

POLICY ON DISCLOSURE AND MANAGING CONFLICT OF INTEREST

1. Introduction:

SES ESG Research Private Limited (hereby referred as “SES ESG”) is registered with the Securities & Exchange Board of India (“SEBI”) as an ESG Ratings Provider (“ERP”).

This Policy is to prevent conflicts of interest, or even the appearance of a conflict of interest or impropriety, SES ESG and its employees are subject to the restrictions as provided under this policy. This Policy should be read in conjunction with other policies and procedures that govern SES ESG activities, businesses, and operations.

2. Applicability:

This policy shall apply to all employees (Includes Off-roll personnel) of SES ESG Research Private Limited.

3. Definitions:

For the purpose of this policy, the following shall be definition of;

(a) “Independent Director” means a director who, apart from receiving remuneration as a director, does not have any other material pecuniary relationship or transactions with the company, its promoters, its management or its subsidiaries, which in the judgment of the board of the company, may affect the independence of the judgment of such director.

(b) “Associate”, in relation to a promoter, includes a body corporate in which the promoter holds ten per cent. or more, of the share capital

(c) “Promoter” means a person who holds ten percent or more, of the shares of the ESG rating provider.

(d) “Issuer” means any person who is, or whose securities are, rated or proposed to be rated by an ESG rating provider

4. Restrictions:

• 4.1. Participating in Rating Actions by Employees:

4.1.1. Employees of SES ESG are prohibited from participating in any aspect of the rating process involving a rated entity or any security if the said employee or his / her dependents owns such Security or any Security of such Rated Entity.

4.1.2. The employees are also prohibited from participating in any aspect of the rating process involving a Rated Entity or any Security if a member of their family holds a Key Management Position, or, if a personal, family or financial interest might unduly influence an SES ESG employee in any way, such as if he or she had a recent employment or other significant business relationship with the Rated Entity. In such cases, the employee shall not participate in any aspect of the rating process involving the Rated Entity or related Security for six months following the discontinuation of the last employment or other significant business relationship, as applicable. This period may be extended, where appropriate. Employees are required to disclose any such relationships as mentioned in these paras at the time of joining and on periodic basis, as may be applicable.

4.1.3. Employees who are engaged in rating process shall not participate in any kind of marketing and business development including negotiations of fees with the issuer who is being rated or whose securities are being rated. However, if the employee(s) is not engaged in any kind of

marketing and business development with the issuer who is being rated for more than one month, then such employee may participate in the rating process, provided that there is no communication with the rated entity in such period of one month in any form (viz. emails, telecommunications, in person meeting etc).

4.1.4. If any employee decides to join any other entity / organization who is being rated by SES ESG, then the said employee shall also intimate to Compliance Officer. Prompt review of the ESG ratings of such entities/securities will be undertaken upon receipt of intimation.

- **4.2. Outside Interests and External Relationships:**

Employees shall be restricted from engaging in outside interests without prior written approval from the Compliance Officer and relevant Managing Director as mentioned below:

4.2.1. Without prior approval from Compliance Officer, no employee may hold any position as an owner, partner, officer or director, or be a controlling stakeholder of a for-profit company, whether or not SES ESG is engaged in rating such company (or any holding or subsidiary or affiliate of any such company).

4.2.2. Without prior notification to Compliance Officer and written approval from the relevant Managing Director, no employee may hold:

- Any elected or appointed government office position;
- Any position serving a government, public agency, authority, commission, regulatory body, or self-regulatory body;
- Any position as an officer or board member of a trade or professional organization or association.

4.2.3. Employees shall notify their relevant Managing Director and Compliance Officer of the activities or interests listed below:

- If any member of their dependents engages in any of the outside activities as previously described;
- If a member of their family holds a Key Management Position at a Rated Entity that operates within a sector they cover with analytical responsibilities or support with non- analytical responsibilities; or
- Any other external interests or professional and personal relationships that may present a conflict with an employee's job responsibilities.

4.2.4. The Compliance Officer, shall determine whether any such interest or relationship could reasonably be expected to impair such employee's ability to objectively complete his or her responsibilities with SES ESG. Special care must be taken by employees to avoid even the appearance of a conflict.

4.2.5. Employees shall not access non-public information related to SES ESG ratings, rating actions and information used in the rating process, including any participation in the rating process, involving a Rated Entity or Security if such employees or members of dependents are engaged in any outside interests as described above or have a family member who holds a Key Management Position.

4.2.6. Employees are not required to obtain approval for their involvement in any non-profit charitable, fraternal or religious organization or a homeowner's association, as long as it does not interfere with their employment with SES ESG.

4.3. Restriction on rating by SES ESG:

4.3.1. SES ESG shall not rate an issuer or securities of any issuer, which is a borrower of its promoter or a subsidiary of its promoter or an associate of its promoter, if

- there are any common Chairpersons, or directors between the ESG rating provider and the borrower or the subsidiary or the associate of the promoter; or
- there are common employees between the ESG rating provider and the borrower or the subsidiary or the associate of the promoter.

4.3.2. SES ESG shall not rate an issuer or securities of any issuer, which is its promoter;

4.3.3. SES ESG shall neither assign any ESG rating to an issuer promoted by it or its associates, nor rate securities of such issuers.

4.3.4. SES ESG shall not rate an issuer or securities of such issuer, if the ESG rating provider has a Chairperson, director or employee who is also a Chairperson, director or employee of the issuer.

Provided that, –

- (a) the Independent Director does not participate in the discussions on ESG rating decisions, and
- (b) the ESG rating provider makes a disclosure in the ESG rating announcement of such issuer (about the existence of common independent director) on its Board, and that the common independent director did not participate in the rating process or in the meeting of its board of directors, when the rating of such associate was discussed

5. Violation of Policy:

Any employee who violates this Policy on Disclosure and Managing Conflict of Interest may be subject to disciplinary action, up to and including termination of employment.