

*Draft – March 3, 2023  
Revised 04.03.23*

<b>Policy Title</b>	Anti-Money Laundering Policy (“ <b>AML Policy</b> ”), Anti-Corruption Compliance (“ <b>ACC Policy</b> ”) and Sanctions Policy (collectively, the “ <b>Compliance Policies</b> ”)
<b>Entity</b>	Nexus Select Mall Management Private Limited (formerly known as Nexus India Retail Management Services Private Limited) (“ <b>Manager</b> ”) in its capacity as manager of Nexus Select Trust
<b>Responsibility for ensuring Compliance</b>	Compliance Officer of the Nexus Select Trust (“ <b>Compliance Officer</b> ”)
<b>Applicability</b>	The Compliance Policies, including the AML Policy, the ACC Policy, and the Sanctions Policy, apply to the the Manager, Nexus Select Trust, special purpose vehicles of the Nexus Select Trust, its holding companies and investment entities (each, a “ <b>Company</b> ”). All of each Company’s officers, directors, employees, agents, representatives, staff, consultants and any other persons acting on behalf of the Company (“ <b>Company Personnel</b> ”) must comply with the Compliance Policies.
<b>Policy Certification</b>	Please refer to <u><b>Annexure A</b></u> for the Compliance Policies certification that all Company Personnel are required to complete.

**PART A**

<b>Anti-Money Laundering Policy</b>	
<b>General Provisions</b>	
<b>Purpose</b>	<p>This AML Policy aims to establish the controls around prevention of money laundering (“<b>AML</b>”) in the Company and is in accordance with the Prevention of Money-Laundering Act, 2002 (“<b>PMLA</b>”). The Anti-Money Laundering regulators in India include:</p> <ol style="list-style-type: none"> <li>a. the Securities and Exchange Board of India (“<b>SEBI</b>”);</li> <li>b. the Reserve Bank of India (“<b>RBI</b>”);</li> <li>c. the Directorate of Enforcement;</li> <li>d. Central Bureau of Investigation – Economics Offences Wing;</li> <li>e. Financial Intelligence Unit - India; and</li> <li>f. the Income Tax Department, Government of India.</li> </ol> <p>The objective of this AML Policy is to:</p> <ol style="list-style-type: none"> <li>a. To create awareness among Company Personnel about the legal and regulatory framework on AML requirements;</li> <li>b. To interpret the obligations under the PMLA and the rules notified thereunder, and how they may be implemented in practice; and</li> <li>c. To align the Company’s operations with best industry practices in AML procedures.</li> </ol>
<b>Money Laundering</b>	<p>Money laundering refers to the process of concealing the source of illegally obtained money. It involves disguising financial assets so that they can be used without detection of the illegal activity that produced them. Through money laundering, a person seeks to transform the monetary proceeds derived from criminal activity into funds with an apparently legal source.</p> <p>Under Section 3 of the PMLA, whosoever directly or indirectly attempts to indulge or knowingly assists or knowingly is a party or is actually involved in any process or activity connected with the Proceeds of Crime and projecting it as untainted property shall be guilty of offence of money-laundering. Further, utilization of any Proceeds of Crime or suspected Proceeds of Crime is prohibited, and in the event Proceeds of Crime are utilized to purchase another asset, by conversion, that asset could also be considered to be a Proceed of Crime replacing the tainted money. Under the provisions of the PMLA, Proceeds of Crime can be attached in the possession of any person, whether or not such person was involved in the offence of money laundering.</p>

