



CODE OF CONDUCT & ETHICS

2023

SoftClouds

CODE OF CONDUCT

Our Code of Conduct sets forth our core values, shared responsibilities, global commitments, and promises. It provides general guidance about the Company's expectations, highlights situations that may require particular attention, and references additional resources and channels of communication available to us. It's also the first step for you to get clarity on any questions relating to ethical conduct.

Our Code, however, cannot possibly address every situation we face at work. Therefore, the Code is by no means a substitute for our good judgment, upon which SoftClouds depends on. We must remember that each of us is responsible for our own actions and that the ethical choice is always the best choice.

Please review the entire Code and refer to it whenever you question ethical conduct. If requested, you shall confirm in writing that you've reviewed the Code and understand and agree to adhere to our core values, shared responsibilities, global commitments, and promises.



A Message from The CEO

As the CEO of SoftClouds, I'm proud to say that our business is founded on the principles of ethics and integrity. We've crafted a comprehensive Code of Business Ethics, which explains our expectations of all our employees when conducting their business activities.

The Code of Business Ethics provides guidance on how to conduct ourselves and the standards of behavior we expect from our employees. This code ensures that we operate transparently and ethically and assures all our stakeholders that we're committed to being a responsible and ethical company.

We recognize that ethical behavior is a cornerstone of our success, and we take our responsibility to act ethically very seriously. We encourage our employees to ask questions and report any concerns they may have.

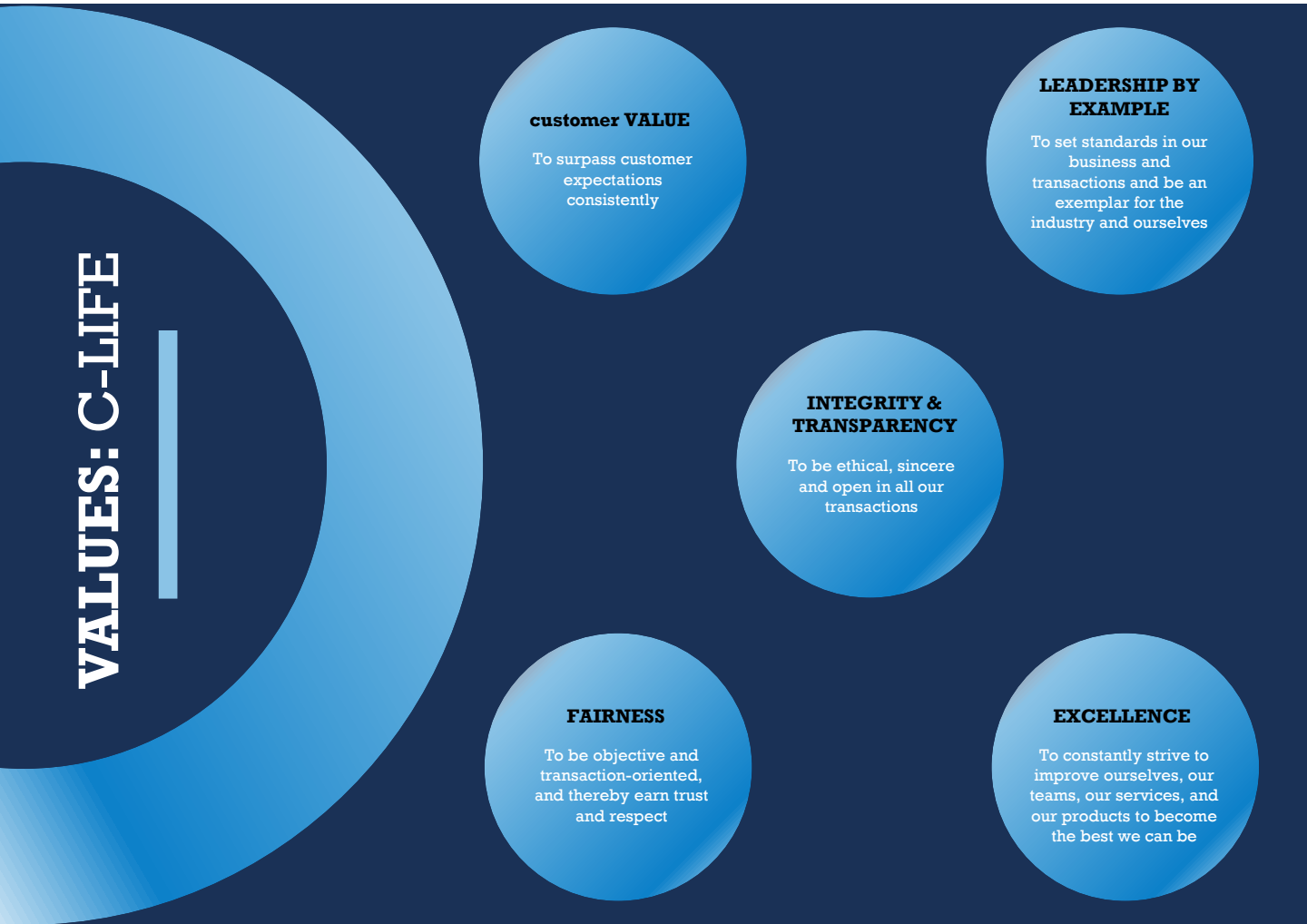
I'm confident that our Code of Business Ethics will ensure that we continue to uphold our commitment to ethical behavior and good corporate citizenship. I'm looking forward to seeing the positive impact it'll have on our business operations.

