



Legal Function\_Global CoC\_Third Parties

# **GLOBAL CODE OF CONDUCT – THIRD PARTIES**

Global Code of Conduct\_Third Parties

## Contents

---

1. Purpose.....	2
2. Living Up To Our Leadership Principles .....	3
3. Our Responsibilities .....	4
4. Equal Opportunities at Workplace .....	5
5. Safe Place to Work.....	5
6. Labour Practices .....	5
7. Anti-Bribery and Anti-Corruption Policy .....	5
8. No Gift Acceptance Policy .....	6
9. Conflict of Interest .....	7
10. Policy On Financial And Accounting Integrity .....	7
11. Protecting Company Assets.....	8
12. Confidential Information .....	8
13. Information Security .....	9
14. Communications .....	9
15. Fair Dealings .....	9
16. Environmental and Sustainability Policy.....	10
17.Administering The Code.....	11

## 1. PURPOSE

---

The Global Code of Conduct for Third Parties (the '**Code for Third Parties**') sets forth the core values, beliefs, principles and global commitments of the Company, along with the behaviours expected to support them. The Code aims to clarify the high standard of conduct that is associated with ethical business and employee practices; to identify areas and situations where standards might be compromised; and to describe guidelines governing such situations.

The Company expects its contractors, consultants, agents, representatives, and any other third party officially associated with the Company (hereinafter "**You**", "**Your**") to constantly live up to the Company's values, beliefs and principles so that the Company's clients, employees, investors and stakeholders are confident of reposing their trust in the Company.

The Code, however, may not address every situation You face during work engagements. Therefore, the Code is by no means a substitute for Your good judgment. You are responsible for Your own actions and You understand that an ethical choice is always the best choice. Please review the entire Code and refer to it whenever you have a question on ethical conduct.

You shall confirm in writing that You have reviewed the Code, and understand and agree to adhere to the same. If You have any questions, please get in touch with the People Team at [peopleteam@cheersin.com](mailto:peopleteam@cheersin.com) and / or the Legal Team at [legal@cheersin.com](mailto:legal@cheersin.com).

Please note that nothing (including but not limited to Your failure to read the Code or Your failure to acknowledge the same in any subsequent agreement) releases You from Your obligation to comply with the Code.

This Code of Conduct shall apply to Cheers Interactive (India) Private Limited, its subsidiaries, affiliates and any / all brand names it trades / shall trade under (the '**Company**').

Hereinafter, '**We**', '**Us**', '**Our**' shall refer to the Company and its Employees.

'Laws' shall mean all applicable legislations and regulations, including but not limited to local laws.

## 2. LIVING UP TO OUR LEADERSHIP PRINCIPLES

---

We take great pride in having established a culture that is built upon a unified set of values, beliefs and principles. Our working ethos is passionate and highly focused. We believe Our values and principles are the essence of all Our brands, and are instrumental to the way We work and operate on a daily basis. They are an ethical backbone of this Code of Conduct, and are reflected in Our Leadership Principles.

Each one of Us strives to live up to the following:

