



TATA COMMUNICATIONS



SUPPLIER CODE OF CONDUCT

Supplier code of Conduct (SCOC)

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Message from the Global Head- Supply Chain Management

Dear Valued Suppliers,

At Tata Communications, our core values of “Integrity, Excellence, Unity, Responsibility and Pioneering” serve as the bedrock of our business practices and relationships. We recognize that our success is intertwined with our Suppliers, and we’re committed to fostering a responsible value chain that benefits all stakeholders.

This Supplier Code of Conduct embodies our shared commitment to ethical and sustainable business practices. We rely on our Suppliers to uphold the highest standards of ethical business Conduct, human rights, labor practices, environmental sustainability, and embrace diversity, equity, and inclusion.

By partnering with us, you become an integral part of our collective effort to creating a brighter future for all. Together, we build a Supply chain that exemplifies excellence and operates with social and environmental responsibility.

We appreciate your dedication to upholding our shared values and look forward to a collaborative and successful partnership. Thank you for your commitment to this Code.



Sivakumar Periasamy

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Global Head - Supply Chain Management

Introduction

As outlined in the [Tata Code of Conduct](#) (“TCOC”), Tata Communications Limited and its direct and indirect subsidiaries (“Tata Communications” or the “Company”) are committed to conducting their business in an ethical, legal, and socially responsible manner. Tata Communications considers its Suppliers to be an integral and indispensable part of its business and believes that a reliable and sustainable supply chain is critical for a responsible and efficient organisation. The Supplier Code of Conduct (“Code”) outlines Tata Communications’ expectations for supplier conduct in relation to ethics, labour and human rights, health, safety, environmental protection, and management practices.

This Code shall be reviewed regularly and updated as necessary.

Applicability

Supplier Code of Conduct applies to all Tata Communications’ suppliers. A Supplier shall be defined as:

Any third-party entity providing products or services to the Company or acting on behalf of the Company, including but not limited to vendors, contractors, subcontractors, consultants, agents, advisors, value-chain partners, service providers, manufacturers, distributors, sales representatives, intermediaries, and business partners. Products or services can include tangible goods, such as products or equipment, as well as intangible services. For example, consulting or transportation. Tata Communications requires its suppliers to comply with all applicable laws, and regulations and operate in accordance with all principles and requirements outlined in this Code.

Tata Communications will assess its suppliers’ compliance with this Code, and any violations of this Code may jeopardize a Supplier’s business relationship with Tata Communications, up to and including termination. This Code applies to all Suppliers (including service providers and contractors) of Tata Communications across all geographies.



Principles of Supplier Conduct

Overview

Tata Communications has been a value-driven organisation since its inception. The five core values in the Tata Code of Conduct (collectively the “Core Values”) underpin the way we conduct our business activities:



INTEGRITY

We will be fair, honest, transparent, and ethical in our conduct; everything we do must stand the test of public scrutiny.



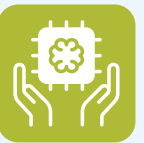
UNITY

We will invest in our people and partners, enable continuous learning, and build caring and collaborative relationships based on trust and mutual respect.



RESPONSIBILITY

We will integrate environmental and social principles in our businesses, ensuring that what comes from the people goes back to the people many times over.



PIONEERING

We will be bold and agile, courageously taking on challenges, using deep customer insight to develop innovative solutions.



EXCELLENCE

We will be passionate about achieving the highest standards of quality, always promoting meritocracy.

Tata Communications is committed to operating its businesses conforming to the highest moral and ethical standards. The Tata Code of Conduct is the bedrock on which we base our individual, as well as leadership commitments to the Core Values of the Company. It also outlines our commitment to each of our stakeholders, including the communities in which we operate, and is our guiding light if we are faced with business dilemmas that leave us at crossroads. The Company’s stellar reputation and success as a business entity has been defined by the steadfast commitment and adherence to these Core Values and the principles expressed in the Tata Code of Conduct.

The Company believes that Suppliers are an integral part of its ecosystem and expects them to uphold the Core Values in their business transactions with the Company as well as adopt similar principles when dealing with their value chain partners. The Company's Suppliers should therefore, strive to achieve the highest standards of ethics, business conduct, working conditions, and environmental management as stated in [Sustainable Supply Chain policy](#).



General Disclaimer

The Supplier Code of Conduct is in no way intended to conflict with or modify the terms and conditions of any existing contract. Unless otherwise stated, in the event of any conflict, the Suppliers shall adhere to the terms of the contract.

