# AGI infra Limited

## Anti-Bribery & Anti-Corruption (ABAC)

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| Policy Title: | Anti-Bribery & Anti-Corruption (ABAC) |
| Scope: | Applicable to all employees, trainees/interns, apprentices, contract workmen, vendors, customers, auditors, directors, visitors, including regulatory and government authorities (collectively called as "Personnel"), of AGI infra Limited (termed as AGIIL or Company in the policy) |
| Objective & Preamble: | AGI Infra Limited (AGIIL) is committed to conducting its business in accordance with the applicable laws, rules, and regulations in all geographies or regions the Company operates in and with the highest standards of business ethics. The objective is to ensure that adequate guidelines are in place to prevent any incident relating to bribery, corruption, and any form thereof within or in relation to AGIIL.<br>Set out the Company's responsibilities, and of those working for or with the Company in observing and upholding the Company's position on bribery and corruption matters. |

## Guideline Details

### 1. Purpose:

The policy clearly states zero tolerance towards bribery and corruption and any forms thereof, provides guidelines on how to deal with bribery and corruption related issues and requires all personnel to act professionally, fairly, and with utmost integrity in all business transactions.

This policy is based on the tenth principle of the UNCG against corruption that prohibits bribery, extortion and other forms of corruption, and encourages to proactively develop policies and concrete programs to address corruption internally and within supply chains.

AGIIL is committed to conduct its business in accordance with the applicable laws, rules, and regulations in all geographies or regions the Company operates in and with the highest standards of business ethics and professionalism. AGIIL prohibits bribery and corruption in any form, direct or indirect and aims to uphold standards of integrity, transparency, and accountability by enforcing zero tolerance towards bribery and corruption. The purpose also is to establish and communicate the Company's standards regarding anti-bribery & anti-corruption and compliance to the same.

## 2. Governance:

- The Head of Risk and Compliance shall undertake periodic review and update this policy
- Changes to this policy shall be approved by the Chief Financial Officer & Managing Director
- Chief Financial Officer shall ensure periodic training on this policy to all employees, trainees, contract workmen, consultants, and apprentices
- Chief Financial Officer & Managing Director shall ensure that appropriate periodic communication about this policy is shared with business partners
- Chief Financial Officer shall ensure that the reference to this policy is included appropriately in all the contracts and purchase orders which AGIIL enters with business partners
- Chief Financial Officer shall ensure that appropriate self-declarations are obtained from new vendors/ third parties on adherence to this policy (or other relevant policies of Biocon) at the time of their enrollment
- Any violation of this policy may have significant consequences and will be dealt with according to AGIIL's Code of Conduct and other relevant policies

## 3. Policy Framework:

### 3.1 Bribe, Corruption, or Kickbacks:

"Bribery" refers to offering, giving, promising, soliciting, or accepting anything of value (financial or non-financial) to a government official or any other person, directly or indirectly through a third party, to improperly influence that person in the performance of a duty or to obtain or retain business or any undue business advantage

"Corruption" refers to the abuse of entrusted power for personal gain

"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

AGIIL prohibits all forms of bribery, corruption and kickbacks, whether involving, but not limited to, public official* or a third party, whether directly or indirectly

AGIIL conducts its business lawfully and ethically and expects everyone associated with it to conduct its business with integrity regardless of the existence of any local customs or traditions

Dos:

- Always make clear, internally and to external parties, that AGIIL has zero-tolerance to bribery, corruption, and kickbacks. AGIIL will not (directly or indirectly) offer, pay, seek, or accept any payment, gift, or favor to improperly influence a business outcome
- Immediately notify the AGIIL Integrity Committee by writing to integrity@biocon.com if they become aware of any breach of this policy

- Use online communications or e-government solutions or any other means available to the extent possible, thereby reducing face-to-face interactions with public officials

Don'ts:

Personnel must not directly or indirectly (e.g., via suppliers, agents, distributors, consultants, intermediaries, or anyone else):

- Offer or give a bribe (in cash or in kind) to any public official or third party, giving the impression that it is intended to influence the decision of the recipient in exercising their job responsibilities, or intended to secure preferential treatment or an improper advantage for AGIIL
- Request or receive a bribe or kickback (direct or indirect) from any third party, giving the impression that it is, intended to influence decisions of AGIIL in favor of that party

*Public Official means any person:

» Holding a legislative, administrative, or judicial office, including any person employed by or acting on behalf of a Government Authority

» Holding office of a political party; or a candidate for political office

» Medical and scientific personnel, including health care professionals, who work at hospitals, universities or a similar facility which is fully/ partially owned by a government

3.2 Gifts, Hospitality and Entertainment

- Personnel (covered in this policy) are prohibited from offering or giving any gifts, hospitality, or entertainment with an intent to induce or influence any act or decision of a third party, in favor of AGIIL
- Personnel (covered in this policy) are prohibited from receiving or soliciting any gifts, hospitality, or entertainment with an intent to induce or influence any act or decision of AGIIL in favor of the third party

In exceptional situations where such nominal gifts must be accepted to avoid causing serious offence, or where circumstances genuinely preclude their return, personnel must:

» Obtain exceptional approval from the Head of Risk & Compliance and Head of Legal

