



WEWORK INDIA MANAGEMENT LIMITED

(Formerly known as WeWork India Management Private Limited)

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Code of Conduct for Board of Directors and Senior Management Personnel

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CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

1 INTRODUCTION:

The matters covered in this code of conduct for board of directors and senior management personnel (“**Code**”) are of the utmost importance to **WeWork India Management Limited** (“**Company**”), its shareholders and stakeholders and are essential so that it can conduct business in accordance with legal and ethical values to which the Company is strongly committed.

Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the board of directors of a listed entity is required to lay down a code of conduct for all members of board of directors and senior management of the listed entity.

In compliance with the SEBI Listing Regulations, the board of directors of the Company (“**Board**”) has laid down this Code for the Board and the senior management personnel of the Company (i.e. officers / personnel of the Company who are members of its core management team excluding the Board and normally this shall comprise all members of management one level below the chief executive officer / managing director / whole time director/manager (including chief executive officer / manager, in case they are not part of the board) and shall specifically include company secretary, chief financial officer and functional heads, by whatever name called. (“**Senior Management Personnel**”). This Code enables the Company to publicly state to its external stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business. The rules and principles set forth in this Code are general in nature and the compliance with this Code shall be ensured read with other applicable policies and procedures of the Company.

2 APPLICABILITY OF THE CODE:

This Code applies to Board and the Senior Management Personnel.

3 CODE OF CONDUCT

The Board and Senior Management Personnel of the Company should:

- (a) act in accordance with the articles of the Company.
- (b) act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment.
- (c) demonstrate the highest standards of integrity, business ethics, and corporate governance;
- (d) perform their roles with competence, diligence, in good faith and in the best interests of the Company;
- (e) not assign one’s office and any assignment so made shall be void;
- (f) provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should point the Company's management in the 'right' direction based on their experience and judgement;

- (g) give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements;
- (h) not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or brings discredit to the Company. Any situation that creates or may create a conflict of interest between personal interests and that of the Company and its stakeholders' interests must be avoided at all costs;
- (i) follow all the guidelines put forth in the policy for prevention of insider trading;
- (j) not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company;
- (k) not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to his/her relatives, partners, or associates;
- (l) act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment.

4 NON-EXECUTIVE DIRECTORS OF THE COMPANY SHALL:

- a) Always act in the interest of the Company and ensure that any other business or personal association which they may have does not involve any conflict of interest with the operations of the Company and their role therein.
- b) Comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities.
- c) Safeguard the confidentiality of all information received by them by virtue of their position.

5 CODE FOR INDEPENDENT DIRECTORS

This Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators, and companies in the institution of Independent Directors.

6 GUIDELINES OF PROFESSIONAL CONDUCT:

Independent Directors shall:

- a) uphold ethical standards of integrity and probity
- b) act objectively and constructively while exercising their duties;
- c) exercise their responsibilities in a bona fide manner in the interest of the company;
- d) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- e) not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting

from the collective judgment of the Board in its decision making;

- f) not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person
- g) refrain from any action that would lead to loss of their independence;
- h) where circumstances arise, which make an independent director lose her/his independence, the independent director must immediately inform the Board accordingly;
- i) assist the company in implementing the best corporate governance practices.

7 ROLE AND FUNCTIONS OF INDEPENDENT DIRECTORS:

- i. The Independent Directors shall:
- ii. help in bringing an independent judgment to bear on the Board's deliberations, especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- iii. bring an objective view in the evaluation of the performance of board and management;
- iv. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- v. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- vi. safeguard the interests of all stakeholders, particularly the minority shareholders;
- vii. balance the conflicting interest of the stakeholders;
- viii. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- ix. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

8 DUTIES OF INDEPENDENT DIRECTORS:

The independent directors shall:

- (a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- (c) strive to attend all meetings of the Board and of the committees of the Board, which the independent director(s) is a member of;
- (d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (e) strive to attend the general meetings of the Company;
- (f) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the meeting of Board;
- (g) keep themselves well informed about the Company and the external environment in which it operates;

- (h) not to unfairly obstruct the functioning of an otherwise proper Board or committees of the Board;
- (i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- (j) ascertain and ensure that the Company has an adequate and functional Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (k) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any;
- (l) acting within his / her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- (m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

8 ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE:

As per Regulation 26(3) of the SEBI Listing Regulations, all members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis. Any waiver of any provision of this Code for a member of the Company's Board of Directors or a member of the Senior Management must be approved in writing by the Board of Directors of the Company.

9 AMENDMENTS IN THE CODE:

The Board of Directors may, for the purpose of aligning this Code with the regulatory changes, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the code entirely with a new code.