- **Ownership:** Our Leaders take complete accountability of their actions, results and setbacks. They go out of their way to influence others to get things done. They think and act on behalf of the whole organization and not just their teams/business units. Leaders never say "that's not my job". Even at times when they have a different point of view, Leaders back decisions with 100% commitment. They do not "pass the buck". When people take ownership, mistakes may occur. In such instances, ownership is celebrated while mistakes are corrected.
- **Excellence:** Our Leaders strive to attain world class standards in the quality of Our products, services, systems and processes. They dig deep into details to get every small aspect right. Leaders do not rest on their laurels and constantly keep raising the bar.
- **Result Orientation:** Our leaders are passionate about "getting the job done". They are focused on meticulous planning, relentless actions and "on time" execution. They work smart and hard to produce consistent results and are never complacent. They take proactive actions to overcome constraints of time and other resources to make things happen. Leaders solve problems and course correct where needed to achieve desired results.
- **Client Centricity:** Our clients make high impact strategic business decisions based on the work We deliver. This drives the way We think and act. Our leaders go the extra mile to understand clients' businesses and their needs. They are obsessed with quality, accuracy and comprehensiveness in order to deliver reliable, high quality service to clients. Leaders prioritize time and resources for clients over everything else.
- **Resourcefulness:** Our leaders use constraints of time and resources as opportunities to create better ways of doing things. They use resources prudently and do not increase costs, budget or headcount without weighing benefits. Leaders are conscious about increasing productivity and strive to accomplish more with less.
- **Integrity:**
  - **Information Integrity:** Protecting confidentiality of Our clients' and Our organization's information, trade secrets, know-how and Intellectual Property is of utmost importance to Us and We shall never compromise this.
  - **Self/Purpose Integrity:** We shall live up to the promises and commitments We make to self and others.
  - **Relationship Integrity:** We shall always speak truthfully & constructively about others even in their absence.
  - **Financial Integrity:** We shall be honest in all Our financial dealings.

- **Communication Integrity:** We shall communicate factually with Our clients, colleagues and other stakeholders.
- **People Focus:** Our Leaders have a genuine interest in the growth & development of people. They celebrate success and applaud good work. They never shy away from giving or receiving candid and constructive feedback. They aim to create an enjoyable and engaged work place. They encourage expression of views and opinions and listen to the voice of people. Leaders make people decisions based on merit without bias.
- **Learn and Develop:** Leaders maintain curiosity towards knowledge and have a passion for lifelong learning. They proactively explore & use every opportunity, platform, tool and source to learn and develop themselves and their team members. They learn from each and every interaction and experience. Leaders take seriously their role of coaching others.
- **Team Work:** Our leaders understand business is a team game. They are adept at working in a matrix organization structure across global work days. They recognize the importance of interdependence and encourage collaborative working across skill-sets, roles, locations and time zones in order to succeed. Differences are managed through effective communication and problem solving. Leaders go out of their way to help team members across the organization to succeed.

You hereby acknowledge the Leadership Principles listed above, and agree to abide by the same in principle.

### 3. YOUR RESPONSIBILITIES

---

You shall follow the Code not only by the letter, but also by its intent and spirit. You shall:

- Understand the areas covered by the Code, Company policies and procedures, and Laws that apply to Your engagement with the Company;
- Follow the legal requirements of all locations where We, and You do business;
- Conduct Yourself in ways that are consistent with the Code, Company policies and procedures, and Laws;
- Lead by example;
- Speak up if You have concerns or suspect violations of the Code, Company policies and procedures, or Laws;
- Promote an environment where Your colleagues feel confident to raise ethical concerns, and such are taken seriously and followed-up;
- When requested, certify that You have reviewed, understand and agree to follow the Code;

## 4. EQUAL OPPORTUNITIES AT WORKPLACE

---

We strive to provide a work environment which is diverse, inclusive, equal, and free of discrimination and harassment. As employers, We provide equal opportunities to all, and Our employment decisions are solely based on merit and business needs. We do not discriminate or allow harassment on the basis of religion, race, colour, disability, gender, ethnicity, nationality, sexual orientation, age, genetic information, political belief, or any other status, whether or not legally protected. We treat other individuals with dignity, courtesy and respect. We promote diversity at the workplace and believe that it builds a competitive advantage.

You hereby acknowledge Our principles on Equal Opportunities At Workplace, and agree to abide by the same.

## 5. SAFE PLACE TO WORK

---

We strongly believe that Our employees, colleagues, candidates and other stakeholders have the right to work in a safe environment. We ensure that We never mistreat others (whether verbally, physically or otherwise) or engage in offensive behaviour of any kind, including but not limited to 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. We uphold human rights principles.

All forms of substance abuse (usage, distribution or otherwise), including but not limited to drugs, while at work, is strictly prohibited.

You hereby acknowledge Our principles on Safe Place to Work, and agree to abide by the same.