<b>Key Terms</b>	<ul style="list-style-type: none"><li>• <b>“Potential Red Flags”</b> - These are actions or situations or parties that Company Personnel should be careful about - which when appearing together or individually should raise ‘Red Flag’ concerns. The Compliance Officer shall identify ‘Red Flag’ actions or situations in relation to the Company. While an exhaustive list cannot be provided, set out below are indicative actions or situations or parties that could be Potential Red Flags:<ul style="list-style-type: none"><li>a. Parties who are reluctant to provide complete information and/or provide insufficient, false, or suspicious information; or</li><li>b. Parties who appear to be acting as an agent for another company or individual, but decline or are reluctant to provide information regarding that company or individual; or</li><li>c. Parties who express concern about, or want to avoid, reporting or record-keeping requirements; or</li><li>d. Sudden and unanticipated changes in a party’s transaction pattern.</li><li>e. Customers or suppliers who are connected to countries identified as non-cooperative by the ‘Financial Action Task Force on Money Laundering’ established by the G-7 Summit in 1987, and international organisations against money laundering;</li><li>f. Customers or suppliers who are unwilling to comply with our Company’s KYC norms as may be in force from time to time;</li><li>g. Requests for payment to be made through an unrelated country or to an unrelated third party;</li><li>h. Multiple partial payments from various parties on behalf of a single customer and/or multiple partial payments from various locations. Also included are “double endorsed” or “third party” cheques, where a customer endorses over to a company as payment for their invoice a cheque that was originally made out to the customer.</li></ul></li><li>• A <b>“Suspicious Transaction”</b> includes an attempted transaction, whether or not made in cash, which to a person acting in good faith:<ul style="list-style-type: none"><li>a. gives rise to a reasonable ground of suspicion that it may involve the proceeds of an offence specified under the PMLA (including under the Schedule to the PMLA), regardless of the amount; or</li><li>b. appears to be made in circumstances of unusual or unjustified complexity; or</li><li>c. appears to have no economic rationale or bona fide purpose; or</li><li>d. gives rise to a reasonable ground of suspicion that it may involve financing of the activities relating to terrorism or other forms of criminal activity.</li></ul></li><li>• <b>“Violations”</b> under this AML Policy include the following actions by Company Personnel:<ul style="list-style-type: none"><li>a. any violation of the compliance steps under this AML Policy by a Company Personnel;</li><li>b. requesting others to violate this AML Policy;</li><li>c. failure to promptly raise a known or suspected violation of this AML Policy or notify a potential ‘Red Flag’ or Suspicious Transaction;</li><li>d. failure to cooperate in investigations of possible AML Policy violations;</li><li>e. retaliation against another Company Personnel for reporting a concern under this AML Policy;</li><li>and</li><li>f. involvement in any form of money laundering activities, whether in the course of employment with the Company or otherwise.</li></ul></li><li>• <b>“Proceeds of Crime”</b> shall mean any property derived or obtained, directly or indirectly, by any person as a result of criminal activity relating to a scheduled offence or the value of any such property<ul style="list-style-type: none"><li>a.</li></ul></li></ul>
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<b>Reporting of suspicious transactions and ‘Red Flag’ concern</b>	<p>Each Company Personnel has an obligation under this AML Policy to immediately and, without delay, report to the Compliance Officer any Suspicious Transaction or suspicious activity or Potential Red Flag. Further, each Company Personnel shall be aware of and follow applicable laws in relation to reporting of cash transactions.</p>
<b>Obligations of Compliance Officer</b>	<ul style="list-style-type: none"> <li>• Monitoring the panel as instituted for the Company’s compliance with AML obligations, overseeing communication and training for Company Personnel.</li> <li>• The Compliance Officer shall make its best effort to keep abreast of regulatory development and, since the Company operates finance lease business, conduct risk assessment under risk-based approach, in order to establish its framework related to Anti-Money Laundering, etc.</li> <li>• Risk Assessment for Anti-Money Laundering, etc. shall be, in principle, conducted annually.</li> <li>• The Compliance Officer shall review the compliance framework, management items, etc. based on the result of the risk assessment.</li> <li>• The Compliance Officer shall monitor the Company’s compliance with AML obligations, overseeing communication and training for Company Personnel. All client due diligence and maintenance of records shall be carried out in accordance with Rules 9 and 10 of the Prevention of Money-laundering (Maintenance of Records) Rules, 2005 (“<b>PML Rules</b>”) and KYC Master Directions. Any clarifications notified by the Central Government under Rule 11 of the PML Rules shall be deemed to apply as well.</li> <li>• The Senior Management shall ensure that the Company keeps and maintains all AML records as required under the PMLA and other applicable laws for such periods as prescribed.</li> <li>• Based on facts and circumstances of an incident covered in the report received by the Compliance Officer, he/she/they shall take one or more steps, such as (a) conducting a probe into the incident himself/herself, (b) setting up an internal inquiry into the incident, (c) in case of Aggravated Cases, determine and recommend whether the incident should be reported to the appropriate authority. (“<b>Aggravated Cases</b>” shall mean incidents of AML that need to be reported to relevant regulatory or enforcement authorities, for example the Financial Intelligence Unit, India. All Aggravated Cases must be escalated, without delay, to the Designated Director).</li> <li>• In case of violations of this AML Policy, the Compliance Officer shall, after considering inputs, if any, from the Designated Director, have the discretion to do the following (the Company may establish a panel comprising of the senior management including the CO to undertake appropriate actions and decisions under this Policy as may be required):             <ul style="list-style-type: none"> <li>a. <b>Corrective Action:</b> If necessary, corrective actions shall be prescribed by the Compliance Officer to Company Personnel for implementation.</li> <li>b. <b>Penalties:</b> The Compliance Officer shall, based on the investigation reports (if any) have the discretion to recommend appropriate disciplinary action, including suspension, wage freeze, recovery, clawback and termination of service, against such a defaulting Company Personnel. Depending on the nature and scale of default of this AML Policy by the defaulting Company Personnel, the Compliance Officer may also recommend to the Board to commence civil and/or criminal proceedings against such a Company Personnel in order to enforce remedies available to the Company under applicable laws.</li> </ul> </li> <li>• Ensure that a complaint has been filed by a person authorised to investigate the offence before the relevant magistrate or court as per the provisions of the PMLA.</li> </ul>

