

EXLSERVICE HOLDINGS, INC.

U.S. Employee Handbook

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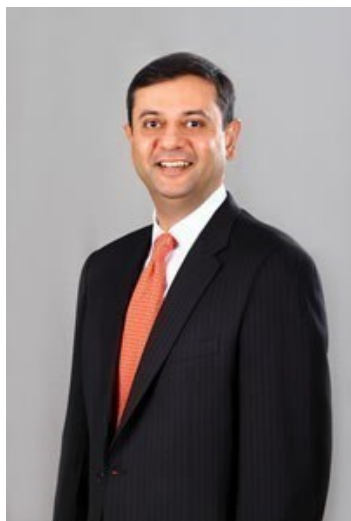


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Dear Fellow Employee:

At EXL, we have more than 60,000 professionals across six continents operating globally. EXL is truly a melting pot of culture and experience, and our knowledge runs deep. Our professionals come from a variety of backgrounds and experiences, and have previously worked for the top insurance, healthcare, banking and financial services, utility, logistical, analytics and accounting firms in the world. We have professionals operating from around the globe from places such as the United States, the United Kingdom, Bulgaria, Romania, the Czech Republic, India, South Africa, Australia, Colombia, Mexico and the Philippines. The people who represent us in these countries bring profound expertise to the industries we serve.

While EXL is rich in experience and culture, we operate collectively under one common goal and value system. We are in business to help our clients win. We are able to do this because we look deeper, find a better way and make it happen. How we do this is through the application of what we call Digital Intelligence. Digital Intelligence is how we combine domain and data and orchestrate our people and technology to deliver tangible business outcomes, quickly and at scale.

The ExlService Holdings, Inc. US Employee Handbook (the “Handbook”) contains important information about EXL’s employment practices, benefits, and certain other general office information, as well as guidelines concerning the behavior EXL expects from its employees. Please read this Handbook carefully and reference it often for guidance. You are responsible for complying with this Handbook in all respects.

Our success has been made possible by the high level of commitment and dedication demonstrated by our diverse, knowledgeable, and experienced professionals. I know that I can count on you to adhere to these standards and to continue to build our fine reputation.

Yours truly,

A handwritten signature in black ink, appearing to read 'Rohit Kapoor'.

Rohit Kapoor

Chairman and Chief Executive Officer

Important Information about this Handbook

This handbook is designed for the U.S. based employees of ExlService Holdings, Inc. and its subsidiaries and affiliates (hereafter referred to as “us”, “we”, “EXL” or the “Company”).

One of EXL’s objectives is to provide a work environment that is conducive to both personal and professional growth. We consider the employees of EXL to be its most valuable resources. We are confident that you will find our Company a dynamic and rewarding place in which to work, and we look forward to a productive and successful association.

This handbook is intended to provide you with general information about EXL’s employment practices, benefits, and certain other general office information, as well as guidelines for the exercise of management discretion in personnel matters. The contents of this handbook are guidelines only and supersede any prior handbook.

This handbook may apply to employees working in a state with greater or different rights. Employees will receive a state-specific supplement to this handbook that provides information and policies applicable to employees working in that state. EXL complies with all applicable laws.

There are several things to keep in mind about this handbook. First, it contains only general information and guidelines. It is not intended to be comprehensive or to address all the possible applications of, or exceptions to, the general policies and procedures described. For that reason, if you have any questions concerning your eligibility for a particular benefit or the applicability of a policy or practice to you, you should address those specific questions to the Human Resources Department.

This handbook does not create an express or implied employment contract, bargain or agreement, or confer any contractual rights whatsoever between you and the Company. The Company has the right, with or without notice, in an individual case or generally, to modify its interpretation of and/or change any of its guidelines, policies (except for the policy of at-will employment), practices, working conditions or benefits at any time. Any revisions, deletions, or additions to the policies in this handbook must be in writing. Many matters covered in this handbook also are described in separate official documents. These official documents always control over any statement made in this handbook or by any supervisor or manager. Some of the subjects described in this handbook are covered in more detail in other official policy documents of the Company. You can find such other policies and this Employee Handbook on the Company’s intranet.

With respect to employee benefits, if there is a conflict between this handbook and the official benefits plan documents, the formal language of the plan documents govern, not the informal wording of this handbook. The Company and its designated benefit-plan administrators reserve the right to determine eligibility, interpretation and administration of issues related to benefits offered by the

Company.

Unless set forth in the applicable state-specific supplement, employment with the Company is at-will and may be terminated at any time, with or without cause or notice, for any lawful reason or no reason, by the employee or the Company. No representative of the Company is authorized to provide any employee or employees with an employment contract or special arrangement concerning terms or conditions of employment unless the contract or agreement is in writing and signed by the Chief Executive Officer.

In those circumstances where an employee is party to an express written contract of employment, the contract will supersede any inconsistent policy set forth in this handbook. In any situation where a provision of this handbook is inconsistent with any applicable local, state or federal law, the applicable law will govern.

Nothing in this Handbook is intended to limit any concerted activities by employees relating to their wages, hours or working conditions, including the right to communicate with others concerning wages, hours, benefits, and other terms or conditions of employment; to self-organize, form, join or assist labor organizations; to bargain collectively through representatives of the employees' choosing; to engage in other concerted activities for the purpose of collective bargaining or other mutual aid or protection; or to refrain from engaging in such activities, or any other conduct protected by Section 7 of the National Labor Relations Act. Furthermore, nothing in this Handbook prohibits an employee from reporting concerns to, filing a charge or complaint with, making lawful disclosures to, providing documents or other information to or participating in an investigation or hearing conducted by the Equal Employment Opportunity Commission ("EEOC"), National Labor Relations Board ("NLRB"), Securities and Exchange Commission ("SEC") or any other federal, state or local agency charged with the enforcement of any laws.

Our Purpose & Values

We believe there is always a better way. We look deeper, we find it, and we make it happen.

- **Collaboration:** With many capabilities to offer to the world, the top need of the hour is collaboration. We have to work together, across verticals, teams and geographies as one Company. As Halford E. Luccock said, “*No one can whistle a symphony. It takes a whole orchestra to play it.*” Collaboration transcending all kinds of boundaries will help us build strategic partnerships within the organization, with other functions and departments, and help us leverage the strength of diversity at EXL.
- **Innovation:** To find a better way, the indispensable value is innovation. Employees are encouraged to break the mold, imagine the impossible, and ask questions never heard before. We have to treat every piece of work, every project as different from the last. It will help us develop a keen insight into our clients’ businesses and identify better ways of doing things for them.
- **Excellence:** We must live by the value of excellence. The complexity of a project notwithstanding, commitment to excellence will motivate us to give our best. If we do our job to the best of our abilities without losing focus on the outcome, the final result can be nothing less than spectacular.
- **Integrity:** Scrupulous professional integrity in work will build goodwill and trust in EXL, which are the most essential building blocks of our success. Maintaining statutory, regulatory and contractual compliance is paramount in our business. It takes ages to build a brand that clients have unquestionable faith in, but only a single instance of recklessness to bring it down. Uncompromising integrity in work, hence, is a non-negotiable tenet for EXL’s success.
- **Professionalism:** Ours is a global organization where people from different countries and cultures have come together to work toward a shared future. Working together with professionalism and a recognition of each other’s strengths will help get the best out of each other.

Employment At-Will

Employment with EXL is at-will, unless state law provides otherwise. This means that employment may be terminated for any or no reason, with or without cause or notice at any time by the employee or by the Company. Nothing in this Handbook or any oral statement shall limit the right to terminate at-will. This at-will employment policy is the sole and entire agreement between the employee and EXL regarding the fact that employment with the Company is at-will. No manager or supervisor has any authority to enter into a contract of employment express or implied that changes the fact that employment with the Company is at-will.

Only the Chief Executive Officer of the Company or their authorized representative has the authority to enter into an employment agreement that alters the fact that employment with EXL is at-will, and any such agreement must be in writing signed by the Chief Executive Officer of the Company or their authorized representative.

Equal Employment Opportunity Policy Statement

EXL is an equal opportunity employer. Equal Employment Opportunity has been, and will continue to be a fundamental principle of the Company, where employment is based upon personal capabilities and qualifications without discrimination because of race, color, creed, religion, national origin, ancestry, alienage or citizenship status, immigration status, age, physical or mental disability, sex (including pregnancy, childbirth, lactation and related medical conditions), sexual orientation, gender identity, marital status, genetic information (including testing and characteristics), carrier status, uniformed servicemember status, veteran status, military service or any other protected characteristic as established by applicable federal, state or local law.

Our commitment to equal opportunity employment applies to all persons involved in our operations and prohibits unlawful discrimination by any employee, including supervisors and co-workers. The Company prohibits any form of workplace discrimination based on any protected category. Anyone who violates this policy may be subject to disciplinary action, up to and including termination of employment.

Employees who believe they have been subjected to or witnessed discrimination in violation of this policy, including by persons doing business with or for the Company or by persons otherwise involved in our operations, should follow the complaint procedure set forth herein in the section titled *How to File a Complaint*. Retaliation is prohibited against any person by another employee or by the Company for using the complaint procedure, reporting proscribed discrimination, or for filing, testifying, assisting or participating in any manner in any investigation, proceeding or hearing conducted by a governmental enforcement agency.

This policy of Equal Employment Opportunity applies to all policies and procedures relating to recruitment and hiring, compensation, benefits, termination and all other terms and conditions of employment.

Reasonable Accommodation Policy

Consistent with its policy of non-discrimination, the Company will provide reasonable accommodations to the known physical or mental limitations of an otherwise qualified individual with a disability, provided that such accommodation does not constitute an undue hardship on the Company or result in a direct threat to the health and/or safety of the individual or others. Employees and applicants with a disability who believe they need a reasonable accommodation to perform the essential functions of their job should contact the Human Resources Department. Human Resources will communicate with the individual and engage in an interactive process to determine the nature of the issue and what, if any, reasonable accommodation(s) may be appropriate. In some cases, this interactive process may be triggered without a request from the employee or applicant, such as when the Company receives notice from its own observation or another source that a medical impairment may be impacting the individual's ability to perform the essential job functions.

Employees and applicants who believe they need an accommodation must specify, preferably in writing, what barriers or limitations prompted the request. The Company will evaluate information obtained from the individual, and possibly the individual's health care provider or another appropriate health care provider, regarding any reported or apparent barriers or limitations, and will then work with the individual to identify possible accommodations, if any, that will help to eliminate or otherwise address the barrier(s) or limitation(s). If an identified accommodation is reasonable and will not impose an undue hardship on the Company and/or a direct threat to the health and/or safety of the individual or others, the Company will generally make the accommodation, or it may propose another reasonable accommodation which may also be effective. Employees and applicants are required to cooperate with this process by providing all necessary documentation supporting the need for accommodation, and being willing to consider alternative accommodations when applicable.

The Company will also provide reasonable accommodation for the sincerely held religious beliefs, observances and practices of employees, unless the accommodation would impose an undue hardship on the conduct of our business. Employees who believe they need an accommodation because of a conflict between a job requirement and a sincerely held religious belief, observance or practice should contact the Human Resources Department. The Company requires that accommodation requests be made in writing, and in the case of schedule adjustments, as far in advance as possible.

If you work in a state or municipality that provides for greater accommodation requirements, the Company complies with those applicable laws.

Pregnancy Accommodation Policy

In accordance with the federal Pregnant Workers Fairness Act (“PWFA”), the Company will make reasonable accommodations for known physical or mental limitations related to the pregnancy, childbirth or related medical conditions of a qualified applicant or employee, unless the accommodation would impose an undue hardship on the operation of the Company’s business.

“Known physical or mental limitations” are those that the applicant, employee or their representative has communicated to the Company. Employees or applicants who wish to inform the Company of such a limitation and/or request a reasonable accommodation under this policy should contact the Benefit Department, preferably specifying in writing what barriers or limitations prompted the request. The Benefit Department will evaluate information provided regarding any reported or apparent barriers or limitations and will then communicate with the applicant or employee and engage in an interactive process to determine the nature of the limitation and what, if any, reasonable accommodation(s) may be appropriate. If, through this interactive process, the Company and the individual arrive at a reasonable accommodation that does not impose an undue hardship on the operation of the Company’s business, the Company will make that accommodation.

Employees who wish to request time away from work to accommodate a limitation related to pregnancy, childbirth or a related medical condition should contact the Benefit Department. However, the Company will not require a qualified employee to take leave if another reasonable accommodation can be provided.

A number of states and localities have laws that apply to employees affected by pregnancy, childbirth, or related medical conditions. For individuals working in a jurisdiction that has a mandatory pregnancy accommodation law, the Company will comply with all legal requirements, including providing greater or different benefits than those indicated here.

The Company prohibits discrimination on the basis of pregnancy, childbirth or related medical conditions. The Company also will not interfere with any individual’s rights under the PWFA or take adverse action against a qualified applicant or employee because they request or use reasonable accommodations in accordance with this policy, report or oppose discrimination under the PWFA, or participate in a proceeding involving an alleged violation of the PWFA. Individuals who believe they have been subjected to, or believe that another individual has been subjected to, prohibited discrimination or retaliation should report it immediately to the Benefit Department or Human Resources Department.

Anti-Harassment Policy

EXL is committed to a work environment that is free of harassment based on any legally protected characteristics. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits unlawful discriminatory practices, including harassment. Therefore, EXL expects that all relationships among persons in any of our offices will be free of bias, prejudice, and harassment.

It is the policy of the Company to prohibit intentional and unintentional harassment of an individual by another person on the basis of race, color, creed, religion, national origin, ancestry, alienage or citizenship status, immigration status, age, physical or mental disability, sex (including pregnancy, childbirth, lactation and related medical conditions), sexual orientation, gender identity, marital status, genetic information (including testing and characteristics), carrier status, uniformed servicemember status, veteran status, military service or any other protected characteristic as established by applicable federal, state or local law. Harassment on the basis of these characteristics, whether in the workplace, on Company owned or controlled property, or in other work-related settings in which employees may find themselves (such as business trips, business meetings and company-sponsored events, whether during or after normal business hours), will not be tolerated. Misconduct constituting harassment, discrimination, or retaliation will be dealt with promptly and appropriately as determined by the Company in its reasonable discretion, and responsive action may include immediate termination.

EXL encourages reporting of all perceived incidents of discrimination or harassment pursuant to the How to File a Complaint policy set forth below. It is the policy of EXL to promptly and thoroughly investigate such reports. EXL prohibits retaliation against any individual who reports discrimination or harassment or who participates in an investigation of such reports.

Definitions of Harassment

Sexual harassment constitutes discrimination and is illegal under federal, state and local laws. For the purposes of this policy, sexual harassment is defined as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when: (i) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (ii) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (iii) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Sexual harassment may include a range of subtle and not so subtle behaviors based on sex and may involve individuals of the same or different sex or gender. Depending on the circumstances, these behaviors may include, but are not limited to:

- unwanted sexual advances or requests for sexual favors (including repeated and unwelcome requests for dates);

- offers of employment benefits in exchange for sexual favors;
- making or threatening reprisals after a negative response to sexual advances;
- sexual jokes and innuendo;
- verbal abuse of a sexual nature;
- commentary about an individual's body, dress, sexual prowess or sexual deficiencies;
- leering, catcalls or touching; insulting or obscene comments or gestures;
- display or circulation of sexually suggestive objects or pictures (including through e-mail, text messages, or websites);
- sexually suggestive or obscene letters, notes, invitations, emails, text messages, phone calls (including voice messages), tweets or other social media posts;
- physical conduct, such as touching, assault, impeding or blocking normal movements; and
- other physical, verbal or visual conduct of a sexual nature.

Harassment on the basis of any other protected characteristic is also strictly prohibited. Under this policy, harassment includes verbal or physical conduct that denigrates or shows hostility or aversion toward an individual or the individual's relatives, friends or associates on the basis of a protected characteristic as established by applicable federal, state or local law that: (i) has the purpose or effect of creating an intimidating, hostile or offensive work environment; (ii) has the purpose or effect of unreasonably interfering with an individual's work performance; or (iii) otherwise adversely affects an individual's employment opportunities. To be clear, this policy prohibits illegal harassment as well as conduct that does not rise to the level of being unlawful under applicable law.

Harassing conduct includes, but is not limited to the following when based on any protected characteristic: epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes and display or circulation of written or graphic material that denigrates or shows hostility or aversion toward an individual or group, including via email, phone (including voice messages), text messages, tweets, blogs, social networking sites or other means.

How to File A Complaint

The Company strongly urges the reporting of all incidents of harassment, discrimination, and retaliation in violation of this policy, regardless of the offender's identity or position. Individuals are encouraged to report concerns, even if they relate to incidents in the past, involve individuals who are

no longer affiliated with the Company or concern conduct occurring outside of work if it impacts the individual at work.

Important notice to all employees: employees who have experienced conduct they believe is contrary to this policy have an obligation to take advantage of this complaint procedure. An employee's failure to fulfill this obligation could affect, in accordance with applicable law, the employee's recovery, if any, if legal action is pursued. Moreover, early reporting and intervention have proven to be the most effective method of resolving actual or perceived incidents of discrimination, harassment or retaliation. Therefore, while no fixed reporting period has been established, the Company strongly urges the prompt reporting of complaints or concerns so that rapid and constructive action can be taken.

The availability of this complaint procedure does not preclude individuals who believe they are being subjected to harassing conduct from promptly advising the offender that the behavior is unwelcome and requesting that it be discontinued assuming the individual feels comfortable doing so; however, employees are not required to do so.

If you believe that you have been subjected to prohibited harassment, discrimination or retaliation by anyone involved in our operations, including a co-worker, supervisor, manager, client, visitor, vendor, customer or temporary or seasonal worker of the Company, the Company has created convenient mechanisms for reporting such prohibited conduct. Complaints will be accepted in writing or orally. In addition, anyone who has observed any alleged violations of the policy is also encouraged to report them to the Company, verbally or in writing, using this complaint procedure. Employees may also make complaints anonymously. Complaints can be submitted internally to:

- Your supervisor or manager
- Any Company leader
- Human Resources
- The Legal Department
- The Company's Ethics Hotline

Employees are not required to report any prohibited conduct to a supervisor or manager who may be hostile, who has engaged in such conduct, or with whom the employee is uncomfortable discussing such matters. If you prefer, you may submit concerns through our "Ethics Hotline" or through the internet at our secure website, both of which are provided below.

General Contact Information:

Attn: The Legal Department

Email: GeneralCounsel@exlservice.com

Phone: (212) 277-7100

Address: 320 Park Avenue, 29th Floor, New York, New York 10022

Anonymous Reporting Through the Internet:

https://secure.ethicspoint.com/domain/en/report_custom.asp?clientid=13314

(You will receive a unique report ID, code, and password for logging on to the system at a later stage for follow-up responses from management).

Company's Anonymous Toll-Free Ethics Hotline:

From IPLC: Dial 77777 (5 times 7)

From PTSN: Dial 55555; at the prompt, dial 800-963-5596.

All communications should contain as much specific detail as possible to allow the appropriate personnel to conduct an investigation of the reported matter. This is especially important for concerns raised anonymously, so that we may conduct an appropriate review.

The Investigation

Any reported allegations of discrimination, harassment or retaliation in violation of this policy or the law will be investigated promptly, thoroughly and impartially. The investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge. Employees are required to fully cooperate in all investigations into complaints of proscribed harassment, discrimination or retaliation, or regarding the alleged violation of any other Company policy. The Company expects that all employees keep matters related to the investigation confidential during the investigation. Confidentiality will be maintained to the extent practical and permitted by applicable law. The investigation will be completed and a determination made and communicated to the employee as soon as practical.

Responsive Action

Misconduct constituting discrimination, harassment or retaliation in violation of this policy or the law will be dealt with in a prompt and effective manner as determined by the Company in its reasonable discretion. If a complaint of prohibited harassment, discrimination or retaliation is substantiated, appropriate disciplinary action, up to and including termination of employment, will be taken. If a complaint cannot be substantiated, the Company may take appropriate action to reinforce its commitment to providing a work environment free from harassment.

Application of the Policy to Non-Company Employees

The Company's equal opportunity and anti-harassment policies also apply to the interaction between any employees and non-employees involved in the Company's operations, such as customers, vendors, visitors, as well as individuals who do business with the Company, who are present in the workplace, or who interact with any employee of the Company while the employee is on duty. The workplace includes actual worksites, any setting in which work-related business is being conducted (whether during or after normal business hours), company-sponsored events, or company owned/controlled property.

Non-company employees found to have acted in violation of this policy may be subject to removal from Company premises, banned from Company premises and/or any business relationship they had with the Company may be discontinued. Employees should raise complaints against non-employees using the procedure set forth herein.

Retaliation

The Company prohibits retaliation against any individual who, in good faith, reports discrimination, harassment or retaliation, objects to such conduct, uses the complaint procedure set forth in this policy, or files, testifies, assists or participates in any manner in any investigation, proceeding or hearing of such reports, including any investigation, proceeding or hearing conducted by a government enforcement agency. Retaliation against an individual is a serious violation of this policy and will be subject to disciplinary action. Complaints of retaliation should be reported using the procedures set forth herein.

Other Information

Individuals who have questions or concerns about these policies should talk with a member of the Human Resources Department. Finally, this policy should not, and may not, be used as a basis for excluding or separating individuals of a particular gender, or any other protected characteristic, from participating in business or work-related social activities or discussions in order to avoid allegations of harassment. The law and the policies of the Company prohibit disparate treatment on the basis of sex or any other protected characteristic, with regard to terms, conditions, privileges and perquisites of employment.

The Role of Management

Each member of management is responsible for creating an atmosphere free of discrimination and harassment, sexual or otherwise. Further, employees are responsible for respecting the rights of their co-workers. All supervisory employees are responsible to adhere to this policy, serve in a leadership role regarding compliance with this policy, ensure their respective work areas are free of discrimination and harassment, including sexual harassment, and promptly report and, where appropriate, take prompt action to correct any suspected violations of this policy. Any supervisor or manager who receives a complaint of discrimination, harassment or retaliation must immediately report the allegation to Human Resources. Failure to meet these responsibilities may lead to disciplinary action, up to and including termination.

Knowingly False Complaints

All good faith concerns and reports raised under this policy will be taken seriously and there will be no negative impact on anyone who raises a good faith concern or files a report under this policy, even if such concern or report is proven to be false. While the Company is committed to ensuring a work place free of unlawful harassment and discrimination, it also recognizes the significant harm which can result from filing a knowingly false complaint of harassment or discrimination. Any employee who makes a knowingly false (as distinguished from uncorroborated, unproven, or unresolved) complaint

of harassment or discrimination is subject to discipline, up to and including immediate termination of employment.

