

WNS GROUP

CODE OF BUSINESS ETHICS AND CONDUCT

DOING BUSINESS ETHICALLY, ALWAYS!





Message from Keshav

I am delighted to present the revised WNS Code of Business Ethics and Conduct (the COBEC).

The COBEC upholds our commitment to maintain the highest ethical, professional and legal standards in everything that we do, thus living our CIRCLE of Values at all times.

Applicability and Rationale

Growth is a business imperative at WNS. In its wake, we will add a different set of stakeholders with each passing day. The COBEC will apply to each and every person or organization that we come in contact with

- employees, directors, contractors, vendors etc. (collectively referred to as Associates), in conducting WNS business or serving WNS clients.

The COBEC is a legal and ethical framework, which ensures that each one of us remains firmly on the path of compliance while discharging our duties and responsibilities.

Responsibility

We must remember that unethical conduct can affect our reputation, credibility and prestige, which are the foundation on which the WNS Brand is built. We have the highest responsibility for ensuring that we conduct our business and ourselves in a manner that is befitting to the WNS core values and diligently report any violations of the COBEC.

Utilization

We have reinvigorated the COBEC to align ourselves with the changes in the marketplace, along with changes in relevant laws and regulations globally. We have ensured that the COBEC is progressive on the issues that would matter in both the present and future times to come.

I urge you to utilize the COBEC as a ready reference for any questions of conduct you may have. In case you are faced with a legal, compliance or ethical query, seek immediate guidance from a senior colleague or get in touch with the Office of the Chief People Officer or the Group General Counsel.

Non-exclusivity

Note the COBEC is not intended to surpass any laws, rules and regulations of any country in which WNS operates, having additional ethical or legal obligations. In case of a conflict, do remember that the law of the land will prevail. Please go through the COBEC in its entirety.

It is our collective responsibility to strengthen a robust tradition of ethics, integrity and other core values that WNS has stood for, over the years.

I look forward to your support in ensuring that WNS always remains an ethical corporation with the highest standards of propriety.

Keshav Murugesh

Group CEO, WNS

WNS mission and values

Mission

We enable clients to outperform with our passion for service and innovation.

Values

Our mission is guided by our set of values, the CIRCLE.

► **Client first**

Place clients at the core of everything we do

► **Integrity**

Be ethical, honest and committed in all actions

► **Respect and equality**

Be sensitive to individual differences and treat everyone with dignity and equality

► **Collaboration**

Always keep “One WNS” as uppermost in everything we do

► **Learning**


Learn from our experiences; share knowledge and best practices to create innovative solutions

► **Excellence**

Strive for excellence in everything we do and aspire to outperform at every stage

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A close-up photograph of a potter working on a piece of pottery on a wheel. The potter is wearing glasses and a dark shirt. The pottery is a light-colored, rounded vessel. In the background, there is a stack of white plates and a dark, finished pot. A single light bulb hangs above the potter, casting a warm glow. The overall scene is dimly lit, emphasizing the potter's work.

1

The WNS commitment

Equal opportunity and anti-discrimination

WNS is an equal opportunity employer and treats all employees and candidates equally, without regard to race, caste, religion, sex, colour, age, national and social origin, marital status, pregnancy (including child birth), sexual orientation, or any other status protected by applicable law and policy. We make all employment decisions strictly on the basis of employees'/ candidates' merits.

Harassment at workplace

WNS strictly prohibits harassment in any form (unwanted physical or verbal conduct, bullying and mobbing) that makes an individual uncomfortable. Please refer below the conduct that may be considered as harassment at the workplace:

- 1. Unwanted physical or verbal conduct**, such as unnecessary touching, patting, pinching, brushing against another person's body, abusive behaviour, threats, assault, patronizing titles, remarks, innuendos, jokes, repeated suggestions for unwanted social activities, staring, whistling, creation or distribution of offensive pictures/ videos on any media, such as email or display units (VDU's/ network systems), sexual flirtations or graffiti (including references to an individual's characteristics or private life) or coerced sexual intercourse.
- 2. Bullying and mobbing**, including persistent criticism and personal abuse, which humiliates or demeans an individual, and acts done by a group of individuals that cause emotional harm to an individual and may include spreading rumours, intimidation and deliberate isolation.