Should You observe any unsafe situations at work, please reach out to the People Team at [peopleteam@cheersin.com](mailto:peopleteam@cheersin.com) and / or the Legal Team at [legal@cheersin.com](mailto:legal@cheersin.com)

## 6. LABOUR PRACTICES

---

We do not tolerate, engage in or support the use of, forced labour or child labour. We comply with all applicable local Laws and regulations related to labour and employment.

You hereby acknowledge Our Labour Practices, and agree to abide by the same.

Should You observe any non-compliant situations at work, please reach out to the People Team at [peopleteam@cheersin.com](mailto:peopleteam@cheersin.com) and / or the Legal Team at [legal@cheersin.com](mailto:legal@cheersin.com).

## 7. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

---

We are committed to the prevention, deterrence, and detection of fraud, bribery and all other corrupt business practices. We conduct all of Our business activities with honesty, integrity and the highest possible ethical standards.

As a global company, apart from the Prevention of Corruption Act, 1988 (India), We are subject to, and comply with all relevant anti-corruption Laws of all countries from where We operate, including the U.S. Foreign Corrupt Practices Act (FCPA), 1977 and the Bribery Act, 2010 (U.K.).

For the purpose of this **Section 7**, (i) **'Anything of Value'** means any tangible or intangible item of value including but not limited to cash payments, gifts, favours, use of company resources, excessive and unreasonably expensive entertainment, unreasonably expensive food and beverages, excessive business promotional activities, covering or reimbursing expenses, investment opportunities, shares, securities, loans or contractual rights, promise of future employment, payments under consulting agreements, subcontracts, stock options, and similar items of value; (ii) **'Bribe'** means 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; (iii) **'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; (iv) **'Facilitation Payments'** are payments, usually to government officials, to expedite or ensure routine actions, such as issuing visas, work permits, licenses etc.

We do not accept / offer Anything of Value (including but not limited to Bribes, Kickbacks and Facilitation Payments) either directly or indirectly, from / to anyone (including but not limited to government officials, commercial partners, potential commercial partners, business partners, potential business partners, clients, potential clients, subcontractors, potential subcontractors, suppliers, potential suppliers, vendors, potential vendors, agents, potential agents and / or any other third parties) in order to obtain or retain business, to influence business decisions, or to secure an unfair advantage, whether or not during work hours and whether or not on the office premises.

Specifically, We do not:

- give or offer Anything of Value (including but not limited to any payment, gift, hospitality or other benefit) in the expectation that a business advantage will be received in return, or to reward any business received;
- accept Anything of Value (including but not limited to any offer from a third party) that We know or suspect is made with the expectation that We will provide a business advantage for them or anyone else; or
- give or offer any payment of any kind or means whatsoever (including Facilitation Payment) to a government official in any country to facilitate or speed up a routine or necessary procedure;
- threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

You hereby acknowledge Our Anti-Bribery and Anti-Corruption Policy, and agree to abide by the same.

If You are offered a bribe, or are asked to make one, or if You suspect that any bribery, corruption or other breach of this policy has occurred or may occur, You must notify the Legal Team at [legal@cheersin.com](mailto:legal@cheersin.com) as soon as possible.

## 8. NO GIFT ACCEPTANCE POLICY

---

We are fully committed to conducting business with integrity, and have adopted a 'No Gift Acceptance Policy' to avoid situations which may influence Our judgment in a decision-making process or put Us in a position of conflict or obligation.

For the purpose of this Section 8, '**Gift**' means anything bearing a cost or having a financial value (irrespective of the denomination) that is given to another person. Gift shall include but not be limited to cash, vouchers, pens, hampers, concert tickets, food, beverages, entertainment, sponsored meals, sponsored entertainment, etc.

Our Employees are strictly prohibited from accepting Gifts and / or Business Courtesies from government officials, commercial partners, potential commercial partners, business partners, potential business partners, subcontractors, potential subcontractors, suppliers, potential suppliers, vendors, potential vendors, agents, potential agents, experts and / or any other third parties, either directly or indirectly, irrespective of the value of the gift or the reason for gifting, whether or not during work hours and whether or not on the office premises.