<b>Mergers, acquisitions or divestments</b>	<p>The Company shall, in a risk-based and proportionate manner, assess and mitigate money laundering risks arising from the Company’s joint ventures (“<b>JV</b>”), mergers, acquisitions or divestments, including:</p> <ul style="list-style-type: none"><li>a. Conducting due diligence on the potential JV partner(s) and pre-existing contracts, permits or other assets;</li><li>b. Working with the partner(s) to implement appropriate internal controls, such as adequate books and records and auditing;</li><li>c. Adopting anti money laundering provisions in the JV agreement, subject to commercial discussions; and</li><li>d. Agreeing to post-formation monitoring of the JV and JV partner(s), subject to commercial discussions.</li></ul>
<b>Staff Awareness</b>	<p>The Compliance Officer shall raise awareness of the Company Personnel on the risks, ability to identify such transactions and report to the correct authority.</p> <p>Training sessions should be periodically conducted among Company Personnel to keep them updated on the latest amendments to anti-money laundering laws, internal controls, legal requirements and reporting authority.</p>

**PART B**

<b>Anti-Corruption Compliance Policy</b>	
<b>General Provisions</b>	
<b>Purpose</b>	<p>The Company is committed to conducting all aspects of the Company’s business in keeping with the highest legal and ethical standards and expects all Company Personnel to uphold this commitment.</p> <p>The Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this ACC Policy or by law. Company Personnel are not permitted to give or offer Anything of Value (including gifts, hospitality, or entertainment) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Company Personnel may not solicit or accept such improper payments.</p> <p>This ACC Policy and the internal controls herein have been designed to prevent bribery and corruption from occurring, avoid the appearance of wrongdoing and enable the Company to respond promptly and effectively to any inquiries about its conduct. Company Personnel who violate this ACC Policy may be subject to disciplinary action, up to and including termination. The pages that follow provide a general guide to anti-corruption compliance but do not address every potential scenario that may implicate issues bearing on compliance with this ACC Policy. Therefore, any Company Personnel who have any questions concerning the requirements of this ACC Policy should consult with the Compliance Officer.</p>
<b>Terms</b>	<p><b>“Government Official”</b> shall mean to include:</p> <ol style="list-style-type: none"> <li>a. all officers or employees of a government department, agency or instrumentality; permitting agencies; customs officials; candidates for political office; and officials of public international organizations (e.g., the International Committee of the Red Cross); employees of government-owned or controlled commercial enterprises such as state-owned or controlled universities, airlines, oil companies, health care facilities;</li> <li>b. any person holding a legislative, executive or administrative office of the government (domestic or foreign), or acting in the official capacity for or on behalf of a legislative, executive, or administrative office of the government (domestic or foreign), whether appointed or elected, whether permanent or temporary, whether paid or unpaid, irrespective of that person’s seniority;</li> <li>c. any person in the service or pay of the government or of a corporation established by or under a central, provincial or state statute, or an authority or a body owned or controlled or aided by the government or a government company or is remunerated by the government by fees or commission for the performance of any public duty;</li> <li>d. any judge, including any person empowered by law to discharge, whether by himself/herself or as a member of any body of persons, any adjudicatory functions;</li> <li>e. any person authorised by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commissioner appointed by such court;</li> <li>f. any person who performs a public duty, including for a public agency or public enterprise, or provides a public service, as defined in the domestic law of the country and as applied in the pertinent area of law; and</li> <li>g. any other person defined as a “public servant” under section 2(c) of the PCA, or under section 21 of the IPC, or under section 2(o) of the Lokpal and Lokayuktas Act, 2013 or other applicable, domestic law.