Harassment may also be subject to applicable local laws and will be governed by country specific harassment policies. You must report all instances of harassment as per the process set forth in the "Policy Breach and Procedures" section. Please also review WNS policies and procedures on unlawful discrimination and harassment, including sexual harassment at: <http://wnsintranet/WNSPolicies/UI/Policies/PolicyInfo.aspx>

Respecting privacy

WNS respects Associates' privacy and also expects Associates to respect each other's privacy and personal space. Associates should not trade personal information with anyone, except as necessary to share with the Human Resource Department or as required by applicable regulations.

Work environment and safety

WNS is committed to providing Associates a healthy and safe work environment. We comply with applicable workplace health and safety regulations and promptly correct / report any health and safety instances. If Associates learn about or are involved with any workplace injury or instances presenting a dangerous situation, they must notify the Human Resource Department or Admin / Facilities, so that timely corrective action can be taken. The appropriate department should act immediately when they learn of such instances.

Public communication and disclosure

WNS makes timely and accurate disclosure of market-sensitive data in response to public requests (media, analysts, etc.), ensuring confidentiality and compliance with applicable laws and regulations such as those prescribed by the Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE).

Note that the aforementioned authorities prohibit selective disclosure of material market information to certain entities or individuals before such information is available to the investing public at large. Below are the guidelines to ensure proper disclosure:

- ▶ All contact by WNS with investment analysts, press and/or members of media shall be made through the Chief Executive Officer, Chief Financial Officer or persons designated by them (collectively, the "Media Contacts").
- ▶ Other than the Media Contacts, no Associates should provide any information including presentations to the investment community regarding WNS or its business to any members of the press or media.
- ▶ Other than the Media Contacts, Associates who are asked a question regarding WNS or its business by a member of the press or media should forward the inquiry to the Media Contacts or the investor relations officer, who will work with the Associates to evaluate and coordinate the response.

Please review WNS policies on public disclosure at: <http://wnsintranet/WNSPolicies/UI/Policies/PolicyInfo.aspx>

Restrictive usage

1. Weapons and controlled substances

WNS restricts the use and possession of weapons and controlled substances, including alcohol and illegal / non-prescribed drugs, subject to applicable laws and regulations. Distribution, purchase or sale of weapons and controlled substances is strictly prohibited on WNS premises OR while conducting WNS business. Where allowed by law, WNS may conduct searches and test for drug or alcohol abuse. However, in some instances, such as WNS social events or business development activities, reasonable consumption of alcohol is acceptable. Nevertheless, Associates must maintain social decorum at such events.

2. Electronics

Carrying personal electronic devices with storage capacity, including but not limited to cameras, videorecorders, USB flash drives, hard disks, CDs / DVDs, audio/video players, laptop, tablets or any other equipment that have the ability to record and capture images and sounds, conflicts with our contractual representation and commitment towards clients and regulators (both require us to keep the data safe). While we understand Associates' need to use these devices, it is also crucial to follow the guidelines as per our information security handbook and information security policy, to prevent potential breach of confidentiality and security.

Forced and child labor

We prohibit any form of forced or child labour and expect all Associates, particularly vendors supplying goods and services to WNS to ensure that they do not use forced or child labour while supplying such goods and services.

Consistent with the International Labour Organization's (ILO) policies, we prohibit forced / involuntary labor from a person under threat or penalty, which may include penal sanctions and loss of rights and privileges. Further, in line with ILO, we recognize the right of every child to get a fair education and to be protected from economic exploitation, and strictly adhere to the minimum hiring age requirements and other applicable laws in every country we operate.

