



SONATA THIRD PARTY CODE OF CONDUCT

Sonata Software Limited together with Sonata Information Technology Limited and its subsidiaries (“Sonata”) is committed to conducting its business in accordance with the applicable laws, rules and regulations with highest standards of business ethics and avoids even the perception of impropriety or conflict of interest. Sonata has symbolised the true spirits of business ethics in its interactions with all its stakeholders – be it the Customers, Suppliers, Employees, Shareholders, the Government or the Society at large.

This Third Party Code of Conduct (“Code”) is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

Sonata follows this Code globally, and expects all Third Parties to adhere to the same principles of Sonata Code of Conduct. For this purpose, Sonata has drawn up this Third Party Code of Conduct which is applicable to all Sonata Third Parties globally.

The Code is available on Sonata’s website at www.sonata-software.com

“**Third Party**” here means any business, company, corporation, architect, contractor, persons, consultant, vendor, partner, dealer, reseller, customer or other entity that provides, sells, or seeks to sell, any kind of goods or services to Sonata, including the Third Party’s employees, agents and other representatives.

1. Honest and Ethical Conduct

The Third Party must act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while providing services to Sonata or at any other place while representing Sonata.

2. Regulatory Compliance

The Third Party shall comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which it operates.

3. Gifts and Donations

The Third Party shall neither receive nor offer or make, directly or indirectly, any illegal payments, remunerations, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favours for the conduct of its business with Sonata. The Third Party shall cooperate with governmental authorities in efforts to eliminate all forms of bribery, fraud and corruption. However, promotional gifts e.g. items such as stationery, diaries, mugs, calendars, mouse mats or pens that bear the Third Party name / logo, and that have no significant commercial value, may be given / accepted with full disclosure.

4. Prohibition of Bribery and Corruption

The Third Party 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 business.

5. Intentional Misconduct

The Third Party should not, in any case, intentionally misrepresent its financial performance or otherwise intentionally compromise the integrity of its reports, records, policies and procedures



6. Quality of Products and Services

The Third Party shall be committed to supply goods and services of world class quality standards, backed by after-sales services consistent with the requirements of Sonata. The quality standards of the company's goods and services shall meet applicable national and international standards. Product Third Parties shall display adequate health and safety labels, caveats and other necessary information on its product packaging. Service Third Parties shall display appropriate health and safety warnings, notices as applicable to the services provided.

7. Audits

Sonata Auditors have a duty to review Third Party's records in a fair and accurate manner. Third Party is expected to co-operate with the auditors in good faith and in accordance with law. Also the Third Party must not fraudulently induce or influence, coerce, manipulate or misled the auditors regarding financial and project related records, processes, controls or procedures or other matters relevant to their engagement.

8. Health Safety and Environment

The Third Party shall strive to provide a safe, healthy, clean and ergonomic working environment for its people. It shall prevent the wasteful use of natural resources and be committed to improving the environment, particularly with regard to the emission of green house gases, and shall endeavour to offset the effect of climate change in all spheres of its activities.

9. Child Labor

Child labor is not to be used in any stage of manufacturing or for providing any kind of services. The term "child" refers to any person employed under the age of 14 (or 15 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations is supported. Workers under the age of 18 shall not perform hazardous work and may be restricted from night work with consideration given to educational needs.

10. Third Party Representation

The Third Party shall not be authorised to represent Sonata or to use the Sonata brand to further its interests without the written permission of Sonata. Third Parties and their employees who are authorised to represent Sonata are expected to abide by the Sonata Code of Conduct in their interaction with, and on behalf of Sonata. All Third Parties must sign a non-disclosure agreement to support confidentiality of information.

11. Conflict of Interest

The Third Party shall not enter into a financial or any other relationship with a Sonata employee that creates any actual or potential conflict of interest for Sonata. The Third Party understands that a conflict of interest arises when the material personal interests of the Sonata employee are inconsistent with the responsibilities of his/her position with the company. All such conflicts must be disclosed and corrected. Even the appearance of a conflict of interest can be damaging to Sonata and to the Third Party, and are to be disclosed and approved in advance by Sonata management.

12. Protecting Sonata Assets

The assets of Sonata shall not be misused; they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

13. Securities transactions and confidential information

If the Third Party becomes aware of material, non-public information relating to Sonata or its business, it may not buy or sell Sonata securities or engage in any other action to take advantage



of that information, including passing that information on to others. In addition, if the Third Party becomes aware of material, non-public information about any other company, including Sonata customers, Third Parties, vendors or other business partners, that is obtained by virtue of the Third Party's interaction with Sonata, then the Third Party may not buy or sell that company's securities or engage in any other action to take advantage of that information, including passing that information on to others.

14.Fair Dealing

The Third Party shall deal fairly with customers, suppliers, partners, contractors, consultants, resellers, competitors and employees of Sonata. Third Party should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

15.Reporting Ethical Concerns

The Third Party shall promptly notify Sonata regarding any known or suspected improper behaviour by the Third Party relating to its dealings with Sonata, or any known or suspected improper behaviour by Sonata employees by email to: corporate.ethics@sonata-software.com Reported concerns will be treated confidentially without retaliation.

16.Compliance

The Third Party will be responsible for the compliances of this Code. Any violation under this Code will be reported to the Ethics Committee. The Third Party is required to sign the acknowledgement form, **Annexure 1** of this Code and return the form to the Ethics Committee - corporate.ethics@sonata-software.com indicating that Third Party have received, read, understood and agree to comply with its terms. The signed acknowledgement form will be saved and archived as part of Sonata records.

17.Interpretation of the Code

Any question or interpretation under this Code, will be handled by the Ethics Committee or any person/committee authorized by the Sonata.

18.Modifications

Sonata is committed to continuously reviewing and updating the policies and procedures based, in part, on our periodic assessment of the Sonata's risks. Therefore, this Code will be periodically revised and is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Sonata and promptly disclosed on the Sonata's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

About Sonata Software Sonata Software is a global IT services firm focused on catalysing transformational IT initiatives of its clients through deep domain knowledge, technology expertise and customer commitment, The company delivers innovative new solutions for Travel, Retail & Consumer Goods and Software Producta Companies by integrating technologies such as Omni-channel commerce, Mobility, Analytics, Cloud and ERP, to drive enhanced customer engagement, operations efficiency and return on IT investments. A trusted long-term service provider to Fortune 500 companies across both the software Product Development and enterprise business segments, Sonata seeks to add differentiated value to leadership who want to make on their businesses, with IT.

For more information, visit us at www.sonata-software.com



Annexure 1

FORM OF ACKNOWLEDGMENT OF RECEIPT OF CODE OF CONDUCT

We hereby confirm that we have received the Sonata Third Party Code of Conduct and commit to comply with it in letter and in spirit.

We understand that Sonata reserves the right, upon reasonable notice, to check compliance with the requirements of this Third Party Code of Conduct.

We understand that Sonata encourages its Third Parties to implement their own binding Code of Conduct and agree that we will be responsible for controlling our own supply chain. We further agree to encourage any subsequent provider of goods and services used by us to comply with our obligations under this Third Party code of conduct.

Company Name:

Authorized Signatory:

Signature:

Company Stamp:

Place:

Date:

Please sign and return this form to the Ethics Committee - corporate.ethics@sonata-software.com.