Proof of Authorization to Work

United States law requires all new hires to produce original documentation establishing their identity and right to work in the United States, and to complete a USCIS Form I-9 affirming they have a legal right to work in the United States. Employees can choose which documents they want to present from lists of acceptable documents prescribed by applicable law.

As a condition of employment, every individual must provide satisfactory evidence of their identity and legal authority to work in the United States within three business days of commencing employment. If the employee cannot verify their right to work in the United States within three business days of employment, the Company will be required to terminate their employment immediately. There are no exceptions to this legal requirement.

Expiration of Work Authorization

While the Company endeavors to track the expiration date of each nonresident employee's authorization to work in the United States, renewal and re-verification remain the responsibility of the employee. An employee's Form I-9 must be updated to reflect the employee's renewed authorization to work. Periodic audit of I-9 forms on file may be conducted to ensure compliance with eligibility verification requirements.

Recordkeeping

A copy of each employee's I-9 form is kept by the Company for as long as the employee works for the Company. When employment is separated, the employee's I-9 form will be retained by the Human Resources Department until three years after the employee's hiring date or one year after the employee's separation, whichever is later.

Reemployment

If a terminated employee is reemployed within three years of initially completing an I-9 form, the employee may not need to complete a new I-9 form. If that is the case, the Human Resources Department will inform you.

Employee Compliance Policies

All employees must comply with all applicable Federal, State and Local laws applicable to their activities and should educate themselves as to the requirements of the applicable laws. In addition, all employees are to comply with all rules, regulations and policies of EXL.

Workplace Safety

Drug & Alcohol Abuse

EXL has a longstanding commitment to provide a safe and productive work environment. To help ensure a safe, healthy, and productive work environment for our employees and others, on or when using Company property, and to ensure efficient operations, the Company has adopted a policy of maintaining a workplace free of illegal drugs, abused or nonprescribed prescription drugs, and alcohol. This policy applies to all employees and other individuals who perform work for the Company.

The Company prohibits the manufacture, distribution, sale, receipt, transportation, dispensation, possession, abuse or use of any illegal drug at any time or any manner, regardless of location. “Illegal drugs” means all drugs whose use or possession is regulated or prohibited by federal, state or local law. These include prescription medication that is used in a manner inconsistent with the prescription or for which the individual does not have a valid prescription. Included within this prohibition are lawful controlled substances that have been illegally or improperly obtained.

In addition, employees are prohibited from distributing, dispensing, possessing or using any beverage or medicine containing alcohol while at work or on duty and from coming onto the Company premises, reporting to work, or working with alcohol in their systems. Alcohol, however, may be consumed at certain Company-sponsored functions when entertaining guests, or at Company approved/run occasions, provided good judgment prevails. Furthermore, lawful off-duty alcohol use, while generally not prohibited by this policy, must not interfere with an employee's job performance.

It is not permissible to report to work or perform work while using or under the influence of alcohol, or illegal drugs, as defined above. This policy does not prohibit the possession or proper use of lawfully prescribed or over the counter drugs. However, an employee taking such medication should consult with a healthcare professional or review information about the medication's effect on the employee's ability to work safely and promptly disclose any work restrictions to the employee's supervisor. Employees should not and are not required to reveal the name of the medication or the underlying medical condition. The Company reserves the right to transfer, reassign, place on leave of absence or take other appropriate action regarding any employee during the time the employee uses medication that may affect the ability to perform safely. The Company will comply with all requirements pertaining to providing reasonable accommodations to the extent required by applicable law.

The Company's general prohibition against the possession or use of marijuana at work or being under the influence of marijuana during working time and working while impaired applies regardless of whether an employee is certified to use marijuana for medical or recreational reasons under state law.

Unless otherwise required by law, the Company will not accommodate the use or possession of marijuana by individuals who are medically authorized to use marijuana as a matter of state law but will offer such individuals alternative accommodations related to any underlying disability. Employees who have any questions regarding the Company's position concerning medical marijuana in a particular location should contact the Human Resources Department.

Violations of this policy may lead to disciplinary action, up to and including immediate termination of employment. Such violations may also have legal consequences. Additionally, the Company may require employee to participate in a substance abuse rehabilitation or treatment program. Any illegal drugs or drug paraphernalia will be turned over to an appropriate law enforcement agency and may result in criminal prosecution.

The Company maintains a policy of non-discrimination and will endeavor to make reasonable accommodations to assist individuals recovering from substance and alcohol dependencies, and those who have a medical history which reflects treatment for substance abuse conditions. However, employees may not request an accommodation to avoid discipline for a policy violation.

Required Testing

The Company complies with all applicable laws governing drug testing. Where permitted by law, the company retains the right to require the following tests:

- **Pre-employment:** All applicants must pass a drug test before beginning work. Refusal to submit to testing will result in disqualification of further employment consideration.
- **Reasonable suspicion:** Employees are subject to testing based on observations by a supervisor of apparent workplace use, possession or impairment. The Human Resources Department must be consulted before sending an employee for reasonable suspicion testing.
- **Incident on duty:** Any employee who becomes involved in any incident involving a fatality, injury or damage to EXL property while on EXL business may be asked to submit to a drug and alcohol laboratory screening procedure. If appropriate, the employee will not be allowed to return to the employee's job until receipt of the test results by EXL. If the test results are positive, a consultation considering rehabilitation will be held and employment status will be reviewed. Employees convicted of any criminal drug violation in the workplace or while on EXL business must report such conviction to their manager and the Human Resources Department immediately.
- **Follow-up:** Employees who have tested positive, or otherwise violated this policy, are subject to discipline up to and including termination. Depending on the circumstances and the employee's work history/record, EXL may offer an employee who violates this policy or tests positive the opportunity to return to work on a last-chance basis pursuant to mutually

agreeable terms, which could include follow-up drug testing at times and frequencies for a minimum of one (1) year but not more than two (2) years. If the employee either does not complete his/her rehabilitation program or tests positive after completing the rehabilitation program, he/she will be subject to immediate discharge from employment.

Employees will be paid for time spent in alcohol/drug testing and then suspended pending the results of the drug/alcohol test. After the results of the test are received, a date/time will be scheduled to discuss the results of the test; this meeting will include a member of management and the Human Resources Department. Should the results prove to be negative; the employee will receive back pay for the times/days of suspension.

Procedures for Drug & Alcohol Testing

If you work in a state or municipality that mandates different testing requirements, the Company complies with those applicable laws.

- **Consent:** No alcohol test may be administered, sample collected, or drug test conducted on any sample without the consent of the person being tested. However, a person's refusal to submit to a Company-requested test may lead to disciplinary action, up to and including termination. Attempts to tamper with, substitute, adulterate, dilute, evade, or otherwise falsify a test sample are considered refusals to submit to a test, as is a failure to appear at the testing location promptly after being asked to submit to a test. EXL will pay the costs of all drug and/or alcohol tests it requires of employees and applicants. Please notify a member of the Human Resources Department if you are in need of an accommodation to participate in the testing process.
- **Collection and Chain-of-Custody:** Persons being tested will be asked to provide a test sample by a trained collector. Procedures for the collection of specimens will allow for reasonable individual privacy. Drug test specimens may include urine, hair, or saliva. Urine specimens will be tested for temperature, and may be subject to other validation procedures as appropriate. Dilute urine specimens may require a recollection without prior notice. The collection site person and the person being tested will maintain chain-of-custody procedures for specimens at all times.
- **Testing Methods:** The Company may test for the presence of the following substances, or their metabolites: marijuana (to the extent permitted under applicable law) and synthetic marijuana ("spice", "K2"), cocaine, opiates (including heroin, morphine, and codeine), amphetamines (including methamphetamine, "ecstasy" and non-prescribed unlawful stimulants), barbiturates, benzodiazepines (including alprazolam, clonazepam, and other "mood" regulating drugs), opioids (methadone, hydrocodone, oxycodone), phencyclidine (PCP or "angel dust"), and alcohol.

All drug test samples will be screened using an immunoassay technique and all presumptive positive drug tests will be confirmed using gas chromatography/mass spectrometry (GC/MS). Drug tests will be conducted by a laboratory certified by the federal Substance Abuse and Mental Health Services Administration. Alcohol tests may be conducted using breath, saliva, or blood, and will ordinarily be conducted and confirmed immediately at the collection location. Tests will seek only information about the presence of drugs and alcohol (or their metabolites) in an individual's body and will not test for any medical condition.

Notification and Medical Review

The Company will contract with a third-party medical review officer ("MRO") (a health care professional with an expertise in toxicology). The MRO's role is to review all positive drug test results before reporting the results to the Company. The MRO will attempt to contact any individual whose drug test sample is confirmed positive by the laboratory. The MRO will offer the individual an opportunity to discuss, in confidence, any legitimate reasons the individual may have that would explain the positive drug test. If the individual provides an explanation acceptable to the MRO that the positive drug-test result is due to factors other than prohibited use of drugs, the MRO will order the positive test result to be disregarded and will report the test as negative. The MRO may also review test results that are apparently dilute, substituted, or adulterated, and require additional testing before verifying those results. The MRO will not share any information about lawful employee use of medications for therapeutic purposes with the Company.

Right to Rebut/Retest

An individual who tests positive for drugs may request that individual's original sample be sent to an independent certified laboratory for an independent confirmatory test, at the individual's expense, although the Company may suspend, transfer, or take other appropriate action pending the results of any such re-test. In addition, any individual may present rebuttal information the individual believes relevant to the test to the Company through its Human Resources Department following receipt of a non-negative test result. Requests for a re-test or submission of rebuttal information should be submitted within 5 days of the date that the individual is informed of the positive test result. If the result of the re-test is negative, the test will be treated as negative.

Confidentiality

Information and records relating to positive test results, drug and alcohol dependencies and legitimate medical explanations provided to the MRO shall be kept confidential to the extent required by law and maintained in secure files separate from normal personnel files.

Inspections

EXL reserves the right to inspect all portions of its premises for illegal drugs, alcohol or other contraband. All employees, contract employees and visitors may be asked to cooperate in inspections

of their persons, work areas and property that might conceal an illegal drug, alcohol or other contraband. Employees who possess such contraband or refuse to cooperate in such inspections are subject to appropriate discipline up to and including discharge. If a non-exempt employee is present during any search or inspection, the employee must report the time spent during the search or inspection as working time.

Workplace Bullying

EXL defines bullying as repeated behavior, either direct or indirect, whether verbal, physical or otherwise, conducted by one or more persons against another or others, at the place of work and/or in the course of employment with the purpose to demean, humiliate, intimidate, or threaten the person. Such behavior violates the Company's Code of Conduct and Ethics, which clearly states that all employees will be treated with professionalism.

The purpose of this policy is to communicate to all employees, including supervisors, managers and executives, that the Company will not tolerate bullying behavior. Employees found in violation of this policy will be disciplined, up to and including termination.

Bullying may be intentional or unintentional; however, it must be noted that where an allegation of bullying is made, the intention of the alleged bully is irrelevant and will not be given consideration when meting out discipline. As in sexual harassment, it is the effect of the behavior upon the individual that is important. EXL considers the following types of behavior examples of bullying:

- **Verbal bullying:** Slandering, ridiculing or maligning a person or the person's family; persistent name calling that is hurtful, insulting or humiliating; using a person as the butt of jokes; abusive and patently offensive remarks and epithets.
- **Physical bullying:** Pushing, shoving, kicking, poking, tripping, assault or threat of physical assault; damage to a person's work area or property.
- **Gesture bullying:** Nonverbal threatening gestures or glares that convey threatening messages.
- **Exclusion:** Socially or physically excluding or disregarding a person in work-related activities.
- **Sabotage:** Deliberately subverting, obstructing or disrupting another person's work performance.

Cyberbullying refers to bullying, as defined above that occurs through the use of a computer, cell phone, smartphone, tablet, or other device that transmits electronic information, regardless of whether the device is owned by or located at the Company or connected to the Company network. Cyberbullying is also prohibited.

Nothing in this policy is intended to prohibit protected conduct or communications relating to employee wages, hours or working conditions, or any other conduct protected by Section 7 of the National Labor Relations Act.

Employees who are subject to, or witness, workplace bullying are encouraged to notify their supervisor, the Human Resources Department and/or any member of management immediately. The

Company will promptly investigate the complaint. The Company will maintain confidentiality to the extent possible, consistent with its commitment to investigating the complaint promptly and thoroughly. If the complaint is verified, the Company will take appropriate remedial and disciplinary action, up to and including termination.

The Company strictly prohibits retaliation against an employee for making a good-faith claim of bullying or for participating in good faith in an investigation of bullying.

Violence in the Workplace

The Company is strongly committed to providing a safe workplace. For purposes of this policy, the workplace includes Company owned or controlled property and work-related settings in which employees may find themselves (such as a remote worksite, business trips, business meetings and company-sponsored events, whether during or after normal business hours). The purpose of this policy is to minimize the risk of personal injury to employees and damage to Company and personal property.

Prohibited Conduct

Threats, threatening language or any other acts of violence made toward or by any Company employee will not be tolerated. The prohibition against workplace violence applies to all persons involved in the operation of the Company, including, but not limited to, Company employees and other personnel, contract and temporary workers, consultants, contractors, customers, vendors, visitors and anyone else on the Company's premises. Workplace violence is any intentional conduct that is sufficiently severe, abusive, threatening, or intimidating to cause an individual to reasonably fear for their own personal safety or the safety of their family, friends and/or property.

Examples of workplace violence include, but are not limited to: Threats or acts of violence occurring on Company premises, regardless of the relationship between the parties involved in the incident; Threats or acts of violence occurring off Company premises involving someone who is acting in the capacity of a representative of the Company; Threats or acts of violence occurring off Company premises involving an employee if the threats or acts affect the business interests of the Company; All threats or acts of violence occurring off Company premises, of which an employee is a victim, if we determine that the incident may lead to an incident of violence on Company premises; and Threats or acts of violence resulting in the conviction of an employee or agent of the Company, or an individual performing services for the Company on a contract or temporary basis, under any criminal code provision relating to violence or threats of violence when that act or the conviction adversely affect the legitimate business interests of the Company.

For purposes of this policy, examples of prohibited conduct include, but are not limited to, any verbal or physical abuse, physical contact, threatening physical contact, threatening an individual or the individual's family, friends, associates or property with harm, menacing gestures, flashing of weapons, communicating an endorsement of the inappropriate use of firearms or weapons, stalking or any other injurious and/or destructive action undertaken for the purpose of domination or intimidation.

Weapons are prohibited on Company premises. The Company premises includes any property owned or leased by the Company or occupied by groups of Company employees or persons providing services to the Company. Unless this prohibition is contrary to applicable law, the Company premises specifically includes Company parking areas.

EXL resources may not be used to threaten, stalk, intimidate or physically assault anyone at the workplace or outside the workplace. EXL treats threats coming from an abusive personal relationship as it does other forms of violence.

Procedures for Reporting Workplace Violence

All potentially dangerous situations, including indirect or direct threats by co-workers or others involved in the Company's operations, should be reported immediately to the employee's supervisor, the Human Resources Department and/or any member of management with whom you feel comfortable. Reports may be kept confidential to the extent maintaining confidentiality does not impede the Company's ability to investigate and respond to the complaints and to the extent consistent with applicable law. All reports will be promptly investigated. In order to maintain workplace safety and the integrity of its investigation, EXL may suspend employees suspected of workplace violence or threats of violence, either with or without pay, pending investigation.

No employee will be subjected to retaliation, intimidation or disciplinary action as a result of making such report in good faith under this policy. In the event of imminent harm, call 911 or law enforcement. If an investigation confirms that a threat of a violent act or violence itself has occurred, the Company will take swift and appropriate corrective action, up to and including termination.

If you are the recipient of a threat made by an outside party, please report as soon as possible to a supervisor, security personnel, a member of the Human Resources Department, or any senior management. When reporting a threat or incident of violence, the employee should be as specific and detailed as possible. Employees should not place themselves in peril, nor should they attempt to intercede during an incident. It is important for us to be aware of any potential danger in our offices. Indeed, we want to take effective measures to protect everyone from the threat of a violent act by an employee or by anyone else.

Employees should promptly inform the Human Resource Department of any protective or restraining order that they have obtained that lists the workplace as a protected area. Employees are encouraged to report safety concerns with regard to domestic or intimate partner violence. EXL will not retaliate against employees making good-faith reports. EXL is committed to supporting victims of domestic or intimate partner violence by providing referrals to EXL's employee assistance program (EAP) and community resources and providing time off for reasons related to domestic or intimate partner violence and as otherwise required by applicable law.

Anyone found to be responsible for threats of or actual violence or other conduct that is in violation of this policy will be subject to prompt disciplinary action, up to and including termination of employment. If you have any questions about this policy, please speak with the Human Resources Department.

Whistle Blower Protection Policy; Protected Conduct

Compliance with both the letter and spirit of all laws, rules, and regulations applicable to the Company's business, including any securities exchange or other laws or regulations, is critical to the Company's reputation and continued success. All employees, officers, and directors must respect and obey the laws of the cities, states, and countries in which the Company operates. If an employee, officer or director becomes aware of any information that the individual believes constitutes evidence of a violation of the laws or regulations applicable to the Company, the employee is encouraged to act consistent with the Company's Code of Conduct and Ethics as well as its Statement on Reporting Ethics Violations.

The Company protects an employee against retaliatory action if the employee:

- Discloses, or threatens to disclose, to the Company or to a public body an activity, policy or practice of the employer or another employer with whom there is a business relationship, that the employee in good faith believes is in violation of a law, or a rule or regulation issued under the law;
- Provides information to, testifies before, or otherwise cooperates with any public body conducting an investigation, hearing or inquiry into any violation of law, or a rule or regulation issued under the law by the employer or another employer, with whom there is a business relationship;
- Provides information involving deception of, or misrepresentation to, any shareholder, investor, client, customer, employee, former employee, retiree or pensioner of the employer or any governmental entity.
- Provides information regarding any perceived criminal or fraudulent activity, policy or practice of deception or misrepresentation which the employee in good faith believes may defraud any shareholder, investor, client, customer, employee, former employee, retiree or pensioner of the employer or any governmental entity; or
- Objects to, or refuses to participate in, any activity, policy or practice which the employee in good faith believes:
 - (1) is in violation of a law, or a rule or regulation issued under the law;
 - (2) is fraudulent or criminal; or
 - (3) is incompatible with a clear mandate of public policy concerning the public health, safety or welfare or protection of the environment.

Complaint Procedure

As part of its commitment to ethical and legal conduct, the Company expects its employees to bring to the attention of the Company through the various reporting mechanisms set forth herein and below,

information about suspected violations of law or public policy by any employee or agent of the Company. Employees are expected to come forward with any such information, without regard to the identity or position of the suspected offender. Employees may also communicate anonymously.

Employees who have information about suspected violation of our Code of Conduct and Ethics, our policies, or the laws and regulations under which we do business should report the matter to any of the following:

- Your supervisor or manager
- Any company leader
- The Human Resources Department
- The Legal Department
- The Company's Ethics Hotline

If you prefer, you may submit concerns through our "Ethics Hotline" or through the internet at our secure website, both of which are provided below.

General Contact Information:

Attn: The Legal Department

Email: GeneralCounsel@exlservice.com

Phone: (212) 277-7100

Address: 320 Park Avenue, 29th Floor, New York, New York 10022

Accounting, Fraud, Bribery:

The Chairperson of the Audit Committee of the Board

Email: chairperson.auditcommittee@exlservice.com

Anonymous Reporting Through the Internet:

https://secure.ethicspoint.com/domain/en/report_custom.asp?clientid=13314

(You will receive a unique report ID, code, and password for logging on to the system at a later stage for follow-up responses from management).

Company's Anonymous Toll-Free Ethics Hotline:

From IPLC: Dial 77777 (5 times 7)

From PTSN: Dial 55555; at the prompt, dial 800-963-5596.

All communications should contain as much specific detail as possible to allow the appropriate personnel to conduct an investigation of the reported matter. A prompt and thorough investigation of the alleged violation will be conducted. The investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge. The Company expects that employees will provide

truthful information when participating in an investigation and, during the investigation, will keep matters related to the investigation confidential.

Confidentiality will be maintained throughout the investigatory process to the extent consistent with adequate investigation and appropriate corrective action as well as applicable law, however confidentiality cannot be guaranteed.

Retaliation against any individual for reporting a suspected violation in good faith or cooperating or participating in the investigation of a suspected violation is itself a serious violation of this policy. Retaliation is any conduct that would reasonably dissuade an employee from raising, reporting or communicating about good faith concerns through our internal reporting channels or with any governmental authority (e.g., the Securities and Exchange Commission, EEOC, NLRB, or Department of Labor), or from participating in or cooperating with an investigation or legal proceeding raising such concerns. Retaliation may occur through conduct or written communication and may take many forms, including actual or implied threats, verbal or nonverbal behaviors, changes to the terms or conditions of employment, coercion, bullying, intimidation, or deliberate exclusionary behaviors. Acts of retaliation should be reported immediately in accordance with this complaint procedure and will be disciplined appropriately.¹

Please note as well that the Company does not prohibit anyone from electing to report concerns to, file a charge or complaint with, make lawful disclosures to, provide documents or other information to, participate in an investigation or hearing conducted by or communicate with the Equal Employment Opportunity Commission (“EEOC”), National Labor Relations Board (“NLRB”), Securities and Exchange Commission (“SEC”) or any other federal, state or local agency charged with the enforcement of any laws.

Other parts of this Handbook address the confidentiality of the Company’s trade secrets and other proprietary information. You should note that in raising any questions or concerns you may have about potentially illegal conduct, pursuant to the 2016 Defend Trade Secrets Act (DTSA), no individual will be held criminally or civilly liable under Federal or State trade secret law for disclosure of a trade secret (as defined in the Economic Espionage Act) that is: (A) made **in confidence** to a Federal, State, or local government official, either directly or indirectly, or to an attorney, and made **solely for the purpose of** reporting or investigating a suspected violation of law; or, (B) made in a complaint or other document filed in a lawsuit or other proceeding, **if such filing is made under seal** so that it is not made public. And, an individual who pursues a lawsuit for retaliation by an employer for reporting a suspected violation of the law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court or arbitration proceeding, if the

¹ Nothing in this policy prevents the Company from taking appropriate disciplinary or other legitimate employment action consistent with its usual disciplinary practices and the law. In addition, this policy prohibits and does not protect employees who knowingly and intentionally raise false concerns or reports.

individual files any document containing the trade secret under seal, and does not disclose the trade secret, except as permitted by court order or arbitration award.