We not just prohibit forced or child labour but our primary Corporate Social Responsibility (CSR) initiative is towards child education - the WNS Cares Foundation (refer to the CSR section below). We encourage employees to invest their time and effort in support of this cause.



Corporate Social Responsibility (CSR)

WNS strives to maintain a mutually beneficial relationship with our society and surroundings. Our WNS Cares Foundation educates underprivileged children / youth, beyond academics, empowers them to cross the bridge of divide and enriches them with real life skills. Additionally, WNS is committed towards making optimum utilization of natural resources, recycling, reducing wastage and complying with applicable environmental regulations.

Our CSR Committee monitors and supports all WNS CSR initiatives, in line with applicable laws and regulations.

We encourage employees to get involved with these initiatives, to the extent feasible and practicable. Employees' time, creativity and means will go a long way towards carrying forward WNS' social legacy!

Fact Check

Paul, who is the Recruitment Manager at ABC Ltd. posted an advertisement on a job portal that read "ABC Ltd. is hiring dynamic and resourceful system analysts between the age group of 25-35 years. The role requires system design and development of software programs including prototypes. U.S. Citizens without adverse medical conditions should apply". Is this advertisement in line with the principles of equal opportunity and anti-discrimination?

No, since the advertisement mentions requirement for an individual belonging to a specific age group, nationality/ national origin and without any medical condition. All of these are considered discriminatory in nature and against the equal opportunity policy of the company.

Anita who is an employee with ABC Ltd. informed her reporting manager, Kevin that she is pregnant and that she would be availing her maternity leave in the months to come. Over the next few months, Kevin slowly started changing Anita's role and responsibilities and informed her that he was just preparing for the possibility that she may not return to work post the birth of her child. Do Kevin's concerns justify his actions?

No, since changing an employee's role and related responsibilities on the presumption that she may not return to work on account of her pregnancy and subsequent child birth imply discrimination in the workplace on the basis of gender and pregnancy and is in contradiction to the company policy on equal opportunity.





2

Protecting WNS Assets

Associates are the custodians of WNS assets that include physical assets, confidential information and intellectual property, used in WNS' daily course of business, as well as all data and communication, written or verbal, contained in WNS' electronic or telephonic systems. Associates should protect and use WNS assets only for legitimate business purposes and must protect WNS assets (and also that of WNS' clients and suppliers) against theft, damage or destruction.

Confidential information

Associates have an obligation to protect confidential information that they may have access to, even after they leave WNS, subject to applicable laws. Any unauthorized disclosure could cause competitive harm to WNS or its clients, and could also result in legal liability for both WNS and the Associates.

Data privacy

What flows through our systems could include personal as well as sensitive personal data and Associates should not breach data privacy requirements under any circumstances. When personal data is collected and processed, Associates should ensure that there is a legitimate business reason and only the personal data required for the task at hand is collected.

Information technology and communication equipment

Access codes, passwords and personal identification numbers should be kept secured and not shared with others. If Associates have a reason to suspect that their password or the security of a WNS computer has been compromised, they must immediately change their password and report the violation to the Information Security Department. Misuse and unauthorized use of WNS assets may lead to disciplinary action, leading up to, but not limited to termination. WNS reserves the right to monitor all work related communications, to the extent permitted by law.

Clean desk and clear screen policy

At the end of each working day, Associates must put aside all papers, files, stationery etc. so as to keep the work stations clean. Also, when not at the work stations, Associates must always ensure that their computer screens are locked, so as to avoid any untoward incidents with respect to confidential information.

Intellectual property ownership and protection

Associates must protect WNS' intellectual property as well as that of WNS' Clients (including but not limited to trademarks, service marks, inventions, patents, copyrights and trade secrets). Associates must ensure that they have the necessary approvals before reproducing WNS' or any other third party's intellectual property on social media, at a public event or for any other business or non-business use. During the course of employment or in relation to specific work tasks sub-contracted by WNS, any intellectual property created / discovered by Associates shall belong to WNS.