</li> </ol> <p><b>“Anything of Value”</b> should be broadly interpreted to include cash, gifts to family members, forgiveness of a debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities and medical care, among other items. Bribes, kickbacks or similar payments are not permitted, whether made to any Government Official or to</p>

	<p>the Company’s business partners, customers, investors, clients or other private parties. Similarly, Company Personnel may not solicit or accept such payments.</p> <p>“<b>Government Entity</b>” means any nation or government or any province, state or any other political subdivision thereof, any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, any court, tribunal or arbitrator and any securities exchange or body or authority regulating such securities exchange.</p>
<b>Policy</b>	<p><b>A. Company Personnel shall not be permitted to pay or receive bribes</b></p> <p>Company Personnel must conduct their activities in full compliance with this ACC Policy and any applicable anti-corruption laws, including the Indian Prevention of Corruption Act, 1988, the U.S. Foreign Corrupt Practices Act of 1977, as amended (“<b>FCPA</b>”), the UK Bribery Act, 2010, the applicable financial recordkeeping and reporting requirements of the U.S. Currency and Foreign Transaction Reporting Act of 1970, as amended, the U.S. Money Laundering Control Act of 1986, as amended, the Indian Prevention of Money Laundering Act, 2002, and any anti-corruption laws in effect in the jurisdictions where the Company conducts business.</p> <p>Company Personnel are not permitted to give or offer Anything of Value, directly or indirectly, to any Government Official or other vendors or any commercial party for the purpose of improperly obtaining or retaining a business advantage. No Company Personnel should promise or induce another to give any undue advantage to another person to induce/reward a public servant for improper performance of a public duty. <i>Undue Advantage</i> means any gratification whatever, other than legal remuneration. “Gratification” is not limited to pecuniary gratifications or to gratifications estimable in money and the expression “legal remuneration” is not restricted to remuneration paid to a public servant but includes all remuneration which he is permitted by the Government or the organisation, which he serves, to receive.</p> <p>If confronted with a request or demand for an improper payment or other violation of this ACC Policy or applicable anti-corruption laws, the request or demand must be immediately rejected and reported to the Compliance Officer. Similarly, if any Company Personnel knows or believes that an improper payment has been or will be made, such Company Personnel must also report such payment to the Compliance Officer.</p> <p><b>B. Gifts, Meals, Entertainment and Employment</b></p> <p>This ACC Policy sets forth various rules relating to gifts, entertainment, travel, meals, lodging and employment. All such expenditures must be recorded accurately in the books and records of the Company, in accordance with the section below, titled “<b>Recordkeeping and Internal Controls</b>”.</p> <p><i>1. Gifts</i></p> <p>A gift is anything of value and would encompass any gratuitous monetary or non-monetary benefit. It includes tangible items such as cash, precious metals, stones, jewelry, art, and any of their equivalents, but also intangible items such as discounts, services, loans, favours, special privileges, advantages, benefits and rights that are not available to the general public. As a general matter, the provision of gifts is prohibited. However, in the ordinary course of business, Company Personnel may give modest gifts to counterparts as a token or courtesy. In no circumstances, however, may the Company Personnel provide any gift to any Government Official.</p>