Further information about reporting violations of the law, regulations, or the Company's Code of Conduct and Ethics can be found in the Code of Conduct and Ethics and the Company's Statement on Reporting Ethics Violations.

Smoking Policy

EXL prohibits smoking on all Company premises in order to provide and maintain a safe and healthy work environment for all employees.

The smoke-free workplace policy applies to:

- All areas of Company buildings.
- All Company-sponsored off-site conferences and meetings.
- All vehicles owned or leased by the Company.
- All visitors (customers and vendors) on the Company premises.
- All contractors and consultants and/or their employees working on the Company premises.
- All employees, temporary employees and student interns working on the Company premises.

Employees must comply with building policies on designated smoking area. Compliance with this policy is mandatory for all employees and persons visiting the Company, with no exceptions.

Employees are protected from retaliatory action or from being subjected to any adverse personal action for exercising or attempting to exercise their rights under the smoking policy. Any employee who believes they have been subjected to retaliatory action in violation of this policy should report such action immediately to the Human Resources Department. The Company will promptly investigate any claims of retaliatory action. Violations of this policy may result in appropriate corrective disciplinary action, up to and including discharge. Any questions regarding the smoking policy should be directed to the Human Resources Department.

Safety

It is the responsibility of each employee to conduct all tasks in a safe and efficient manner complying with all applicable local, state and federal safety and health regulations and program standards, and with any special safety concerns for use in a particular area or with a client. Although most safety regulations are consistent throughout each department and program, each employee has the responsibility to identify and be familiar with the emergency plan for the employee's working area. Each facility shall have posted an emergency plan detailing procedures in handling emergencies such as fire, weather-related events and medical crises. It is the responsibility of the employee to complete an Accident and Incident Report for each safety and health infraction that occurs by an employee or that the employee witnesses. Failure to report such an infraction may result in employee disciplinary action, including termination.

Furthermore, management requires that every person in the organization assumes the responsibility of individual and organizational safety. Failure to follow Company safety and health guidelines or engaging in conduct that places the employee, client or Company property at risk can lead to employee disciplinary action, up to and including termination. The Health and Safety Committee and the safety director shall have the responsibility to develop and the authority to implement the safety and health program in the interest of a safer work environment.

Accidents and Emergencies at the Workplace

Maintaining a safe work environment requires the continuous cooperation of all employees. The Company strongly encourages employees to communicate with fellow employees and their supervisor regarding safety issues. Employees should contact their supervisor, the nearest supervisor, a member of the Human Resources Department, and/or 911 in the event of an accident or emergency.

If an employee is injured on the job, the Company provides coverage and protection in accordance with the applicable Worker's Compensation Law. When an injury is sustained while at work, no matter how minor, it must be reported immediately to the employee's supervisor and the Human Resources Department. In some circumstances, failure to report accidents is a serious matter as it may preclude an employee's coverage under the applicable Worker's Compensation insurance.

Working at EXL

Employment Classifications

All employees are designated as either nonexempt or exempt under state and federal wage and hour laws. The following is intended to help employees understand employment classifications and employees' employment status and benefit eligibility. These classifications do not guarantee employment for any specified period of time. The right to terminate the employment-at-will relationship at any time is retained by both the employee and EXL.

Nonexempt employees are employees who are NOT exempt from the law's requirements concerning minimum wage and overtime.

Exempt employees are exempt from the minimum wage and overtime provisions of the Fair Labor Standards Act (FLSA) and applicable state law. Exempt employees hold jobs that meet the standards and criteria established under the FLSA by the U.S. Department of Labor and applicable state law. Pursuant to federal and state wage hour laws, exempt employees do not receive overtime pay. Employees classified as exempt receive a salary which is intended to cover all hours worked.

Employees will be informed of their initial employment classification and status as exempt or non-exempt upon commencing employment. If an employee changes position while employed as a result

of a promotion, transfer or otherwise, management will inform the employee of any change in the employee's job classification. Employees may contact a member of the Human Resources Department if they are unsure of their status. EXL has established the following categories for both nonexempt and exempt employees:

Regular Full-time. Employees who regularly work at least forty (40) hours per week. Full-time employees are eligible for all of the Company's benefit programs, subject to the terms and conditions of the applicable plans and/or policies, and are provided with benefits required by applicable law.

Eligible Part-Time. Employees who regularly work at least thirty (30) hours or more per week (but less than 40 hours per week). Eligible part-time employees are eligible for the Company's benefits programs and certain time off benefits, all subject to the terms and conditions of the applicable plans, and/or policies. To determine eligibility for group health insurance benefits, the Company utilizes an ACA Lookback measurement, where in it conducts a lookback of total hours worked for the previous six (6) months. Employees who worked 30 hours or more on average per week during the lookback period will be categorized as an eligible part-time employee. Eligibility is reassessed at each lookback period and is done twice a year, with group health insurance benefits becoming effective July 1st and January 1st. Eligibility for Company provided vacation is evaluated twice annually in or around January 1st and July 1st with the designation becoming effective January 1 and July 1. If benefit eligibility status is lost as of July 1, then accrued unused vacation will be paid out in July. Accrued unused vacation will not be paid out as of December 31st unless required by state law.

Regular Part-Time. Employees who regularly work less than thirty (30) hours per week or on an irregular basis as needed. While regular part-time employees do receive all legally mandated benefits (such as Social Security and workers' compensation insurance), they are generally ineligible for the Company's other programs, unless specifically included within the definition of an "eligible" employee.

Temporary. Employees who are hired as interim placements to temporarily supplement the workforce or to assist in the completion of a specific project and who are temporarily scheduled to work for a limited time period, which should not exceed 12 months. While they do receive all legally mandated benefits (such as Social Security and workers' compensation insurance), temporary employees are generally ineligible for the Company's other programs unless specifically included within the definition of an "eligible" employee. Eligibility for group health insurance benefits is conducted using the ACA Lookback measurement (see "Eligible Part-Time employee description for additional information regarding this calculation). Employment beyond any initially stated period does not in any way imply a change in employment status unless specified in writing.

Intern. Students employed by EXL either during a semester to gain extra credits or work over the summer who are scheduled to work for a limited time period which will not exceed 90 days. Interns will receive all legally mandated benefits (such as Social Security and workers' compensation insurance), but they are generally ineligible for the Company's other programs unless specifically included within the definition of an "eligible" employee.

Background and Reference Checks

To ensure that individuals who join EXL are well qualified and to ensure that EXL maintains a safe and productive work environment, it is our policy to conduct pre-employment background checks on all applicants who accept an offer of employment. Background checks may include verification of any information on the applicant's resume or application form.

All offers of employment are conditioned on receipt of a background check report that is acceptable to EXL. All background checks are conducted in conformity with the Federal Fair Credit Reporting Act, applicable state fair credit reporting laws, the Americans with Disabilities Act, and state and federal privacy and antidiscrimination laws. Reports are kept confidential and are only viewed by individuals involved in the hiring process.

If information obtained in a background check would lead EXL to deny employment, a copy of the report will be provided to the applicant, and the applicant will have the opportunity to dispute the report's accuracy. Background checks may include a criminal record check, although a criminal conviction does not automatically bar an applicant from employment and such information will be used when making employment decisions only to the extent permitted by applicable law.

Additional checks such as a driving record or credit report may be made on applicants for particular job categories if appropriate and job related and only to the extent permitted by applicable law.

EXL also reserves the right to conduct a background check for current employees to determine eligibility for promotion or reassignment in the same manner as described above.

The Company is an equal opportunity employer and will comply with applicable federal, state and local laws relating to the use of background checks for employment purposes.

Personnel Files

In order to obtain a position, employees provided us with a great deal of personal information. This information is contained in confidential personnel files. Personnel files are the property of the Company. You may ask to review your personnel file. If permitted, the review will be held at a mutually convenient time, usually during normal business hours. A member of the Human Resources Department will assist you in your review. Employees may not be allowed to view investigation records or any letters of reference that have been prepared or collected by management. Employees will be granted access to and copies of personnel files to the extent required and in accordance with applicable state law.

Employee files are maintained by the Human Resource Department. A manager or supervisor considering the hire of a former employee or transfer of a current employee may be granted access to the file, or limited parts of it, in accordance with applicable laws. Personnel files may not be taken outside of the Human Resources Department, unless applicable law provides otherwise. Representatives of government or law enforcement agencies, in the course of their duties, may be allowed access to personnel file information. The Company will cooperate with and provide access to an employee's personnel file to law enforcement officials or local, state or federal agencies in accordance with applicable law, or in response to a subpoena, in accordance with applicable law.

Employees must keep their personnel information up to date by informing the Company of any changes. Also, employees should inform their supervisor of any specialized training or skills they may acquire. Unreported changes of address, marital status, etc. can affect withholding tax and benefit coverage. Further, an “out of date” emergency contact or an inability to reach an employee in a crisis may be extremely problematic. Personal information may be updated directly on your payroll account or by informing a member of the Human Resources Department.

Work Schedule

The Company establishes and observes work hours consistent with its business and client needs. These hours are set to meet the needs of the business and you are expected to be at work on time, each day. The Company may adjust individual work schedules temporarily or permanently to meet business needs. The Company will attempt to provide employees with notice of any change in working hours. Any change in an employee's work schedule must be approved by the employee's manager. Employees will be provided with meal and/or rest periods to the extent required and in accordance with applicable state law.

Overtime

From time to time, employees may be required to work overtime. Your supervisor or manager will attempt to provide you with notice when the need for overtime arises. Please remember, however, that advance notice may not always be possible.

Overtime is considered a condition of employment and refusal to accept it may be cause for discipline. For employees classified as non-exempt, all overtime hours must be approved in advance by a supervisor or manager. Non-exempt employees working overtime without approval will be subject to disciplinary action, up to and including termination.

Non-exempt employees will be paid their regular hourly rate of pay for all hours worked up to forty hours in any given work week, unless otherwise required by applicable law. Once a non-exempt employee has worked forty hours in a given work week, that employee will be paid at a rate of time and one-half of the employee's regular rate of pay, unless otherwise required by applicable law. Since overtime is based upon actual hours worked, time not worked (for example, holidays, sick time,

vacation, or jury duty pay, where applicable) will not be considered when computing an employee's entitlement to overtime pay.

For overtime pay calculation purposes, the workday is defined as 12:00 A.M. to 11:59 P.M. The workweek begins at 12:00 A.M. on Sunday and ends the following Saturday at 11:59 P.M.

Exempt employees are expected to work as much of each workday as is necessary to complete their job responsibilities. No overtime or additional compensation is provided to exempt employees.

Recording Work Time

All hourly non-exempt and salaried non-exempt employees are required to report their work hours and time off using the standard process set by the Company. Our attendance records are Company records and care must be exercised in recording the hours worked, overtime hours, and absences. All hourly non-exempt and salaried non-exempt employees must record the time they begin and end work including the beginning and ending time of their meal break, each day, including when working on the Company's premises or at any other work location. Employees are required to record their start time and may not begin work more than 5 minutes before their scheduled starting time without prior written approval from their supervisor. Employees must record their end time and stop working promptly at the end of their shift.

Hourly non-exempt and salaried non-exempt employees are responsible for accurately recording their work hours and may never work off the clock.

It is a violation of the Company's policy for anyone to instruct or encourage another employee to work "off the clock," to incorrectly report hours worked, or to alter another employee's time records. If any employee is directed or encouraged to incorrectly report hours worked, or to alter another employee's time records, they should report the incident immediately to the Human Resources Department.

Each employee is required to review and approve their timesheet before payroll is processed. When an employee receives their paycheck, they should verify immediately that their working time was recorded accurately and that they were paid correctly for all hours worked. Failure to work during hours an employee reports as worked or working during hours the employee does not record as worked is considered falsification of timekeeping records. If any employee forgets to record any time worked, they must notify their supervisor immediately so the time may be accurately recorded for payroll.

Supervisors are responsible for reviewing and approving employee's timesheets on a weekly basis and failure to do so may result in disciplinary action, up to and including termination of employment. If an employee's timecard is incorrect, a supervisor can edit it as long as the adjustment accurately depicts the hours that the employee worked. A timecard should never be edited to reduce worked hours or to avoid overtime.

Any change made to an employee's timecard by a Supervisor must be noted in the comments section and the employee must be notified that their timecard was edited. Employees are required to review edits and provide sign-off. Please refer to table below on the accepted reasons to edit a timecard.

Employee	Supervisor
Did not enter start/end time for the day	Adjust timecard to add start/end time
Did not punch out for lunch break	Adjust timecard to add in/out punch for lunch break
Called in sick	Adjust timecard to reflect sick time (in total hours)
Took a vacation day	Adjust timecard to reflect vacation time (in total hours)
Took half day for personal reasons and did not record hours	Adjust timecard to reflect personal time (in total hours)
Can not access system due to technical issues	Adjust timecard to add start/end time of shift and/or meal breaks, as applicable

All non-exempt employees are required to report their work hours and time off using the standard process set by the Company. Attendance records are Company records and care must be exercised in recording the hours worked, overtime hours, and absences. Exempt employees are required to complete and submit the appropriate forms documenting any paid time off. Exempt employees must record vacation, sick, and floating holidays in the designated system with supervisor's approval. Additionally, any time needed for bereavement, jury duty, military leave and Leaves of Absences must be reported and recorded in the manner required by the Company.

Meal/Rest Periods

The scheduling of meal periods at EXL is set by the employee's immediate manager in compliance with applicable law and with the goal of providing the least possible disruption to Company operations.

Mandatory Meal Period

Employee meal periods are important to Company productivity and employee health. Employees should refer to their state-specific supplement for additional information regarding meal and rest breaks required under state law. If an employee works in a state where there is an applicable meal or rest break requirement, employees must comply with it. Managers are not permitted to waive any meal or rest breaks. If for some reason a meal or rest break is missed, the employee must report the occurrence to Human Resources.

If there are no applicable meal or rest break requirements, the Company will provide break time as appropriate, subject to operational needs and supervisor discretion. The Company does not contract to provide such break time in these states. Meal breaks must be a minimum of 30 minutes unless otherwise indicated (subject to your supervisor's approval on a daily basis) or required pursuant to applicable law. Non-exempt employees are not paid for meal breaks. Non-exempt employees are to be completely relieved of all job duties while on meal breaks and must clock out for meal periods.

Rest/Breaks

Exempt employees, as they are paid a weekly salary regardless of the hours they work, may choose to take breaks as needed, unless applicable law requires otherwise. Non-exempt employees are permitted a 15-minute rest break for each four hours of work. Non-exempt employees on rest breaks are not required to clock in and clock out because this time is considered “time worked” and is compensable.

Impermissible Use of Meal Period and/or Rest/Breaks

Neither the meal breaks nor the rest break(s) may be used to account for an employee's late arrival or early departure or to cover time off for other purposes. For example, rest breaks may not be accumulated to extend a meal period, and rest breaks may not be combined to allow one half-hour long break.

Paychecks

Employees will be paid on a regular basis by check, as noted in their Employment Letter, for all the time worked during the past pay period. For any employee who is paid by live check, the check will be mailed via regular postal mail, unless applicable law requires otherwise. Direct deposit is available upon employee's written consent via a self-service portal.

Payroll stubs itemize deductions made from employees' gross earnings. By law, the Company is required to make deductions for Social Security, federal income tax and any other appropriate taxes. These required deductions include any court-ordered garnishments. Payroll stubs also itemize any voluntary deductions such as an employee's portion of health, dental or life insurance premiums and/or voluntary contributions to a 401(k) or pension plan, to the extent applicable. Payroll stubs will also differentiate between regular pay received and overtime pay received, to the extent applicable.

It is the employee's responsibility to review their paystub each pay period. If an employee believes there is an error in their hours worked or pay received, the employee should bring the matter to the attention of the Human Resources Department or Payroll, (if payroll is not administered by the Human Resources Department) immediately so the Company can promptly investigate and resolve the matter. If an error has been made, the Company will promptly correct the error.

The Company complies with all applicable laws, including the Fair Labor Standards Act, and will not allow any form of retaliation against individuals who make good faith reports of alleged violations of this policy, or who cooperate in an investigation by the Company, even if the reports do not reveal any errors or wrongdoing.

Safe Harbor Policy for Exempt Employees

Exempt salaried employees receive a salary which is intended to compensate for all hours worked for the Company. The salary will be a predetermined amount that will not be subject to deductions for variations in the quantity or quality of the work the exempt employee performs. However, under federal and state law, an exempt employee's salary is subject to certain deductions. For example,

absent contrary applicable state law requirements, an exempt employee's salary can be reduced for the following reasons:

- Full day absences for personal reasons (However, the employee may use available vacation to make up for the reduction in salary).
- Full day absences for sickness or disability (However, the employee may use available sick time to make up for the reduction in salary).
- Full day disciplinary suspensions imposed in good faith for infractions of a workplace conduct rule.
- Family and Medical Leave absences (either full or partial day absences).
- To offset amounts received as payment for jury and witness fees or military pay.
- The first or last week of employment in the event the exempt employee works less than a full week.
- Penalties imposed in good faith for violating safety rules of "major significance".

Exempt employees' salary may also be reduced for certain types of deductions such as the employee's portion of health, dental or life insurance premiums; state, federal or local taxes, social security; or, voluntary contributions to a 401(k) or pension plan.

In any work week in which an exempt employee performs any work, their salary will not be reduced for any of the following reasons:

- Partial day absences for personal reasons, sickness or disability.
- Absence on a day because the employer has decided to close a facility on a scheduled work day.
- Absences for jury duty, attendance as a witness, or military leave in any week in which the exempt employee has performed any work.
- Any other deductions prohibited by state or federal law.

Employees are required to use accrued paid time off, including vacation and sick time, for full or partial day absences for personal reasons (vacation), sickness or disability, unless contrary to applicable law.

It is Company policy to comply with the salary basis requirements of the Fair Labor Standards Act (FLSA) and applicable state law. The Company prohibits any deductions from pay that violate the FLSA or applicable state law. If an employee believes they have been subject to any improper deductions, they should immediately report the matter to their supervisor. If the supervisor is unavailable or if the employee believes it would be inappropriate to contact that person (or if the employee has not received a prompt and fully acceptable reply), the employee should immediately contact the Human Resources Department.

Every report of improper deductions will be fully investigated and corrective action will be taken where appropriate, up to and including discharge for any employee(s) who violates this policy. If it is determined that an improper deduction has occurred, the employee will be promptly reimbursed for any improper deduction made. In addition, the Company will not allow any form of retaliation against individuals who report in good faith alleged violations of this policy or who cooperate in the Company's investigation of such reports. Retaliation is unacceptable, and any form of retaliation in violation of this policy will result in disciplinary action, up to and including discharge.

Performance Review

It is the Company's policy to recognize and reward individual contribution and achievement. Job performance is the basis on which decisions are made concerning promotional opportunities, merit-based salary adjustments, and continued employment.

A formal written performance evaluation process periodically documents every employee's job performance and summarizes the performance of the employee for the period of the evaluation. The purpose of a performance evaluation is to inform employees about how the Company views their job performance. Evaluations are conducted bi-annually by an employee's supervisor, whether or not there is to be an accompanying salary review or increase.

Merit increases are based on Company performance and financials and are not guaranteed. A performance review does not always result in an automatic salary increase. The employee's overall performance and salary level relative to the employee's position responsibilities are evaluated to determine if a salary increase would be warranted. The Company reserves the right to make any personnel changes (including termination) before or after performance evaluations.

While a clear communication on the performance management process will be sent out prior to the commencement of the appraisal process, should you have additional questions, please reach out to the Human Resource Department.

Training Opportunities

In a spirit of learning and growth, EXL will assist employees by providing opportunities and encouragement for continuing training and development. Training involves the acquiring and improving of job-related skills and knowledge.

The supervisor and the employee share responsibility for the employee's success in acquiring additional skills, taking on new and more responsible duties, and clearly identifying goals and new interests. Supervisors, in consultation with the Human Resources Department, will provide helpful on-the-job training and identify procedures that can develop a person's skills and talents. When possible, the Human Resources Department will provide assistance with additional training.

In some of our lines of business, mandatory job related trainings on a regular basis for new and current employees are essential to perform the job. Your supervisor and/or a member of the Human Resources Department will let you know if you need to take such trainings.

Accommodation to Express Breast Milk

The Company will accommodate an employee with a reasonable amount of break time for the employee to express breast milk for the employee's infant child, to the extent required and in accordance with applicable law. The break time, if possible, must run concurrently with rest and meal periods already provided to the employee. If the break time cannot run concurrently with rest and meal periods already provided to the employee, the break time will be unpaid, to the extent permitted by applicable state law. Because exempt employees receive their full salary during weeks in which they work, all exempt employees who need lactation accommodation breaks do not need to report any extra break time as "unpaid."

The Company will provide employees with the use of a room or location other than a toilet stall or bathroom, that is shielded from view and free from intrusion from coworkers and the public, for the employee to express milk in private. This location may be the employee's private office, if applicable. The Company may not be able to provide additional break time if doing so would seriously disrupt the Company's operations. Please speak to a member of the Human Resources Department if you have questions regarding this policy.

The Company will otherwise treat lactation as a pregnancy-related medical condition and address lactation-related needs in the same manner that it addresses other non-incapacitating medical conditions, including requested time off for medical appointments, requested changes in schedules and other requested accommodations. For employees working in a jurisdiction that has a mandatory lactation accommodation law, the Company will comply with all legal requirements, including providing greater or different benefits than those indicated here.

Discipline

The Company's best interest lies in ensuring fair treatment of all employees and in making certain that disciplinary actions are prompt, uniform, and impartial. The major purpose of any disciplinary action is to correct the problem, prevent recurrence, and prepare the employee for satisfactory service in the future. Every employee has the duty and the responsibility to be aware of and abide by existing rules and policies. Employees also have the responsibility to perform their duties to the best of their ability and to the standards as set forth in their job description or as otherwise established.

EXL reserves the right to determine the appropriate level of discipline for any inappropriate conduct, including oral and written warnings, suspension with or without pay, demotion and termination. Disciplinary action may be taken at the discretion of the Company and typically depends upon the severity and pervasiveness of the conduct at issue.

The following are examples of some, but not all, conduct which may subject the offender to disciplinary action, up to and including discharge, in the Company's sole discretion:

- Obtaining employment on the basis of false or misleading information or intentionally falsifying any Company document.