Balaji Ramachandran

CEO, SoftClouds LLC



Our values are the principles we use to daily run the Company. They're so important that they're the source of our entire Code—a sort of ethical backbone. They're clear and simple. Our values are the foundation of everything we do, and they're encapsulated in the acronym C-LIFE.



Our values are also influenced by the principle of trusteeship. As SoftCloudians, we're all trustees of the company's legacy – its resources, assets, and opportunities. As trustees, we have an obligation to pass SoftCloudians on a better and stronger SoftClouds than the one we received. By necessity this includes meeting or exceeding our commitments to stakeholders, developing the full potential of our employees, and building SoftClouds reputation to make it the most respected company in the world.

But trusteeship at SoftClouds goes further than that; trusteeship also includes our corporate commitment to sustainably utilizing natural resources and improving the communities in which we live and work. An early adopter of a robust CSR agenda, along with sustained economic performance, we believe in the importance of social stewardship. We embrace responsibility for our company to create a positive impact in the communities where we work and live. Our key programs are driven by the strong CSR platforms we've built over the years. Trusteeship to the SoftCloudian means we strive to create positive environmental, social and economic values in every aspect of our business.

VALUES IN ACTION

A photograph of a person's hands typing on a laptop keyboard. Overlaid on the image are several digital icons: a network of interconnected nodes, a dollar sign inside a circle, a server rack, and a smartphone. The image is framed by blue diagonal shapes on the left and top right.

What does it mean to act with integrity and transparency?

Acting with integrity and transparency means we should be ethical, sincere, and open in all our transactions. Personal accountability goes a long way in showing our customers and employees that they can rely on us. That's why, as employees and leaders of SoftClouds, we keep our commitments and walk the talk. We speak up when we're uncomfortable or uncertain, especially regarding actions, conditions, and behaviors that contradict our values and culture.

VALUES IN ACTION



What does it mean to create customer value?

customer value is a commitment to bring in ideas and recommendations that are in the customer's best interests, thus discharging our professional responsibilities in a manner that leads to long-term partnerships.

This means we should:

- ❖ **Always consider our customers' perspective.** The art of creating value starts with the ability to see our business through our customer's eyes.
- ❖ **Consistently work to improve customer satisfaction.** Soliciting honest feedback through surveys on a regular basis allows us to keep our finger on the pulse of our customers' needs.
- ❖ **Develop a memorable customer experience.** Go the extra mile. Businesses with unforgettable customer experiences are more likely to benefit from word-of-mouth referrals and higher retention rates.



VALUES IN ACTION



What does it mean to lead by example?

At SoftClouds, we strive to set standards in all our business dealings and be an exemplar for the industry and our fellow SoftCloudian. Each one of us can lead by example in acting with integrity and transparency. This means we should:

- ❖ Act with fairness and honesty in all our dealings – be objective and transaction-oriented.
- ❖ Make sure that those whom we supervise and report to understand and follow the Code, Company policies, and applicable laws.
- ❖ Know what resources are available to help.
- ❖ Support employees who, in good faith, ask questions, raise concerns, or cooperate with investigations.
- ❖ Raise any integrity concerns immediately. Problems caused by violations of the Code, Company policies or applicable laws seldom get better with the passage of time – they frequently get worse.