Third-Party Software (TPS) / Open Source Software (OSS)

TPS and OSS should only be used under a license and/or as permitted by the terms of use, or applicable laws and regulations. Further, Associates intending to use OSS, should first take consent from the Group General Counsel's Office. Making copies or using non-licensed copyrighted material, including but not limited to software, clip art, documentation, graphics, photographs, animation, movie/video clips, sound and music, is often prohibited and hence the Associates must check with the Group General Counsel's Office to ensure necessary compliance.

Please review WNS information security policies at: <http://wnsintranet/WNSPolicies/UI/PolicyInfo.aspx>

Fact Check

Alex, who is employed with ABC Ltd. is requested by his friend to help him out with some of their business contacts so that he can present to them some business ideas that are not in competition with ABC Ltd.'s line of service. Having access to client information and after being convinced that he is not helping competition, Aarav, decides to share some client contact information with his friend. Is Aarav's reasoning correct and is he justified in passing on this information?

No. Business contact information is confidential and is also considered personal data. It should not be shared with anyone except as required for business purposes or without the express approval of the management and the said client contact.

During the course of his employment with ABC Ltd. Aarav created content for ABC Ltd.'s code of business ethics and conduct (the Code). At the time of leaving the company, he informed HR that ABC Ltd. can no longer use the content in the Code, since the rights to that content resides with him and using the content without his authorization amounts to violation of his intellectual property rights. Is Aarav's argument justified?

No. As per the company policy, any material - text, design, symbol, logo, a combination of all these or any other intellectual property created or discovered by employees during the course of employment or in relation to a work related task, belongs to the company and no employee can claim a right over such intellectual property on the basis of the fact that they created or discovered it.



3

Conflict of interest

Associates must follow principles of fairness and not promote their personal interests or gain personal benefits while conducting WNS business transactions. Associates must ensure that their personal interests and that of their close relatives / friends do not conflict, or appear to conflict, with the interests of WNS.

Disclosure of conflict

Note that the below situations are only a few indicators of possible conflicts, there would likely be other similar situations and it is the Associates' primary responsibility to recognise any potential or actual conflicts with WNS' interest and report the same to the Group General Counsel's Office. Non-disclosure of conflict, would lead to disciplinary action, leading up to, but not limited to termination.

Corporate opportunities

During the course of business or due to their position at WNS, if Associates come across any business opportunity, they must disclose the same to the Group General Counsel's Office and should not use such opportunity for their personal gain or benefit. However, if WNS waives its right towards the opportunity, Associates may pursue the opportunity in their individual capacity, subject to all guidance and approvals set forth in the COBEC.

Personal relationships

WNS does not encourage personal relationships at the workplace that may have an adverse impact or create conflicting circumstances with WNS' business. Should such a relationship exist, the concerned individuals must exercise caution to ensure that neither do they influence the terms and conditions of employment of the other individual involved nor find themselves in a situation where they may be required to compromise on the business ethics and core values of WNS. Further, all relationships that may potentially create a conflict of interest must be disclosed, by writing into cobec@wns.com, which is monitored by the Group General Counsel's Office.

Fact Check

Ali's friend Daniel runs a huge business and is looking to outsource the payroll process of his company. Knowing that Ali works with ABC Ltd., which offers such services, he asks Ali to submit a proposal for ABC Ltd. Realizing that the concerned department is presently short-staffed, Ali informs Daniel that ABC Ltd. may not be able to undertake the work and gives him the contact details of another competitor. Are Ali's actions correct?

No. When presented with a business opportunity, employees must always ensure that they disclose it to their supervisors. Only if the company decides not to take up the opportunity, the employee may then pursue the opportunity in his/her individual capacity or let go of the opportunity, subject to required approvals. To assume that the company may not be interested in pursuing the opportunity without informing appropriate individuals violates company policy.

