

Code of Conduct and Ethics Policy

Kovon Global Private Limited | Level 1 Board Policy

Policy owner	Head of People
Approving authority	Board of Directors
Effective date	1 April 2026
Version	1.0
Review frequency	Annual, or earlier if required by law, audit finding, material incident or Board direction
Primary jurisdiction	Bengaluru, India
Applies to	Employees, interns, consultants, contractors, agency workers, and any person representing or working with Kovon
Related framework	Corporate Policy Governance Framework, Version 1.0

Policy standard

Every covered person is expected to act lawfully, honestly, respectfully and in Kovon's best interests. This policy is a condition of working with or representing Kovon.

1. Purpose

Kovon Global Private Limited ("Kovon" or the "Company") is building a trusted global employment, recruitment and technology business. Trust is a business asset. This Code of Conduct and Ethics Policy sets out the conduct standards expected from everyone who works for, represents, supports or has access to Kovon's systems, candidates, clients, vendors, workers or confidential information.

The policy is designed to help people make sound decisions, prevent misconduct, protect candidates and clients, and give managers a consistent basis for action when behaviour falls below Kovon's standards.

2. Scope and Applicability

This policy applies to all covered persons, whether working from Kovon's office, remotely, at a client or vendor location, during business travel, in work-related digital spaces, at company events or when representing Kovon externally.

1. employees, interns, trainees and apprentices;
2. consultants, contractors, advisors and freelancers;

3. agency workers and vendor-deployed personnel;
4. directors and officers, where applicable; and
5. any other person with access to Kovon data, systems, premises, candidates, customers, vendors or confidential information.

This policy supplements employment contracts, contractor agreements, vendor terms, confidentiality obligations, applicable law and other Kovon policies. Where a stricter legal or contractual obligation applies, the stricter obligation will prevail.

3. Core Conduct Principles

Integrity: Be truthful, fair and transparent in work-related dealings. Do not mislead candidates, clients, colleagues, vendors, regulators or the Company.

Respect: Treat people with dignity. Do not engage in harassment, bullying, intimidation, discrimination, retaliation, abusive language or exclusionary behaviour.

Accountability: Own decisions, follow approved processes, maintain records where required and escalate concerns early.

Confidentiality: Protect Kovon's confidential information, candidate and client data, business plans, commercial terms, credentials, source code and internal communications.

Compliance: Follow applicable law, contractual obligations and Kovon policies. Ask before acting where the right course is unclear.

Stewardship: Use Kovon's money, property, systems, data and reputation responsibly and only for legitimate business purposes.

4. Legal and Ethical Compliance

Covered persons must comply with applicable laws and regulations, including those relating to employment, recruitment, anti-corruption, privacy, intellectual property, contracts, taxation, immigration, workplace safety, anti-harassment and electronic communications.

No manager or business objective can authorise unlawful or unethical conduct. If a person is asked to do something they believe may be illegal, deceptive, unsafe or inconsistent with this policy, they must pause and seek guidance from the Head of People, Legal / Compliance or an appropriate senior leader.

5. Respectful Workplace and Anti-Harassment

Kovon does not tolerate harassment, discrimination, bullying, intimidation, threats, retaliation or abusive conduct. This applies to in-person interactions and digital communications, including email, chat, calls, collaboration tools, social media and work-related groups.

Examples of prohibited conduct include:

6. unwelcome sexual conduct, comments, jokes, images or advances;

7. insults, slurs, humiliation, intimidation or repeated hostile behaviour;
8. discrimination or exclusion based on legally protected characteristics or personal identity;
9. retaliation against a person who raises a concern or participates in an investigation;
10. misuse of authority, including coercion, favouritism or threats linked to employment or work opportunities.

Concerns involving sexual harassment will be handled under Kovon's POSH Policy and applicable Indian law once adopted, and in the interim through the lawful grievance and investigation process designated by Kovon.