- Stealing, removing or defacing Company, client or co-workers' property.
- Violation of the Code of Conduct and Ethics.
- Violation of the Equal Employment Opportunity Policy or Anti-Harassment Policy.
- Violation of the Drug and Alcohol Abuse Policy.
- Violation of the Violence in the Workplace Policy.
- Violation of the Information Security, Cyber Security and Data Privacy Policy
- Violation of the Employee IS Policy
- Gambling on Company property.
- Willful or careless destruction or damage to Company assets or to the equipment or possessions of another employee.
- Wasting work materials.
- Performing work of a personal nature during working time.
- Violation of the Conflict of Interest and Outside Employment Policy.
- Unsatisfactory job performance.
- Any other violation of any Company policy.

Obviously, not every type of misconduct can be listed. The Company reserves the right to impose discipline up to and including immediate discharge, whenever management deems it appropriate to do so. Nothing in this policy alters the at-will nature of your employment. Either the employee or the Company may terminate the employment relationship at any time for any reason, with or without cause, and with or without notice. As previously set forth in this Employee Handbook, only the Chief Executive Officer or that person's authorized representative has the authority to enter into an employment agreement that alters the fact that the employment relationship is at-will, and any such agreement must be in writing signed by the Chief Executive Officer or the authorized representative.

Nepotism, Employment of Relatives and Personal Relationships

EXL wants to ensure that corporate practices do not create situations such as conflict of interest or favoritism. This extends to practices that involve employee hiring, promotion and transfer. Close relatives, partners, those in a dating, romantic, or intimate relationships or members of the same household are not permitted to be in positions that have a reporting responsibility to each other. Close relatives are defined as husband, wife, domestic partner, father, mother, father-in-law, mother-in law, grandfather, grandmother, son, son-in-law, daughter, daughter-in law, uncle, aunt, nephew, niece, brother, sister, brother-in-law, sister-in-law, step relatives, cousins and domestic partner relatives.

We will not take any adverse employment action against any employee for engaging in romantic relationships during nonworking hours away from Company premises. However, we will consider such relationships when they affect an employee's job performance, occur during working time or on Company premises, or pose a danger of a conflict of interest. Romantic or sexual relationships or familial relationships between employees can cause various problems, including interference with work operations or job performance, damage to employee morale and productivity, and accusations of favoritism or disparity. For these reasons, EXL reserves the right to take appropriate action,

including possible transfer or termination. EXL reserves this right even if there is no supervisory relationship involved, where a conflict or the danger of a conflict arises.

If a romantic or sexual relationship or familial relationship between a supervisor/manager and an employee exists or should develop, both employees must promptly disclose the existence of the relationship to the Human Resources Department. Failure to disclose the existence of the relationship, in accordance with this policy, may lead to discipline up to and including termination.

Employee Benefits

Benefits Overview

In addition to good working conditions and competitive pay, it is the Company's policy to provide a combination of supplemental benefits to all eligible employees. In keeping with this goal, each benefit program has been carefully devised. These benefits include insurance benefits and other benefits, such as paid time off and holidays.

The next few pages contain a brief outline of the benefits programs the Company provides eligible employees and their families in the United States. Of course, this information is only a guideline. The descriptions of the insurance benefits merely highlight certain aspects of the Company's plans for your general information only. The provisions of the plans, including eligibility and benefits provisions, are summarized in the summary plan descriptions ("SPDs") (which may be revised from time to time) for the plans. Additionally, the official benefits plan documents are available for review upon request from management. In the determination of benefits or other matters under each plan, the terms of the official benefits plan documents shall govern over the language of any descriptions of the plans, including the SPDs, and this handbook.

Further, the Company (including the officers and administrators who are responsible for administering the plans) retains full discretionary authority to interpret the terms of the plans, as well as full discretionary authority with regard to administrative matters arising in connection with the plans and all issues concerning benefit eligibility and entitlement. While the Company intends to maintain these employee benefits, it reserves the right to modify, amend or terminate these benefits at any time and for any reason. If employees have any questions regarding benefits, please contact the Human Resources Department.

Same-Sex Marriages/ Civil Unions for purposes of benefits

The Company complies with all applicable laws regarding the provision of benefits to same-sex spouses, domestic partners and couples in a civil union. Employees should contact Human Resources if they have any questions regarding benefits eligibility for themselves or their spouses, domestic partners or partners in a civil union.

Sick and Safe Leave

Some States and Municipalities have adopted paid sick and safe leave laws. This policy is provided to comply with the Company's obligation to provide paid sick and safe leave to employees and is designed

to be the exclusive process used to compensate employees who are eligible for mandatory paid sick and safe leave under applicable laws. For employees who are eligible for paid sick and safe leave under a particular law or laws, EXL complies with those requirements, and in the event any provision of this policy conflicts with applicable laws, the applicable laws will govern.

Eligibility

All employees (including temporary, eligible part-time, regular part-time employees and interns) are eligible for paid sick and safe leave as described in this policy.

Grant & Carryover of Sick and Safe Leave

The Company provides an annual grant of 80 hours of paid sick and safe leave to employees on January 1 of each calendar year. For employees hired after the start of the calendar year, the Company will grant a prorated amount of paid sick and safe leave upon commencement of employment, pursuant to the following schedule:

Date of Hire	Prorated Grant in First Year of Employment
January	72 hours
February	64 hours
March	56 hours
April	50 hours
May	46 hours
June	40 hours
July	34 hours
August	28 hours
September	24 hours
October	18 hours
November	12 hours
December	8 hours

In all cases, the amount of granted paid sick and safe leave will meet or exceed the requirements for accrual of paid sick and safe leave under applicable law. In the unlikely event that the frontload amount does not meet required accruals based on hours worked, the Company will provide additional time sufficient to meet the requirements of applicable law.

Carryover

No Carryover for Employees located in all locations other than California; New Jersey; New Mexico; New York; and Washington State: In all locations other than California, New Jersey, New Mexico, New York and Washington State, unused paid sick and safe leave does not carry over from year to year, is not paid out at year- end and is not paid out upon termination of employment.

Carryover Cap for Employees located in California (excluding San Francisco), New Jersey, New Mexico, New York): Regardless of the amount of sick and safe leave carried over, employees working in California (excluding San Francisco), New Jersey, New Mexico or New York may only use 80 hours of paid sick and safe leave each year.

Carryover for Employees located in Washington State and San Francisco, CA: Employees working in Washington State or San Francisco, California are not subject to an annual use cap and may use all sick and safe leave in their bank.

Use of Paid Sick and Safe Leave

Sick and safe leave may be used only during times that an employee cannot work for the following reasons:

- to care for an employee's or covered relation's physical or mental illness, injury, or medical condition;
- to allow an employee to obtain or assist a covered relation in obtaining diagnosis, care, treatment or preventive care or to attend routine medical appointments;
- Closure of an employee's place of business by order of a public official due to a public health emergency (including exposure to an infectious agent, biological toxin, or hazardous material) or as otherwise required for business closures pursuant to applicable law;
- To allow the employee to care for a child whose school or childcare provider has been closed by order of a public official due to a public health emergency (including exposure to an infectious agent, biological toxin or hazardous material) or as otherwise required for school closures pursuant to applicable law;
- To care for an employee or covered relation when it has been determined by a health authority or health care provider that the employee's or covered relation's presence in the community could jeopardize the health of others because of their exposure to a communicable disease, whether or not the employee or covered relation has contracted the disease;
- If any law or regulation requires the employer to exclude the employee from the workplace for health reasons;
- An employee who is a victim or has a covered relation who is a victim of domestic violence, harassment, sexual assault, sexual abuse, or stalking, and needs time off to seek legal or law enforcement assistance for the employee or the employee's covered relation or dependent, or to attend to the following: treatment by a health care provider, social services, victim services provider, counseling, safety planning, relocation, or other actions to increase safety for the employee or the covered relation;

- Any qualifying leave of absence under the federal Family and Medical Leave Act; and/or
- Other reasons required by a jurisdiction with a mandatory paid sick leave law if an employee is eligible for paid sick and safe leave in that jurisdiction.²

For purposes of this policy, “covered relation” means the employee’s spouse, domestic partner or equivalent designation, child, parent, sibling, grandparent or grandchild or another relation identified by applicable law. Covered relations include biological, adoptive, step and other legal relations, such as in loco parentis, as defined by applicable law. In some locations, a covered relation may also include an individual related by blood or affinity whose close association with the employee is the equivalent of a family relationship or another relation identified by applicable law.

Sick and safe leave may be used in minimum increments of a half hour, unless a shorter increment is permitted by applicable law.

When the need for sick and safe leave is foreseeable, employees must call their supervisor or manager directly and should provide reasonable advance notice. If the need to use sick and safe leave is unforeseeable, employees must provide notice to their supervisor or manager as soon as practicable. The employee needs to submit their sick and safe leave request through the payroll system for foreseeable absences. For unforeseeable absences, employee should submit their sick and safe leave request through the payroll system upon return to work. In all cases supervisor or manager must be given notice directly.

For absences of more than three (3) consecutively scheduled workdays, or under other circumstances permitted by applicable law, the Company may require an employee to provide documentation supporting the need and duration of leave. Discipline – up to and including termination – may be taken against an employee who uses paid sick and safe leave for a purpose not covered above. In addition, discipline – up to and including termination – may be taken against an employee that violates this policy’s requirements concerning requesting, using, recording, verifying, and/or documenting use of paid sick and safe leave.

When using sick and safe leave, employees are not required to find a replacement worker to cover any work time to be missed.

When applicable, sick leave taken under this policy may run concurrently with available FMLA and/or state family medical leave. Sick and safe leave is paid in accordance with applicable law.

² Effective January 1, 2024, eligible employees are covered by the Paid Leave for All Workers Act if they perform work in Illinois for the Company but are not covered by either the Chicago Paid Sick Leave Ordinance or the Cook County Earned Sick Leave Ordinance (“Illinois Employees”). In lieu of the reasons for use identified in the Company’s Paid Sick Time policy, Illinois employees can use their paid sick time for any reason, as Illinois Paid Leave.

Paid sick and safe leave pay will be calculated in accordance with applicable law. Paid sick and safe leave is not counted as hours worked for purposes of calculating overtime.

Unused sick and safe leave is not paid out at year-end or upon termination of employment.

Vacation Time

Vacation time is designed to provide the opportunity for rest, relaxation, and the time necessary to care for personal matters and vacation.

Vacation Time Eligibility & Accrual

Regular full-time employees, up to SAVP, are eligible to accrue up to 15 vacation days (120 Hours) per calendar year, which accrues at the rate of 1.25 days per month and is available as discussed below. Regular full-time employees, VP1/2/3 or above, are eligible to accrue up to 20 vacation days (160 Hours) per calendar year, which accrues at the rate of 1.66 days per month and is available as discussed below. Eligible part-time employees (those working 30 hours or more per week on average) as of January 1st, July 1st or per offer letter if a new hire, will accrue vacation at the rate of approximately 6.66 hours per month. If benefit eligibility status is lost for part-time employees as of July 1st, then accrued unused vacation will be paid out in July and the employee will not accrue vacation as of June 30th. Regular part-time employees (those who regularly work less than 30 hours per week), temporary employees and interns are not eligible to accrue vacation time.

Vacation is accrued as service is performed with each payroll cycle, except where more frequent accrual is required. Vacation is prorated for eligible new hires and for individuals separating from the Company. Vacation will not be accrued while the employee is on an unpaid leave of absence or during other periods of inactive service.

Borrowing Vacation

Employees are eligible to borrow up to 40 hours of vacation not yet accrued in the calendar year from their immediate supervisor. The manager will need to provide approval to the Payroll Department for processing the borrowed vacation. Employees are eligible to borrow up to their annual accrual amount for the year with their VP1 or in the case of an Executive it would be their reporting manager. A negative vacation balance will be recouped through future vacation accruals during the calendar year. Should an employee terminate employment with a negative vacation balance, they are responsible for repaying any negative balance, which will be recovered from the employee's final pay or other monies due or by separate payment, to the fullest extent allowed by applicable law.

Scheduling Vacation Time - Request/Approval Process

Vacation may be taken in minimum increments of half hour increments. Vacation must be requested via the Payroll system. Employees should plan well in advance and submit their requests prior to making vacation arrangements. Manager and/or supervisors will approve or deny requests via the same system. If an employee's first choice of vacation cannot be granted due to business needs, the

employee should provide second and third alternatives. **Planning vacation time well in advance is highly encouraged.**

The Company reserves the right to deny any request for vacation and reserves the right to require employees to use accrued vacation, including during periods of furloughs, at its discretion and in accordance with applicable law. Once approved, every effort will be made to honor the vacation requests. In the unlikely and rare event that the Company must withdraw a previously approved vacation, reimbursement of an employee's unrecoverable vacation expenses may be made in the sole and absolute discretion of the Company, based on the circumstances. An employee request to withdraw a previously planned and approved vacation period must also be approved by the Company. Previously planned and approved vacation periods must generally be taken by the employee unless the Company has approved the employee's request to withdraw the vacation request.

Vacation is paid at the employee's base rate of pay at the time of absence for the number of the hours the employee otherwise would have worked on that day, unless different pay is required by law. Vacation is not counted as hours worked for purposes of calculating overtime and does not include any special forms of compensation such as incentives, commissions, bonuses or shift differentials. If a holiday falls during the employee's vacation, the day will be charged to holiday pay rather than to vacation pay.

"Use it or Lose it" Clause

All locations except Alaska, California, Colorado, Montana, Nebraska: Vacation that is not used by December 31st of the year in which it is accrued will be forfeited and will not be paid out at year-end. Management retains discretion to grant exceptions to this policy to the extent an employee was not able to utilize the employee's accrued vacation during the calendar year for work-related reasons. Exceptions will be approved by the function head and the Head of HR Operations or the head of HR. It will be the responsibility of the manager to track any exceptions as these are not entered into the Payroll system.

Alaska, California, Colorado, Montana, Nebraska: Vacation that is not used by December 31st will be paid out to the employee at the beginning of the next year.

Payout upon Termination and Advances

Accrued, unused vacation time will be paid out upon termination of employment. Vacation will be paid at the employee's base rate of pay at the time of termination, unless otherwise required by applicable law. In the event of the employee's death, accrued, unused vacation time will be paid to the employee's estate or designated beneficiary.

Holidays

Regular full-time employees will receive time off with pay for the currently observed Company Holidays. Holiday observance typically will be announced in advance and generally includes the following observed Company Holidays:

- New Year's Day
- Martin Luther King Jr. Day
- Memorial Day
- Independence Day
- Labor Day
- Thanksgiving Day
- Day After Thanksgiving
- Christmas Day

If your Designated Work Location is a facility that is not open or operational on a day that is not a Company observed Holiday then you may elect to use a Floating Holiday or Vacation.

When holidays fall or are celebrated on a regular work day, regular full-time employees will be paid at the employee's base rate of pay at the time of absence for the number of the hours the employee otherwise would have worked on that day. Full-time hourly employees who are called in to work on a holiday will receive one (1) day's pay at their regular straight-time rate, and an additional payment of straight-time for the actual time they work that day. Paid holidays off are not counted as hours worked for purposes of calculating overtime.

Employees who are on a continuous leave of absence are not eligible to receive holiday pay. Additionally, eligible part-time employees (those who regularly work 30 or more hours per week), regular part-time employees (those who regularly work less than 30 hours per week), temporary employees and interns are not eligible to for holidays.

Floating Holidays

The Company recognizes and values the diversity of its workforce. In an effort to recognize the different holidays and events that are important to each employee, two (2) paid Floating Holidays are provided to regular full-time employees to use as they see fit through the course of the year. For employees joining post 1/1, the Floating Holidays will be allocated as follows:

- Joining 6/30 - 2 Floating Holidays
- Post 6/30 - 1 Floating Holiday

Floating holidays may be used in minimum increments of a half hour. Floating holidays must be requested via the Payroll system. Employees should plan well in advance and submit their requests prior to making floating holiday arrangements. Manager and/or supervisors will approve or deny requests via the same system. Floating holidays do not accrue over time, may not be carried over from year to year and are not paid upon separation or termination from employment, unless otherwise required by applicable law. Paid floating holidays are paid at the employee's base rate of pay at the

time of absence for the number of the hours the employee otherwise would have worked on that day. Paid floating holidays are not counted as hours worked for purposes of calculating overtime.

Eligible part-time employees (those who regularly work 30 or more hours per week), Regular part-time employees (those who regularly work less than 30 hours per week), temporary employees and interns are not eligible for floating holidays.

Alaska, California, Colorado, Montana, Nebraska: Floating holidays that are not used by December 31st will be paid out to the employee at the beginning of the next year.

Company-Sponsored Group Health Insurance Benefits

The Company currently offers permanent and temporary full-time and part-time employees regularly scheduled to work a minimum of 30 hours per week enrollment in Company-sponsored insurance coverage options. For eligible exempt employees the insurance coverage option will begin the first of the month following their date of hire. For eligible non-exempt employees the insurance coverage option will begin from the first of the month following 30 days. For benefit eligibility purposes, the Company conducts an enrollment lookback of total hours worked for the previous six (6) months in accordance with ACA. For Part-Time new hires the offer letter will state the number of hours the employee is expected to work. Based on this it will determine if the new hire is benefit eligible or non-eligible when hired. Then Part-Time employee will be part of the ACA lookback period.

Employees have up to 30 days from their date of hire to make elections into the benefit offerings. Once made, employees cannot change their election until the next open enrollment. However, employees who experience a qualifying life event such as marriage, divorce or the birth of a child will also be allowed to make a change in their benefit selection when that event occurs, in accordance with the terms of the Plan document.

Additionally, the Company offers enrollment eligibility to all employees into the Company retirement plan, subject to the terms of the applicable plan. Nothing in this policy shall be deemed to modify any employee benefit plan or plans referred to herein or that may subsequently be established. The Benefits Department is available to answer benefits plan questions and assist in enrollment as needed.

Statutory Short-term Disability Benefits

Depending upon the state in which an employee is employed, the Company's short-term disability plan is a benefit that provides partial pay as determined by applicable state law for employees who are unable to work due to non-work related illness, injury, or disability, typically after a waiting period. A disability claim must be submitted to the Company's designated third-party administrator telephonically or electronically within a certain period of time after becoming disabled. In order to receive short-term disability benefits, a short-term disability must be certified by a physician's or licensed health care professional's statement identifying the nature of the disability, and stating or estimating the date when the employee will be able to return to work. Short-term disability is solely a monetary benefit and not a leave of absence. Employees will not be able to return to work without

submitting to the Benefits Department a note from a physician or licensed health care professional authorizing the employee's return. Any time spent on short-term disability counts as part of the employee's FMLA leave.

During the 5 day waiting period for Short Term Disability to be paid, the Benefits Department will utilize any accrued sick, vacation, or floating holidays to pay the employee while they wait for the Short Term Disability payments to begin. If an employee does not wish to use accrued time off benefits, they should contact the Benefits Department to have the 5 days unpaid. An employee cannot change the date of their disability by utilizing their accrued time off first and then going out on Short Term Disability. Short Term Disability will begin per the doctor's note of when disability began. All payments of wage-replacement benefits and accrued paid leave will be integrated so that employees will receive no greater compensation than their regular compensation during this period. As such, if an employee wants to utilize their accrued time off they would have to use this in place of Short Term Disability payments as to not double the employee's wages.

Workers' Compensation Benefits

When work-related accidents, injuries or illnesses occur, employees may be eligible for workers' compensation insurance benefits. The Company provides a comprehensive workers' compensation insurance program at no cost to employees and in accordance with applicable state law. This insurance provides for the payment of medical expenses and weekly compensation payments during the period of an employee's work-related injury or illness.

Should you sustain a work-related injury or illness, no matter how slight, you must immediately notify your department supervisor and the Human Resources Department in order for your claim to be processed and Company records to be prepared properly. Failure to follow Company procedures may affect your ability to receive Workers Compensation benefits. Supervisors must report all injuries to the Benefits Department.

In applicable circumstances, the Company will provide paid leave benefits under this policy to eligible employees during the state mandated waiting period before the employee is paid workers' compensation benefits pursuant to state law governing an industrial injury or illness. Similarly, the Company will provide paid leave benefits under this policy during the normal waiting period before an eligible employee is paid benefits from either state disability or other insured disability plans.

The Company will notify the workers' compensation insurance company if we have reason to believe an employee has supplied false or misleading information in connection with a claim and/or has filed a fraudulent claim. Workers' compensation fraud is a crime and may also be grounds for disciplinary action, up to and including termination of employment.

Leaves of Absence

Bereavement Leave

Regular full-time and eligible part-time employees (unless otherwise required by applicable law) each week are eligible to receive paid leave for up to five (5) regular workdays missed due to the death of an immediate family member, except where allowed additional time off for bereavement under applicable law. For purposes of this policy, immediate family members consist of the following relatives of the employee:

- Spouse or Domestic Partner
- Children (including step-children)
- Parents (including step-parents)
- Parents-in-law (including step-parents-in-law)
- Siblings
- Grandparents
- Spouse's Grandparents
- Grandchildren
- Sister-in-law
- Brother-in-law
- Son-in-law
- Daughter-in-law

To take leave, an employee must submit a request to their supervisor and Human Resources manager. This request must state the relationship to the deceased; specify the requested days off, and the anticipated return date. The manager will enter the bereavement days into the Payroll system. In administering this policy, the Company may require verification of death and relation to the deceased. An employee's accrued, unused vacation time also may be used for this purpose to augment this leave.

Voting Leave

The Company encourages all employees to fulfill all civic responsibilities and to vote in all official public elections. Generally, your working hours are such that you will have ample time to cast your vote before or after working hours. However if you find yourself with insufficient time to vote outside of your working hours, please discuss the matter with your supervisor or the Human Resources Department, in advance of the voting date. Voting time off will be unpaid, unless otherwise required by applicable law. The Company will comply with all applicable voting time laws.

Election Leave

Employees who are chosen to serve as election officials at polling sites will be permitted to take required time off to serve in this capacity. It is incumbent on employees who are chosen to act as

election officials to notify their manager a minimum of seven days in advance of their need for time off in order to accommodate the necessary rescheduling of work periods. Time engaged as an election official should be reported and coded appropriately on timekeeping records. The Company will comply with all applicable election leave laws.