Therefore, Company Personnel may provide token gifts of modest value (typically no more than INR 5,000) if: (1) the gift does not involve cash or cash equivalent gifts (e.g., gift cards, store cards or gambling chips); (2) the gift is permitted under applicable laws, including such laws as applicable to the recipients and their employers; (3) the gift is presented openly with complete transparency; (4) the gift is properly recorded in the Company's books and records, which should include at the very least the recipient, the gift's description and value, and reason or business purpose for the gift; (5) the gift is provided as a token of esteem, courtesy or in return for hospitality, and comports with local custom; and (6) with prior written approval by the Compliance Officer.

## 2. *Entertainment and Hospitality*

Entertainment and hospitality involving the Company's business partners or customers may be appropriate in certain circumstances. Entertainment is permitted, if the applicable expenses: (1) are related to the promotion of the Company's products or services or to the execution or performance of its contract with a customer; (2) are permitted under applicable laws, including such laws as applicable to the Government Officials or the Company's business partners or customers and their employers; (3) are customary under local business practices; (4) are reasonable under the circumstances and not lavish or extravagant; and (5) avoid impropriety and the appearance of impropriety.

Unless approved by the Compliance Officer, business entertainment payments should be made directly by the Company to the provider of the service and should not be paid directly to the Company's business partners or customers or other party as a reimbursement.

All business entertainment expenses, regardless of amount or attendees, should be properly documented in an expense report. Such expense report shall enumerate the attendees, including the name of each attendee and his or her title and place of employment, and provide a detailed business purpose for the entertainment.

Please note that in addition to traditional gifts, both hospitality and entertainment that are provided to business relationships where the Company Personnel are not in attendance shall be considered gifts, and subject to the rules and requirements for gifts specified in this ACC Policy.

## 3. *Travel and Lodging*

Reasonable and bona fide travel expenditures paid on behalf of Government Officials or the Company's business partners or customers may be permissible in certain circumstances. Permissible payments may cover the costs of travel for an official or customer to visit the Company's offices and discuss the Company's qualifications for projects within the official's responsibility or travel in connection with a project status review. Travel expenses shall not be extravagant or lavish and may include: (1) airfare; (2) lodging cost; and (3) ground transportation costs during the trip. Payment of cash per diems, expenses unrelated to legitimate business activities, and expenses that benefit a friend or family member of a Government Official or the Company's business partners or customers are prohibited.

Direct reimbursements should also be avoided. Rather, reimbursements should be made to the Government Entity or business entity that employs the expense recipient. Payments directly to the expense recipient (of a per diem allowance, expense reimbursement, or for any other purpose) require specific written approval of the Compliance Officer in all cases.

## 4. *Employment/Internships*

On occasion, Government Officials or the Company's business partners or customers may request that the Company provide internships or employment to certain individuals. Offering internships

