounting personnel or a senior management personnel.

The Company complies with all international trade laws and regulations that apply to our business and expects our suppliers, partners, and customers to do the same. Remember that import and export laws apply not only to goods but also to technology, software, intellectual property, and technical information.

COMMUNICATION OF THIS CODE AND THE NEED TO COMPLY

Those who do not comply with the Code, or anyone who knowingly makes a false statement, or a malicious or knowingly false allegation, or provides false information, may be subject to disciplinary action up to and including termination from employment and/or legal action.

It is important that all Employees understand the expectations outlined in our Code.

New hires may be provided with few of the Company's Code in their offer letters, and it will form part of their orientation to the Company Managers/Supervisors will review the Code with their staff each year, or earlier if there are changes, to review the principles and reinforce the Company's expectations.

All staff will refresh their understanding each year by completing electronic confirmation that they have read the Code and have had an opportunity to ask questions for clarification.

Copies of this Code are made available to all persons bound by it, either directly or by posting of the Code on the Company through email.

REPORTING SUSPECTED NON-COMPLIANCE

Employees who have information about non-compliant behaviour of the Company or of any Employee under this Code, or any governmental laws, rules or regulations have an obligation to promptly report the violation. Employees may do so orally or in writing and, if preferred, anonymously. Employees have several options for raising concerns.

1. Raise the concerns with the Employee's immediate manager/supervisor; or
2. Raise the concerns with the Company's HR;
3. Raise the concerns to the CEO or any senior management staff.

Information as to suspected improper accounting or auditing matters may also be reported anonymously. Employees are required to come forward with any such information, without regard to the identity or position of the suspected offender.

Because failure to report criminal activity can itself be understood to condone the crime, the Company emphasizes the importance of reporting. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report.

Employees who report can choose to remain anonymous and will not be required to reveal their identity. The Company will treat the information in a confidential manner and will seek to ensure that no acts of retribution or retaliation will be taken against anyone for making a good faith report. Retaliation in any form against an Employee who reports a violation of this Code

or of law, rule or regulation, even if the report is mistaken (provided it was made in good faith), or who assists in the investigation of a reported violation, is itself a serious violation of this Code.

Retaliation or reprisals can include demotion, suspension, threats, harassment or other similar conduct. Anyone who engages in retaliation or reprisal against someone who has made a good faith report will be subject to discipline, which may include dismissal.

Acts or threats of retaliation should be reported immediately and will be disciplined appropriately. If any Employee believes that he or she has been subjected to such retaliation, the Employee is encouraged to report the situation as soon as possible to one of the people noted above.

WAIVERS

Waiver of all or part of the Code, such as for potential conflicts of interests, shall be granted only in exceptional circumstances and only by the Board or a Director in writing. Waivers granted to directors or executive officers may only be granted by the Board and shall be publicly disclosed as required by law.

REVIEW OF CODE

The Corporate Governance and Compensation Committee of the Board may review and evaluate this Code from time to time as it may determine whether this Code is effective in ensuring that the Company's business and affairs are conducted with honesty, integrity and in accordance with high ethical and legal standards and make recommendations to the Board.

NO RIGHTS CREATED

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not, in any way, constitute an employment contract or an assurance of continued employment or create any rights in any Employee, client, supplier, competitor, shareholder or any other person or entity.

To report an incident, ask questions and further information on the Code, please contact:
hr@simpsoftsolutions.com or business@simpsoftsolutions.com