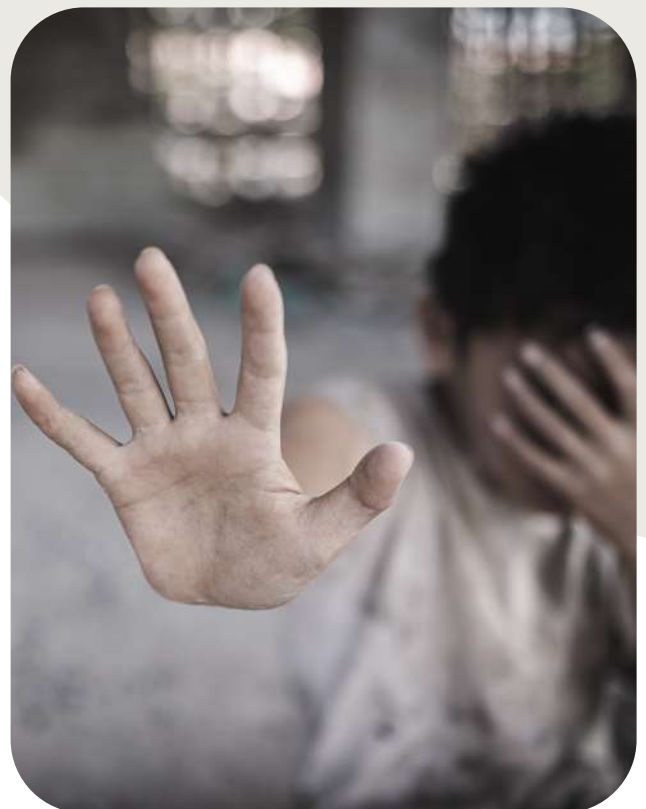
Principle 1. Ethics and Transparency

Supplier must uphold honesty, integrity, and fair dealing while doing business with Tata Communications. Supplier shall accurately record information regarding its business activities, labour, health, safety, environmental and management practices and shall disclose such information, without falsification or misrepresentation, to all appropriate parties and as required by law. The Company encourages its suppliers to have a strong ethical culture in their respective organisations and promote the highest ethical standards towards their internal and external stakeholders.

Principle 2. Labour and Human Rights

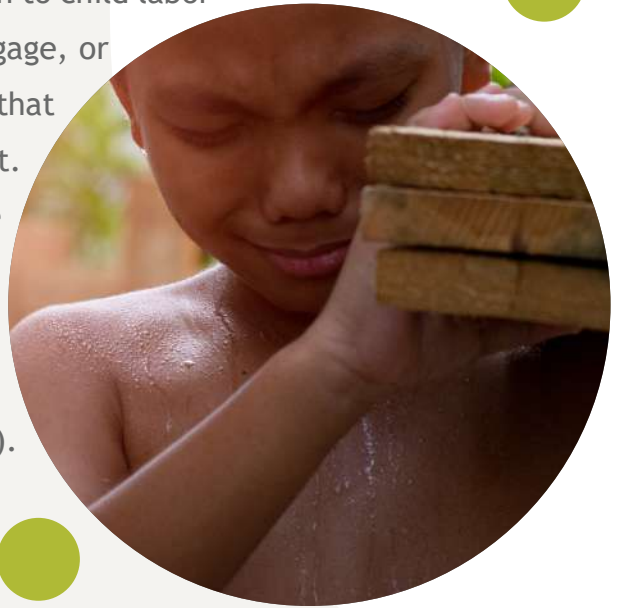
Tata Communications is firmly committed to respecting and protecting human rights in every aspect of its business. Tata Communications expects all its suppliers to comply with the Company's [Business and Human Rights Policy](#) to maintain and uphold the highest standards of Human Rights across its value chain. The Company's principles are aligned with those contained in the Universal Declaration of Human Rights,

International Labour Organization Declaration on Fundamental Principles and Rights at Work and the United Nations Guiding Principles on Business and Human Rights. Tata Communications believes all workers in its supply chain deserve a fair and ethical workplace. Workers must be treated with the utmost dignity and respect, and Tata Communications' suppliers shall uphold the highest standards of labour and human rights.



2.1. Child Labour

Tata Communications has a zero-tolerance approach to child labor and modern slavery. Supplier shall not employ, engage, or otherwise use any form of child labor and ensure that slavery does not occur in their work environment. The term “child” refers to any person under the minimum legal age for employment where the work is performed provided the legal age is consistent with the minimum working ages defined by the International Labor Organization (ILO).