Jury Duty Leave

The Company realizes that it is the obligation of all U.S. citizens to serve on a jury when summoned to do so. All employees will be allowed time off to perform such civic service as required by applicable law. Upon receipt of the notice to serve jury duty, the employee should immediately notify the employee's supervisor, as well as the Human Resources Department. Additionally, a copy of the notice to serve jury duty should be attached to the employee's attendance record for attendance purposes. If the jury duty falls at a time when the employee cannot be away from work, the Company may request that the court allow the employee to choose a more convenient time to serve if the request is in accordance with the court's procedures. The employee must cooperate with this request.

An employee on jury duty is expected to report to work any day the employee is excused from jury duty. During this leave, regular full-time and eligible part-time employees will be compensated for up to three (3) days at their regular hourly rate of pay or base salary, unless additional pay is required by applicable law. In addition, in some states, regular part-time and temporary employees may also be eligible for paid jury duty leave. The Company complies with all applicable laws.

Upon the employee's return, the employee must notify the Human Resources Department and must submit a signed Certificate of Jury Service indicating the number of days served. The Company will not discipline or retaliate against an employee because the employee gives notice of jury service or serves as a juror.

Military Leave

EXL is committed to protecting the job rights of employees absent on military leave. In accordance with federal and state law, it is the Company's policy that no employee or prospective employee will be subjected to any form of discrimination on the basis of that person's membership in or obligation to perform service for any of the Uniformed Services of the United States or applicable state equivalent. Specifically, no person will be denied employment, reemployment, promotion or other benefit of employment on the basis of such membership. Furthermore, no person will be subjected to retaliation or adverse employment action because such person has exercised their rights under applicable law or Company policy. If any employee believes that they have been subjected to discrimination in violation of company policy, the employee should immediately contact the Human Resources Department.

An employee who serves in the uniformed service will be granted an unpaid leave of absence for military service. The uniformed services are defined as the Armed Forces, the Army National Guard and the Air National Guard when engaged in active duty for training, inactive duty training, or full-

time National Guard duty, the commissioned corps of the Public Health Service, the commissioned officer corps of the National Oceanic and Atmospheric Administration, System members of the National Urban Search and Rescue Response System during a period of appointment into Federal service under section 327 of the Robert T. Stafford Disaster Relief and Emergency Assistance Act, intermittent personnel who are appointed into Federal Emergency Management Agency service under section 306(b)(1) of the Robert T. Stafford Disaster Relief and Emergency Assistance Act or to train for such service, and any other category of persons designated by the President in time of war or national emergency.

Service consists of performing any of the following on a voluntary or involuntary basis: active duty, active duty for training, initial active duty for training, inactive duty training, full-time National Guard duty, State active duty for a period of 14 days or more, State active duty in response to a national emergency declared by the President under the National Emergencies Act (50 U.S.C. 1601 et seq.), State active duty in response to a major disaster declared by the President under section 401 of the Robert T. Stafford Disaster Relief and Emergency Assistance Act (42 U.S.C. 5170), a period for which a person is absent from a position of employment for the purpose of an examination to determine the fitness of the person to perform any such duty, a period for which a System member of the National Urban Search and Rescue Response System is absent from a position of employment due to an appointment into Federal service under section 327 of the Robert T. Stafford Disaster Relief and Emergency Assistance Act, a period for which a person is absent from a position of employment due to an appointment into service in the Federal Emergency Management Agency as intermittent personnel under section 306(b)(1) of the Robert T. Stafford Disaster Relief and Emergency Assistance Act (42 U.S.C. 5149(b)(1)), and a period for which a person is absent from employment for the purpose of performing funeral honors duty as authorized by section 12503 of title 10 or section 115 of title 32.

Employees on military leave may substitute their accrued paid time off for unpaid leave. To be eligible for military leave, employees must provide management and the Human Resources Department with advance notice of the service obligations unless such employee is prevented from providing such notice by military necessity (which is defined by the United States Department of Defense, the Administrator of FEMA for FEMA service, or the Secretary of Health and Human Services for intermittent disaster-response appointees of the National Disaster Medical System) or it is otherwise impossible or unreasonable for the employee to provide such notice. At the conclusion of the leave, upon the satisfaction of certain conditions, an employee generally has a right to return to the position and seniority level the employee would have attained had there been no military leave of absence. If necessary, the Company will provide training to assist the employee in the transition back to the workforce. Please direct any questions regarding military leave to the Human Resources Department.

Family and Medical Leave (“FMLA”)

Employees may be entitled to a leave of absence under the Family and Medical Leave Act (FMLA). This policy provides employees information concerning FMLA entitlements and obligations employees may have during such leaves. If employees have any questions concerning FMLA leave, they should contact the Human Resources Department.

The Company will grant family and medical leave in accordance with the requirements of applicable federal and state law in effect at the time the leave is granted. Although the federal and state laws

sometimes have different names, the Company refers to these types of leaves collectively as “FMLA Leave.” In any case, employees will be eligible for the most generous benefits available under applicable law.

Employees Eligible for FMLA Leave

FMLA leave is available to “eligible employees”. To be an “eligible employee”, an employee must:

- (1) Have been employed by the Company for a total of at least 12 months;
- (2) Have been employed by the Company for at least 1250 hours of service during the 12 month period immediately preceding the commencement of the leave.; and
- (3) Be employed at a worksite where 50 or more employees are located within 75 miles of the worksite.

Employee Entitlements for FMLA Leave

As described below, the FMLA provides eligible employees with a right to leave, continuation of health insurance benefits and, with some limited exceptions, job restoration. The FMLA also entitles employees to certain written notices concerning their potential eligibility for and designation of FMLA leave. The FMLA also imposes certain obligations on employees.

Basic FMLA Leave Entitlement

The FMLA provides eligible employees up to 12 workweeks (or up to 26 workweeks of military caregiver leave to care for a covered service member with a serious injury or illness) of unpaid leave for certain family and medical reasons during a 12 month period. The 12 month period is determined on a rolling 12 month period measured backward from the date the employee uses FMLA leave. Under this method, the 12-month period is measured backward from the day the employee uses any FMLA leave.

Leave may be taken for any one, or for a combination, of the following reasons:

- To care for the employee’s child after birth, or placement for adoption or foster care and to care for a newly placed child;
- To care for the employee’s spouse, son, daughter or parent (but not in-law) who has a **serious health condition**;
- Qualifying exigency leave for families of members of the National Guard or Reserves or of a regular component of the Armed Forces when the covered military member is on covered active duty or called to covered active duty; and/or
 - An employee whose spouse, son, daughter or parent has been notified of an impending call or order to covered active military duty or who is already on covered active duty may take up to 12 weeks of leave for reasons related to or affected by the family member’s call-up or service. The qualifying exigency must be one of the following: a) short notice deployment b) military events and activities c) child care and school activities d) financial and legal arrangements e) counseling f) rest and recuperation g) post-deployment activities and h) additional activities that arise out of active duty, provided that the employer and employee agree, including agreement on timing and duration of leave.

- Covered active duty means:
 - In the case of a member of a regular component of the Armed Forces, duty during the deployment of the member with the Armed Forces to a foreign country.
 - In the case of a member of a reserve component of the Armed Forces, duty during the deployment of the member with the Armed Forces to a foreign country under a call or order to active duty under a provision of law referred to in Title 10 U.S.C. §101(a)(13)(B).
- For the employee's own **serious health condition** (described below) that makes the employee unable to perform one or more of the essential functions of the employee's job:

A serious health condition means an injury, illness, physical or mental condition or impairment involving inpatient care at a hospital, hospice or residential medical care facility, or continuing treatment by a health care provider, as those terms are defined by applicable law. If spouses both work for the Company and each wishes to take leave for the birth of a child, adoption or placement of a child in foster care, or to care for a parent (but not a parent "in-law") with a serious health condition, they may only take a combined total of 12 weeks of leave.

Employees with questions about whether an absence is covered under this FMLA policy or under the company's sick leave policy are encouraged to consult with the Human Resource Department. If an employee takes paid sick leave for a condition that progresses into a serious health condition and the employee requests unpaid leave as provided under this policy, the company may designate all or some portion of related leave taken as leave under this policy, to the extent that the earlier leave meets the necessary qualifications and as permitted by applicable law.

Additional Military Family Leave Entitlement (Injured Servicemember Leave)

In addition to the basic FMLA leave entitlement discussed above, an eligible employee who is the spouse, son, daughter, parent or next of kin of a **covered servicemember** is entitled to take up 26 weeks of leave during a single 12-month period to care for the servicemember with a serious injury or illness. Next of kin is defined as the closest blood relative of the injured or recovering service member. Leave to care for a servicemember shall only be available during a single-12 month period and, when combined with other FMLA-qualifying leave, may not exceed 26 weeks during the single 12-month period. The single 12-month period begins on the first day an eligible employee takes leave to care for the injured servicemember.

A "**covered servicemember**" means (A) current members of the Armed Forces (including the Reserves and National Guard) who are undergoing medical treatment, recuperation, or therapy is otherwise on outpatient status, or is otherwise on the temporary disability retired list, for a serious injury or illness (These individuals are referred to in this policy as "current members of the Armed Forces.") or (B) veterans who were discharged or released from military service under conditions other than dishonorable at any time during the 5 year period prior to the first date the eligible employee takes FMLA leave to care for the covered veteran, and who is undergoing medical treatment, recuperation or therapy for a serious injury or illness. (These individuals are referred to in this policy as "covered veterans").

The FMLA definitions of a "serious injury or illness" for current Armed Forces members and covered veterans are distinct from the FMLA definition of "serious health condition" applicable to FMLA leave to care for a covered family member.

For the purpose of Military Family Leave, the term serious injury or illness means:

- In the case of a member of the Armed Forces (including a member of the National Guard or Reserves), an injury or illness that was incurred by the member in line of duty on active duty in the Armed Forces (or that existed before the beginning of the member's active duty and was aggravated by service in line of duty on active duty in the Armed Forces) and that may render the member medically unfit to perform the duties of the member's office, grade, rank or rating.
- In the case of a veteran who was a member of the Armed Forces (including a member of the National Guard or Reserves) at any time during a period when the person was a covered service member, a qualifying (as defined by the Secretary of Labor) injury or illness that was incurred by the member in line of duty on an active duty in the Armed Forces (or that existed before the beginning of the member's active duty and was aggravated by service in line of duty on active duty in the Armed Forces) and that manifested itself before or after the member became a veteran.

If both spouses work for the Company, are eligible for leave under this policy, and each wishes to take leave to care for a covered injured or ill service member, they may only take a combined total of 26 weeks of leave. In addition, the spouses will be limited to a total of 26 workweeks off between the two spouses when leave is for a combination of military family leave, and for the birth of a child, adoption or placement of a child in foster care, or to care for a parent with a serious health condition.

Parental Care for Military Member's Parent

An eligible employee may take leave to care for military member's parent who is incapable of self-care when the care is necessitated by the military member's covered active duty. The "parental care" qualifying exigency covers an employee's request for leave in order to arrange for alternative care for military member's parent, to provide care on an immediate need basis or to attend meetings with staff at a military member's parent's care facility.

Intermittent Leave and Reduced Leave Schedules

FMLA leave usually will be taken for a period of consecutive days, weeks or months. However, employees also are entitled to take FMLA leave intermittently or on a reduced leave schedule when medically necessary due to a serious health condition of the employee or covered family member or the serious injury or illness of a covered service member. Leave due to qualifying exigencies may also be taken on an intermittent or reduced schedule basis. In all cases, the leave may not exceed a total of 12 workweeks (or 26 workweeks to care for an injured or ill service member) over a 12-month period.

Leave taken intermittently may be taken in increments of no less than thirty (30) minutes.

Protection of Group Health Insurance Benefits and Other Benefits

During FMLA leave, eligible employees are entitled to receive group health plan coverage on the same terms and conditions as if they had continued to work. This means that if employees want their benefits coverage to continue during their leave, they must also continue to make the same premium payments that they are now required to make for themselves or their dependents. If paid leave is substituted for FMLA leave, the employee's share of group health plan premiums will be paid by payroll deduction. An employee on unpaid FMLA leave must make arrangements to pay the normal

employee portion of the insurance premiums in order to maintain insurance coverage. If an employee goes into arrears, the Company may pay the employee's portion of the premium and require the employee to repay these amounts. In addition, the Company may require the employee to repay the employer's share of the premium payment if the employee fails to return to work following the FMLA leave unless the employee does not return because of circumstances that are beyond the employee's control, including a FMLA-qualifying medical condition.

If the employee's premium payment is more than 30 days late, the employee's coverage may be dropped. The employee will receive a written notice the next month stating that if the employee doesn't pay by the end of the month their benefit coverage will be terminated per the last month that was paid. Upon return to work, an employee can have their benefits reinstated, but all premiums missed will be collected in arrears. Arrears will be taken in a multiple of 1 times their premium amount provided it does not bring the employee below minimum wage.

Loans through Fidelity will need to be addressed by the employee with Fidelity directly.

During an unpaid FMLA leave, employees will not accrue vacation, holiday or sick hours. The employee's length of service as of the leave will remain intact.

Restoration of Employment and Benefits

At the end of FMLA leave, subject to some exceptions including situations where job restoration of "key employees" will cause the Company substantial and grievous economic injury, employees generally have a right to return to the same or equivalent positions with equivalent pay, benefits and other employment terms. However, employees have no greater right to reinstatement than if they had been continuously employed rather than on leave. For example, if an employee would have been laid off if the employee had not gone on leave or, if the employee's position was eliminated during the leave, then the employee will not be entitled to reinstatement.

The Company will notify employees if they qualify as "key employees", if it intends to deny reinstatement, and of their rights in such instances. Use of FMLA leave will not result in the loss of any employment benefit that accrued prior to the start of an eligible employee's FMLA leave.

Employee FMLA Leave Obligations

Employees who take FMLA leave must timely notify the Company of their need for FMLA leave. All employees requesting FMLA leave must provide the applicable Human Resources manager with verbal or written notice of the need for the leave, which will then be notified to and managed by the Company's third party administrator (the "TPA"). The employee must reach out to the Company's TPA to request a leave as they are the leave benefit manager. Leaves not submitted to the TPA may be unapproved for FMLA coverage. Employees also must comply with the notice and documentation requirements described below. Employees requesting FMLA leave must reach out to their Human Resources business partner to provide the requisite notice and obtain the TPA's contact information.

Content of Employee Notice

To trigger FMLA leave protections, employees must inform the Company's Human Resources Department and Prudential of the need for FMLA-qualifying leave and the anticipated timing and

duration of the leave, if known. Employees may do this by either requesting FMLA leave specifically, or explaining the general reasons for leave so as to allow the Company to determine that the leave is FMLA-qualifying. Calling in “sick,” without providing the reasons for the needed leave, will not be considered sufficient notice for FMLA leave under this policy. Employees must respond to the Company’s questions to determine if absences are potentially FMLA-qualifying. If employees fail to explain the general reasons for FMLA leave, the leave may be denied. When employees seek leave due to FMLA-qualifying reasons for which the Company has previously provided FMLA-protected leave, they must specifically reference the qualifying reason for the leave or the need for FMLA leave.

Timing of Employee Notice

Employees must provide 30 days advance notice of the need to take FMLA leave when the need is foreseeable. When 30 days’ notice is not possible, or the approximate timing of the need for leave is not foreseeable, employees must provide the Company notice of the need for leave as soon as practicable under the facts and circumstances of the particular case. Employees, who fail to give 30 days’ notice for foreseeable leave without a reasonable excuse for the delay, or otherwise fail to satisfy FMLA notice obligations, may have FMLA leave delayed or denied.

Scheduling of Planned Medical Treatment

When planning medical treatment, employees must consult with the Company and make a reasonable effort to schedule treatment so as not to unduly disrupt the Company’s operations, subject to the approval of an employee’s health care provider. If the employee providing notice of the need to take FMLA leave on an intermittent basis for planned medical treatment neglect to fulfill this obligation, the Company may require employees to attempt to make such arrangements, subject to the approval of the employee’s health care provider.

When employees take intermittent or reduced work schedule leave for foreseeable planned medical treatment for the employee or a family member, including during a period of recovery from a serious health condition or to care for a covered servicemember, the Company may temporarily transfer employees, during the period that the intermittent or reduced leave schedules are required, to alternative positions with equivalent pay and benefits, including a part-time position, for which the employees are qualified and which better accommodate recurring periods of leave.

Medical Certifications Supporting Need for FMLA Leave

Depending on the nature of FMLA leave sought, employees may be required to submit medical certifications supporting their need for FMLA-qualifying leave. As described below, there generally are three types of FMLA medical certifications: an **initial certification**, a **recertification**, and a **return to work/fitness for duty certification**.

It is the employee’s responsibility to provide timely, complete and sufficient medical certifications. Employees must provide FMLA medical certifications within 15 calendar days after they are requested, unless it is not practicable to do so despite an employee’s diligent, good faith effort. Employees will be informed if a submitted medical certification is incomplete or insufficient and employees will be provided at least seven calendar days to cure deficiencies. The Company will deny FMLA leave to employees who fail to timely cure deficiencies or otherwise fail to timely submit requested medical certifications.

With the employee’s permission, the Company (through individuals other than an employee’s direct supervisor) may contact the employee’s health care provider to authenticate or clarify completed and

sufficient medical certifications. If employees choose not to provide the Company with authorization allowing it to clarify or authenticate certifications with health care providers, the Company may deny FMLA leave if certifications are unclear and uncured.

Whenever the Company deems it appropriate to do so, it may waive its right to receive timely, complete and/or sufficient FMLA medical certifications.

- **Initial Medical Certifications:** Employees requesting leave because of their own, or a covered family member's serious health condition, or to care for a covered servicemember, must supply medical certification supporting the need for such leave from their health care provider or, if applicable, the health care provider of their covered family or servicemember (for Military Family Leave, an invitational travel order or invitational travel authorization may be submitted in lieu of a Certification of Health-Care Provider form). If employees provide at least 30 days' notice of medical leave, they should submit the medical certification before leave begins. A new initial medical certification will be required on an annual basis for serious medical conditions lasting beyond a single leave year. The employee must respond to such a request within 15 days of the request or provide a reasonable explanation for the delay. Failure to provide certification may result in a denial of continuation of leave.

If the Company has reason to doubt initial medical certifications, it may require employees to obtain a second opinion at the Company's expense. If the opinions of the initial and second health care providers differ, the Company may, at its expense, require employees to obtain a third, final and binding certification from a health care provider designated or approved jointly by the Company and the employee. Employees are expected to cooperate with the Company in obtaining any additional medical opinions that we may require.

- **Medical Recertifications:** Depending on the circumstances and duration of FMLA leave, the Company may require employees to provide recertification of medical conditions giving rise to the need for leave. The Company will notify employees if recertification is required and will give employees at least 15 calendar days to provide medical recertification.

Return to Work/Fitness for Duty Medical Certifications

Employees returning to work from FMLA leaves that were taken because of their own serious health conditions that made them unable to perform their jobs must provide a medical certification confirming they are able to return to work and perform the essential functions of the employees' position, with or without reasonable accommodation. The Company may delay and/or deny job restoration until employees provide return to work/fitness for duty certifications.

Submit Certifications Supporting Need for Military Exigency Leave

Upon request, the first time employees seek leave due to qualifying exigencies arising out of the covered active duty or call to covered active duty status of a military members, an employee is required to provide: 1) a copy of the military member's covered active duty orders or other documentation issued by the military indicating the military member is on covered active duty or call to covered active duty status and the dates of the military member's covered active duty service; and 2) a certification from the employee setting forth information concerning the nature of the qualifying exigency for which leave is requested. Employees shall provide a copy of new active duty orders or other documentation issued by the military for leaves arising out of qualifying exigencies arising out of a

different covered active duty or call to covered active duty status of the same or a different military member.

Absent unusual circumstances, failure to comply with the notice and certification requirements described above may result in a delay or denial of the leave. If an employee fails to return to work at leave's expiration and has not obtained an extension of the leave, the Company may presume that the employee does not plan to return to work and has voluntarily terminated their employment.

Substitute Paid Leave for Unpaid FMLA Leave

Generally, FMLA leave is unpaid. However, employees may be eligible to receive benefits through state-sponsored programs or the Company's sponsored wage-replacement benefit programs. Employees may use any accrued paid time (i.e. accrued vacation and sick hours, as applicable) while taking unpaid FMLA leave. The substitution of paid time for unpaid FMLA leave time does not extend the length of FMLA leaves and the paid time will run concurrently with an employee's FMLA entitlement. For example, leaves of absence taken in connection with a disability leave plan or workers' compensation injury/illness shall run concurrently with any FMLA leave entitlement.

All payments of wage-replacement benefits and accrued paid leave will be integrated so that employees will receive no greater compensation than their regular compensation during this period.

Coordination of FMLA Leave with Other Leave Policies

The FMLA does not affect any federal, state or local law prohibiting discrimination, or supersede any state or local law which provides greater family or medical leave rights. For additional information concerning leave entitlements and obligations under applicable state or local law, or that might arise when FMLA leave is either not available or exhausted, please consult the Company's other leave policies in this handbook or any applicable state supplement, or contact the Human Resources Department.

Fraudulent Use of FMLA Prohibited

An employee who fraudulently obtains Family and Medical Leave from the Company is not protected by FMLA's job restoration or maintenance of health benefits provisions. In addition, the Company will take all available appropriate disciplinary action against such employee due to such fraud.

Questions and/or Complaints about FMLA Leave

If you have questions regarding this FMLA policy, please contact the Human Resources Department. The Company is committed to complying with the FMLA and shall interpret and apply this policy in a manner consistent with the FMLA. Documents relating to medical certifications, recertifications or medical histories of employees or employees' family members will be maintained separately and treated by the Company as confidential medical records, except that in some legally recognized circumstances, the records (or information in them) may be disclosed to supervisors and managers, first aid and safety personnel or government officials.

A Notice of Employee Rights and Responsibilities regarding FMLA is published by the Department of Labor and is available from the Human Resources Department. A Notice to Employees of Rights Under FMLA (WHD Publication 1420) is attached to this Handbook.

The Company prohibits employees from 1) interfering with, restraining, or denying the exercise of any right provided under FMLA; or 2) discharging or discriminating against any person for opposing

any practice made unlawful by FMLA or involvement in any proceeding under or relating to FMLA. If employees believe their FMLA rights have been violated, they should contact the Human Resources Department immediately. The Company will investigate any FMLA complaints and take prompt and appropriate remedial action to address and/or remedy any FMLA violation.

Parental Leave

The Company provides eligible employees with Parental Leave to welcome a newborn or newly adopted/fostered child into their home. The policy is accessible on Planet on the Policy Central.