	<p>or employment to Government Officials or the Company’s business partners or customers may be viewed as providing an item of value.</p> <p>This ACC Policy sets forth guidance for handling such requests from Government Officials or the Company’s business partners or customers. If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, the Compliance Officer must be notified of the candidate’s relationship to a Government Official or the Company’s business partners or customers. If a candidate related to a Government Official or the Company’s business partners or customers is interviewed outside of the ordinary course of filling a position, any internship or employment offer must be pre-approved by the Compliance Officer.</p> <p><b>C. Political Contributions and Charitable Donations</b></p> <p>Company Personnel may not make political or charitable donations, whether in their own name or in the name of the Company, to obtain or retain business or to gain an improper business advantage. Any political or charitable contributions by the Company must be permitted under the law, permissible pursuant to the terms of this ACC Policy, made to a bona fide organization, and (in the case of political contributions or charitable contributions connected to any Government Official or Government Entity) made with the prior approval of the Compliance Officer. In certain instances where there is heightened risk of corruption, the Compliance Officer may require diligence to be conducted. The Compliance Officer must be notified if a Government Official solicits a political or charitable contribution in connection with any government action related to the Company or its affiliates. Individual Company Personnel may not make political contributions on behalf of the Company or its affiliates.</p>
<b>Relationship with Third Parties</b>	<p>Anti-corruption laws prohibit indirect payments made through a third party, including giving Anything of Value to a third party while knowing that value will be given to a Government Official or the Company’s business partners or customers for an improper purpose. Third parties can include, but are not limited to, consultants, vendors, agents, or any other individual or entity working on behalf of the Company. Company Personnel should avoid situations involving third parties that might lead to a violation of this ACC Policy or applicable anti-corruption laws.</p> <p>Company Personnel who deal with third parties are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this ACC Policy. Such precautions may include conducting a risk-based due diligence review of a third party, inserting appropriate anti-corruption compliance provisions in the third party’s written contract, requiring the third party to certify that it has not violated and will not violate this ACC Policy and any applicable anti-corruption laws during the course of its business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the third party during the engagement. Company Personnel should pay particular attention and closely monitor high-risk third parties whose engagement may involve interactions with Government Officials, including for purposes of obtaining permits, clearances, authorizations, or similar approvals or review by a governmental authority or agency. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting the Compliance Officer.</p>
<b>Recordkeeping and Internal Controls</b>	<p>This ACC Policy requires that all expenditures made by the Company are accurately reflected in the Company’s financial records and that all payments made with funds of the Company, or on behalf of the Company, have been properly authorized. Company Personnel must follow all applicable standards, principles, laws and practices for accounting and financial reporting, including the PMLA and the PML Rules.</p> <p>Company Personnel must be timely and complete when preparing all reports and records required by management. In particular, Company Personnel should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company’s</p>

	<p>books and records. Company Personnel should use best efforts to ensure that all transactions, dispositions, and payments involving the Company’s funds or assets are properly and accurately recorded in the Company’s financial records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company’s books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this ACC Policy.</p> <p>Any requirements to maintain financial records and reporting in line with applicable local laws must be observed.</p>
<b>Training</b>	<p>All Company Personnel must receive and review a copy of this ACC Policy. All such Company Personnel must then certify in writing that they (1) have reviewed this ACC Policy; (2) agree to abide by this ACC Policy; and (3) agree to report any potential violations of this ACC Policy.</p> <p>In addition, regular anti-corruption compliance training programs will be offered to educate Company Personnel about the requirements and obligations of anti-corruption laws and this ACC Policy.</p>
<b>Reporting Requirements and Whistleblower Protection</b>	<p>The Company takes its commitment to anti-corruption compliance very seriously and expects all Company Personnel to share that commitment. The Company therefore expects and requires that any Company Personnel who have knowledge of or reason to suspect, any violation of this ACC Policy contact the Compliance Officer immediately. Reports may be made anonymously. If any Company Personnel fails to report known or suspected violations, then the relevant Company Personnel may be subject to disciplinary action, up to and including termination.</p> <p>It is the Company’s policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related action will be taken against any REIT Personnel in retaliation for reporting a violation or suspected violation of anti-corruption laws or this ACC Policy.</p> <p>All questions regarding this ACC Policy should be directed to the Compliance Officer.</p>

