

Thoughtworks Anti-Bribery and Anti-Corruption Policy

Policy statement

Thoughtworks and its subsidiaries (“Thoughtworks” or the “Company”) are committed to conducting all aspects of their business operations ethically, with integrity, and in compliance with all applicable laws and regulations.

In accordance with this commitment, Thoughtworks has adopted this Anti-Bribery and Anti-Corruption Policy (the “Policy”), which is designed to prevent bribery from occurring, avoid the appearance of wrongdoing, and to enable Thoughtworks to respond promptly and effectively to any inquiries about its conduct.

Consistent with Thoughtworks’ values, and in keeping with the highest legal and ethical standards, Thoughtworks expects all Thoughtworkers and Business Partners (as defined below) to demonstrate integrity in their conduct and to take actions to eliminate corruption in all its forms.

Thoughtworks will not tolerate bribery, kickbacks, facilitation payments, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy, the Thoughtworks Code of Conduct, or by Applicable Anti-Corruption Laws (as defined below). Thoughtworkers and Business Partners are not permitted to give or offer Anything of Value (as defined below) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Thoughtworkers and Business Partners may not solicit or accept such improper payments.

Who does this Policy apply to?

This Policy applies to all employees, officers, and directors of Thoughtworks and its subsidiaries globally, including all full-time and part-time contractors, temporaries, and interns (collectively referred to as “Thoughtworkers”).

This Policy also applies to Thoughtworks’ agents, consultants, joint venture partners, and any other third-party representatives that, on behalf of Thoughtworks, interacts with external parties and Government Officials (as defined below) or otherwise

represents Thoughtworks before external parties and Government Officials (collectively referred to as “Business Partners”).

Definitions

<p>Anything of Value</p>	<p>Anything of Value is broadly construed and includes a broad range of payments beyond the obvious cash bribe or kickback, for example: gifts, including favors; travel, meals, lodging, entertainment, or gift cards; loans or non-arm’s length transactions; charitable or political donations; or business, employment, or investment opportunities.</p>
<p>Applicable Anti-Corruption Laws</p>	<p>Thoughtworks will comply with the anti-corruption laws and regulations of any jurisdiction applicable to it, its Thoughtworkers, and Business Partners, including, but not limited to, the U.S. Foreign Corrupt Practices Act of 1977 (“FCPA”) and the U.K. Bribery Act (“UKBA”).</p>
<p>Bribery and Corruption</p>	<p>“Corruption” is generally understood as the abuse of power for private gain. “Bribery” is more specific and refers to the offering, promising, accepting or soliciting of an advantage or Anything of Value as an inducement for an action which is illegal, unethical, or a breach of trust.</p>
<p>Facilitation Payment</p>	<p>Facilitation Payments are usually nominal payments or gifts given to low-level Government Officials to ensure or speed up the proper performance of a routine, non-discretionary duty or action, such as: clearing customs; processing governmental papers such as visas, permits, or licenses; providing police protection; or providing mail, telephone, or utility services.</p>
<p>Government Official</p>	<p>Applicable Anti-Corruption Laws define the term Government Official broadly to include:</p> <ul style="list-style-type: none"> ● Any official or employee of any government or department, agency, or instrumentality thereof; ● Officers or employees of a business that is owned or controlled, in whole or in part, by a government; ● Officers or employees of a public international organization (such as the United Nations, World Bank, or the European Union);

- Any political party official, employee or agent of a political party, or candidate for political office (or political party position); and
- Any family member or other representative of, or person acting on behalf of, any of the above.

Government Officials

Thoughtworkers and Business Partners are prohibited from, directly or indirectly, offering, giving, promising, or authorizing Anything of Value to a Government Official without prior written permission from the Chief Compliance Officer. This is a complete prohibition and includes payments, gifts, entertainment and hospitality; no part of this Policy should be interpreted to permit otherwise. If you wish to provide Anything of Value to a Government Official, you must obtain prior written permission from the Chief Compliance Officer.

Prohibited payments

Thoughtworkers and Business Partners are prohibited from, directly or indirectly, offering, giving, promising, or authorizing Anything of Value to any employee, agent, or representative of another company on behalf of Thoughtworks to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties where the Thoughtworker or Business Partner knows, or has reason to know, that the third party will use any part of the payment for bribes.

Thoughtworkers and Business Partners also shall not request, agree to receive, or accept Anything of Value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

Facilitation Payments

Facilitation Payments may be commonplace in many countries, however, they remain illegal, illicit or prohibited in most, but regardless of location, they are not permitted under the terms of this Policy.

The processing of immigration visas, police clearances and other similar activities regularly involve delays. Thoughtworks is aware of this fact and needs to plan accordingly, so you should feel no pressure whatsoever to make a Facilitation Payment. You should not assume that “everyone pays this fee”, or “nothing will happen if I don’t pay.” In fact, in most cases the services requested are provided even when a Facilitation Payment is refused. The service is just significantly slower and that is okay. Please notify your regional legal team immediately of any requests for a facilitation payment.