6. Conflicts of Interest

A conflict of interest exists when a personal, financial, family, romantic, outside business or other relationship could influence, or appear to influence, a person's judgement on behalf of Kovon.

Covered persons must promptly disclose actual, potential or perceived conflicts of interest. Disclosure does not automatically mean the activity is prohibited; it allows Kovon to assess and manage the risk.

Situation	Expected action
Family or close personal relationship with a candidate, vendor, client or employee	Disclose before participating in hiring, evaluation, vendor selection, commercial negotiation or approval decisions.
Outside employment, consulting, freelancing or advisory role	Obtain prior approval if the activity may overlap with Kovon's business, time, resources, clients, candidates, vendors or confidential information.
Financial interest in a vendor, customer or competitor	Disclose before any involvement in decisions affecting that party.
Romantic or close personal relationship in a reporting line	Disclose so Kovon can manage reporting, evaluation, compensation and workplace risk.

7. Gifts, Hospitality and Improper Benefits

Covered persons must not offer, request, accept or facilitate gifts, hospitality, favours, payments, commissions, kickbacks, referral benefits or anything of value that could improperly influence a business decision or create an appearance of improper influence.

Until Kovon adopts a detailed Anti-Bribery, Gifts and Anti-Corruption Policy, the following interim standards apply:

11. cash, cash equivalents, personal loans and secret commissions are prohibited;

12. gifts or hospitality must be modest, infrequent, lawful, transparent and connected to a legitimate business purpose;
13. anything offered by or to a government official, public sector representative, regulator or state-linked entity requires prior Legal / Compliance approval;
14. any gift or hospitality that could affect a hiring, vendor, recruitment, migration, payroll or commercial decision must be declined or escalated;
15. records of approved gifts or hospitality must be maintained where required by Finance, Legal / Compliance or the Head of People.

8. Candidate, Client and Worker Trust

Kovon's work may involve candidates, employers, agencies, global mobility partners, vendors and sensitive employment or recruitment information. Covered persons must communicate honestly and avoid overpromising outcomes, timelines, visa eligibility, job security, compensation, benefits, selection probability or client decisions.

Covered persons must not request, pressure or accept improper payments or personal favours from candidates, workers, vendors or clients in exchange for job opportunities, referrals, placement support, faster processing or favourable treatment.

9. Confidentiality, Privacy and Data Protection

Covered persons must protect confidential information and personal data. Access is granted for business purposes only and must be limited to the minimum information required to perform assigned responsibilities.

Covered persons must:

16. use approved systems and storage locations for Kovon information;
17. avoid sharing personal data, candidate records, client details, credentials or internal information through unauthorised channels;
18. respect need-to-know access restrictions;
19. immediately report suspected data loss, unauthorised access, phishing, credential compromise or privacy incidents;
20. return or delete Kovon information as instructed at the end of engagement, subject to legal hold or retention requirements.

10. Use of Company Assets and Systems

Kovon assets include laptops, phones, accounts, software, cloud systems, documents, source code, credentials, data, funds, office equipment, brands and intellectual property. Assets must be used responsibly, securely and primarily for legitimate business purposes.

Covered persons must not misuse company assets for unauthorised personal gain, unlawful activity, harassment, unauthorised monitoring, data scraping, unauthorised AI tool use, credential sharing, piracy, offensive content, or activities that compromise security or reputation.

11. Financial Integrity and Records

Business records must be accurate, complete and retained in accordance with Kovon requirements. Covered persons must not falsify records, conceal expenses, backdate approvals, submit misleading timesheets or invoices, manipulate candidate or client records, or approve transactions without authority.

Expenses, reimbursements, procurement, vendor onboarding and payroll inputs must follow approved processes and delegation of authority.

12. External Communications and Social Media

Only authorised persons may speak on behalf of Kovon to media, investors, regulators, public authorities, clients, vendors or the public. Covered persons must not disclose confidential information, candidate or client data, internal disputes, financial information, security matters or non-public business plans externally without authorisation.