You are strictly prohibited from offering Gifts and / or Business Courtesies to our Employees, either directly or indirectly, irrespective of the value of the gift or the reason for gifting, whether or not during work hours and whether or not in the office premises.

## 9. CONFLICT OF INTEREST

---

We are committed to acting in the best interests of the Company, and to ensure that Our personal interests do not conflict, potentially conflict, or are perceived to conflict with the interests of the Company.

For the purpose of this Section 10, '**Conflict of Interest**' shall mean situations where the interests or benefits of one person conflict with the interests or benefits of the Company. Conflict of Interest may be actual (We face a real, existing conflict); potential (We are or could be in a situation that may result in a conflict); and / or perceived (We are or could be in a situation that may appear to be a conflict, even if this is not the case).

Common examples of Conflict of Interest situations include personal workplace relationships (E.g. hiring or supervising a closely related person), external mandates (e.g. serving on the board of directors or advisory board of the Company's competitor), promoting personal financial interests (e.g. subcontracting the services to a closely related person, an employee or a closely related person owning a substantial share of the Company's supplier while in a position to steer Company business towards it), and receiving fees, commissions, discounts, gifts, entertainment or services (e.g. receiving cash from a Company business partner).



The situations for Conflict of Interest are wide and many, making it impractical to attempt to list all of them. You are expected to recognize when You have, potentially have, or could be perceived as having, a Conflict of Interest. You should immediately notify the People Team at [peopleteam@cheersin.com](mailto:peopleteam@cheersin.com) and / or the Legal Team at [legal@cheersin.com](mailto:legal@cheersin.com) about any such circumstances.

## 10. POLICY ON FINANCIAL AND ACCOUNTING INTEGRITY

---

We are committed to the maintenance of accurate and complete corporate records.

All Our transactions with all individuals and organizations are, and must be promptly and accurately entered in the Company's books and systems in accordance with generally accepted accounting practices and principles.

Rationalizing or even considering misrepresentation of facts or falsification of records is completely unacceptable. It is illegal, will not be tolerated, and will result in disciplinary action.

All accounts and records are, and shall be documented in a manner that:

- Clearly describes and identifies the true nature of business transactions, assets, liabilities, income and expenditure;
- Accurate and timely classification of records and entries on the books of account in conformity with generally accepted accounting practices and principles;
- No record or entry or document shall be false, distorted, misleading, misdirected, and deliberately left incomplete or suppressed;

We have established internal control standards and procedures to ensure that financial records and reports are accurate and reliable.

You agree and understand that You, too, share Our responsibility for maintaining and complying with required internal controls. Improper accounting and documentation and fraudulent financial reporting are not only contrary to this Code and the Company's policies, but may also result in violation of laws and regulations.

## 11. PROTECTING COMPANY ASSETS

---

To the extent you are performing Your Services from the Company's business premises and / or utilizing the Company assets, You understand and agree that You have a duty to look after and respect all of Company's assets – namely Our place of work, computer and telephone, Company vehicle, finances or supplies You may have access to, and even Your working time. You should protect Company's assets from misuse, theft and waste. You must also ensure that: other companies cannot gain an unfair advantage by accessing important information about Our business; all sensitive, confidential and personal information We handle stays secure; business expenditure is accurately and honestly accounted-for.

Any use of Company assets for individual profit or any unlawful, unauthorized, personal or unethical purpose is prohibited.

## 12. CONFIDENTIAL INFORMATION

---

We take Our confidentiality obligations and Our obligations under global data protection and privacy laws very seriously.

You shall handle personal and confidential information about Our employees, candidates, clients and suppliers every day. It is Your utmost duty to maintain the confidentiality of this information, and to ensure it is protected and handled responsibly and only used for the purposes for which it is provided.

When You receive information, You should not trade with it for Your personal benefit. Neither should You pass on the information to Your friends and family members nor indirectly compete with the Company. Information obtained by You should not be taken advantage of even after you dissociate with the Company.