Tanya who is an Associate with ABC Ltd. works closely with Howard who is a Senior Manager. They develop mutual affection for each other over the time that they spend working together and are now in a steady relationship. Tanya and two of her colleagues, who have the required skill-set, are assigned to a new project which requires them to travel to a small town in Namibia. Tanya and her colleagues are reluctant to voice their concerns with their seniors about travelling to Namibia and therefore, she asks Howard to speak to the seniors, in-charge of the project to recommend other names. Howard suggests that while it may not be possible to convince the project manager to replace the entire team, he will ensure that Tanya is relieved from the project. Should Howard interfere with the project's staffing?

No. Personal relationships must not influence or impact the business in any negative manner. Influencing a senior or junior colleague to do or refrain from doing something, for personal gain or interest, which may inadvertently be unfavourable for company's business is contrary to our code of business ethics.

Ben, who is employed with the procurement department at ABC Ltd. manages the business relationship with David's company that specializes in office décor and has been providing services to ABC Ltd. for over 2 years. Over time, David and Ben have become good friends and are quite close. Due to a change in company policy, the management announced that all contracts with existing vendors will not be renewed and that all vendors, new and existing, will have to participate in a fresh bid to win the business contract. David requests Ben, to help him win the contract. When proposals from other vendors started coming in, Ben took note of the fee quoted and other important factors and informed David. David, who had knowledge of all the important details of his competitors' proposals, won the bid quite easily. Was this an ethical way of vendor selection?

No. Personal relationships must not influence or impact the business in any negative manner. Influencing an individual, either in the capacity of an employee of the company or as a third party/ client, to provide information beyond what is in the public domain, not only breaches the company policy on confidential information but also results in contravening the principles of integrity and honesty.

Few situations that may be treated as conflict:

- ▶ Outside Employment, for any personal gains, with a company that is a client, supplier or competitor of WNS.
- ▶ Assisting Competitors, who market products and services in competition with WNS' current or potential product or service offerings.
- ▶ Loans or Other Financial Transactions, with any company

that is a client, supplier or competitor of WNS. However, this does not prohibit arms-length transactions with banks or other financial institutions.

- ▶ Serving on Boards and Committees, whether for profit or not, or having financial interest in a company, when Associates have a reasonable basis to believe that the company's interest conflicts with those of WNS.



4 Financial reports, records and retention

Company records and accuracy of information

As a listed company and as a provider of sophisticated services to global clients, WNS is subject to various securities laws, regulations and reporting obligations. We must disclose only accurate and complete information regarding WNS' business, financial condition and results of operation. Employees must adhere to all applicable WNS policies in this regard. Inaccurate, incomplete or untimely reporting may damage WNS' reputation and result in legal liability.

Money laundering

Money laundering is the activity of creating the perception that money obtained from serious crimes actually originated from legitimate sources. Associates should;

- (i) exercise caution that WNS products and services are not used for any money laundering or illicit financial activity, including terrorism
- (ii) detect and report suspicious activities and
- (iii) adhere to all applicable laws and regulations. Associates while dealing with clients, suppliers, and other business partners, ensure they are engaged in a legitimate business, and committed to complying with applicable regulations.

Record retention and information management

Associates should follow all financial policies and related guidelines established by WNS regarding information management. Further, Associates must ensure that they retain, protect, and dispose-off records according to the WNS Record Retention Policy and other applicable laws. All work-related records must be maintained in a recoverable format for the duration for which they are required to be retained.

Records on legal hold

Under certain circumstances, such as a litigation proceeding or an on-going investigation, the Group General Counsel's Office will determine and identify the type of records or documents that may be required to be placed under a legal hold. Associates must therefore, ensure that they do not destroy, alter or modify any data contained in such documents. This guidance is, however, subject to applicable laws regarding purging of data and its related timelines.

Management responsibility

Being a listed company, WNS Management is required to lay down internal financial controls to be followed by the company and ensure that such controls are adequate and operating effectively and consistent with all applicable laws and regulations.