2.2. Prevention of Forced Labor and Human Trafficking

Supplier shall ensure that all work is voluntary. Supplier shall not traffic persons or use any form of forced, bonded, indentured, or prison labor. Supplier shall ensure that workers’ contracts convey the conditions of employment in a language understood by the workers. Supplier shall not impose unreasonable restrictions on movement within the workplace or upon entering or exiting company provided facilities.

Supplier must adhere to regulations prohibiting human trafficking and comply with all applicable laws in the country or countries in which they operate. Supplier must refrain from violating the rights of others and address any adverse human rights impacts of their operations. Suppliers shall therefore, observe compliance with the Company’s [Anti-Human Trafficking and Modern-day Slavery statement](#).



2.3. Anti-Discrimination

Supplier shall not discriminate against any worker based on age, disability, ethnicity, gender, marital status, national origin, political affiliation, race, religion, sexual orientation, gender identity, union membership, or any other status protected by applicable national or local law, in hiring and other employment practices. Supplier shall not require pregnancy or medical tests, except where required by applicable laws or regulations or prudent for workplace safety and shall not improperly discriminate based on test results.



2.4. Anti-Harassment and Workplace Abuse

Supplier shall commit to a workplace free of harassment and abuse. Supplier shall not threaten workers with or subject them to, harsh or inhumane treatment, including but not limited to verbal abuse and harassment, psychological harassment, mental and physical coercion, sexual harassment, and any other form of intimidation or threats.

2.5. Working hours

Supplier shall comply with applicable laws and regulations on working hours, overtime, and maximum work hours.

2.6. Wages and Benefits

Supplier shall pay at least the minimum wage and provide any benefits required by law and/or contract to its workers. All legally mandated benefits viz. leaves, social security, insurance, etc. shall be provided by the Supplier to its employees. Deductions, if any, from wages shall be made in strict compliance with the applicable laws. Supplier shall not use deductions from wages as a disciplinary measure. Use of temporary and outsourced labor shall be within the limits of the local laws.

2.7. Freedom of Association and Collective Bargaining

Supplier shall respect the rights of workers to associate with others, form, and join (or refrain from joining) organisations of their choice, and bargain collectively, without interference, discrimination, retaliation, or harassment. Supplier must create employment conditions that foster mutual trust between their management and their employees.

Principle 3. Environment, Health, and Safety

Tata Communications is committed to conducting its business in an environmentally responsible manner and providing a safe and healthy environment for its employees, suppliers, business partners, and those who may be impacted by its operations.

3.1 Environment

As a sustainable and responsible company, Tata communications focuses its efforts on conservation initiatives to minimize its environmental footprints. The company has [long-term sustainability goals](#) related to environment aimed at boosting the contribution towards a sustainable future. Tata Communications expects its suppliers to adhere to the following:



3.1.1 Environmental Responsibility

Tata Communications is committed to protecting the environment and expects its Suppliers to equally share the commitment by addressing environmental challenges and working to safeguard the environment. All Suppliers are expected to be a part of this commitment by:

Complying with all applicable environmental laws and regulations, including but not limited to those governing disposal of hazardous materials into the surroundings i.e. land, air, water bodies, air emissions that contribute and augment Green House Gases, and waste management & disposal process.

The Suppliers are expected to maintain an Environment Management System such as ISO 14001 or equivalent.

3.1.2 Climate Change Mitigation

Tata Communications is committed to achieve Net Zero Emissions by 2035 and contribute towards the global goals to minimize and eliminate of GHG emissions from its operations. Towards this objective, Tata Communications has developed its Supply Chain Climate Action framework. Under this framework, the Company encourages its Suppliers to:

- Accurately disclose their scope 1, 2, and 3 greenhouse gas (GHG) emissions data and other related information. The accounting of such emissions shall be as per Internationally recognized standards and verified by an independent third-party assurance provider.
- Set SBTi validated GHG emission reduction targets and implement decarbonization strategy to achieve these targets.
- Share its near term and long-term emissions targets, including Net Zero targets, if requested by Tata Communications.
- Disclose and respond to CDP questionnaire annually.
- Provide product/service specific GHG emissions data to the company, if requested.

All the above requirements for emissions data and related information, assurance, reduction targets, and other requirements will be set forth for relevant suppliers of the company in their contracts or in other written communication sent by Tata Communications to the supplier.