Personal Leave

If you are ineligible for any other Company leave of absence, the Company, under certain circumstances, may grant you a personal leave of absence without pay. A written request for a personal leave should be presented to management at least two (2) weeks before the anticipated start of the leave. After management has reviewed, they will need to coordinate with the Human Resources Department and the Benefits Department. Your request will be considered on the basis of staffing requirements, the reasons for the requested leave, and your performance, among other relevant factors. This leave may be requested for medical reasons if the leave is not otherwise covered by a separate policy (e.g. FMLA, Reasonable Accommodation etc.). If so, the Company may require submission of medical certifications at various times during the leave.

Normally, a leave of absence will be granted for a period as authorized by the Company in its sole and absolute discretion depending upon business needs, subject to applicable law. Under unusual circumstances, a personal leave may be extended, in the Company's sole discretion, if you submit a written request for an extension to management prior to the expiration of your leave and the request is granted. Employees may use any accrued paid time (i.e. accrued vacation and sick hours) while taking unpaid personal leave. The substitution of paid time for unpaid leave time does not extend the length of leave and the paid time will run concurrently with any personal leave granted. Receipt of disability benefits or Workers' Compensation benefits does not extend the length of any personal leave granted and leaves relating to disability and workers' compensation will be considered in accordance with applicable laws and the Company's other policies. All payments of wage-replacement benefits and accrued paid leave will be integrated so that employees will receive no greater compensation than their regular compensation during this period.

During leave, employees will not accrue vacation or receive holiday pay. Employees will continue to receive health insurance coverage during leave if the employee's share of the monthly premium payments is submitted to the Company in a timely manner, to the extent permitted and in accordance with the applicable plans. When you anticipate your return to work, please notify management of your expected return date. This notification should be made at least one week before the expiration of your leave.

Upon completion of your personal leave of absence, the Company will attempt to return you to your original job, or to a similar position, at the Company's sole discretion. Reinstatement, however, is not

guaranteed, unless required by applicable law. Failure to advise management of your availability to return to work, failure to return to work when notified, or your continued absence from work beyond the time approved by the Company, will be considered a voluntary resignation of your employment.

General Policies and Procedures

Change in Employment Status

Managers are responsible for timely communicating with Human Resources and the Payroll department regarding any changes in employment status of a subordinate, including for example, hiring of a new employee, separation of an employee or a change in leave status. Where possible, notice should be provided in advance of the status change. Failure to timely communicate relevant information may result in disciplinary action, up to and including termination.

Absence or Tardiness

Vacation and floating holidays must be scheduled with one's supervisor in advance. Sick leave may be used without prior scheduling where the need for leave is unforeseeable. Patterns of absenteeism or tardiness may result in discipline even if the employee has not yet exhausted available paid time off, unless the absence or tardiness is excused or approved. Absences protected by law are not considered when evaluating an employee's attendance. The following are examples of types of time off that will not be considered grounds for disciplinary action under this policy:

- Time off that was previously approved, including vacation, sick time, and floating holidays;
- Paid sick and safe time provided under a mandatory sick and safe time leave law;
- Approved state and federal leaves of absence, including but not limited to jury duty leave, military leave, leave protected under the Family and Medical Leave Act or similar state laws, and time off or leave specifically approved by the Company as an accommodation under the Americans with Disabilities Act or similar state laws; and/or
- Time off due to a work-related injury that is covered by workers' compensation.

Each situation of absenteeism, tardiness or early departure will be evaluated on a case-by-case basis. Even one unexcused absence or tardiness may be considered excessive, depending upon the circumstances. However, the Company will not subject employees to disciplinary action or retaliation for an absence, tardiness or early departure for which discipline may not be imposed under applicable law. If the employee believes that an absence, tardiness or early departure is (or should be) excused pursuant to applicable law, the employee should notify their manager or supervisor of this fact as soon as possible, but no later than at the time of the absence, tardiness or early departure. (For the required timing of an employee's notice of the need for a foreseeable leave of absence, see the applicable leave policy). If an employee believes they have mistakenly been subject to disciplinary action for an absence, tardiness or early departure that the employee believes is or should be excused/approved, the

employee should promptly discuss the matter with their manager or their HR Business Partner. The Company will investigate the situation and any errors will be corrected.

The Company's ability to operate efficiently and to provide necessary services to our clients depends upon your regular attendance and punctuality. Whatever your job may be, you are an important part of the day-to-day operation of the Company, and your attendance and punctuality are essential to meeting schedules and deadlines. As such, employees are expected to work on all scheduled days and during all scheduled hours, and to report to work on time. Therefore, the Company cannot tolerate excessive absence or tardiness. Absence includes late arrival for work, early departure and time out of work during the day.

The Company provides eligible employees with generous paid time off and offers some employees unpaid leaves of absence in certain circumstances. If you are going to be absent or late, you must call your supervisor or manager directly, as soon as possible to advise of your lateness or absence but not later than your expected start time. If you are calling off under the Company's sick leave policy, you should comply with the notice provisions in that policy. If your supervisor or manager is not available, you should contact the Human Resources Department. Notifying a fellow employee or having someone else call in for you does not satisfy this requirement, except under emergency conditions. The Company may inquire about the general reason for an absence, tardiness or early departure. This policy applies for each and every day an employee is absent, unless you are specifically advised otherwise such as on an approved leave of absence.

Not reporting to work and not calling to report the absence is a no-call/no-show and is a serious matter. The first instance of a no-call/no-show will result in a final written warning. The second instance may result in termination of employment with no additional disciplinary steps. **A no-call/no-show lasting three days may be considered job abandonment and may be deemed an employee's voluntary resignation of employment, absent extenuating circumstances.**

A careful record of absenteeism and lateness is kept by the employee's supervisor and becomes part of such employee's personnel record. To the extent permitted by applicable law, absenteeism and lateness lessen an employee's chances for advancement and may result in other discipline, including, but not limited to, termination of employment.

You should be prepared to substantiate the reason for your absence. If you are absent for medical reasons and/or have a pattern of absence, you may be required to furnish a note from your doctor in accordance with applicable law.

Inspections

The Company wishes to maintain a work environment that is free of illegal drugs, alcohol, firearms, explosives or other improper materials to protect employees and others from harm. The Company also desires to protect its property and the property of its employees and third-parties involved in the Company's business operations. To that end, the Company reserves the right to require employees

while on Company property, or on clients' property, to agree to the inspection of their person, personal possessions and property, personal vehicles parked on Company or client property, and work areas. This includes lockers, vehicles, desks, cabinets, work stations, packages, handbags, briefcases and other personal possessions or places of concealment, as well as mail sent to the Company or to its clients. These items are subject to inspection and search at any time, with or without prior notice, upon reasonable suspicion. Employees are expected to cooperate in the conduct of any search or inspection. If a non-exempt employee is present during any search or inspection, the employee must report the time spent during the search or inspection as working time.

Attire and Personal Appearance

It is important for all employees to project a professional image while at work by being appropriately attired. Clothing must be consistent with the standards for a business environment and must be appropriate to the type of work being performed. The Company expects all employees to observe acceptable standards of personal appearance and dress in a manner consistent with good hygiene.

EXL is confident that employees will use their best judgment regarding attire and appearance. Management reserves the right to determine appropriateness. Any employee who is improperly dressed or with poor hygiene will be counseled or in severe cases non-exempt employees may be sent home without pay, unless applicable law requires otherwise. Disregard of this policy may be cause for disciplinary action, which may result in termination.

Nothing in this policy is intended to prevent employees from wearing a hair or facial hair style that is consistent with their cultural, ethnic or racial heritage or identity. This policy will be interpreted in manner that complies with applicable local, state or federal law including, but not limited to, the National Labor Relations Act (NLRA). The Company will reasonably accommodate exceptions to this policy if required due to an employee's religious beliefs, medical condition or disability. Employees who need such an accommodation should contact their HR Business Partner.

Code of Conduct & Ethics

EXL is committed to a culture of compliance and dedicated to maintaining excellence and integrity in all aspects of operations and professional business conduct. To that end, the Company maintains a Code of Conduct and Ethics, which can be reviewed on the Company's Intranet. In addition to the Code of Conduct and Ethics, EXL maintains a robust compliance program. The Company is committed to high ethical standards and compliance with all governing laws and regulations, in all elements of its business affairs and dealings.

Confidential Nature of Work

The Company's confidential and proprietary business records and information relating to the Company or its customers must be treated accordingly. No Company or Company-related confidential or proprietary business information, including without limitation, documents, notes, files, records, oral information, computer files or similar materials (except in the ordinary course of performing duties on behalf of the Company) may be removed from the Company's premises without

appropriate permission. Additionally, the contents of the Company's confidential or proprietary business records or information otherwise obtained in regard to business may not be disclosed to or used for the benefit of anyone or any business, except where required for a business purpose or where the records or information have previously been disclosed to the public by the Company or through other lawful means. Employees must not disclose any confidential business information, purposefully or inadvertently (through casual conversation), to any unauthorized person inside or outside the Company. Confidential business information includes, but is not limited to, non-public financial information, customer information, and business and marketing strategies. For further information on the types of information that are confidential and/or proprietary business records, please refer to the Company's Code of Conduct and Ethics. Employees who are unsure about the confidential and proprietary nature of specific information must ask their supervisor for clarification.

Employees will be subject to appropriate disciplinary action, up to and including termination, for knowingly or unknowingly revealing information of a confidential and proprietary nature in violation of this policy and the Company's Code of Conduct and Ethics. Please refer to the Company's Code of Conduct and Ethics for additional information regarding your duties of confidentiality.

Confidential Information does not include information lawfully acquired by non-management employees about wages, hours or other terms and conditions of employment, if used by them for purposes protected by §7 of the National Labor Relations Act such as joining or forming a union, engaging in collective bargaining, or engaging in other concerted activity for their mutual aid or protection. Nothing in this Employee Handbook prohibits an employee from communicating with any governmental authority or making a report in good faith and with a reasonable belief of any violations of law or regulation to a governmental authority, or disclosing Confidential Information which the employee acquired through lawful means in the course of employment to a governmental authority in connection with any communication or report, or from filing, testifying or participating in a legal proceeding relating to any violations, including making other disclosures protected or required by any whistleblower law or regulation to the Securities and Exchange Commission, the Department of Labor, or any other appropriate government authority.

Further, employees are hereby notified that under the 2016 Defend Trade Secrets Act (DTSA): (1) no individual will be held criminally or civilly liable under Federal or State trade secret law for the disclosure of a trade secret (as defined in the Economic Espionage Act) that: (A) is made in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and made solely for the purpose of reporting or investigating a suspected violation of law; or, (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal so that it is not made public; and, (2) an individual who pursues a lawsuit for retaliation by an employer for reporting a suspected violation of the law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court or arbitration proceeding, if the individual files any document containing the trade secret under seal, and does not disclose the trade secret, except as permitted by order in that proceeding.

This policy is intended to alert employees to the need for discretion at all times and is not intended to inhibit normal business communications. For more information, please refer to the latest version of the Company's Information Security, Cyber Security and Data Privacy Policy and related policies, which can be found on EXL's intranet.

Media Contact/Speaking Engagements

To ensure that the Company communicates with the media in a consistent, timely and professional manner about matters related to the Company, employees may not, under any circumstances, contact, respond to, or communicate with the media, the press or make a public statement about EXL on behalf of the Company without the prior approval of the Chief Executive Officer. The Chief Executive Officer's approval must be obtained every time an employee contacts, responds to or communicates with the media, the press or makes a public statement about EXL on behalf of the Company. Employees must notify the Company's Marketing Department that they have been contacted by the media whenever they are asked to speak on behalf of the Company so that the Company knows that a media inquiry has been made.

The foregoing standards are also applicable to presentations, seminars, lectures and other similar activities. Participation on behalf of EXL to any presentation, seminar or lecture requires management approval.

Failure to follow the strict requirements of this policy may lead to disciplinary action, up to and including termination.

Nothing in this rule prevents employees from speaking with the media, but employees should not attempt to speak on behalf of the Company unless they have specifically been authorized to do so by the Chief Executive Officer of the Company.

Conflict of Interest and Outside Employment

The Company expects our employees to conduct business according to the highest ethical standards of conduct, and in a manner consistent with the Company's Code of Conduct and Ethics. Business dealings that actually or appear to create a conflict of interest are unacceptable. Employees may not use Company confidential information, or exploit business opportunities of the Company for personal gain. A potential or actual conflict of interest occurs whenever an employee is in a position to influence a decision that may result in a personal gain for the employee or an immediate family member (i.e., spouse or significant other, children, parents, siblings) as a result of the Company's business dealings. Please refer to your state supplement for additional information.

Conflicts of interest could arise in the following circumstances:

- Being employed by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while employed with EXL.
- Hiring or supervising family members, an intimate or romantic partner, or closely related persons.

- Serving as a board member for a supplier, customer, competitor or any entity that engages in business with the Company.
- Owning or having a substantial interest in a customer, competitor, supplier or contractor, or any entity that engages in business with the Company.
- Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all Company employees.

Employees with a conflict-of-interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their manager or the Human Resource Department, and refrain from exercising responsibility on the Company's behalf in any manner that might reasonably be considered to be affected by any adverse interest. Failure to disclose the fact of a conflict or potential conflict may constitute grounds for disciplinary action, up to and including termination.

Although it is not possible to specify every action that might create a conflict of interest, this policy sets forth the ones that most frequently present problems. If any employee has any question whether an action or proposed course of conduct would create a conflict of interest, they should immediately contact the Human Resources Department to obtain advice on the issue.

This policy in no way prohibits employee affiliations or activities that are protected under applicable state and federal laws, including but not limited to any activity that is protected under Section 7 of the National Labor Relations Act, which includes the right of employees to organize collectively and to speak with others about their terms and conditions of employment.

Examples of Potential Conflicts of Interest

Outside Employment: Except as permitted under applicable law, outside employment is generally prohibited unless it has been approved in advance by the Company. Employees must disclose any possible conflicts so that the Company may assess and prevent actual or potential conflicts of interest from arising. Employees are required to obtain written approval from their supervisor before participating in outside work activities. In general, outside work activities are not allowed (unless applicable law requires otherwise) when they:

- interfere with the employee's full performance of the work for which the individual is employed at the Company, including overtime assignments;
- impair or have a detrimental effect on the employee's work performance with the Company;
- require the employee to conduct work or related activities during working times or using any Company tools, materials or equipment;
- directly or indirectly compete with the Company;
- involve organizations that are doing or seek to do business with the Company, including actual or potential vendors or customers;

- violate provisions of law, the Company's policies or rules, or the Company's Code of Conduct and Ethics.

Outside employment will not be considered an excuse for poor job performance, absenteeism, tardiness, leaving early, refusal to travel or refusal to work overtime or different hours to the extent permitted by applicable law. Employees will be held accountable for performance deficiencies. Employees who have accepted outside employment may not use paid sick leave to work an outside job. Fraudulent use of sick leave will result in disciplinary action up to and including termination.

Financial Interest in Other Business: An employee and that employee's immediate family may not own or hold any significant interest in a supplier, customer or competitor of the Company, or any entity that engages in business with the Company, except where such ownership or interest consists of securities in a publicly owned company and the securities are regularly traded on the open market.

Gifts and Entertainment: No employee may solicit or accept gifts of significant value, lavish entertainment or other benefits from potential and actual customers, suppliers or competitors, or any entity that engages in business with the Company. Special care must be taken to avoid even the impression of a conflict of interest. Employees should refer to the Company's Code of Conduct and Ethics, which contains additional information on gifts and entertainment. An employee may entertain potential or actual customers if such entertainment is consistent with applicable law, accepted business practices, the Company's Code of Conduct and Ethics, and generally accepted ethical standards. Any questions regarding this policy should be addressed to the Legal Department.

Solicitations, Distributions and use of Bulletin Boards

Employees may not solicit any other employee while either employee is on working time. "Working time" is the time an employee is paid and/or is scheduled to be performing services for the Company, but does not include scheduled rest periods, meal breaks and other specified times when employees are not performing or scheduled to be performing work for the Company. Solicitation of any kind by non-employees on Company premises is prohibited at all times.

Distribution of advertising material, advertising emails, handbills, printed or written literature of any kind in working areas of the Company is prohibited at all times. In addition, no employee may distribute or circulate any written or printed material during their own working time or the working time of the employee or employees a whom such activity is directed. Distribution of literature by non-employees on Company premises is prohibited at all times.

Bulletin boards maintained by the Company are to be used only for posting or distributing material of the following nature:

- notices containing matters directly concerning Company business;
- announcements of a business nature which are equally applicable and of interest to employees.

All posted material must have authorization from the Human Resources Department and only authorized members of management may post on bulletin boards. The Company will also post legally required information on the Company bulletin board. All posted material must have authorization from the Human Resources Department. All employees are expected to check these bulletin boards periodically for new and/or updated information and to follow the rules set forth in all posted notices. Employees are not to remove material from the bulletin boards.

Computer, E-Mail, Voice Mail, and Internet Policy

The computer hardware, software, electronic mail, voice mail, telephone, smart devices, Internet and other computer or electronic communication or data storage systems (“Communication and Computer Systems”) are the property of the Company. Every employee is responsible for using the Communication and Computer Systems in accordance with applicable law and Company policy. Any questions about this policy should be addressed to the Human Resources Department.

The Communication and Computer Systems have been provided by the Company for use in conducting Company business. All communications and information transmitted by, received from, or stored in these systems are company records and property of the Company. The Communication and Computer Systems are generally to be used for Company purposes only. Employees are permitted to use Company provided e-mail and Computer Systems for non-business purposes during non-working time, provided non-business use does not involve excessive use of bandwidth (e.g. transmitting excessively large files like pictures, audio, and video files, or other attachments that may disrupt server performance), otherwise interfere with the efficient functioning of the Company’s systems and does not interfere with the business activities of employees who are on working time.

No Expectation of Privacy

Employees have no right of personal privacy in any matter stored in, created, received, or sent over the Communication and Computer Systems. The Company has the right to monitor any and all of the aspects of its Communication and Computer Systems, including, without limitation, reviewing documents created and stored on its Computer Systems, deleting any matter stored in its Communication and Computer Systems (including, without limitation, its e-mail, database and word processing systems), monitoring sites visited by employees on the Internet, monitoring chat and news groups, reviewing material downloaded or uploaded by users to the Internet, and reviewing e-mail sent and received by users. Further, the Company may exercise its right to monitor its Communication and Computer Systems for *any* reason and without the permission of any employee. Monitoring may also extend to any personal devices connected to the Company’s Computer Systems or otherwise used for work purposes. Employee use of the Company’s Communication and Computer Systems constitutes consent to all the terms and conditions of this policy.

The Company has an interest in safeguarding the Communication and Computer Systems from theft, loss or misuse. In furtherance of safeguarding such equipment, the Company reserves the right to track the location and employee’s usage of the Communication and Computer Systems. By using any of the Communication and Computer Systems, employees consent to the Company monitoring and

reviewing information obtained through tracking systems or software installed on any Communication and Computer Systems. The use of the Communication and Computer Systems does not give rise to an expectation of privacy. Employee's must not turn-off, disable or remove any tracking system or software if one is installed in the Communication and Computer Systems and required to be operative by the Company. Employees who violate this policy may face disciplinary action.

Even if employees use a password to access any of the Company's Communication and Computer Systems, employees should not have an expectation of privacy or confidentiality with respect to any message stored in, created, received, or sent from the Communication and Computer Systems. Use of passwords or other security measures does not in any way diminish the Company's rights to access materials on its systems, or create any privacy rights of employees in the messages and files on the systems. For more information, please refer to the latest version of the Company's Information Security, Cyber Security and Data Privacy Policy and related policies, which can be found on EXL's intranet.

Employees should be aware that the deletion of any electronic messages or files will not truly eliminate the messages from the system. Electronic messages and files are stored on a central back-up system in the normal course of data management.

The Company may, in its discretion, review communications to and from a personal account, subject to state laws regarding attorney-client communications. If an employee wants to communicate with an attorney or send an otherwise confidential piece of communication that they do not want the Company to monitor, the employee should consider using a personal email address and personal computer equipment. If an employee does use company equipment, the employee consents to any monitoring by the Company and should understand that there is no right to privacy with respect to such communications, to the extent permissible under applicable law.

Responsible Use

The Company's policies including, but not limited to, those against discrimination, harassment, sexual or otherwise, retaliation and workplace violence apply fully to its Communication and Computer Systems, and any violation of these policies is grounds for discipline up to and including discharge. Additionally, employees may not use the Company's communication and computer systems in violation of any law including, but not limited to, those related to copyrights and software piracy. For example, no e-mail messages should be created, sent, or received and no material may be accessed or downloaded from the Internet or displaced or stored in the Company's computers if it contains intimidating, hostile, or offensive material concerning race, color, religion, sex, age, national origin, disability or any other classification protected by applicable federal, state or local law. Employees encountering or receiving this kind of material should immediately report the incident to the Human Resources Department. In addition, the following actions are forbidden: using profane or obscene language, and engaging in any illegal activities, including piracy, cracking, extortion,

blackmail, copyright infringement, and unauthorized access of any computers and company-provided equipment such as cell phones and laptops.

The Company may (but is not required to) use software to identify inappropriate or sexually explicit Internet sites. These sites may be blocked from access by Company networks. Notwithstanding the foregoing, the Company is not responsible for material viewed or downloaded by users from the Internet. The Internet is a worldwide network of computers that contains millions of pages of information. Users are cautioned that many of these pages include offensive, sexually explicit, and inappropriate material. Even innocuous search requests may lead to sites with highly offensive content. In addition, having an e-mail address on the Internet may lead to receipt of unsolicited e-mail containing offensive content. Users accessing the Internet do so at their own risk. Employees who encounter inappropriate or sexually explicit material while browsing on the Internet should immediately disconnect from the site, regardless of whether the site was subject to Company blocking software.

The Communication and Computer Systems shall not be used to send, receive, upload, or download copyrighted materials, trade secrets, proprietary financial information, confidential business information or similar materials without prior authorization from the Company's management. Employees, if uncertain about whether certain information is copyrighted, proprietary, or otherwise inappropriate for transfer, should resolve all doubts in favor of not transferring the information and consult the Human Resources Department.

The Company's Communication and Computer Systems must not be used for solicitation purposes during working time. The Company's no solicitation rule applies to the use of Communication and Computer Systems.

Even though the Company has the right to retrieve and read any e-mail messages, those messages should still be treated as confidential by other employees and accessed only by the intended recipient. Other than as provided for in this policy, employees are not authorized to retrieve or read any e-mail messages that are not sent to them, unless they have approval from the intended recipient (e.g., authorized access by an administrative assistant). Any exception to this policy must receive the prior approval of the Company.

