



# Whistleblower Policy

PO-17-3-06-0-LUX-(ENG)

Effective June 25, 2013

## WHISTLEBLOWER POLICY OF LUXOFT HOLDING, INC

### I. PURPOSE

Section 301 of the Sarbanes-Oxley Act of 2002, Section 10A of the Securities Exchange Act of 1934, as amended, Rule 10A-3 thereunder and the Audit Committee Charter of the Audit Committee of the Board of Directors of Luxoft Holding, Inc. (the "*Audit Committee*" and the "*Company*", respectively) require the Audit Committee to establish procedures for:

- the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- the submission by employees of the Company or other persons retained by the Company on a regular basis (each, an "*Employee*"), on a confidential and anonymous basis, of concerns regarding questionable accounting or auditing matters or violations of the Code of Ethics for the Chief Executive Officer and Senior Financial Officers of the Company and the Code of Conduct (together, the "*Code of Ethics and Code of Conduct*").

The "whistleblower" procedure set forth herein is intended to facilitate disclosures, encourage proper individual conduct and alert the Audit Committee to potential issues before serious consequences result. It is the responsibility of all Employees to report violations or suspected violations of the Company's professional and ethical standards relating to accounting, internal accounting controls, auditing practices or the Code of Ethics and Code of Conduct in accordance with this policy. References to the "Company" include any subsidiary of the Company. The whistleblower procedure set forth herein also complies with Dodd-Frank Act Section 922.

### II. PROCEDURE

1. Scope. Any Employee of the Company may submit, on a confidential and anonymous basis, any complaints or concerns regarding (i) financial statement disclosures, accounting, internal accounting controls or auditing matters, or (ii) violations of the Code of Ethics and Code of Conduct.

2. Submission Procedure. Complaints and concerns regarding the matters covered under this policy may be reported anonymously and confidentially through: (i) a hotline weblink <https://secure.ethicspoint.eu/domain/media/en/gui/103075/index.html> established by an independent provider – Navex Global, (ii) a submission of a sealed envelope to the Company's General Counsel ("*General Counsel*") or the Vice President of Global Human Resources, as described below, or (iii) by calling one of the following toll-free numbers provided by an independent provider – Navex Global:

Country	Phone Number (Step 1)	Phone Number (Step 2)
<b>Australia</b>	1-800-71-3164	
<b>Bulgaria</b>	00-800-0010	8558400067
<b>Canada</b>	1-855-840-0067	
<b>China</b>	400-661-2195	
<b>Cyprus</b>	8009-0517	
<b>Denmark</b>	800-100-10	8558400067
<b>France</b>	0800-91-9781	
<b>Germany</b>	0-800-225-5288	8558400067
<b>Hong Kong</b>	800-96-1976	
<b>India</b>	000-117 then at the English prompt dial 8558400067	
<b>International</b>	+ 1-855-840-67	
<b>Luxembourg</b>	800-2-3233	
<b>Malaysia</b>	1-800-80-0011	8558400067
<b>Mexico</b>	001-844-671-9160	
<b>Netherlands</b>	0-800-022-9111	8558400067
<b>Poland</b>	00-800-151-0159	
<b>Romania</b>	Romtelecom 0808-03-4288	8558400067
<b>Russia</b>	The Russian Federation (St. Petersburg) - 363-2400 The Russian Federation (Moscow) - 363-2400 The Russian Federation - 8^10-800-110-1011 The Russian Federation ( Outside Moscow) - 8^495-363-2400 The Russian Federation (Outside St. Petersburg) - 8^812-363-2400 ^ indicates second dial tone	8558400067
<b>Singapore</b>	800-110-2200	
<b>Sweden</b>	020-799-111	8558400067
<b>Switzerland</b>	0-800-890011	8558400067
<b>UAE</b>	United Arab Emirates - 8000-555-66 United Arab Emirates - 8000-021 United Arab Emirates (U.S. Military Bases) - 8000-051 United Arab Emirates (U.S. Military Bases) - 8000-061	8558400067
<b>Ukraine</b>	0-800-502-886	8558400067
<b>United Kingdom</b>	0808-234-2786	
<b>United States</b>	1-855-840-0067	
<b>Vietnam</b>	1-201-0288 1-288-0288	8558400067

3. Treatment of Complaints. Complaints will be directed initially to the General Counsel. A complaint that, in the General Counsel's opinion, is not related to any of the matters expressly covered by this policy or that is lacking in details that permit a meaningful investigation will not be investigated by the Audit Committee. If the complaint will not be investigated based on such reasons and includes the name or contact information of the complaining Employee, the Employee will be advised that such complaint does not fall under the scope of this policy and that he or she should consider submitting the complaint to the Vice President of Global Human Resources or other manager, as appropriate. If the complaint does not include the name or contact information of the complaining Employee, it will be forwarded by General Counsel to the appropriate manager for handling in a manner which such manager deems appropriate and in accordance with Company policies.