VALUES IN ACTION



What does it mean to be fair?

Fairness in the workplace is about respecting the rights of all those who work with us. This means we should:

- ❖ Treat employees fairly, keeping differing skills, abilities and circumstances in mind.
- ❖ As a manager, make our expectations and evaluation criteria known.
- ❖ At every stage, give employees an equal chance to be heard – whether allowing them to share great ideas or air grievances.
- ❖ Discourage politicking. Establish a reputation for discouraging this practice and encouraging team members to communicate openly with each other to solve issues.
- ❖ Give credit generously. Employees should be recognized for their ideas and contributions.

VALUES IN ACTION



What does it mean to be excellent?

‘Excellence’ can be defined as the quality of excelling, possessing good qualities to a high degree. It’s about developing a winning mindset that says, “I want to be great at what I do. I want my work and my personal life to be successful.”

What are my Responsibilities?

I FOLLOW the Code

Our Code applies equally to all SoftClouds directors, officers, and employees globally, across our subsidiaries. The Code also applies to our partners, suppliers, agents, or others acting on the Company's behalf. As employees, it's important that we know and follow the Code as a guideline for decision-making that's paired with integrity.



I LEAD by Example

No matter our role, each one of us is expected to lead when it's a question of ethics and be accountable for our actions. We act with responsibility and integrity in tune with our C-LIFE values.

I'm the EXAMPLE for my Team

Most often, a manager is the first person to be contacted about a concern in our work environment. Managers have some specific responsibilities:

- ❖ Be a role model of ethical behavior.
- ❖ Encourage your team to raise issues and speak up.
- ❖ Communicate a positive message about your commitment to ethics and compliance.
- ❖ Promote our values, the Code of Conduct and compliance with policies and the law.
- ❖ Actively support ethics and compliance awareness and training programs.
- ❖ Have open avenues for communication.
- ❖ Listen and respond fairly to employee concerns.
- ❖ Find satisfactory and complete resolutions to ethical issues.
- ❖ Escalate concerns when additional assistance is needed.



SPEAK UP

If you feel that you've experienced workplace discrimination, harassment, or a lack of equal opportunity at work, you may contact SoftClouds confidentially in one of the following ways:

❖ By sending an email to contact@softclouds.com

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RESPECTING EACH OTHER

1



1.1 An Equal Opportunity Workplace Free of Discrimination or Harassment

At SoftClouds, we strive to provide a work environment free of discrimination & harassment. We're an equal opportunity employer and employment decisions are based on merit and business needs. Our Human Rights Statement further illustrates our stand on this.

We're committed to following fair employment practices that provide equal opportunities for all employees. We don't discriminate or allow harassment based on race, color, religion, disability, gender, national origin, sexual orientation, gender identity, gender expression, age, genetic information, military status, and/or any other legally protected status. At SoftClouds, we value diversity and believe a diverse workplace builds a competitive advantage.

To put these values into practice, we must ensure that decisions affecting employees are based only on business factors. For instance, decisions regarding hiring, promotion, termination, transfer, leave of absence, or compensation should only be based on relevant business factors.

We must also ensure that we never verbally or physically mistreat others or engage in offensive behavior, and we shouldn't tolerate those who do. This includes harassing, bullying, abusive or intimidating treatment, inappropriate language or gestures, disorderly conduct, violence, and any other conduct that interferes with a co-worker's ability to do his or her job.



1.2 Health & Safety

To work effectively, all of us need a healthy and safe work environment. We’re committed to looking after the health and safety of team members, whether working on our own sites or on our customers’ sites. All forms of substance abuse and the use or distribution of drugs and alcohol while at work are prohibited.

Be Supportive

We expect our team managers to look after the health and safety of their team members

We all have the responsibility to identify and report to our safety representative or team manager any form of behavior that could present a hazard or risk

Be Pro-Active

OUR BUSINESS ETHICS

2

2.1 Anti-Bribery & Anti-Corruption

We should never offer, directly or indirectly, any form of gift, entertainment or anything of value to any government official or commercial partners including customers or their representatives to:

- ❖ Obtain or retain business
- ❖ Influence business decisions
- ❖ Secure an unfair advantage

What's a Bribe?

