



WNS GROUP

SUPPLIER CODE
OF CONDUCT

*DOING BUSINESS
ETHICALLY, ALWAYS!*

WNS MISSION

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

WNS VALUES

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



PURPOSE AND SCOPE

At WNS, we believe acting ethically and responsibly is not only the right thing to do, but also the right thing to do for our business. WNS has developed a Global Supplier Code of Conduct (“Supplier Code”) to clarify our global expectations in the areas of business integrity, labour practices, modern slavery, human trafficking, associate health and safety, and environmental management. WNS’s Supplier Code is intended to complement WNS’s Global Code of Conduct and the company’s other policies and standards referenced therein.

Suppliers, vendors, contractors, consultants, agents and other providers of goods and services (Collectively referred to as “Service Providers”) who do business with WNS entities worldwide are expected to follow this Code.

BUSINESS CONDUCT PRINCIPLES

WNS expects its Service Providers to conduct business responsibly, with integrity, honesty, and transparency, and to adhere to the following principles:



Maintain awareness and comply with all applicable laws and regulations of the countries of their operation.

In performing its obligations under the Agreement, Service Providers need to ensure that each of their subcontractors/ personnel shall: (a) comply with all applicable laws, statutes, regulations in force from time to time including but not limited to the Modern Slavery Act 2015; and (b) take reasonable steps to ensure that there is no modern slavery or human trafficking in the Service Provider's or subcontractor's supply chains or in any part of their business.

Compete fairly for WNS's business, without paying bribes, kickbacks or giving anything of value to secure an improper advantage.

WNS is committed to conducting business legally and ethically within the framework of a free enterprise system. Corrupt arrangements with customers, Service Providers, government officials, or other third parties are strictly prohibited. "Corruption" generally refers to obtaining, or attempting to obtain, a personal benefit or business advantage through improper or illegal means.



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Encourage a diverse workforce and provide a workplace free from discrimination, harassment or any other form of abuse.

WNS Service Providers shall create a work environment in which employees and business partners feel valued and respected for their contributions. Harassment, including unwelcome verbal, visual, physical, or other conduct of any kind that creates an intimidating, offensive or hostile work environment will not be tolerated. Employment decisions must be based on qualifications, skills, performance, and experience.



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Treat employees fairly, including with respect to wages, working hours and benefits.

WNS Service Providers shall comply with all applicable legal and regulatory requirements and will generally apply sound employee relations practices. Working hours, wages, benefits will be consistent with laws and industry standards, including those pertaining to minimum wages, overtime, other elements of compensation, and legally mandated benefits.

Prohibit all forms of forced or compulsory labour.

WNS Service Providers shall maintain and promote fundamental human rights. Employment decisions will be based on free choice and there may be no coerced or prison labour, and no use of physical punishment or threats of violence or other forms of physical, sexual, psychological or verbal abuse as a method of discipline or control.



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Prohibit use of child labour.

Service Providers shall adhere to the minimum employment age limit defined by national law or regulation, and comply with relevant International Labour Organization (ILO) standards. In no instance shall Service Provider permit children to perform work that exposes them to undue physical risks that can harm physical, mental, or emotional development or improperly interfere with their schooling needs.



Provide safe and healthy working conditions.

WNS Service Providers shall proactively manage health and safety risks to provide an incident-free environment where occupational injuries and illnesses are prevented. Service Providers must implement management systems and controls that identify hazards and assess and control risk related to their specific industry. Also, Service Providers shall provide potable drinking water and adequate restrooms; fire exits and essential fire safety equipment; emergency aid kits and access to emergency response including environmental, fire and medical.



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● **Respect employees' right to freedom of association and collective bargaining, consistent with local laws.**

Consistent with applicable law, WNS Service Providers shall respect employees' rights to join or refrain from joining associations and worker organizations.

Financial Records and Reporting.

The Service Provider must maintain accurate financial books and business records in accordance with all applicable legal and regulatory requirements and accepted accounting practices.



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● **Carry out operations with care for the environment and comply with all applicable environmental laws and regulations.**

The potential environmental impacts of daily business decision-making processes should be considered along with opportunities for conservation of natural resources, recycling, source reduction and pollution control to ensure cleaner air and water and to reduce landfill wastes. Any chemicals provided by the Service Provider to perform the Services as agreed under the Agreement shall be stored and managed in a safe and environmentally sound manner and as per regulatory requirements. The waste /leftover chemicals, the empty containers and/or any hazardous waste and/or e-waste waste (if any) generated during the course of the activities carried out by the Service Provider shall also be disposed in a safe and environmentally sound manner as per the regulatory requirements.

Observe WNS's policies regarding gifts and entertainment and conflicts of interest when dealing with WNS employees.

WNS Service Providers are prohibited from providing or offering gifts to WNS employees that could inappropriately influence WNS's business decisions or gain an unfair advantage.



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Deliver products and services meeting food safety & quality standards, where applicable.

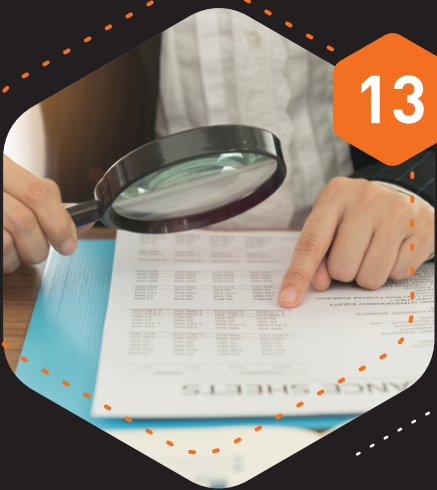
Service Providers involved in any aspect of developing, handling, packaging or storing the products are expected to:

- Know and comply with the product quality standards, policies, specifications, and procedures that apply to the products produced at your location
- Follow and adhere to good manufacturing practices and testing protocols
- Comply with all applicable federal, state, and local food safety laws and regulations
- Report issues immediately to WNS that could negatively affect the quality or public perception of a WNS product

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Support compliance with the Supplier Code by establishing appropriate management processes and cooperating with reasonable assessment processes requested by WNS.