3.1.3 Conservation of Natural Resources

Tata Communications is committed to conserve the natural resources which ultimately aids in protecting the environment through improvement of resource efficiency, practicing circularity, and optimally managing water resources within its operations. In this regard, the company expects its suppliers to:

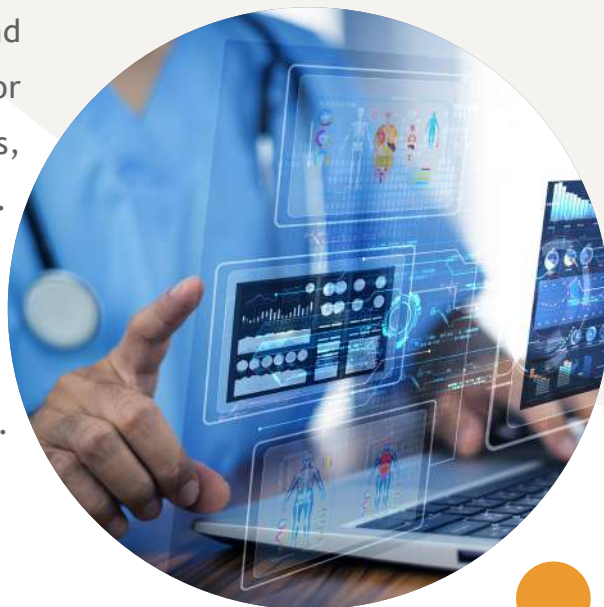


- Have adequate mechanisms in place to actively optimize the use of limited resources (such as energy, water, and raw materials)
- Appropriate management, operational, technical controls and conservation measures should be in place to reduce harmful emissions into the environment, enhance energy efficiency
- Prevent, minimize, or eliminate all types of waste generation and limiting waste disposal by implementing appropriate measures in Supplier's facilities, including strategies to reduce, reuse, and recycle materials.
- Appropriate steps should be in place to improve the environmental performance of products and services in use, such as incorporating energy efficiency and end-of-life considerations into the design of delivered items and/or services.

3.2. Health and Safety

Tata Communications expects its Suppliers to provide their employees with a safe and healthy workplace in compliance with all applicable laws and regulations. Supplier shall ensure that all legal requirements including but not limited to occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food, and housing are adhered to. Supplier shall take adequate steps to minimize the causes of hazards inherent in the working environment and provide adequate training to all its employees, workers, and contractors on health and safety matters.

The Suppliers are expected to maintain a Health and Safety Management System such as ISO 45001 or equivalent. In addition, at Tata Communications, we are concerned with the use of conflict minerals. We expect that the products we sell that we purchase from Suppliers and manufacturers will not contain conflict minerals that directly or indirectly finance, or benefit armed groups.



Principle 4. Anti-Corruption and Anti-Bribery

4.1. Anti-Corruption and Anti-bribery Laws

Supplier must comply with the anti-corruption and anti-bribery laws, directives, and regulations that govern operations in the country in which they do business, including but not limited to the Prevention of Corruption Act, 1988 (India), the United States Foreign Corrupt Practices Act (FCPA) and United Kingdom Bribery Act 2010 (UKBA).

Tata Communications has a zero-tolerance policy towards any form of bribery and corruption. Supplier must be firmly opposed to any form of money laundering and must take all necessary steps to prevent its financial transactions from being used by others to launder money. Accordingly, Supplier shall ensure the following while doing business:

- ★ Implement monitoring procedures to ensure compliance with anti-bribery and anti-corruption laws.
- ★ Raise invoices and claims in line with the agreed services and supplies, along with the supporting documents and in accordance with the terms of the contract.
- ★ Perform all business dealings transparently and maintain accurate details of the same in business books and records.
- ★ Never offer, directly or indirectly, on behalf of Tata Communications, any form of gift, entertainment, or anything of value to any third party including but not limited to, government officials, customers, or their representatives to obtain or retain business; influence business decisions; and/or secure an unfair advantage.
- ★ Shall not offer or give gifts, hospitality, or other favours to employees, officers or directors of the Company in connection with a commercial transaction that could influence or appear to influence business decisions.
- ★ Abstain from offering any bribe, kickbacks, facilitation payments, or gain an advantage of any kind by acting fraudulently in their operations.

4.2. Competition and Anti-Trust

Supplier must comply with competition laws and anti-trust laws while having interactions, agreements, or corporate transactions with competitors. Supplier must not fix prices or rig bids with their competitors. They must not exchange current, recent, or future pricing information or any competitive information with competitors. Supplier must refrain from participating in a cartel or agreeing to restrict output or supply or market sharing. Supplier must not engage in collective boycotting or display any prohibited conduct such as price discrimination, fidelity discounts or exclusivity, excessive or predatory pricing, etc.