A bribe is anything of value that may be seen as an attempt to influence an action or a decision in order to obtain or retain business or acquire an improper advantage. This could include money, gifts, favors, use of company resources, entertainment or other items of value.

What's a Kickback?

A kickback is a form of corruption that involves two parties agreeing that a portion of their sales or profits will be kicked back (given back) to the purchasing party in exchange for making the deal.

What's a Facilitation Payment?

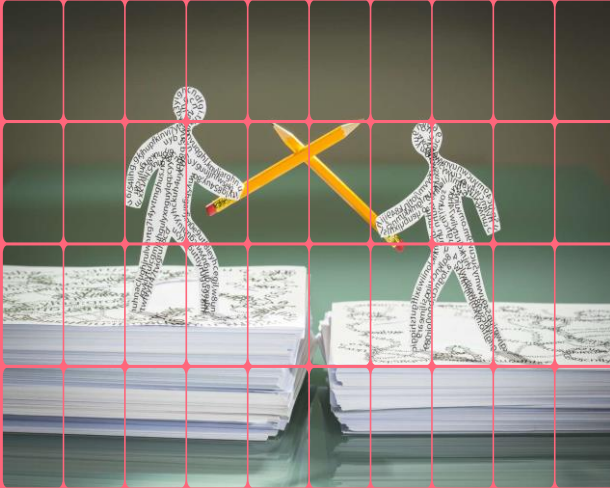
Certain countries may practice facilitation payments, which are payments to government officials to expedite or ensure routine actions, such as issuing visas, work permits, licenses, etc.

Understand the Consequences: Failure to comply with anti-corruption and anti-bribery laws not only exposes the Group to civil and criminal penalties, but could subject any team member to civil penalties, criminal punishment—including possible imprisonment—and disciplinary action.

Zero Tolerance: The Group has zero tolerance for any form of bribery and corruption or any acts that may be perceived to be bribery or corruption. Toleration of bribery or corruption is unacceptable business conduct wherever the Group operates.

SoftCloudians don't do any of these, nor do we allow third parties to act on our behalf, such as vendors, agents, customers, consultants, alliance partners, suppliers, and contractors, to make any such payments.

2.2 Conflict of Interest



What does conflict of interest mean?

When the interests or benefits of one person conflict with the interests or benefits of the Company, a conflict of interest is said to occur. We must avoid situations involving an actual or potential conflict of interest so that even the slightest doubt about our actual or potential conflict of interest so that even the slightest doubt about our integrity. Conflicts of interest also occur when we or our family members receive improper personal benefits, or preferential treatment as a result of our position, or the position of a family member, in the Company. Remember that such situations might impact our judgment or responsibilities towards our Company and our shareholders and customers.

2.3 Political Activities

SoftClouds reserves the right to communicate its position on important issues to the elected representatives & government officials. SoftClouds funds or assets must not be used as a contribution to political campaigns or political practices under any circumstances without the prior written approval of the Board.

We don't seek reimbursement for political contributions or use SoftClouds resources for personal political activities. We also don't indicate in any manner that we represent our Company's opinion about a candidate for office or any political cause or decision of any government.



2.3 Lobbying



If our work includes meetings with government and elected officials, which might be construed as lobbying, we must be aware that such activities are regulated. We shouldn't claim to represent our Company at such meetings unless we're specifically designated by the Company to do so. As in all other spheres of our activity, any meetings of this sort should be carried out with high integrity, in line with our C-LIFE values.

2.4 Money Laundering & Terrorism Financing



Money Laundering occurs when someone directly or indirectly gets involved in any process or activity connected with the proceeds of crime including its concealment, possession, acquisition or use and projecting or claiming it as untainted property.

Terrorism financing occurs when money or other resources are made available to commit criminal acts of terrorism or support terrorist organizations. In case you notice any such activity, please report it using the helpline details.



PROTECTING COMPANY ASSETS

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3.1 Company Confidential Information

We're expected to preserve confidential information belonging to the Group or our team members, customers, and business partners.