To conduct business with WNS, Service Providers must enter into contracts and execute purchase orders that mandate compliance with the Supplier Code. With prior notice, WNS may conduct reasonable audits to verify Service Provider's compliance with the Supplier Code. Service Provider shall also provide to WNS quarterly certification confirming its compliance with the Supplier Code.

On-Premises guidelines

- 14.1 Service Provider shall ensure that its employees do not suffer from any infectious disease, shall report for duty and shall not while under the influence of alcohol or other prohibited substances.
- 14.2 Service Provider shall ensure immediate peaceful removal of all its employees from the premises of WNS, irrespective of any dispute on expiry/ termination of the Agreement.
- 14.3 The Service Provider shall adopt, maintain and abide by its own safety rules and standards, licenses and permits as required by the Statute. Service Provider shall also abide by WNS's Security and Environment Health & Safety (EHS) policies and procedures while carrying out work within WNS's premises. A copy of WNS's EHS Policy is enclosed under Annexure A.
- 14.4 Service Provider shall use its reasonable efforts to prevent any viruses or similar items from being coded or introduced into the systems of WNS. There shall be (a) no fraud by the Service Provider, its employees or by its agents with respect to any obligations of the Service Provider under the Agreement and (b) no loss, misappropriation or fraud with respect to any confidential information delivered to, or otherwise under the control of, the Service Provider, its employees or by its agents.

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ANNEXURE A

Environment, Health & Safety Policy



Environmental, Health and Safety Policy

WNS will strategically adopt and imbibe Environmental, Health and Safety (EHS) Management in our way of business. This is consistent with WNS global business ethics, values and interests.

We at WNS are committed to abide by the following:

Environment & Sustainability

We will encourage the conservation of natural resources. For this, we will make efforts to minimize or eliminate adverse EHS effects and risks that may be associated with our activities, operations and services.

Encourage Compliance

We will be committed to comply with the applicable laws related to EHS and our own EHS Management Standards.

Employees & Stakeholders

We at WNS will strive to prevent occupational injuries and illnesses, promote healthy practices and reverence for the environment.

Employees:

We shall provide a safe work environment to employees. We will ensure that our employees have the awareness, skills and knowledge to carry out this policy. We expect employees to follow the rules, report unsafe conditions and behaviours to improve our safety performance.

Clients, Suppliers and Contractors:

We will work with our clients, suppliers and contractors for augmenting EHS performance.

Community and Government:

We will participate in government EHS initiatives and community programs.

EHS integration & Business Excellence

We shall incorporate EHS considerations in our efforts to achieve business excellence. Strive for continual improvement in environmental, health and safety performance. We will set goals, measure the progress and communicate results.

Compliance with this policy is the responsibility of every employee.

Keshav R. Murugesh
Group Chief Executive Officer

Milind Ghule
Corporate SVP – Admin & Facilities

Adopted Date: 10/10/2011
Effective Date: 25/11/2013

Supplier Guiding Principles

We expect our suppliers to agree to abide by "The WNS Supplier Code of Conduct", for the purposes of the scope of work to be agreed under this Proposal/ Agreement/ Contract.

The suppliers authorized by WNS are required to meet the following standards, at a minimum, with respect to their operation as a whole:

- ÿ Adhere with all the applicable laws and regulations.
- ÿ Conduct fair dealings by complying with the applicable anti corruption and anti-bribery laws.
- ÿ Provide a workplace free from discrimination, harassment or any other form of abuse.
- ÿ Prohibit all forms of forced or compulsory labour and child labour.
- ÿ Provide safe and healthy working environment.
- ÿ Maintain accurate financial books and business records.
- ÿ Comply with quality and environmental standards, policies and procedures while delivering products and services.
- ÿ Observance of the compliance requirements as stipulated under the proposed/ existing contract.



- Supplier must be able to demonstrate compliance with the Supplier Code of Conduct at the request and satisfaction of WNS.

Suppliers must also ensure that anyone acting on behalf of the supplier in connection with the contract / business/ scope of work outlined herein, will also be bound by The WNS Supplier Code of Conduct, to the same extent and in the same manner and will be deemed to be covered by this Supplier Guiding Principles.

WNS reserves a right to terminate the business relationship and prohibit doing further business, in case of any breach/ violation or non-compliance to the Supplier Code of Conduct.

Supplier Declaration

We agree to abide by the principles set out under the WNS Supplier Code of Conduct and the Supplier Guiding Principles, to the extent applicable to the services we provide to WNS. We also agree that the WNS Supplier Code of Conduct and these Supplier Guiding Principles are an integral part of the contract that we have entered into with WNS.



WNS (Holdings) Limited (NYSE: WNS) is a leading global Business Process Management (BPM) company. WNS offers business value to 350+ global clients by combining operational excellence with deep domain expertise in key industry verticals, including banking and financial services, consulting and professional services, healthcare, insurance, manufacturing, media and entertainment, retail and consumer packaged goods, telecommunications and diversified businesses, shipping and logistics, travel and leisure, and utilities and energy. WNS delivers an entire spectrum of business process management services such as customer care, finance and accounting, human resource solutions, research and analytics, technology solutions, and industry-specific back-office and front-office processes. WNS has delivery centers world-wide, including China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Sri Lanka, Turkey, UK and US.



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