» Take appropriate steps to donate the gift received to charity

» Ensure such receipts do not influence any of the decision taken by AGIIL in favor of the third party

3.3 Political Contributions

- Personnel, in their official capacity, should not make political contributions to any political party or organization or to individuals engaged in politics as well as to their immediate family members
- Any support and/or contributions to political groups can only be in a personal capacity, without any linkage to AGIIL

- AGIIL is committed to support the Constitution and governance system of the countries in which it operates. AGIIL shall not support any specific political party or persons with a political background
- AGIIL shall not offer any funds or property as donations to any political party, candidate, or campaign

### 3.4 Donations

- AGIIL may make charitable donations that are legal and ethical under local laws and practices. Personnel shall not make any donations in their official capacity, unless those are pre-approved by the Head of Human Resources and the Head of Legal
- Any of the personnel making any charitable contribution and/or donation shall, at all times comply with the policies of AGIIL and applicable laws and regulations

### 3.5 Marketing and Promotional Activities

Personnel and third parties (acting on behalf of AGIIL) to ensure that all promotional and marketing activities comply with applicable laws and regulations, as well as the relevant guidelines / policies of AGIIL including the employee Code of Conduct.

### 3.6 Indirect Payments

AGIIL strictly prohibits the use of third parties like agents, distributors, or consultants for indirectly channeling bribes which are disguised as legitimate service payments, for the benefit of the Company.

- All agreements, contracts, purchase orders or service orders with third parties should contain a clause on compliance with respective laws and relevant policies of AGIIL
- Compensation / remuneration paid to third parties should be appropriate and justifiable and these shall be paid for the legitimate services rendered. Details of the service obtained from third parties shall be clearly specified in the contract

### 3.7 Anti- money laundering

- Money laundering is a criminal offence and occurs when someone directly or indirectly gets involved in any process or activity connected with the proceeds of a crime including its concealment, possession, acquisition or use and projecting or claiming it as untainted property
- Personnel covered in this policy must ensure that AGIIL does not receive proceeds of criminal activities, as this can amount to money laundering. Personnel covered in this policy, who are involved in engaging/contracting with vendors or customers, must not simply assume that relevant third-party screening has already been conducted
- Failure to check or update screenings periodically may put AGIIL and personnel covered in this policy at risk. All import and export activities shall be conducted legally and ethically, adhering to all relevant and applicable trade sanction laws and license requirements

- Personnel involved in engaging or contracting with third parties such as new suppliers, customers and distributors must ensure that the third parties are subject to appropriate screening to assess their identity and legitimacy before contracts are signed or transactions occur

### 3.8 Conflict of interest

Conflict of interest can potentially undermine an individual's ability to perform professional duties in an independent and objective manner. We must avoid situations where our personal or financial interests either are or appear to be, in conflict with those of the Company and the fairness and integrity of our judgments, decisions or actions at work could be compromised. Examples of conflict of interest include (but are not limited to):

#### Concurrent employment

In line with applicable laws and policies, personnel covered in this policy, during their employment with AGIIL, shall not, without a valid written approval, accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide freelance services to anyone, with or without remuneration/consideration

#### Related party transactions

Any personnel shall upfront disclose and shall not participate in negotiations and / or approving / finalizing any business transactions with a family member or relative or with a business in which a family member or relative is associated in any significant role. Family member or relative include spouse, siblings, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships, in-laws, etc.

#### Working with family and friends

Employees should ensure that they do not work directly for, supervise, or make employment decisions about a family member or relative. This includes positions or assignments within the same department and the employment of such individuals in positions that have a financial or other dependence or influence.

#### Relationships at work

Personal involvement with a competitor, supplier or another employee might affect the ability to exercise good judgement on behalf of AGIIL. This could lead to conflict of interest. Such relationships must be disclosed to HR and the reporting manager immediately.

#### Outside directorships

It is a conflict of interest for employees or directors to serve as a director, partner, sole proprietor, or any other equivalent position of any business entity that competes with AGIIL or has a line of business similar to that of AGIIL

#### Outside investments

Employees should not have a financial interest, including through a relative, in any organization if that interest would give or appear to give a conflict of interest with AGIIL

## 4. Raising a concern

We encourage personnel covered in this policy to speak up without any hesitation or fear, if they believe in good faith that any of AGIIL's policies or this policy is being breached, or an individual or group of individuals are acting in a manner that could adversely impact the interest of AGIIL and /or its employees.

Awareness about such misconduct will enable AGIIL to address them without delay and protect the interests and rights of individuals covered in this policy. As enshrined in AGIIL's Integrity & Whistle blower policy, any personnel can raise a concern against suspected unethical /non-compliant activities through multiple channels, including writing to: info@agiinfra.com

## 5. Exception(s)

Any exception to this policy must be approved by the Head of Human Resources and the Chief Executive Officer & Managing Director.

## 6. Implementation

All personnel (acting on behalf of AGIIL) are responsible for adhering to the principles set out in this policy. They shall familiarize themselves with this policy and shall participate in all training sessions periodically conducted by AGIIL. Any clarification regarding this policy can be addressed to Head of HR or Head of Legal or Head of Risk and Compliance.

## 7. Review and amendment

AGIIL reserves its right to amend or modify this policy, in whole or in part, at any time without assigning any reason.