Complaints received by General Counsel falling under the matters covered by this policy shall be forwarded to an independent member of the Audit Committee designated for this purpose at least once every quarter or, promptly, in the case of matters deemed to be urgent by the General Counsel or complaints regarding questionable accounting and auditing matters. If an Employee wishes to discuss any matter with the Audit Committee, the Employee should indicate this in his or her complaint. General Counsel will inform the reporting person (if his or her identity is known) that the complaint has been received and, to the extent appropriate, provide him or her with information regarding the steps taken to investigate the complaint.

4. Evaluation and Investigation of Complaints. The General Counsel or any other person designated by the Chairperson of the Audit Committee will perform an initial evaluation of the complaint to determine if it involves any of the matters addressed by this policy. If the complaint appears to involve accounting, internal accounting controls, auditing matters, or violations of the Code of Ethics and Code of Conduct, the complaint will be reviewed and, if necessary, investigated by the Audit Committee in a manner to be determined by it. One or more members of the Audit Committee or any other person designated for that purpose by the Audit Committee may be delegated the authority to investigate the complaint. In conducting any such investigation, the anonymity of the Employee making a complaint or submission on a confidential basis, shall be maintained to the fullest extent possible consistent with the need to conduct an adequate review thereof. If the Audit Committee so requests, a written report to the Audit Committee of all findings of fact, conclusions and proposed recommendations for remedial action, if any, will be submitted within the timeframe set by the Audit Committee.

5. Meetings. Complaints submitted under this policy will be reviewed and discussed at the regularly scheduled Audit Committee meetings. The Chairperson of the Audit Committee may call a special meeting of the Audit Committee if he or she believes that immediate attention to a submitted complaint is required.

6. Reporting. Upon concluding its review or investigation of a complaint, the Audit Committee shall prepare a written report regarding the nature of the complaint, the review or investigation process and its recommendations. The Audit Committee shall submit its report to the Chairperson of the Board of Directors.

In addition, the Committee will provide a regular update of the status of the investigation of any pending complaint to the General Counsel not less than once each fiscal quarter to evaluate whether any disclosure is required with respect to such complaint in the Company's filings with the SEC. In addition, the Audit Committee will promptly notify the General Counsel and, if relevant, the Vice President of Global Human Resources of any development with respect to a pending complaint that may be material to the Company.

### III. ADMINISTRATION

The Audit Committee is responsible for the administration of this policy. The Chief Executive Officer of the Company will take corrective and disciplinary actions, if appropriate, based on the findings of the investigations, of which actions may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit salary increase, bonus or share options, suspension without pay or termination of employment and any other actions in accordance with the Code of Ethics and Code of Conduct. The Board of Directors shall decide on corrective and disciplinary action with respect to the Chief Executive Officer, if necessary.

### IV. MISCELLANEOUS

1. No Retaliation. The Company does not permit retaliation of any kind including taking any adverse or harmful action, threatening, harassing, discharging, demoting, suspending or otherwise discriminating against Employees for complaints submitted hereunder or to the Securities and Exchange Commission and that are made in good faith. Any such Employee will be protected from retaliation. If any such person believes she or he has been unfairly or unlawfully retaliated against in respect of a complaint made by such person under this policy, she or he may file a complaint with her or his supervisor or with a senior officer in instances where they are

uncomfortable filing the complaint with their supervisor. If such a person is uncomfortable filing the complaint with a supervisor or any senior officer, they may file their complaint with the Chairperson of the Board of Directors. Any complaint should be as detailed as possible, including the names of all individuals involved and any witnesses. The Company will directly and thoroughly investigate the facts and circumstances.

2. Record Keeping. The Audit Committee shall retain, as a part of the records of the Audit Committee, any such complaints or concerns for a period of no less than seven (7) years from the date on which the complaint was submitted.

3. Notice to Employees. A notice to the Employees of the Company regarding the adoption of this policy shall be provided quarterly in substantially the form attached hereto as Exhibit A.