Insider trading

Associates and their close relatives / friends should not trade in shares or other securities of WNS or its clients while the Associates are in possession of material, non-public and price sensitive financial information. They must also refrain from recommending, "tipping" or suggesting that anyone else buy or sell shares or other securities on such basis. Questionable trading by Associates and family members / friends may give rise to legal and WNS imposed sanctions. Violation of Insider Trading principles can result in severe fines and criminal penalties, as well as disciplinary action by WNS, leading up to, but not limited to termination. Please refer the WNS Insider Trading Policy at <http://www.wns.com> for further information.

For any question on this section, please contact the Group General Counsel's Office.

Fact Check

John, who is a senior manager with ABC Ltd. and works closely with the company management becomes aware during strategy meetings that due to the amalgamation of their client's company with another company, the shares of the client's company could see a downward trend. He "advises" his close friends and relatives of this development, before the information is available in public domain. Are John's actions appropriate?

No. Tipping people on the basis of the information acquired by an employee in his/ her capacity as an employee of a company amounts to insider trading and is a punishable offence. Further, the company has a clear stand and policy against insider trading and violating the terms of the policy would result in disciplinary action.

Anne, who works in ABC Ltd.'s accounts department, is responsible for ensuring proper maintenance of all payroll

related documents. As per the company policy, all documents over 6 years old may be destroyed and Anne is well-versed with this aspect of the company's record retention policy. However, due to the company being entangled in a legal suit with one of its previous employees, the Legal Department of ABC Ltd. informs the accounts department to not destroy or modify or alter certain documents till the legal proceedings are completed. Anne is now confused as to whether she should follow the company's regular policy on document destruction or this new mandate from the legal department. Should she follow the legal department's direction?

Yes. It is the responsibility of all employees to ensure that they do not change, destroy, alter or modify any data contained within any documents that the legal department specifically requires, due to an ongoing legal proceeding or an investigation and has requested to keep such documents on hold. In case of any doubts, employees should speak to their supervisor or the legal department.

5

Fair dealing

Fact Check

ABC Ltd. is planning to expand its premises which requires significant construction activity. ABC Ltd. now requires permission from the Town and Suburban Planning Authority (TSPA) to go ahead with their expansion plans. The team entrusted with over-seeing the expansion concludes that in order to expedite the process of receiving the written order permitting the construction, they must seek help from the principal secretary of the TSPA, who is instrumental in sanctioning the required permission. Alan, who knows the principal secretary from their common golfers' circle, invites

him for dinner where he casually mentions how he and his company would gladly donate a handsome amount for the charity he runs, in return for a small signature on the order permitting his company's construction plans. Is Alan's offer a bribe?

Yes. Offering government or public officials cash or perks for doing something or restraining from doing something is not only a punishable offence but is also in contradiction to the bribery and corruption policy of the company. Even the offer to donate to a charity that an official supports or is involved in amounts to bribery.

Business relationships

In order to foster long-lasting relationships with our clients, suppliers, business partners etc., it is necessary that we conduct our business fairly, honestly and with integrity.

Relationship with Clients - Information given to clients should be accurate and complete, leaving no room for any misrepresentation of information and clients must not be discriminated against because they opted to use services or products of other suppliers.

Relationship with Suppliers - Must be based on price, quality, service and reputation, among other factors. Objectivity should be used while dealing with suppliers / potential suppliers and Associates should never accept or solicit personal benefits, which may compromise their decision making ability.

Relationship with Competitors - Associates should deal with competitors in accordance with best practices and should not: (i) misappropriate and/or misuse competitors' confidential information, (ii) make false statements about competitors' business or (iii) enter into agreements with competitors that may constitute illegal price-fixing.

Global trade

WNS is committed as a global service provider to ensuring compliance with all applicable laws and regulations. In this regard, Associates must:

- ▶ Maintain appropriate import, export, and customs records, and seek guidance from relevant departments to ensure all transfers of products, services and technology including software, comply with import-export laws.
- ▶ Not indulge in money laundering, illegal trade boycotts or other acts violating international import-export laws.
- ▶ Be updated on relevant local laws, rules and regulations, if Associates' work involves international travel or providing services or information across several countries.