Personal social media use must not imply that the person is speaking for Kovon unless authorised. Online conduct connected to Kovon must remain respectful, lawful and consistent with this policy.

13. Political, Charitable and Community Activity

Covered persons may participate in lawful political, charitable or community activity in a personal capacity, provided they do not use Kovon resources, imply Kovon endorsement, create a conflict of interest or pressure colleagues, candidates, contractors, vendors or clients to participate.

14. Reporting Concerns

Covered persons are encouraged and, where required by role, expected to report suspected misconduct, policy breaches, legal violations, conflicts of interest, fraud, harassment, retaliation, data incidents or unsafe practices.

Reports may be made to any of the following, depending on the issue:

21. the person's manager or skip-level manager;
22. Head of People;
23. Legal / Compliance or designated compliance contact;
24. a designated grievance or POSH channel when applicable;
25. a whistleblower channel once adopted; or
26. the Board or Board-designated contact for serious matters involving senior management, fraud, retaliation or material legal risk.

Reports should include enough factual detail to allow review. Kovon will treat concerns sensitively and share information only with those who need to know to assess, investigate, remediate or comply with law.

15. Non-Retaliation

Kovon prohibits retaliation against any person who raises a concern in good faith, seeks guidance, refuses to participate in suspected misconduct, assists an investigation or exercises a legal right. Retaliation may include threats, demotion, exclusion, harassment, unfair evaluation, reduced work opportunities, termination, blacklisting or other adverse treatment.

A report made maliciously or knowingly falsely may itself be treated as misconduct. A concern raised honestly, even if not substantiated, will not result in discipline merely because it was raised.

16. Investigation and Cooperation

Kovon may review or investigate suspected breaches. Covered persons must cooperate honestly, preserve relevant records and maintain confidentiality. Interference with an investigation, destruction of records, coaching witnesses, intimidation or dishonest statements may lead to disciplinary or contractual action.

17. Breach Consequences

Consequences for breach will depend on the nature, seriousness, intent, impact, seniority, prior conduct, cooperation and applicable law. Consequences may include counselling, retraining, warning, suspension of access, role change, repayment or recovery where legally permitted, termination of employment or engagement, vendor action, reporting to authorities or legal proceedings.

Serious misconduct examples

Fraud, bribery, harassment, retaliation, theft, intentional data misuse, unauthorised disclosure of confidential information, falsification of records, candidate exploitation, violence, threats, and deliberate violation of legal or security obligations may be treated as serious misconduct.

18. Manager Responsibilities

Managers carry additional responsibility because their decisions shape culture and risk. Managers must model this policy, create an environment where concerns can be raised, avoid retaliation, handle information sensitively, escalate issues promptly, and apply standards consistently.

19. Exceptions

Exceptions to this policy are not permitted unless approved under the Corporate Policy Governance Framework. No exception may permit unlawful conduct, harassment, retaliation, bribery, fraud, intentional data misuse, conflict concealment or breach of mandatory legal obligations.

20. Review and Amendment

This policy will be reviewed annually by the Head of People and submitted to the Board of Directors for approval of material changes. Administrative corrections may be made by the policy owner if they do not change rights, obligations, controls or approval authority.

Appendix A: Practical Decision Test

Before acting, covered persons should ask:

27. Is it legal and consistent with Kovon policy?
28. Would I be comfortable if the decision were reviewed by the Board, a regulator, a candidate, a client or my team?
29. Am I being transparent with the right people?
30. Could this create a conflict of interest or appearance of unfairness?
31. Could this harm a candidate, colleague, client, vendor, worker, Kovon data or Kovon's reputation?
32. Have I asked for guidance if I am unsure?

Appendix B: Acknowledgement

I acknowledge that I have received or been given access to Kovon's Code of Conduct and Ethics Policy. I understand that I am expected to comply with the policy, ask questions where I am unsure, report suspected breaches in good faith and cooperate with reviews or investigations.

Name	
Role / engagement type	
Department / function	
Signature / electronic acknowledgement	
Date	