Employees are reminded to conduct themselves in an ethical manner when using the Communication and Computer Systems. E-mails, in particular, are sometimes misdirected or forwarded and may be viewed by persons other than the intended recipient. Users should write e-mail communications with no less care, judgment and responsibility than they would use for letters or internal memoranda written on the Company letterhead. Internal and external e-mails are considered business records and may be subject to discovery in the event of litigation. Be aware of this possibility when sending e-mail within and outside the company.

Limitations on Internet Use

Although the Company recognizes that the Internet may have useful applications to its business, employees may not engage in unauthorized Internet use unless a specific business purpose requires such use or if such use occurs during non-working time or is explicitly permitted under the National Labor Relations Act or decisions promulgated thereunder. Absent such circumstances or prior Company approval, employees may not access the Internet using the Company's computer systems, at any time or for any reason. Even when Internet access is approved, "Surfing the Net", playing games, or downloading entertainment software, including wallpaper and screen savers, are not legitimate business activities. Without the express permission of their supervisors, employees may not send solicitation emails using the Company's computer systems to customers, vendors, or other business-related contacts with whom they do not have a prior relationship. This policy is not intended to prohibit solicitation during non-working time that is permitted under the National Labor Relations Act.

Maintaining and Securing the Systems

To ensure security and to avoid the spread of viruses, employees accessing the Internet through a computer attached to the Company's network must do so through an approved Internet firewall. Accessing the Internet directly by modem is strictly prohibited unless the computer you are using is not connected to the Company's network.

In addition, files obtained from sources outside the Company, including disks, CDs or drives brought from home; files downloaded from the Internet, news groups, bulletin boards, or other online services; files attached to e-mail; and files provided by customers or vendors may contain dangerous computer viruses that may damage the Company's computer network. If you suspect that a virus has been introduced into the Company's network, notify the IT and Information Security Department immediately. For more information, please refer to the latest version of the Company's Information Security, Cyber Security and Data Privacy Policy and related policies, which can be found on EXL's intranet.

Employees may not install, duplicate or remove software or related documentation on the Company's computer systems without prior management approval. Personal computers and other electronic devices (cell phones, pdas, etc.) may not be connected directly to the Company's computer systems without prior management approval.

Unauthorized duplication of software may subject users and/or the Company to both civil and criminal penalties under the United States Copyright Act. Employees may not give software to any outsiders including contractors, customers or others. Employees may use software on local area networks or on multiple machines only in accordance with applicable license agreements. Employees may not download software from the internet and install it on their computers. The Company reserves the right to audit any company computer to determine what software is installed on the local drive(s).

Violations of Policy

Any employee who discovers misuse of any of the Communication and Computer Systems or any violation of this policy should immediately contact the Human Resources Department. Violations of the Company's Communication and Computer Systems policy may result in disciplinary action up to and including discharge. The Company reserves the right to modify this policy at any time, with or without notice.

Social Media

The Company respects your right to maintain or post to a blog or website or social networking websites or services, such as X (formerly, Twitter), Facebook, Instagram, Threads, LinkedIn, YouTube, or similar sites or services (collectively referred to as “Blogs and Social Media”) while off duty. However, please remember that you are personally responsible for what you communicate in any medium or forum, including in Blogs and Social Media. The Company encourages you to keep in mind the speed and manner in which information posted on Blogs and Social Media can be relayed and possibly misunderstood. Also remember that what you publish might be read by many people throughout the world -- including your supervisors and colleagues at the Company, your clients, our competitors, and your future employers and social acquaintances – and available for a very long time.

If you engage in activity on Blogs and Social Media, you should be mindful that such activity, even if done off premises and while off-duty, could affect the Company’s legitimate business interests and the privacy interests of our customers. Consequently, such activity is a legitimate and proper focus of policy for the Company. This policy does not and cannot cover every possible activity on Blogs and Social Media. You must use your best judgment in deciding what and whether to post to Blogs and Social Media.

This policy applies to all employees, and it applies to activity on Blogs and Social Media that relates in any way to the Company’s business, employees, clients, customers or vendors, or that identifies an employee’s affiliation with the Company (other than as an incidental mention of place of employment in personal social media activity unrelated to the Company). This policy applies whether on or off duty, while using the Company’s or your personal electronic resources, and whether you post anonymously or using a pseudonym.

Any Company policies that apply to written communications or speech also apply to communications in Blogs and Social Media. You should review this Employee Handbook and applicable policies posted on the Intranet, including, but not limited to, the Company’s Code of Conduct and Ethics, the Communications Policy, the Communications Guidelines, the Employee IS Compliance Policy, and the Internet Access Policy.

Nothing contained within this policy is intended to interfere with employee rights under the National Labor Relations Act, including but not limited to employees’ right to discuss the terms and/or conditions of their employment, or other laws protecting lawful job related activities, nor would it be interpreted or applied so as to interfere with employee rights to self-organize, form, join, or assist

labor organizations, to bargain collectively through representatives of their choosing, or to engage in other concerted activities for the purpose of collective bargaining or other mutual aid or protection, or to refrain from engaging in such activities. If you post to Blogs and Social Media, you must adhere to the following specific rules:

- Social Media and Work. The Company recognizes that employees might work long hours and occasionally may desire to use social media for personal activities at the office or by means of the Company's computers, networks and other information technology resources and communications systems. Your use of Blogs and Social Media is generally prohibited during working time unless social media is part of your job responsibilities as set forth in the applicable job description or is specifically authorized. Your supervisor or other manager may permit occasional use only if such use complies with applicable law and the Company's policies and procedures (including these rules), and only if such use does not interfere with your work or productivity. If you are granted permission to use Blogs and Social Media for personal use during working time, your supervisor or other manager or any other authorized representative of the Company may withdraw that permission at any time and for any permissible reason.
- Comply with Law. Do not post any statements that are knowingly false, libelous, threatening, obscene, discriminatory or otherwise illegal, when commenting or posting anything about the Company, the Company's customers, clients, partners, competitors, suppliers, vendors, employees or other business associates. Please remember that any statement which is impermissible under the law or Company policies and rules when expressed in any other form or forum is still impermissible when expressed through Blogs and Social Media. However, this policy is not intended to restrict communications or actions protected or required by state or federal law including, but not limited to, the National Labor Relations Act.
- Confidential Information May Not Be Disclosed. All rules regarding confidential and proprietary business information apply in full to Blogs and Social Media. Any Company, client, partner or other confidential information that cannot be disclosed through a conversation, a note or an e-mail also cannot be disclosed in Blogs and Social Media. Employees should not do anything to jeopardize the trade secrets and confidential information belonging to the Company or its clients in any way.
- Use of Company Name. Employees are permitted to mention the Company's name in Blogs and Social Media. However, to preserve the Company's goodwill in the marketplace, the employee should make it clear that views posted do not represent or reflect the views of the Company, and that the employee is not speaking on behalf of the Company. Consider adding a disclaimer such as "the views in this posting are my personal views and not the Company's position." Finally, employees should know that posting anonymous posts can potentially be traced back to the original sender's email address and attributed to EXL, its affiliates, customers, clients, business partners, suppliers, vendors or other stakeholders.

- Endorsements of the Company. The Federal Trade Commission requires that endorsements be truthful and not deceptive. If an employee's activity on Blogs or Social Media endorses the Company's products or services (i.e., expresses opinions, beliefs, findings or experiences concerning the Company's products or services), the employee must disclose the employee's name and position with the Company. Unless the Company has approved any such endorsement in writing and in advance, the employee should specifically state, "The views expressed in this post are my own. They have not been reviewed or approved by my employer."
- Representing the Company in Social Media. If you are asked or wish to speak on behalf of the Company in Blogs and Social Media, in the same way that you would be required to seek authorization for any other type of public statement on behalf of the Company, you must seek approval for such communication from the Marketing Department. Securities laws and trade competition laws may apply, as well as other types of laws addressed above. Employees who regularly make statements on behalf of the Company in Blogs and Social Media may be required to undergo training and must be fully familiar with the rules in this document and other applicable policies.
- The Company Owns Log-ins to and Content on Blogs and Social Media Used for Business Purposes. As between employees and EXL, EXL owns any and all domain names, websites, log-in information, passwords, content, followers and contacts associated with any Blogs and Social Media sites owned, controlled or sponsored by EXL. Also, as between employees and EXL, EXL owns all log-in information and passwords used by employees to access, as well as all content posted by employees on, Blogs and Social Media used for business purposes. EXL owns all such information and content even if an employee opens the account or uses it, and regardless of whether the employee does so on personal or company equipment or time, and EXL will retain ownership of all such information and content regardless of whether the responsible employee remains employed or leaves employment with EXL. Pursuant to the intellectual property provisions in this handbook and agreements signed by employees, as well as other EXL policies and procedures, all information, passwords, content and other materials associated with Blogs and Social Media used by employees in connection with work for EXL are deemed "works for hire" owned by EXL and, if that does not operate by law, such materials are hereby assigned to EXL. This paragraph shall be deemed to apply world-wide. This paragraph also shall be interpreted to carry out its intent in the context of any new media or means of communication developed and used in the future by employees for business purposes.
- Intellectual Property of Others. Employees must avoid misappropriating or infringing the intellectual property (IP) of other companies and individuals, which can create liability for both the employees and the Company. This restriction includes, but is not limited to using,

publishing, copying or posting songs, photos and other content that belongs to others on Blogs and Social Media without a proper license or other authorization. Employees may not use the Company's logos or trademarks in a way that violates the law. The Company cannot and will not provide employees with legal advice about intellectual property laws unless the inquiry relates to the Company's own business interests.

- Comply with Terms of Use of All Sites You Visit. Do not expose yourself or the Company to legal risk by violating the applicable terms of use of any Blogs and Social Media. Review and comply with the terms of use of all Blogs and Social Media Sites that you visit or where you post. If you are using social media as part of your job duties, pay particular attention to terms relating to prohibitions or restrictions on use for advertising, marketing and promotions or other commercial purposes; requirements for licenses or other permissions allowing use by the site owner and other third parties of EXL's trademarks or other intellectual property; and privacy rights and responsibilities of the site owner and users.
- Social Media in Recruitment. For all recruitment methods, hiring managers are to rely only on objective criteria, which should be set forth in a job description before a search is initiated. EXL does not permit the use of social networking sites to verify candidate or employee information or qualifications. From time to time, a recruiter may use social networking websites to identify potential candidates who will later be screened based on their experience and qualifications. At no time does EXL permit any employee to request access to a candidate's personal social media accounts.
- Access to Accounts. Managers should avoid situations that may compromise their ability to lead or make objective management decisions or that might undermine the culture within the location(s). Employees may reject, without fear of retaliation, any request from any other employee, including a supervisor, which, if accepted, would permit access to a restricted social media page—such as a friend or connection request.

Failure to follow these policies and rules may result in disciplinary action, up to and including termination, and if appropriate, the Company will pursue all available legal remedies.

The Company will, in its discretion, review social media activity to the fullest extent permitted by applicable law. If you engage in social media activity anonymously or using a pseudonym, the Company will, in appropriate circumstances, take steps to determine your identity. The Company also may report suspected unlawful conduct to appropriate law enforcement authorities.

The Company prohibits taking adverse action against any employee for reporting a possible violation of this policy or for cooperating in an investigation. Any employee who retaliates against another employee for reporting a possible violation of this policy or for cooperating in an investigation will be subject to disciplinary action.

No Expectation of Privacy.

Finally, the Company reminds you that you should not use the Company's resources, equipment and communications systems for any matter that you desire to be kept private or confidential from the Company. Employees should have no expectation of privacy whatsoever in any message, files, data, document, facsimile, telephone conversation, Blog or Social media post, conversation or message, or any other kind of information or communications transmitted to, received or printed from, or stored or recorded on the Company's electronic information and communications systems. You are expressly advised that in order to prevent misuse, the Company reserves the right to monitor and review, without further notice, any one employee or all employees' activities using the Company's resources, equipment and communications systems, including but not limited to activities involving Blogs and Social Media, and you consent to such monitoring by your acknowledgment of this Employee Handbook as well as your use of the Company's resources and systems. Such monitoring might include, without limitation, the monitoring, accessing, recording, disclosing, inspecting, reviewing, retrieving and printing of transactions, messages, communications, postings, log-ins, recordings and other uses of the systems as well as keystroke capturing and other network monitoring technologies. The Company also may store copies of such data or communications for a period of time after they are created, or may delete such copies from time to time without notice. Employees with questions should review the applicable policies, guidelines and documents, including those referenced herein and/or consult with their manager or the Human Resources Department.

Use of Mobile Telephones and Related Devices

The Company is aware that many employees use mobile telephones, iPhones, blackberries, smart devices, and other wireless communication devices ("wireless communication devices") in carrying out their daily duties and responsibilities. The Company is also aware of the potential distractions that may arise when wireless communication devices are used by employees while operating a moving vehicle, such as a van, automobile or truck ("moving vehicle"). In keeping with its obligations under federal and state occupational health and safety laws, to maintain a safe and healthful workplace, and to minimize the safety risks for our employees, customers, passengers in moving vehicles, and the public at large, the Company has adopted the following policy with respect to the use by employees of wireless communication devices while operating a moving vehicle. This policy applies regardless of whether the employee is operating a company-owned vehicle, or the employee's own vehicle in the course of employment.

For purposes of this policy, "use" of a wireless communication device includes, without limitation, dialing, reading, checking, talking, conversing, texting, and/or emailing with the wireless communication device during working hours or for work-related purposes.

"Hands-free" devices, include any attachment, add-on or addition to a wireless communication device, whether or not permanently installed in the vehicle, that when used, allows the operator of the vehicle to maintain both hands (or prosthetic devices or aids in the case of a disabled person), on the applicable steering device of the vehicle (*e.g.*, dash-mounted devices, handsets).

Employees are required to familiarize themselves, and comply at all times, with the laws of the state/locality in which they work or are driving with respect to the use of wireless communication devices. No employee is to engage in the use of a wireless communication device while operating a motor vehicle while the vehicle is in motion, unless such wireless communication device is equipped and used with a hands-free device to the extent permitted by applicable law. (The only exception to this policy is where a phone call is made in a bona fide emergency, such as to call “911” or a similar emergency number (*e.g.*, to call an ambulance, fire department, etc.).)

Even with a hands-free device, wireless communication device use should be kept to a minimum, conversations should be as brief as possible, and employees should refrain from making unnecessary calls. Where possible and, again, even with a hands-free device, wireless communication device use should be conducted when the vehicle an employee is operating is not in motion. Texting and/or emailing while driving is prohibited at all times.

Employees using mobile phones should always remember not to discuss confidential business issues with others present who do not have a “need-to-know” such information, and that mobile phone “courtesy” should be practiced at all times (*i.e.*, when others are present, do not talk loudly or in an offensive manner).

Reimbursement for hands-free device purchases shall be handled in accordance with the Company’s normal expense reimbursement policies. Employees should consult their supervisor or the Human Resources Department for details. Questions regarding this policy should be directed by employees to the Human Resources Department.

Video/Audio Recording and Photographic Images

Employees are prohibited from making video or audio recordings, or taking photographic images of any confidential or proprietary business information, or in business-related meetings where such information may be discussed, unless an employee has such a legal right to do so (such as in connection with protected concerted activity under the National Labor Relations Act) These prohibitions also apply to the confidential and proprietary information of clients and at client facilities.

In some circumstances, the Company may grant written approval to an employee to record or photograph within the workplace where the recording would normally violate this policy. If approval is granted, such recordings or taking of photographic images must, whenever feasible, be done using a company-issued device. As a condition to the granting of approval, the Human Resources Department may require that written prior consent be obtained from any individuals proposed or reasonably anticipated to be recorded or photographed. Upon request by the Human Resources Department, any employee who makes a recording or takes a photographic image shall provide a copy to the Company. Any image or voice recordings which contain proprietary or sensitive information must be treated accordingly. All video or audio recordings, or photographic images must be taken in compliance with applicable law.

Use of Company Equipment

The Company provides any supplies, equipment, and materials necessary for you to perform your job. These items are to be used solely for the Company's purposes, except that the Company's email systems may be used for personal purposes during nonworking time only. Employees are expected to exercise care in the use of Company equipment and property and use such property only for authorized purposes. Loss, damages or theft of Company property should be reported at once. If the Company reasonably determines, in its discretion, that loss or damage of company property is due to the negligence of the employee, the Company can require the employee to cover the cost of replacing or repairing the equipment to the extent permitted by applicable law. Negligence in the care and use of Company property may be considered grounds for discipline, up to and including termination.

The Company's equipment, such as telephone, postage, facsimile and copier machine, is intended to be used for business purposes. An employee may only use this equipment for non-business purposes during nonworking time, or in an emergency and only with the permission of the employee's supervisor. Personal usage, in an emergency, of these or other equipment that results in a charge to the Company should be reported immediately to your supervisor or accounting so that a reimbursement can be made.

Internal Investigations and Searches

From time to time, EXL may conduct internal investigations pertaining to security, auditing or work-related matters. Employees are required to cooperate fully with and assist in these investigations if requested to do so, unless voluntary participation is requested. The Company encourages all employees keep matters related to the investigation confidential during the investigation to ensure an impartial investigation and avoid any actual or perceived influence of other witnesses.

Whenever necessary, in the Company's discretion, work areas (i.e., desks, file cabinets, etc.) and personal belongings (i.e., brief cases, handbags, etc.) may be subject to a search without notice, upon reasonable suspicion. Employees are required to cooperate. The Company also may require employees to agree to reasonable inspection of their personal property and/or person while on the job or the Company's premises. The Company will generally try to obtain an employee's consent before conducting a search of work areas or personal belongings, but may not always be able to do so. If a non-exempt employee is present during any search or inspection, the employee must report the time spent during the search or inspection as working time.

Reference Checks

All inquiries regarding a current or former employee must be referred to the Human Resources Department. Should an employee receive a written request for a reference, the employee should refer the request to the Human Resources Department for handling. No employee may issue a reference

letter on behalf of the Company to any current or former employee without the permission of the Human Resources Department.

For safety and security purposes, all telephone inquiries regarding any current or former employee of Company must be referred to the Human Resources Department.

In response to an outside request for information regarding a current or former employee, the Human Resources Department will furnish or verify only an employee's name, dates of employment, last job title held, and department. No other data or information regarding any current or former employee, or the individual's employment with the Company shall be disclosed, unless required by applicable law.

Separation of Employment

Employees of the Company are employed on an at-will basis. This means that employment may be terminated by either party at any time, with or without cause or notice, for any reason or no reason. Nothing in this policy is intended to limit or alter the at-will nature of your employment. Separation of employment within an organization can occur for several different reasons, including, but not limited to:

Resignation: Although we hope your employment with us will be a mutually rewarding experience, we understand that varying circumstances cause employees to voluntarily resign employment. It is requested that an employee wishing to resign provide the Company with written notice, two-weeks in advance of the resignation (exclusive of any vacation period). Your thoughtfulness will be appreciated. When an employee decides to leave for any reason, the employee's supervisor and the Human Resources Department would like the opportunity to discuss the resignation before final action is taken. The Company and the employee often find that a better alternative to resignation is available. If an employee provides less notice than requested, the employer may deem the individual to be ineligible for rehire depending on the circumstances regarding the notice given.

Job abandonment: Employees who fail to report to work or contact their supervisor for three (3) consecutive workdays shall be considered to have abandoned the job without notice, effective at the end of their normal shift on the third day, absent extenuating circumstances. The supervisor shall notify the Human Resource Department at the expiration of the third workday and initiate the paperwork to terminate the employee. Employees who are separated due to job abandonment are ineligible to receive accrued benefits and are ineligible for rehire, to the extent permitted by applicable law.

Termination: Employees of EXL are employed on an at-will basis, and the Company retains the right to terminate an employee at any time.

Separation Procedures

Return of Company Property: Prior to an employee's last day or as otherwise requested by the Company, the employee must return Company property, including, without limitation: Company security cards; picture identification cards; office keys; Company-issued credit cards; Company manuals or materials containing confidential or proprietary information; wireless communication devices; Company equipment, such as laptops; and any other Company-owned or issued property. Employees will be required to sign a certification of return of all Company property including but not limited to Company equipment and confidential or proprietary business information.

Exit Interview: The Company, in its discretion, may schedule an exit interview with a separating employee on the employee's last day of employment.

Benefits: Benefits (Medical, Dental and Vision) end on the last day of the month in which your last day of employment falls, unless the plan or policy documents states otherwise. Employees will be provided with information regarding COBRA and applicable state mini-COBRA laws via U.S. Mail, to the extent applicable.

Final Paycheck: The employee's final paycheck will be processed during the next normal pay period or as otherwise required by applicable law.

Retirement Plan and other Benefits: If an employee is participating in the 401K plan or receives any other benefits, information regarding such plans or benefits will be provided prior to the employee's last day of employment. 401K rollover forms can be found at www.401k.com and information regarding COBRA and applicable state mini-COBRA laws will be mailed to exiting employees by the Company's designated Third Party Administrator within the requisite timeframes.

Rehire

Former employees who left EXL in good standing and were classified as eligible for rehire may be considered for reemployment. An application must be submitted to the Human Resources Department, and the applicant must meet all minimum qualifications and requirements of the position, including any qualifying exam, when required. Supervisors must obtain approval from the Human Resource Department prior to rehiring a former employee. Rehired employees begin benefits just as any other new employee. Previous tenure will not be considered in calculating longevity, leave accruals or any other benefits, unless applicable law requires otherwise. An applicant or employee who is terminated for violating policy or who resigned in lieu of termination from employment due to a policy violation generally will be ineligible for rehire.

A Few Closing Words

This handbook is intended to give you a broad summary of things you should know about the Company. The information in this handbook is general in nature and, should questions arise, your supervisor and/or Human Resources manager should be consulted for complete details. While we

intend to continue the policies, rules and benefits described in this handbook, the Company may always modify the matters set forth in this handbook in its sole discretion. Employees are encouraged to go to our EXL intranet for information on the most updated/latest policies. In addition, please do not hesitate to speak to your supervisor and/or Human Resources manager if you have any questions about the Company or its personnel policies and practices.