Bribery/corruption

WNS does not offer or accept bribes, kickbacks or other improper payments or inducements in line with applicable laws and regulations including but not limited to the UK Bribery Act of 2010 and the U.S. Foreign Corrupt Practices Act of 1977, even if it means losing out on a lucrative business opportunity. WNS directs its associates to:

- ▶ Not make facilitation payments and report any such requests.
- ▶ Ensure all agents and distributors have passed the WNS due diligence process and ensure that the commissions, fee and other payments are not used as bribes on behalf of WNS.
- ▶ Ensure applicable laws, rules and regulations are complied with while dealing with the government.

- ▶ Acquaint themselves with the anti-bribery and anti-corruption laws of countries where they are required to travel and conduct business in.

Gifts and entertainment

Gift or entertainment shall not be given or taken/ received, with the underlying intention of influencing or rewarding business decisions.

- ▶ The value of gifts offered or accepted must not exceed US\$ 20 or its equivalent.
- ▶ Gifts in the course of employment may be accepted if such gifts specifically relate to Associates' service or accomplishment, provided the Associates keep the company informed as to the nature and value of the gift.
- ▶ Meals, refreshments or other forms of entertainment may be offered if they are for a business purpose and paid by WNS. This may include food, alcoholic beverages and tickets for sporting/cultural events.

For more information, refer to WNS Business Expense Policy.

Social media

Social media is a part of our everyday lives and plays a very important role in our communication. We respect our Associates' right to use social media (Facebook, Twitter, LinkedIn, etc.). However, Associates must adhere to the COBEC and other WNS policies, while using social media for both personal and professional purposes.

Political involvement, contributions and lobbying

Associates can participate in the political process, provided, such activities are taken up on their own time and without presenting their views as the views of WNS.

- ▶ WNS assets and funds must not be used for political campaigns, without express approval of the Group General Counsel's Office and any one of the Executive Officers (Group Chief Executive Officer, Group Chief Financial Officer, Chief Operating Officer and Chief People Officer).
- ▶ Associates campaigning for political office should exercise caution to not represent wrongfully that WNS is making corporate political contribution. Further, colleagues, clients and business partners must not be forced into supporting or contributing for a political group.
- ▶ Approval of the Group General Counsel's Office and any one of the Executive Officers must be sought prior to lobbying with members or employees of a government function.



6

Policy breach and procedures

Seeking help and reporting violations of the COBEC

Associates must report known or suspected violations of the COBEC, as per the forums given below:

Matter Type	Contact Information
General queries and questions on the COBEC	Email: cobec@wns.com
Violations of a financial nature, including accounting, internal controls, fraud or audit matters	Email: whistleblower@wns.com . Alternatively, submit your queries/ complaints on www.mysafeworkplace.com
Sexual harassment based grievances and complaints	Email: ashforum@wns.com
Any other grievances and concerns	Email: grievance@wns.com
In case of any unresolved issues, contact	Chief People Officer or; the Group General Counsel's Office

All queries or concerns will be treated with sensitivity and discretion. WNS is committed to protecting Associates' confidentiality, consistent with law and WNS' need to investigate the matters.

Ombudsperson

WNS has a team of dedicated Associates at each location, known as Ombudsperson, to help ensure compliance with rules, regulations and policies set forth in the COBEC. Ombudsperson is responsible for educating our employees on the COBEC and where needed ensure that all violations/ acts of non-compliance are reported to the Office of the Group General Counsel/ Chief People Officer, if received by the Ombudsperson.

Associates' responsibility

Associates should deal with any policy breach matters impartially and with the highest degree of sensitivity to help resolve ethical issues and create a comfortable atmosphere that encourages colleagues to discuss grievances. Associates must remember that they have a duty to appropriately deal with issues that violate the COBEC. Non-reporting of violations could be subject to disciplinary action as the cover up of such violations is a breach of the policy in itself.