Confidential Information: Information is deemed confidential if it's defined as such by law or by contract. The following categories of information are almost always confidential:

- ❖ Information provided by our customers, suppliers, and business partners that the Group has committed not to disclose.
- ❖ Information regarding our commercial and economic strategy.
- ❖ Information about our recruitment and wage policies.
- ❖ Personal data.
- ❖ Know-how, trade secrets, patents, and software developed within the Group.

Protection: We take appropriate and reasonable measures, including relevant security measures, to protect confidential information concerning the Group, its team members customers, business partners, & suppliers.

3.2 Company Intellectual Property



The Company's intellectual property (IP) must be protected as a vital business asset. Our IP portfolio includes copyrights, patents, trademarks, service marks, trade secrets, design rights, logos, brands, and know-how. We must use our IP to protect these assets. It's important to ensure that, to the extent permitted by law, the rights to all IP created using the Company's time and expense which are within the scope of our duties are assigned to and are the property of the Company.

3.3 Physical Access Control

SoftClouds has developed procedures covering physical access control to ensure the privacy of communications, maintenance of the security of the Company communication equipment & safeguarding Company assets from theft, misuse, and destruction. We're responsible for complying with the security policies in your location. You must not defeat or cause to defeat the purpose for which the access control was implemented.



3.4 Use of Company Assets



The use of SoftClouds assets for individual profit or any unlawful, unauthorized personal or unethical purpose is prohibited. Our information technology, intellectual property (e.g., copyrights, patents, and trademarks), facilities, equipment, machines, software, and cash may be used for business purposes only, including responsible and accurate expense reimbursement, and in accordance with applicable policies.

BUSINESS RELATIONSHIPS



SoftClouds™
OPTIONS REDEFINED

4

4.1 Working with Customers



We're dedicated to delivering profitable and sustainable growth by working together with our customers to deliver value through our expertise and behavior.

Customer First: We think “customer first” and we measure our success in terms of the value we bring to our customers. Delivering excellence to our customers is our priority.

- ❖ We mobilize the right talent to meet our customer's requirements.
- ❖ We respect our customers, and we work openly and transparently.
- ❖ As an independent IT services provider, we objectively evaluate software and hardware solutions to meet the customer's requirements.

4.2 Working with Employee



Respect each other: All employees must treat one another with respect and dignity. Any disrespectful behavior (including insults, slander, bullying, or harassment) isn't acceptable.



Communication is key: All employees should have a clear understanding of their roles within the business and how their work impacts the organization. Open communication between management and employees is essential for successful relationships.



Respect employee privacy: Employers should never share confidential information about employees with anyone outside the company.



Recognize hard work: Employers should recognize and reward employees for their hard work and dedication. This could include bonuses, promotions, or praise.



Encourage feedback: It's important to actively seek out and respond to employee feedback. This helps build trust and strengthens relationships between management and employees.

4.3 Working with Partners

We strive to produce profitable and sustainable growth with customers, providing value through our experience and actions

- ❖ We work with partners and ecosystems whose values and modes of behavior are aligned to our principles
- ❖ We understand that, when dealing with public sector customers, it could be illegal for the Group to receive any referral fees.
- ❖ We expect our partners and ecosystems to comply with the law, including laws promoting fair competition, and prohibiting bribery and corruption





OUR CSR - GIVING MOMENTS

5



5.1 Giving Moments – USA

- ❖ Create awareness and engage employees
 - Hosting charity programs
 - Finding the right cause
 - Giving employees a time to make a difference in the society
 - Present skills-based micro-volunteering opportunities
- ❖ For every business – through our partners or customers, we'll donate to a set of selected charities
 - For every project – The donations will be given to the cause
 - The charity will be chosen by the customer or partner - whoever was involved in the sale

5.2 Giving Moments – India

- ❖ HR and CSR Department will find the CAUSE
- ❖ Designate employee volunteer days
- ❖ Consider allowing time off for opportunities to visit the charity and engage with people by offering gifts, food, clothes, and necessities
- ❖ Employees volunteering
- ❖ Responding to natural disasters and volunteering as a team
- ❖ Spending time with orphans, visiting old age homes, planting trees, etc





5.3 Giving Moments – Our Activities

- ❖ HR Giving Moments: An Integrated Philanthropic Approach
- ❖ Engage Greater Community via “Moments”
- ❖ Social Responsibility: Allow Our Community to Grow & Flourish
- ❖ Employee Engagement: Making a Difference
- ❖ Build Meaningful Connections: Stronger Community = Stronger Company
- ❖ Growth: Step Out of Our Comfort Zone to Make a Difference