**PART C**

<b>Sanctions Policy</b>	
<b>General Provisions</b>	
<b>Purpose</b>	<p>This Sanctions Policy is designed to prevent violations of Sanctions Laws from occurring, to avoid the appearance of wrongdoing, and to enable the Company to respond promptly and effectively to any inquiries about its conduct. The pages that follow provide a general guide to compliance with Sanctions Laws by the Company and Company Personnel, but do not address every potential scenario that may implicate issues bearing on compliance with this Sanctions Policy.</p> <p>Due to the serious consequences of violation of Sanctions, any Company Personnel who violate this Policy may be subject to disciplinary action, up to and including dismissal from the Company. Any Company Personnel who have questions concerning the requirements of this Policy should consult with the Compliance Officer directly.</p>
<b>Terms</b>	<p>“<b>Sanctions Laws</b>” shall mean all economic, trade, or financial sanctions and export control laws and regulations administered, enacted, implemented or enforced by the United States (including without limitation the Department of Treasury’s Office of Foreign Assets Control, the Department of Commerce, and the Department of State), the European Union, the United Kingdom (including without limitation His Majesty’s Treasury), the United Nations, the Reserve Bank of India or any other governmental authority to whose jurisdiction the Company is subject.</p> <p>“<b>Sanctioned Person</b>” means any person or individual that is (a) the subject or target of Sanctions Laws (including but not limited to any person that is designated on the list of “Specially Designated Nationals and Blocked Persons” administered by the U.S. Treasury Department’s Office of Foreign Assets Control, or on any list of any economic or financial sanctions administered by the U.S. State Department, the United Nations, the European Union or any member state thereof, the United Kingdom, or any similar list maintained by, or public announcement of Sanctions designation made by, any applicable national economic sanctions authority), (b) located in or organised under the laws of a country or territory which is the subject of country- or territory-wide Sanctions (currently, Cuba, Iran, North Korea, Syria, or the Crimea, Donetsk, Luhansk, Kherson, and Zaporizhzhia regions of Ukraine), or (c) owned 50% (fifty percent) or more, or controlled, by any of the foregoing.</p>
<b>Policy</b>	<p>Company Personnel must conduct their activities in full compliance with this Policy and all applicable Sanctions Laws. The Company and Company Personnel (when acting on behalf of the Company), are not permitted to:</p> <ul style="list-style-type: none"> <li>• engage in any business or dealings with a Sanctioned Person; or,</li> <li>• facilitate transactions with third parties that involve a Sanctioned Person.</li> </ul> <p>Please note that this Policy prohibits both <i>direct and indirect</i> business and dealings with Sanctioned Persons. This means that the Company will not enter into any agreement with end users or other customers whereby the Company agrees to export products or services to or import products or services from any Sanctioned Person. Additionally, Company Personnel will not authorize distributors or agents to resell Company services to customers to any Sanctioned Person and shall procure an undertaking to this effect from such third parties. To the extent that Company Personnel learn that third parties are providing services to or in connection with a Sanctioned Person, they are required to immediately notify the Compliance Officer, who should timely conduct compliance assessment, with advice from counsel if necessary, and propose remediation measures to the Company. Any exceptions to this Policy must be approved in advance and in writing by the Compliance Officer.</p>

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**ANNEXURE A**

**[NAME OF COMPANY AS APPLICABLE] (THE “COMPANY”)**

**COMPLIANCE POLICIES CERTIFICATION**

This is to acknowledge that I have received, read and fully understood the Company’s Compliance Policies, including the Anti-Money Laundering Policy, the Anti-Corruption Compliance Policy, and the Sanctions Policy. I agree to comply with all the rules contained therein. I agree to report any potential violations to the Compliance Officer. I will participate in any compliance training that I am required to from time to time. I understand that failure to comply with the Compliance Policies, and all applicable anti-money laundering, anti-corruption laws and sanctions laws in jurisdictions where the Company does business may result in immediate termination and prosecution, with penalties including fines and/or imprisonment as provided under applicable laws. Should I have any questions regarding the Compliance Policies or find any deviations or violations, I will contact the Compliance Officer.

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Department: \_\_\_\_\_  
Date: \_\_\_\_\_

*(The signed receipt must be returned to the relevant human resources department of the Company and filed in the Company’s personnel file.)*