Non-retaliation and whistleblowing

WNS prohibits retaliation against Associates for reporting an activity that they in good faith believe to be a violation of any law, rule, regulation or the COBEC and all retaliation instances should be reported to the Group General Counsel's Office. Further, Associates should not be discharged, demoted, or otherwise discriminated against for reporting information that they reasonably believe to be gross mismanagement, waste of funds, abuse of authority, or danger to health or safety. WNS whistleblowing policy protects confidential, anonymous reporting of concerns on questionable accounting or auditing practices. Please refer the WNS Whistleblowing Policy at <http://www.wns.com> for further information.

Enforcement and disciplinary action

Associates who violate any policy or procedure pursuant to the COBEC could be subject to discipline, leading up to, but not limited to termination. This determination will be based upon the facts and circumstances of each situation and Associates in question will be given an opportunity to present their explanations, prior to the determination of appropriate disciplinary action. Breach of any of the provisions of the COBEC may expose Associates and WNS to substantial civil damages, criminal fines, prison terms and damage to reputation.

During an internal audit or an ongoing investigation, it is imperative that all concerned Associates give their full co-operation and ensure that they are fair and honest in their responses. Further, details of such audit or investigation should not be discussed with anyone inside or outside WNS.

Waiver of the COBEC

Waiver of the COBEC for employees may be made only by the Group General Counsel's Office and any one of the Executive Officers. Any waiver of the COBEC for Group General Counsel and the Executive Officers may be made only by the Board of Directors and must be reported to the Audit Committee at its quarterly meetings. In addition, any such waiver must be disclosed to the public, if required by the rules of Securities Exchange Commission (SEC) or other applicable laws and regulations.

Certification process

Associates should review the contents of the COBEC and certify that they agree to abide by its provisions.

Applicable laws and regulations

Please refer to the “COBEC Applicable Laws and Regulations” list on WNS Intranet for applicable laws and regulations in your jurisdiction, relevant to the COBEC. For specific questions, refer to the forums above or contact the Group General Counsel's Office.

Interpretation of laws by the group general counsel's office

The Group General Counsel is responsible for interpreting and applying the COBEC described in specific situations, subject to facts and circumstances and applicable laws and regulations. The Group General Counsel's office will also maintain a record of interpretations issued under the COBEC. Questions regarding how the COBEC should be interpreted or applied should be directed to the Group General Counsel's office.

Fact Check

ABC Ltd. is planning to expand its premises which requires significant construction activity. ABC Ltd. now requires permission from the Town and Suburban Planning Authority (TSPA) to go ahead with their expansion plans. The team entrusted with over-seeing the expansion concludes that in order to expedite the process of receiving the written order permitting the construction, they must seek help from the principal secretary of the TSPA, who is instrumental in sanctioning the required permission. Alan, who knows the principal secretary from their common golfers' circle, invites him for dinner where he casually mentions how he and his company would gladly donate a handsome amount for the charity he runs, in return for a small signature on the order permitting his company's construction plans. Is Alan's offer a bribe?


Yes. Offering government or public officials cash or perks for doing something or restraining from doing something is not only a punishable offence but is also in contradiction to the bribery and corruption policy of the company. Even the offer to donate to a charity that an official supports or is involved in amounts to bribery.

Notes:

[illegible]

Notes:

[illegible]



WNS (Holdings) Limited (NYSE: WNS) is a global Business Process Management (BPM) leader. We offer business value to 200+ clients around the world by combining operational excellence with deep domain expertise in key industry verticals, including banking and financial services, healthcare, insurance, manufacturing, media and entertainment, consulting and professional services, retail and consumer packaged goods, telecom, shipping and logistics, travel and leisure, and utilities. WNS delivers an entire spectrum of BPM services in customer interaction services, finance and accounting, human resource, research and analytics, technology solutions and industry-specific processes. More than 30,000 employees serve across 42 delivery centers located in China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Sri Lanka, UK and US.



To know more, write to us at cobeco@wns.com

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