ADMINISTERING OUR CODE

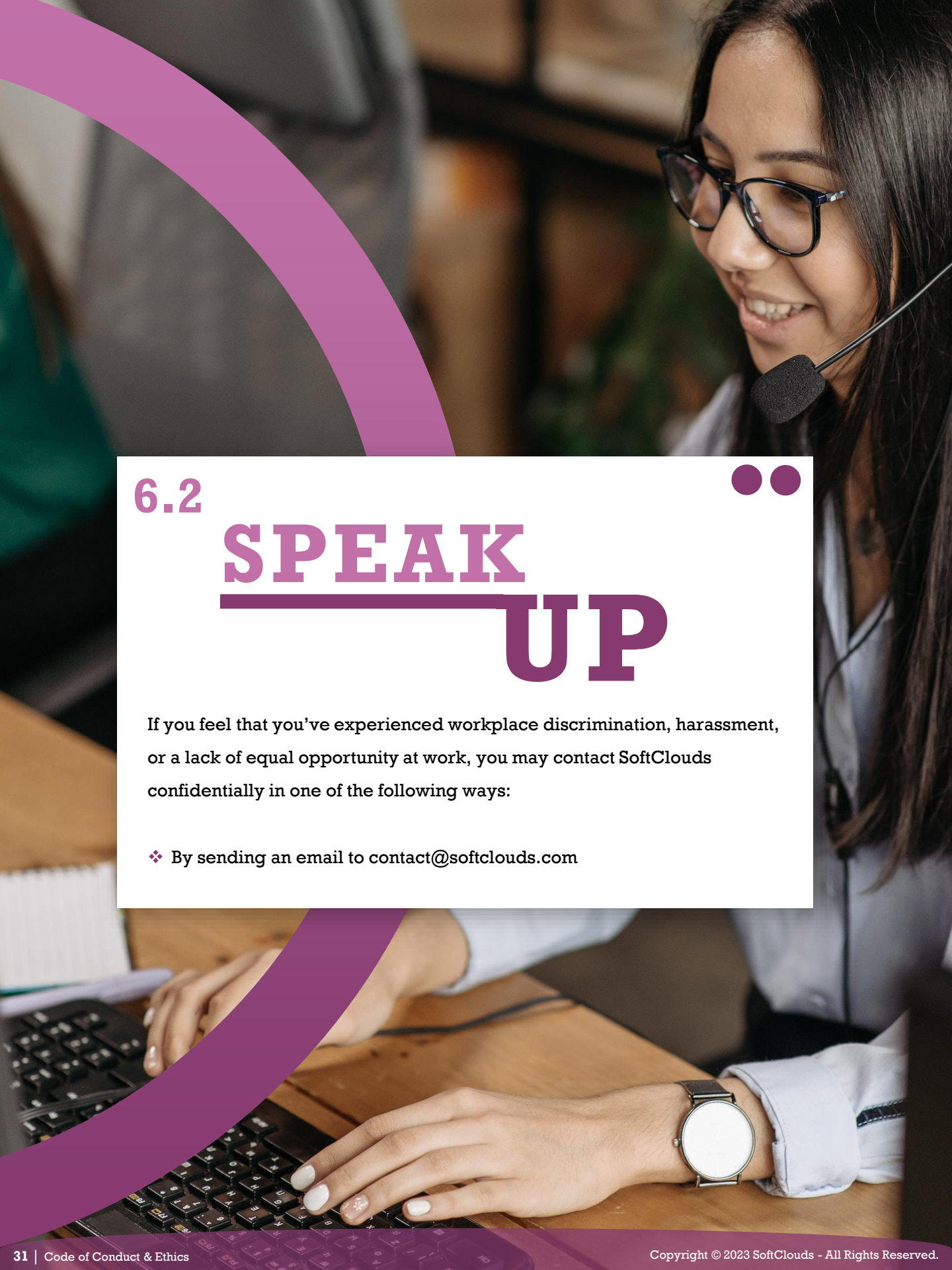
6



6.1 Disciplinary Actions

If you violate our Code, the Company will take appropriate disciplinary action.