You shall not disclose to the Company, or induce Company to use, any confidential information belonging to any third party. You shall be solely responsible for the confidentiality obligations which You have towards any third party, including but not limited to any past organization/s You have been engaged with.

You may have signed separate Non-Disclosure, Non-Compete and Non-Solicitation Agreements ('**NDA NCNS**') with the Company, and You shall follow the obligations mentioned therein in letter and in spirit.

## 13. INFORMATION SECURITY

---

We understand that information is one of Our most valuable assets, and hence We have designed and implemented policies and programs to protect it as per best global practices and standards.

Our Information Security Policy ('**InfoSec Policy**') is incorporated herein by reference. The InfoSec Policy shall form a part of, and be read in conjunction with this Code.

You hereby acknowledge Our InfoSec Policy, and agree to abide by the same.

## 14. COMMUNICATIONS

---

### General

You understand that all Your communications related to the Company must be clear and truthful. To protect Our information from misuse and to ensure that only accurate information about the Company is disclosed, You must not discuss (whether internally or externally or otherwise), comment or post any information directly or indirectly concerning the Company's services or business unless You are authorized to do so. Neither must You create a perception that You are speaking or posting on behalf

of the Company. Also, You shall not publish any press releases, make any public announcements or otherwise communicate with any news media for anything directly, indirectly, partly or fully concerning the Company's services or business, without the prior written consent of the Company

## Social Media

For the purpose of this Section 16, '**Social Media**' shall include but not be limited to blogs, wikis, micro blogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in a contemporaneous manner. Common examples of Social Media platforms include, but are not limited to, WhatsApp, Instagram, Facebook, Twitter, LinkedIn, BlogSpot and Tinder.

You are aware of the effect Your actions may have on the Company's image. You understand that any statement, material or information which You publish on any Social Media Network may, directly or indirectly, remotely or gravely, damage the Company's reputation and / or may affect negatively the business or commercial interests of the Company. You shall adhere to the Code and other Company policies while using Social Media with reference to the Company.

Prohibited Social Media conduct includes, but is not limited to, posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libellous, slanderous or that can create a hostile work environment. To the extent You are performing Your Services from the Company's business premises and / or utilizing the Company assets to carry out the Services, You shall not, through Your act and / or omission, do anything that implies Prohibited Social Media conduct.

You are specifically prohibited from publishing, posting or releasing any information that is considered confidential or not public.

Keeping in mind the implications and gravity of anything You publish and / or share on Social Media, You should use Your best judgment in posting material that is neither inappropriate nor harmful to Company, its employees, or clients. Further, Social Media use should not interfere with Your work responsibilities and any other obligations towards the Company.

To the extent You are performing Your Services from the Company's business premises and / or utilizing the Company assets to carry out the Services, Company may audit and observe content and information made available by You through Social Media. If the Company receives any evidence of unauthorized disclosure of Information, or any content which is harmful to the Company's reputation and / or business and / or commercial interests, Company has the right to take appropriate action.

If You have questions about the content You intend to post on Social Media, please check with the Legal Team at [legal@cheersin.com](mailto:legal@cheersin.com).

## 15. FAIR DEALINGS

We believe that the welfare of consumers and end-users is best served by economic competition. We believe in, and strive to protect the free enterprise system. We are committed to the maintenance of

an efficient, free and competitive market structure. We compete fairly and ethically for all business opportunities.

Disparaging, misrepresenting, or harassing a competitor; stealing trade secrets; bribery; and giving and / or receiving kickbacks are strictly prohibited. Organizational conflicts in which one business unit's activities may preclude or impede the pursuit of a related activity by another business unit should be avoided.

You hereby acknowledge Our policy on Fair Dealings, and agree to abide by the same.

## 16. ENVIRONMENTAL AND SUSTAINABILITY POLICY

---

We believe that developing a sustainable business is not only the best way to help look after Our environment, but also contributes to delivering a successful and ethical Company. Our environmental impact is relatively small, but We all still have a responsibility to look after it.