4.3. Insider Trading

Suppliers and their personnel must not use any material or non-publicly disclosed information obtained during their business relationship with Tata Communications as the basis for trading or for enabling others to trade in the stock or securities of Tata Communications. Suppliers must maintain confidentiality of all such information obtained during their business relationship with Tata Communications and shall not communicate, provide or allow access of such information to any person directly or indirectly, unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.4. Conflict of Interest

Suppliers shall always avoid engaging in any activity that would create an actual or potential conflict of interest that would impact their business transaction with the Company. A conflict of interest exists when personal or financial relationships or activities impair, or even appear to impair the ability to make objective and fair decisions. This includes situations where a Tata Communications employee, officer or director may have an interest of any kind in the Supplier's business, whether through personal relationships, investments, directorships, or any kind of economic ties with the Supplier. In any such event arising at the time of empanelment or prior, post or during the engagement, Suppliers shall give full disclosure of any personal or financial relationships with any employee, officer or director of the Company, which could lead to an actual or potential conflict of interest.

4.5. Sanctions and Trade Controls

Tata Communications' global operations subject the Company to a myriad of laws, rules, and regulations in various countries where it operates, including laws that deal with international trade. Tata Communications is fully committed to conducting its business in compliance with applicable sanctions and trade control laws and expects continued support from its suppliers to ensure compliance with sanctions and trade control laws and regulations as may be applicable while providing products and services to and on behalf of the Company.

Principle 5. Information Security

5.1. Data Privacy and Security

Supplier shall comply with all applicable data privacy and information security laws and associated contractual obligations. Supplier must protect confidential and proprietary information of others, including that of Tata Communications and its customers or other business partners, and process personal data in accordance with the applicable privacy laws. Personal information provided by or on behalf of Tata Communications should not be used for any purpose (e.g., advertisement, publicity, etc.)



other than the business purpose for which it was provided unless there is prior written consent from the owner of such information. Supplier shall have a plan in place to respond to data breaches or other security incidents and in the event of such an incident, shall notify the Company immediately and provide all the necessary information and assistance to investigate and mitigate the breach. Supplier must undertake appropriate technical and organizational measures to protect Tata Communications' data from security incidents in accordance with applicable privacy laws.

5.2. Intellectual Property Rights

Supplier shall respect and protect intellectual property rights of Tata Communications and shall not use them except without the Company's prior written authorisation. Supplier shall refrain from misuse of intellectual property rights of others including unauthorised copying or downloading of software or computer programs while providing products or services to the Company.



Consequences for violating the Code

Supplier is expected to have an appropriate framework and adequate processes in place to monitor Supplier's compliance with the principles outlined in this Code. Tata Communications reserves the right to audit Supplier's compliance with this Code and recommend corrective actions. If the expectations of this Code are not duly met by the Supplier, the business relationship shall be reviewed, and necessary actions may be taken subject to the terms of the governing contract(s.)

Raising a Concern

Tata Communications encourages its employees, customers, suppliers, and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of the Tata Code of Conduct, Company policies, or applicable laws and such concerns or disclosures may be submitted through the various channels provided in Tata Communications' [Whistleblower Policy](#) the supplier to adopt similar practices within their organisation and encourage their employees, customers, suppliers, and other stakeholders to report misconduct, unethical behaviour, and any suspected violations of the Supplier Code of Conduct and applicable laws. Supplier must prohibit retaliation against those who participate in raising such concerns in good faith through the Supplier's or Tata Communications whistle-blower mechanism. Suppliers should also strive to establish a similar mechanism to raise concerns in their company as well.

Accountability

This Code is more than a set of prescriptive guidelines issued solely for formal compliance. Tata Communications acknowledges that no code of conduct can address every situation that suppliers may encounter and encourages suppliers to adopt a stringent compliance framework for their respective suppliers, vendors, etc. to ensure the continuous flow of these obligations at every stage. As a result, this Code is not a substitute for suppliers' accountability and responsibility to exercise good judgment and obtain guidance regarding proper business conduct. Suppliers are encouraged to seek additional guidance and support from those within Tata Communications designated as responsible for their services for or with the Company. Every supplier and their personnel, directly or indirectly, shall be held accountable for his/her behaviour. Should such behaviour violate this Code, they may be subject to corrective actions subject to the terms of the governing contract.

This Code is to be read in conjunction with the purchase order or agreement, or contract signed by the Supplier, or any formal communication/documentation issued by the Company.

When followed in letter and spirit, this Code is 'lived' by our Suppliers. It represents our shared responsibility to all our stakeholders and our mutual commitment to each other.

Suppliers shall read, understand, and affirm compliance with this Code. Tata Communications reserves the right to modify or amend this Code, at its sole discretion, with or without prior notice to its Suppliers.