4. Review of Policy. The Audit Committee will review this Whistleblower Policy annually.

Last Amended: November 21, 2016

## EXHIBIT A

### Notice to Employees

An Employee of, or other persons retained by, Luxoft Holding, Inc. or its subsidiaries (the “Company”) on a regular basis (each an “Employee”) may submit a good faith complaint or concern about the Company’s accounting, internal accounting controls, auditing practices or violations of the Code of Ethics for the Chief Executive Officer and Senior Financial Officer of the Company and Corporate of Conduct (together, the “Code of Ethics and Code of Conduct”). We encourage you to take advantage of these procedures to make us aware of your complaints or concerns.

Complaints and concerns may be reported anonymously and confidentially through: (i) a hotline <https://secure.ethicspoint.eu/domain/media/en/gui/103075/index.html> established by an independent provider – Navex Global (ii) a submission of a sealed envelope to the Company's General Counsel ("General Counsel") or the Vice President of Global Human Resources, or (iii) by calling one of the following toll-free numbers provided by an independent provider – Navex Global as set forth on the attachment hereto.

If you choose to use the web link, simply click on the web link and follow the instructions you are given.

Employees are encouraged to use these methods, which are designed to permit an Employee to complain freely, without involvement of their supervisor or fear of retaliation, about conduct that they believe should be reported under this policy. Anonymous complaints should be factual instead of speculative or unsupported and should contain as much specific information as possible to allow the persons investigating the complaint to adequately assess the nature, extent and urgency of the situation. Employees should realize that if an anonymous complaint cannot be properly investigated without additional information, we may have to close the matter for lack of sufficient information. If a reporting Employee wishes to disclose his or her identity, the Employee may, but is not required to, do so.

The General Counsel has been authorized by the Audit Committee to determine, in its discretion, whether or not an Employee's complaint falls within the matters covered under this policy. If it does, the Audit Committee will review and, if it deems necessary, direct an investigation of your complaint and issue a report with its findings and recommendations that will be submitted to the Chairman of the Board of Directors. If, on the other hand, a complaint is determined not to be related to any of the matters expressly covered by this policy or is lacking in details that permit a meaningful investigation, the General Counsel will either: (i) if the Employee provided contact information when making the complaint, inform the Employee that his or her complaint is not appropriate for investigation under this policy, or (ii) if no contact information from the Employee is available, forward the complaint to the appropriate manager within the Company.

Under the United States Sarbanes-Oxley Act of 2002, the Company and its management are prohibited from discharging, demoting, suspending, threatening, harassing or in any manner discriminating against any Employee as a result of any good faith complaint relating to the Company’s accounting, internal accounting controls, auditing matters or violations of the Code of Ethics and Code of Conduct.

If you have any questions about this policy, please contact the Company's General Counsel at [NZiabkina@luxoft.com](mailto:NZiabkina@luxoft.com) with a copy to [LuxCompliance@luxoft.com](mailto:LuxCompliance@luxoft.com).

**List of Toll Free Compliance Hotline Numbers**

<b>Country</b>	<b>Phone Number (Step 1)</b>	<b>Phone Number (Step 2)</b>
<b>Australia</b>	1-800-71-3164	
<b>Bulgaria</b>	00-800-0010	8558400067
<b>Canada</b>	1-855-840-0067	
<b>China</b>	400-661-2195	
<b>Cyprus</b>	8009-0517	
<b>Denmark</b>	800-100-10	8558400067
<b>France</b>	0800-91-9781	
<b>Germany</b>	0-800-225-5288	8558400067
<b>Hong Kong</b>	800-96-1976	
<b>India</b>	000-117 then at the English prompt dial 8558400067	
<b>International</b>	+ 1-855-840-67	
<b>Luxembourg</b>	800-2-3233	
<b>Malaysia</b>	1-800-80-0011	8558400067
<b>Mexico</b>	001-844-671-9160	
<b>Netherlands</b>	0-800-022-9111	8558400067
<b>Poland</b>	00-800-151-0159	
<b>Romania</b>	Romtelecom 0808-03-4288	8558400067
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<b>Ukraine</b>	0-800-502-886	8558400067
<b>United Kingdom</b>	0808-234-2786	
<b>United States</b>	1-855-840-0067	
<b>Vietnam</b>	1-201-0288 1-288-0288	8558400067

Signature: \_\_\_\_\_

Full Name: \_\_\_\_\_

Date: \_\_\_\_\_