

CONFIDENTIALITY NOTICE TO COVERED PERSONS¹

This Confidentiality and Non-disclosure notice (this “Notice”) is given to you (The “Receiving Party”) by Mphasis Limited (the “Company or Disclosing Party”), a Company organized under the Companies Act, 2013 having its registered office at Bagmane World Technology Center, WTC 3, KR Puram, Marathahalli Outer Ring Road, Mahadevapura, Bangalore 560 048 and shall come into effect immediately upon receipt of this Notice (the “Effective Date”) by the Recipient.

A. DEFINITION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Unpublished Price Sensitive Information shall mean all information disclosed by Disclosing Party to Receiving Party that (i) is marked or otherwise communicated to be Unpublished Price Sensitive Information to the Receiving Party, or (ii) by its nature and circumstances of disclosure should be reasonably understood by Receiving Party to be an Unpublished Price Sensitive Information.

Explanation I: Unpublished Price Sensitive Information expressly includes, but is not limited to, (a) precise information in relation to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of securities ; (b) information relating to financial results, dividends, changes in capital structure, mergers, de-mergers, acquisitions, disposals and expansions; (c) changes in the Key Managerial Personnel; (d) unpublished patent applications, copyrightable materials, trade secrets, financial information; and (c) Pricing for product and service offerings, strategic business information, large deals

Explanation II: Without affecting the generality of the foregoing, where the value involved in an event exceeds 10% of the gross turnover, revenue or total income of the Company; or exceeds 20% of Networth of the Company; as per the last audited consolidated financial statements, any information relating to such an event, which is not generally available to the public shall be deemed to be Unpublished Price Sensitive Information.

- B. This Notice is given to the Receiving Party as he is or is intended to be, a recipient of Unpublished Price Sensitive Information and/or the Company reasonably believes that the Recipient has knowledge of any Unpublished Price Sensitive Information.
- C. The Company and the Receiving Party are being collectively referred to as the “Parties”.
- D. Expressions denoting context to one gender shall include other genders and expression denoting singular shall include reference to plural unless the context requires otherwise.

Notice is hereby given that:

1. **PURPOSE.** You understand that the Unpublished Price Sensitive Information may be shared with you and/or you may gain access to any Unpublished Price Sensitive Information, as the Parties intend to engage in confidential discussions with respect to certain transactions contemplated (the “Purpose”) in the course of business of the Company. In the course of discussions, the Company or its affiliates, employees, officers, directors, or agents (“Representatives”) may disclose (“Disclosing Party”) Unpublished Price Sensitive Information.

¹ Covered Person shall be as defined in the Mphasis Code of Conduct for Prevention of Insider Trading

2. PROTECTION AND USE.

- (a) You acknowledge that the Unpublished Price Sensitive Information to be shared with you (*including the Unpublished Price Sensitive Information coming to your knowledge during discussions on Purpose*) is perceived by the Company to be disclosed to you strictly on a need to know basis and is in connection with the Purpose.
- (b) You shall protect Unpublished Price Sensitive Information with the same care used for your own Unpublished Price Sensitive Information (and in no event less than a reasonable degree of care) and shall not use any Unpublished Price Sensitive Information except in connection with discussions and assessments related to the Purpose.⁷
- (c) You shall not share, transfer, disclose or otherwise provide access to any Unpublished Price Sensitive Information to any third party, unless Company has authorized you to do so in writing prior to such disclosure.
- (d) You shall ensure that the Unpublished Price Sensitive Information shall be handled by you on a need to know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties and legal obligations. Further, while sharing the Unpublished Price Sensitive Information in connection with the Purpose with other person you shall ensure that such person is aware of the duties and responsibilities as an Insider and the liability that attaches to misuse of such Unpublished Price Sensitive Information under the Mphasis Code of Conduct for Prevention of Insider Trading and the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e) In the event of a requirement to disclose Unpublished Price Sensitive Information, pursuant to point (d) above, in connection with the Purpose, to persons other than the Employees of the Company and its subsidiaries, you shall ensure to provide a notice of confidentiality to such persons and shall ensure that they are covered by the Minimum Standards for Code of Conduct for Intermediaries and Fiduciaries prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (f) In the event of a requirement to disclose Unpublished Price Sensitive Information, pursuant to point (d) above, in connection with the Purpose, to the Employees of the Company and its subsidiaries, you shall ensure to provide a notice of confidentiality to such Employees and shall disclose to the Compliance officer of the Company forthwith, the name of the Employees with whom the Unpublished Price Sensitive Information has been disclosed and details of the Unpublished Price Sensitive Information disclosed.
- (g) You shall be fully responsible and liable for the actions of your Representatives with respect to any Unpublished Price Sensitive Information.
- (h) Please note that you are deemed to be Covered Person under the Mphasis Code of Conduct for Prevention of Insider Trading from time you are aware of the Unpublished Price Sensitive Information and shall remain to be a Covered Person until expiry of 48 hours of such Unpublished Price Sensitive Information is made public or the time till the transaction loses its commercial relevance, whichever is earlier.
- (i) You and your relatives shall not, directly or indirectly, trade or counsel to any other person to trade in the Company Securities until you are a Covered Person.

3. **EXCLUSIONS:** The Receiving Party's obligations are excused to the extent that the Unpublished Price Sensitive Information: (a) is or becomes generally publicly known through no fault or breach by Receiving Party; (b) is required to be disclosed by law, subject to section 4 (Compelled Disclosure) below.

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4. **COMPELLED DISCLOSURE.** If Receiving Party is required by law to disclose any Unpublished Price Sensitive Information, Receiving Party shall (unless prohibited by law) provide Disclosing Party with written notice thereof so that Disclosing Party may seek a protective order or other appropriate remedy. Disclosing Party shall have the right to defend such action in lieu of and on behalf of Receiving Party. Receiving Party shall furnish only that portion of the Unpublished Price Sensitive Information that is necessary in order to comply with such legal obligation.
5. **COMPLIANCE WITH LAWS.** you agree to comply with all applicable laws with respect to any Unpublished Price Sensitive Information, including without limitation to SEBI (Prohibition of Insider Trading) Regulations, 2015.
6. **OWNERSHIP.** You understand that all Unpublished Price Sensitive Information is the exclusive property of Disclosing Party. Nothing herein shall be deemed or construed to grant to Receiving Party any rights, licenses, or permissions with respect to any Unpublished Price Sensitive Information.
7. **RETURN OR DESTRUCTION OF UNPUBLISHED PRICE SENSITIVE INFORMATION.** You agree that upon the Company's request, you shall return or securely destroy all copies of any Unpublished Price Sensitive Information, disclosed for the Purpose. You shall not retain any Unpublished Price Sensitive Information except (i) as required by applicable law, or (ii) as archived solely according to the Receiving Party's data recovery and security policies; in each case, provided that the confidentiality obligations of this Notice will continue to apply to such Unpublished Price Sensitive Information in perpetuity.
8. **NOTICES.** All notices, including leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information shall be given through secure e-mail to the following persons forthwith through upon your knowledge of leak or suspected leak of Unpublished Price Sensitive Information with all relevant facts which has come to your knowledge:

Mayank Verma
Compliance Officer
Mphasis Limited
1st Floor, Wing B, Bagmane World Technology
Center, WTC 3, KR Puram, Marathahalli Outer
Ring Road, Mahadevapura,
Bangalore 560 048, India
e-mail: mayank.verma1@mphasis.com

Eric Winston
EVP, General Counsel and Chief Compliance, Risk & Ethics
Officer
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