We take violations of this Code, Company policies and applicable laws seriously. Where appropriate, the Company takes prompt corrective action, up to and including termination of employment. We strive for consistency and fairness in discipline for Code violations. Discipline may include a verbal or written warning; suspension with or without pay; loss or reduction of bonus or; for the most serious offenses or repeated misconduct, termination of employment.

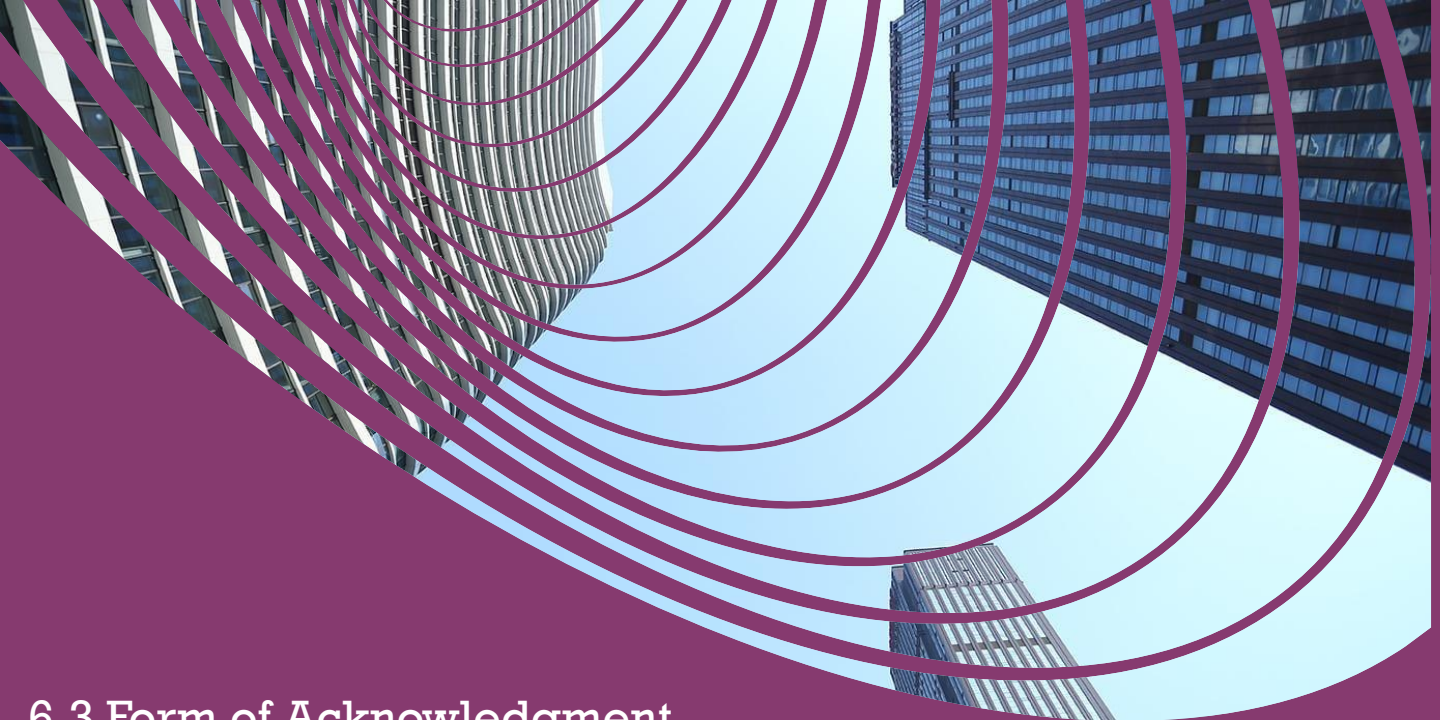


6.2

SPEAK UP

If you feel that you've experienced workplace discrimination, harassment, or a lack of equal opportunity at work, you may contact SoftClouds confidentially in one of the following ways:

❖ By sending an email to contact@softclouds.com



6.3 Form of Acknowledgment

I acknowledge that I’ve read and comprehended the Company Code of Business Conduct and Ethics. I’m aware that additional regulations or laws may be related to my role and/or place of employment. Furthermore, I commit to upholding the Company's values in all my actions and abiding by the SoftClouds Code of Business Conduct and Ethics.

Name : _____

Date : _____

Signature : _____

Title : _____



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