ADDITIONAL DOCUMENTS

APPENDIX C: Workforce Sanctions Policy

Applies to all EXL Health employees, including its subcontractors and agents who are subject to this policy. This policy does not apply to EXL Healthcare's workforce members who exercise their rights to:

1. File a complaint with the Department of Health and Human Services (DHHS)
2. Testify, assist, or participate in an investigation, compliance review, proceeding, or hearing under Part C of Title XI
3. Oppose any act made unlawful by the HIPAA privacy and security rules; provided the individual has a good faith belief that the act opposed is unlawful, and the manner of the opposition is reasonable and does not involve a disclosure of PHI in violation of the HIPAA privacy and/or security rules. Disclosure is defined as the unauthorized release, transfer, provision of, access to, or divulging in any other manner of PHI outside the entity holding the information.
4. Disclose PHI as a whistleblower, provided that:
 - The workforce member believes in good faith that EXL Health has engaged in conduct that is unlawful or otherwise violates professional or clinical standards, or that the care, service, or conditions provided by EXL Health potentially endangers one or more patients, workers, or the public
 - The disclosure is to a health oversight agency or public health authority authorized by law to investigate or otherwise oversee the relevant conduct or condition of the covered entity or to an appropriate health care accreditation body for the purpose of reporting the allegation of failure to meet professional standards or misconduct by EXL Healthcare, or an attorney retained by or on behalf of the workforce member for the purpose of determining the legal options of the workforce member with regard to whistleblower activity
5. An employee who is a victim of a criminal act discloses PHI to a law enforcement official provided that the PHI is about a suspected perpetrator of the criminal act and that the disclosure is limited to permitted disclosures pursuant to EXL Healthcare's applicable policies and procedures.

EXL Health will apply appropriate sanctions against members of its workforce who fail to comply with the privacy and security policies, procedures, or practices of EXL Healthcare. The sanctions will vary depending on the severity of the violation, whether the violation was intentional or unintentional, whether the violation indicates a pattern or practice of improper access, use, or disclosure of PHI, and similar factors. Sanctions against EXL Health workforce members may include, but are not limited to, verbal counseling, written counseling, suspension, demotion, transfer, and termination of employment, contract penalties, and contract termination. The HIPAA rules and regulations establish both civil monetary penalties and criminal penalties for the misuse or misappropriation of PHI.

1. In collaboration with the Privacy and/or Security Officials(s), Human Resources will have the responsibility of reviewing and authorizing the appropriate sanctions for substantiated violations committed by members of EXL Healthcare's workforce.

- Whenever an individual discovers a breach of confidential patient information, that individual will report the finding to his/her manager. The manager, in conjunction with the Healthcare Compliance team, will undertake an investigation to determine the facts of the alleged disclosure. This data will be reported to the Human Resources Department.
 - The Human Resources Department, in conjunction with the appropriate parties from Operations and Healthcare Compliance, will recommend disciplinary and corrective action in accordance with this policy.
2. A workforce member who fails to adhere to EXL Health privacy and security policies, procedures and practices may be subject to sanctions as described below:
 - a. Level I—Inadvertent Occurrence. A Level I breach is one that does not result in the release of patient information. Examples of a Level I breach include failing to log off a computer or, leaving documents containing patient information on a desktop overnight. Level I sanctions can take the form of either a verbal or written warning and is combined with mandatory corrective education. Repeated Level I breaches may result in suspension or termination of employment.
 - b. Level II — Inadvertent Occurrence which may result in release of patient information. Examples of a Level II breach include inadvertently faxing or emailing PHI to the wrong party and failing to encrypt e-mails that contain PHI. Level II breaches will result in, at minimum, a documented verbal warning and may include written warnings or more severe disciplinary action, as appropriate for the severity of the breach. Repeated Level II breaches may result in suspension or termination of employment.
 - c. Level III—Intentional Occurrence without Malice. A Level III breach occurs when an EXL Health privacy or security policy has been intentionally violated but the act did not result in actual harm to the patient or personal gain for the employee. Examples of a Level III breach include intentionally accessing a patient's record without authorization or legitimate need or releasing patient information inappropriately. For such breaches, EXL Health may impose up to a 5-day suspension with or without pay. Repeated breaches may result in termination.
 - d. Level IV—Intentional Occurrence with Malice. A Level IV breach occurs when an employee inappropriately accesses patient information or otherwise violates an EXL Health privacy or security policy for personal gain or for the purpose of harming another person. An example of a Level IV breach is selling patient information. A Level IV breach may result in immediate termination of employment and may lead to civil and criminal penalties under the Health Insurance Portability and Accountability Act of 1996 and/or state laws.
 3. All sanctioning of workforce members will be documented and retained for a period of at least ten years from the date of its creation or the date when it was last in effect, whichever is later. Documentation will include, but is not limited to:
 - The name of the workforce member
 - The violation that has occurred
 - The date of the violation
 - The sanction authorized
 4. Sanctioning/disciplinary action taken against the workforce member may include notice of civil or criminal penalties, as applicable, for misuse or misappropriation of health information and that the

violation may result in notification to law enforcement officials and regulatory, accreditation and licensure Business Employees. Disciplinary actions will be aligned with the EXL geography specific Progressive Disciplinary Policy.

Related Policies:

- EXL Health Compliance Program
- Progressive Disciplinary Policy - Geography Specific
- Information Security and Privacy Incident Management Plan
- Information Security & Data Privacy Procedures
- Employee Handbook

Sanctions Form

This form will be used to document employee actions taken in compliance with the Sanctions Policy.

Sanctions Form

This form will be used to document employee actions taken in compliance with the Sanctions Policy.

Employee Name: Click here to enter text.	Date of Violation: Click here to enter a date.
Nature of Violation: Click here to enter text.	
Sanction Level: ☐ I ☐ II ☐ III ☐ IV	
Actions Taken: (check all that apply)	
☐ Verbal Warning ☐ Written Warning ☐ Retraining ☐ Other Disciplinary Action	
☐ Verbal Warning – please summarize key points:	
Click here to enter text.	
Click here to enter text.	

☐	Written Warning – please attach documentation.
☐	Retraining (REQUIRED) – please specify steps taken.
Click here to enter text.	
Click here to enter text.	
☐	Other Disciplinary Action – please specify.
Click here to enter text.	
Click here to enter text.	

Signatures:

Click here to enter text.	Click here to enter a date.
Employee	Date
Click here to enter text.	Click here to enter a date.
Manager	Date
Click here to enter text.	Click here to enter a date.
HR Representative	Date
Click here to enter text.	Click here to enter a date.
Privacy Officer or Designee	Date

Level I—Inadvertent incident. A Level I incident is one that does not result in the release of patient information. Examples of a Level I incident include failing to log off a computer or, leaving documents containing patient information on a desktop overnight. Level I sanctions can take the form of either a verbal or written warning and is combined with mandatory corrective education. Repeated Level I incidents may result in suspension or termination of employment.

Level II – Inadvertent Occurrence which may result in release of patient information. Examples of a Level II incident include inadvertently faxing or emailing PHI to the wrong party and failing to encrypt e-mails that contain PHI. Level II incidents will result in, at minimum, a documented verbal warning and may include written warnings or more severe disciplinary action, as appropriate for the severity of the incident. Repeated Level II incidents may result in suspension or termination of employment.

Level III—Intentional Occurrence without Malice. A Level III incident occurs when an EXL HEALTHCARE privacy or security policy has been intentionally violated but the act did not result in actual harm to the

patient or personal gain for the employee. Examples of a Level III incident include intentionally accessing a patient's record without authorization or legitimate need or releasing patient information inappropriately. For such incidents, EXL HEALTHCARE may impose up to a 5-day suspension with or without pay. Repeated incidents may result in termination.

Level IV—Intentional Occurrence with Malice. A Level IV incident occurs when an employee inappropriately accesses patient information or otherwise violates an EXL HEALTHCARE privacy or security policy for personal gain or for the purpose of harming another person. An example of a Level IV incident is selling patient information. A Level IV incident may result in immediate termination of employment and may lead to civil and criminal penalties under the Health Insurance Portability and Accountability Act of 1996 and/or state laws.

HITECH VIOLATIONS AND ASSOCIATED PENALTIES

The Health Information Technology for Economic and Clinical Health (HITECH) Act provides a tiered system for assessing the level of each HIPAA privacy violation and, therefore, its penalty:

Violation Category	Each Violation	All Such Violations of an Identical Provision in a Calendar Year
Did Not Know	\$100 –\$50,000	\$1,500,000
Reasonable Cause	\$1,000 – \$50,000	\$1,500,000
Willful Neglect - Corrected	\$10,000 – \$50,000	\$1,500,000
Willful Neglect – Not Corrected	\$50,000	\$1,500,000

In determining the penalty, the Department of Health and Human Services (HHS) will take into consideration the following:

- The nature and extent of the violation, consideration of which may include but is not limited to:
 - The number of individuals affected
 - The time period during which the violation occurred
- The nature and extent of the harm resulting from the violation, consideration of which may include but is not limited to:
 - Whether the violation caused physical harm
 - Whether the violation resulted in financial harm
 - Whether the violation resulted in harm to an individual's reputation
 - Whether the violation hindered an individual's ability to obtain healthcare

- The history of prior compliance with the administrative simplification provisions, including violations, by the covered entity or business associate, consideration of which may include but is not limited to:
 - Whether the current violation is the same or similar to previous indications of non-compliance
 - Whether, and to what extent, the covered entity or business associate has attempted to correct previous indications of noncompliance
 - How the covered entity or business associate has responded to technical assistance from the Secretary provided in the context of a compliance effort
 - How the covered entity or business associate has responded to prior complaints
- The financial condition of the covered entity or business associate, consideration of which may include but is not limited to:
 - Whether the covered entity or business associate had financial difficulties that affected its ability to comply
 - Whether the imposition of a civil monetary penalty would jeopardize the ability of the covered entity or business associate to continue to provide, or to pay for, healthcare
- The size of the covered entity or business associate

(Reference: HIPAA-16-2; 45 CFR §160.402 Basis for a Civil Money Penalty)

Your Employee Rights Under the Family and Medical Leave Act

What is FMLA leave?

The Family and Medical Leave Act (FMLA) is a federal law that provides eligible employees with **job-protected leave** for qualifying family and medical reasons. The U.S. Department of Labor's Wage and Hour Division (WHD) enforces the FMLA for most employees.

Eligible employees can take **up to 12 workweeks** of FMLA leave in a 12-month period for:

- The birth, adoption or foster placement of a child with you,
- Your serious mental or physical health condition that makes you unable to work,
- To care for your spouse, child or parent with a serious mental or physical health condition, and
- Certain qualifying reasons related to the foreign deployment of your spouse, child or parent who is a military servicemember.

An eligible employee who is the spouse, child, parent or next of kin of a covered servicemember with a serious injury or illness **may take up to 26 workweeks** of FMLA leave in a single 12-month period to care for the servicemember.

You have the right to use FMLA leave in **one block of time**. When it is medically necessary or otherwise permitted, you may take FMLA leave **intermittently in separate blocks of time, or on a reduced schedule** by working less hours each day or week. Read Fact Sheet #28M(c) for more information.

FMLA leave is **not paid leave**, but you may choose, or be required by your employer, to use any employer-provided paid leave if your employer's paid leave policy covers the reason for which you need FMLA leave.

Am I eligible to take FMLA leave?

You are an **eligible employee** if **all** of the following apply:

- You work for a covered employer,
- You have worked for your employer at least 12 months,
- You have at least 1,250 hours of service for your employer during the 12 months before your leave, and
- Your employer has at least 50 employees within 75 miles of your work location.

Airline flight crew employees have different "hours of service" requirements.

You work for a **covered employer** if **one** of the following applies:

- You work for a private employer that had at least 50 employees during at least 20 workweeks in the current or previous calendar year,
- You work for an elementary or public or private secondary school, or
- You work for a public agency, such as a local, state or federal government agency. Most federal employees are covered by Title II of the FMLA, administered by the Office of Personnel Management.

How do I request FMLA leave?

Generally, to request FMLA leave you **must**:

- Follow your employer's normal policies for requesting leave,
- Give notice at least 30 days before your need for FMLA leave, or
- If advance notice is not possible, give notice as soon as possible.

You **do not have to share a medical diagnosis** but must provide enough information to your employer so they can determine whether the leave qualifies for FMLA protection. You **must also inform your employer if FMLA leave was previously taken** or approved for the same reason when requesting additional leave.

Your **employer may request certification** from a health care provider to verify medical leave and may request certification of a qualifying exigency.

The FMLA does not affect any federal or state law prohibiting discrimination or supersede any state or local law or collective bargaining agreement that provides greater family or medical leave rights.

State employees may be subject to certain limitations in pursuit of direct lawsuits regarding leave for their own serious health conditions. Most federal and certain congressional employees are also covered by the law but are subject to the jurisdiction of the U.S. Office of Personnel Management or Congress.

What does my employer need to do?

If you are eligible for FMLA leave, your **employer must**:

- Allow you to take job-protected time off work for a qualifying reason,
- Continue your group health plan coverage while you are on leave on the same basis as if you had not taken leave, and
- Allow you to return to the same job, or a virtually identical job with the same pay, benefits and other working conditions, including shift and location, at the end of your leave.

Your **employer cannot interfere with your FMLA rights** or threaten or punish you for exercising your rights under the law. For example, your employer cannot retaliate against you for requesting FMLA leave or cooperating with a WHD investigation.

After becoming aware that your need for leave is for a reason that may qualify under the FMLA, your **employer must confirm whether you are eligible** or not eligible for FMLA leave. If your employer determines that you are eligible, your **employer must notify you in writing**:

- About your FMLA rights and responsibilities, and
- How much of your requested leave, if any, will be FMLA-protected leave.

Where can I find more information?

Call 1-866-487-9243 or visit [dol.gov/fmla](https://www.dol.gov/fmla) to learn more.

If you believe your rights under the FMLA have been violated, you may file a complaint with WHD or file a private lawsuit against your employer in court. **Scan the QR code to learn about our WHD complaint process.**



WAGE AND HOUR DIVISION
UNITED STATES DEPARTMENT OF LABOR

SCAN ME



EMPLOYEE HANDBOOK ACKNOWLEDGEMENT FORM

I UNDERSTAND AND ACKNOWLEDGE THAT THE EMPLOYEE HANDBOOK AND THE APPLICABLE STATE SUPPLEMENT FOR THE STATE IN WHICH I WORK (THE "HANDBOOK") DESCRIBE IMPORTANT INFORMATION ABOUT EXL'S POLICIES, PRACTICES, PROCEDURES AND BENEFITS. I SPECIFICALLY UNDERSTAND AND WILL ABIDE BY ALL THE POLICIES, PRACTICES AND PROCEDURES OUTLINED IN THIS HANDBOOK. I HEREBY ACKNOWLEDGE RECEIVING MY PERSONAL COPY OF EXL'S HANDBOOK, AND IT IS MY RESPONSIBILITY TO READ, UNDERSTAND, AND FOLLOW THE GUIDELINES IN THIS HANDBOOK. BY SIGNING THIS FORM, I ALSO ACKNOWLEDGE THAT I UNDERSTAND THE FOLLOWING:

- THIS HANDBOOK AND/OR ANY OTHER COMPANY GUIDELINES, POLICIES OR PRACTICES DO NOT CREATE AN EMPLOYMENT CONTRACT, BARGAIN OR AGREEMENT, OR CONFER ANY CONTRACTUAL RIGHTS WHATSOEVER. EXCEPT FOR THE POLICY OF AT-WILL EMPLOYMENT DESCRIBED BELOW, THE COMPANY HAS THE RIGHT, WITH OR WITHOUT NOTICE, TO MODIFY ITS INTERPRETATION OF AND/OR CHANGE ANY OF ITS GUIDELINES, POLICIES, PRACTICES, WORKING CONDITIONS OR BENEFITS AT ANY TIME. ALL SUCH CHANGES MUST BE IN WRITING, AND NO ORAL STATEMENTS OR REPRESENTATIONS CAN CHANGE THE PROVISIONS OF THE HANDBOOK.
- EMPLOYMENT WITH THE COMPANY IS AT-WILL AND MAY BE TERMINATED AT ANY TIME, WITH OR WITHOUT NOTICE, CAUSE OR REASON, BY THE EMPLOYEE OR THE COMPANY. NO REPRESENTATIVE OF THE COMPANY IS AUTHORIZED TO PROVIDE ANY EMPLOYEE OR EMPLOYEES WITH AN EMPLOYMENT CONTRACT OR SPECIAL ARRANGEMENT CONCERNING TERMS OR CONDITIONS OF EMPLOYMENT UNLESS THE CONTRACT OR AGREEMENT IS IN WRITING AND SIGNED BY CHIEF EXECUTIVE OFFICER.
- THE COMPANY HAS PROVIDED ME VARIOUS ALTERNATIVE CHANNELS, INCLUDING ANONYMOUS AND CONFIDENTIAL CHANNELS, TO RAISE CONCERNS OF VIOLATIONS OF THIS HANDBOOK AND COMPANY POLICIES AND ENCOURAGES ME TO DO SO PROMPTLY SO THAT THE COMPANY MAY EFFECTIVELY ADDRESS SUCH SITUATIONS, AND I UNDERSTAND THAT NOTHING HEREIN INTERFERES WITH ANY RIGHT TO REPORT CONCERNS, MAKE LAWFUL DISCLOSURES, OR COMMUNICATE WITH ANY GOVERNMENTAL AUTHORITY REGARDING POTENTIAL VIOLATIONS OF LAWS OR REGULATIONS.
- I HAVE BEEN GIVEN THE OPPORTUNITY TO ASK ANY QUESTIONS CONCERNING THIS ACKNOWLEDGEMENT, AND TO THE EXTENT THAT I HAVE ASKED ANY QUESTIONS, THOSE QUESTIONS HAVE BEEN ANSWERED. I FULLY UNDERSTAND MY RESPONSIBILITIES AND THE PURPOSE AND EFFECT OF THIS ACKNOWLEDGEMENT. I UNDERSTAND THAT THE ORIGINAL OF THIS ACKNOWLEDGEMENT THAT I HAVE SIGNED WILL BE PLACED IN MY PERSONNEL FILE.
- IN THE EVENT THAT I HAVE ENTERED OR WILL ENTER INTO AN AUTHORIZED, EXPRESS, WRITTEN CONTRACT OF EMPLOYMENT WITH THE COMPANY WHICH IS INCONSISTENT WITH ANY POLICY SET FORTH IN THE HANDBOOK; THE PROVISIONS OF THE WRITTEN CONTRACT SHALL SUPERSEDE ANY INCONSISTENT POLICIES OF THIS HANDBOOK.
- NOTHING IN THIS HANDBOOK OR IN ANY OTHER DOCUMENT OR POLICY IS INTENDED TO PROHIBIT ME FROM REPORTING CONCERNS TO, FILING A CHARGE OR COMPLAINT WITH, MAKING LAWFUL DISCLOSURES TO, PROVIDING DOCUMENTS OR OTHER INFORMATION TO OR PARTICIPATING IN AN INVESTIGATION OR HEARING

CONDUCTED BY THE EQUAL EMPLOYMENT OPPORTUNITY COMMISSION (“EEOC”), NATIONAL LABOR RELATIONS BOARD (“NLRB”), SECURITIES AND EXCHANGE COMMISSION (“SEC”) OR ANY OTHER FEDERAL, STATE OR LOCAL AGENCY CHARGED WITH THE ENFORCEMENT OF ANY LAWS.

- **NOTHING ABOUT THE POLICIES AND PROCEDURES SET FORTH IN THIS HANDBOOK SHOULD BE CONSTRUED TO INTERFERE WITH ANY EMPLOYEE RIGHTS PROVIDED UNDER STATE OR FEDERAL LAW, INCLUDING SECTION 7 OF THE NATIONAL LABOR RELATIONS ACT , WHICH PROTECTS THE RIGHT TO COMMUNICATE WITH OTHERS CONCERNING WAGES, HOURS, BENEFITS, AND OTHER TERMS OR CONDITIONS OF EMPLOYMENT; TO SELF-ORGANIZE, FORM, JOIN OR ASSIST LABOR ORGANIZATIONS; TO BARGAIN COLLECTIVELY THROUGH REPRESENTATIVES OF THE EMPLOYEES’ CHOOSING; TO ENGAGE IN OTHER CONCERTED ACTIVITIES FOR THE PURPOSE OF COLLECTIVE BARGAINING OR OTHER MUTUAL AID OR PROTECTION; OR TO REFRAIN FROM ENGAGING IN SUCH ACTIVITIES.**
- **I HAVE RECEIVED, READ, AND UNDERSTAND THE COMPANY’S EQUAL EMPLOYMENT OPPORTUNITY (“EEO”) AND ANTI-HARASSMENT POLICIES AND ANY ADDITIONAL POLICIES PROHIBITING DISCRIMINATION, HARASSMENT, AND SEXUAL HARASSMENT IN THE SUPPLEMENT FOR THE STATE IN WHICH I WORK. I AGREE TO COMPLY WITH THESE POLICIES.**
- **I UNDERSTAND THAT IF I FEEL I HAVE BEEN SUBJECT TO DISCRIMINATION, HARASSMENT, SEXUAL HARASSMENT OR RETALIATION FOR CONDUCT THAT MAY VIOLATE THE COMPANY’S EEO AND ANTI-HARASSMENT POLICY, OR ANY ADDITIONAL POLICIES ON ANTI-DISCRIMINATION, HARASSMENT, SEXUAL HARASSMENT, OR RETALIATION IN THE STATE SUPPLEMENT FOR THE STATE IN WHICH I WORK, OR IF I AM AWARE OF SUCH CONDUCT, I SHOULD IMMEDIATELY REPORT THE MATTER TO AS SET FORTH IN THE ANTI-HARASSMENT POLICY.**
- **I ACKNOWLEDGE THAT, IF I AM NON-EXEMPT EMPLOYEE, I WAS “ON-THE-CLOCK” (I.E. I RECORDED MY TIME OR MADE SURE I WAS CLOCKED IN) WHEN REVIEWING THE EMPLOYEE HANDBOOK**

EMPLOYEE’S NAME (printed): _____

EMPLOYEE’S SIGNATURE: _____

DATE: _____

Version History

New Ver. No	Old Ver. No	Effective Date of the Change	Approved By	Description of Changes/Revision
1.0	NA	Nov 10, 2022	US HR & Legal	New Handbook Document
1.1	1.0	March 15, 2024	US HR Cesar Salas – VP HR & Legal	Document Reviewed – Sanctions Form Added
2.0	1.1	January 21, 2025	US HR Cesar Salas VP HR	Document Reviewed - Carryover of Sick and Safe Leave updated
2.1	2.0	May 19, 2026	US HR Cesar Salas VP HR	Document Reviewed – No change