We operate in compliance with all relevant environmental legislations and strive to use pollution prevention and environmental best practices in all We do. We aim to continue to improve Our environmental performance by:

- Assessing the environmental effects of all business operations;
- Expecting similar environmental standards from all suppliers and contractors;
- Promoting recycling;
- Conserving natural resources through increased energy efficiency and better water management;
- Managing waste and avoiding the use of hazardous substances;
- Implementing the use of recycled materials where appropriate;
- Preventing and reducing pollution by implementing efficient control procedures to monitor and manage materials and processes that impact on the environment;
- Continually seeking to improve environmental performance;
- Integrating the consideration of environmental concerns and impacts into Our decision making and activities;
- As far as is reasonably possible, purchase products and services that do the least damage to the environment.

You hereby acknowledge Our Environmental & Sustainability Policy, and agree to abide by the same.

## 17. ADMINISTERING THE CODE

---

### Procedures for Reporting a Violation of the Code

A complaint or disclosure should be made in writing. Letters can be submitted by hand-delivery, courier or by post addressed to the People Team or the Legal Team. Emails can be sent to the email ids [peopleteam@cheersin.com](mailto:peopleteam@cheersin.com) and / or [legal@cheersin.com](mailto:legal@cheersin.com).

Letters may also be submitted directly to the Company's Board of Directors ('**Company Board**') if the complainant feels it necessary under the given circumstances, to the following address: Millennium Business Park, Sector 3, Building # 4, Mahape, Navi Mumbai 400710, India.

### Investigations

Investigations are conducted in confidence and will be respectful and fair. If an allegation is substantiated by an investigation, the Company will review the findings and determine the final outcome. Should You report a potential violation in good faith, You are assured of all support by the Company. This support is also extended to any person who is assisting in any investigation or process with respect to such a violation.

Any direct or indirect retaliation of any kind whatsoever should be immediately reported to the People Team at [peopleteam@cheersin.com](mailto:peopleteam@cheersin.com) and / or Legal Team at [legal@cheersin.com](mailto:legal@cheersin.com).

If You are the subject of an external investigation, You should immediately report this to the People Team at [peopleteam@cheersin.com](mailto:peopleteam@cheersin.com) and / or Legal Team at [legal@cheersin.com](mailto:legal@cheersin.com) (except to the extent prohibited by Law).

### Disciplinary Actions

We take violations of this Code, Company policies and applicable Laws seriously. Disciplinary actions shall be initiated against You, if You:

- Violate the Code, Company policies and procedures, or applicable Laws;
- Direct others to violate the Code, Company policies and procedures, or applicable Laws;
- Are aware of a violation, potential violation or perceived violation, and fail to report it;
- Do not co-operate in a Company audit or investigation;
- Retaliate against someone for reporting a concern in good faith or for participating in an investigation of such a report;
- Disclose information learned during an internal investigation.

Any disciplinary action depends upon the nature, severity, and frequency of the violation, and upon the applicable Laws. We strive for consistency and fairness in discipline for Code violations.

Discipline may include a verbal warning, written warning, suspension of services (with or without pay), or termination of employment. In addition, anyone who violates the Laws mentioned in the Code may also be exposed to substantial civil damages and criminal penalties.

Company may, at its sole discretion, refer a matter to the Company Board for investigating the breach, and for determining an appropriate disciplinary action.

**North America**

55 Madison Ave, Suite 400  
Morristown, NJ 07960  
USA  
T: +1 212 835 1590

**Europe**

328-334 Graadt van Roggenweg  
4th Floor, Utrecht, 3531 AH  
Netherlands  
T: +31 30 298 2108

**United Kingdom**

5 Chancery Lane  
London EC4A 1BL  
United Kingdom  
T: +44 207 406 7548

**Asia Pacific**

Millennium Business Park  
Sector 3, Building # 4, Mahape  
Navi Mumbai, India 400 710  
India  
T: +91 22 6772 5700

[futurebridge.com](http://futurebridge.com)