It is a sad fact that in some countries you may be confronted by a situation in which such a payment is extorted and you are forced to make the payment under duress or because you face a reasonable belief that your safety is threatened. If you find yourself in this extraordinary situation, please contact your manager and your regional legal team as soon as possible.

Gifts, entertainment and hospitality

This Policy is not intended to prohibit the offer or receipt of nominal gifts, meals, invitations to events or functions in connection with matters related to the business provided they are appropriate and proportionate. However, gifts, meals, events or trips that are extravagant or lack transparency can be considered bribes or may just be inappropriate.

Gifts

The use of Thoughtworks’ funds or assets for gifts, gratuities, or other favors to any individual or entity that has the power to decide or influence Thoughtworks’ commercial activities is prohibited, unless all of the following circumstances are met:

- It is not given in the form of cash or its equivalent;
- It is permitted by local law and the guidelines of the recipient’s employer (note that many persons including Government Officials are prohibited by their employer to accept any gift or thing of value);
- It is presented openly with complete transparency;
- It is properly recorded in Thoughtworks’ expense reimbursement system;
- It is not offered to gain an improper advantage or to influence official action; and
- The value is less than the applicable regional limit in [Appendix A](#) and the total value of gifts provided to the same recipient in the same calendar year is less than the applicable regional limit in [Appendix A](#).

Gifts that do not follow specifically within the above guidelines require advance consultation and approval from your local management team. You should be especially cautious if the recipient has direct or indirect decision-making responsibility for an anticipated or pending decision that will affect Thoughtworks' interests.

Entertainment and Hospitality

Common sense and moderation should prevail in business entertainment and the payment of travel and lodging expenses engaged in on behalf of Thoughtworks. Thoughtworkers should provide business entertainment to or from anyone doing business with Thoughtworks only if the entertainment is infrequent, modest and intended to serve legitimate business goals.

Expenses for meals, entertainment, travel and lodging for any individual or entity that has the power to decide or influence Thoughtworks' commercial activities may be incurred without prior approval by the local management team only if all of the following conditions are met:

- The expenses are bona fide and related to a legitimate business purpose and the events involved are attended by appropriate Thoughtworkers;
- The cost of the meal, entertainment, travel or lodging is less than the applicable regional limit from [Appendix A](#) per person; and
- The meal, entertainment, travel or lodging is permitted by the rules of the recipient's employer (if applicable).

Any meal, entertainment, travel or lodging expense greater than the applicable regional limit from [Appendix A](#) per person, and any expense at all that is incurred for meals, entertainment, travel or lodging unrelated to a legitimate business purpose, must be pre-approved by the local management team. All expenses must be properly documented in Thoughtworks' books and records.

Political and Charitable Contributions

Thoughtworks does not make contributions to candidates for political office. Thoughtworkers and Business Partners may not make political contributions, in cash or otherwise, through or on behalf of the Company.

Use of Business Partners

Thoughtworks may be liable under Applicable Anti-Corruption Laws for improper payments and actions by Business Partners. Therefore, appropriate steps should be taken to ensure that the activities of such Business Partners are aligned with this Policy. Thoughtworks shall establish procedures to mitigate risk of non-compliance by Business Partners, such as:

- Performing an integrity due diligence review of the Business Partner;
- Executing a written agreement with the Business Partner that requires compliance with all Applicable Anti-Corruption Laws;
- Requiring the Business Partner to certify that it has not violated and will not violate this Policy and any Applicable Anti-Corruption Laws during the course of its business with Thoughtworks; and
- Monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the Business Partner during the engagement.

The due diligence materials obtained on prospective Business Partners must be forwarded to your regional legal and finance teams or, in the case of agreements with global coverage, to the global compliance and finance teams for approval. Any third party agent relationship which involves interaction with government officials on Thoughtworks' behalf must be approved in advance and in writing by the Chief Compliance Officer.

Red flags

While conducting due diligence on a Business Partner and throughout any subsequent relationship, you must monitor for any "red flags." A "red flag" is a certain action or fact that should alert a company that there is a high possibility of improper conduct by a third party. A red flag does not mean that something illegal has happened, but rather that further investigation is necessary. Red flags are highly fact-dependent, but some examples of red flags are:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or mid-stream compensation payments;
- Requests for payments to an account in a country other than where the Business Partner is located or is working on behalf of Thoughtworks;
- Requests for payment to another Business Partner, to a numbered account, or in cash or other untraceable funds;
- Requests for political or charitable contributions;
- The Business Partner is related to a Government Official or has a close personal or business relationship with a Government Official;

- Any refusal or hesitancy by the Business Partner to disclose its owners, partners or principals;
- The Business Partner uses holding companies or other methods to obscure its ownership, without adequate business justification;
- The Business Partner expresses a desire to keep his representation of Thoughtworks or the terms of his retention secret; or
- The Business Partner has little experience in the industry but claims to “know the right people”.

If Thoughtworkers have reason to suspect that a Business Partner is engaging in potentially improper conduct, you shall report the case to your regional legal team or global compliance team immediately. Failure to do so may be considered a violation of this Policy. Thoughtworks shall conduct an investigation and stop further payments to the Business Partner if Thoughtworks’ suspicions are verified through the investigation.

Record keeping and accurate recording

This Policy requires that all expenditures made by Thoughtworks are accurately reflected in the Company’s financial records and that all payments made with Company funds, or on behalf of the Company, have been properly authorized. In addition to being a requirement from the FCPA, accurate record keeping is also required for all reports we present to our clients, partners, government representatives and regulatory bodies, and for all reports Thoughtworkers submit to Thoughtworks including timesheets, expense reports, and similar.

The FCPA prohibits the mischaracterization or omission of any transaction on a company's books or any failure to maintain proper accounting controls that result in such mischaracterization or omission. Accordingly, covering up a transaction that violates the FCPA by mischaracterizing it on Thoughtworks' books and records (such as an expense account) is itself a separate violation of the FCPA and this Policy. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy.

Thoughtworks will conduct periodic audits of its books and records to monitor compliance with this Policy.

Training

To ensure that all Thoughtworkers and Business Partners are thoroughly familiar with the provisions of this Policy and any Applicable Anti-Corruption Laws, Thoughtworks shall provide anti-corruption training and resources to those Thoughtworkers and Business Partners, as appropriate.

Reporting potential violations

Any Thoughtworker or Business Partner who has knowledge of, or reason to suspect, any violation of this Policy must immediately notify Thoughtworks global compliance team through the email compliance@thoughtworks.com or Thoughtworks Integrity Helpline at integrity.thoughtworks.com. Reports may be made anonymously. If any Thoughtworker or Business Partner fails to report known or suspected violations, then they may be subject to disciplinary action, up to and including termination.

Thoughtworks will not allow any retaliation against any Thoughtworker or Business Partner who acts in good faith in reporting any violation of this Policy. All reports will be treated confidentially to the extent possible, in accordance with [Thoughtworks Speak Up Policy](#).

More information?

When in doubt about the appropriateness of any conduct, the Company requires that Thoughtworkers and Business Partners seek additional guidance before taking any action that may subject Thoughtworks to potential liability under Applicable Anti-Corruption Laws.

Guidance can be sought from the global compliance team through the email compliance@thoughtworks.com or from your regional legal team.

Notes

This Policy should be read in conjunction with [Thoughtworks' Code of Conduct](#). This Policy cannot address all the issues raised by local legal requirements, which may be more restrictive than the Thoughtworks global standards. Your regional legal team will provide additional guidance as to where these local laws take precedence.

Thoughtworks will review this Policy from time to time to ensure it complies with the applicable legal requirements. We reserve the right to change this Policy at our discretion.

Violations of Applicable Anti-Corruption Laws can cause criminal, civil and regulatory penalties including fines and/or imprisonment, and even the perception of impropriety can damage the reputation of Thoughtworks. If a Thoughtworker violates this Policy it may result in disciplinary action, including termination of employment. Business Partners who violate this Policy may be subject to termination of all commercial relationships with the Company.

Appendix A - Gifts and entertainment limits

Jurisdiction	Gifts	Meal limit (per attendee)	Entertainment limit (per attendee)
United States	\$150	\$125	\$250
Canada	CAD \$190	CAD \$160	CAD \$300
United Kingdom	£110	£35	£35
Finland	€110	€70	€35
Germany	€35	€100	€100
Italy	€110	€35	€35
Romania	€110	€35	€35
Spain	€110	€35	€35
Netherlands	€110	€35	€35
Australia	AUD \$200	AUD \$120	AUD \$120
India	INR ₹10,000	INR ₹3,000	INR ₹3,000
China mainland	Any amount	CNY ¥500 (per meal)	Any amount
Singapore	SGD \$200	SGD \$70	SGD \$70
Thailand	THB ฿3,300	THB ฿1,300	THB ฿1,300
Hong Kong	Any amount	HKD \$600 (per meal)	Any amount
Brazil	BRL R\$500	BRL R\$300	BRL R\$300
Ecuador	\$ 120	\$50	\$80
Chile	CLP \$80,000	CLP \$40,000	CLP \$60,000

Government officials: As a reminder, gifts, entertainment, and business hospitality to government officials are prohibited without prior written permission from the global compliance team.

Non-government third parties: As a reminder, gifts, entertainment, and business hospitality to or from non-government third parties (existing and potential clients, vendors, partners) greater than the limits above or when do not meet the

reasonableness criteria established in the policy should be prior approved by the regional legal team.

Policy owner	Compliance team - compliance@thoughtworks.com
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