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Risk Management Policy

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INTRODUCTION

WeWork India Management Limited (Herein after referred to as "WeWork" or "Company") is engaged in the business of leasing out office spaces. The business activities of the Company is exposed to various internal and external risks.

Risk management is an integral component of good corporate governance and is fundamental for achievement of company's strategic and operational objectives. It facilitates improved decision-making, identifies opportunities, and helps business tackle/ mitigate risk events that may impact stakeholder value (shareholders, employees, and other stakeholders).

The Company recognizes the contribution of effective and efficient risk assessment, views risk management as an integral part to its objective of creating and maintaining business continuity, shareholder value and successful execution of its strategies and considers risk management as a continuous process.

To ensure a consistent, efficient, and effective assessment of risks, WeWork has laid down a Risk Management policy (*hereafter referred to as* "Policy") that provides guidelines for implementation and management of its Enterprise Risk Management (*hereafter referred to as* "ERM") framework. The policy supports the Company's endeavor to design, implement, monitor, review, and continually improve its risk management program.

This policy provides an overview of the Company's Risk Governance structure and illustrates the roles and responsibilities of various responsible stakeholders within it. It majorly covers the following elements:

- Policy Objectives
- Risk Governance Structure
- Enterprise Risk Management Roles and Responsibilities

The Risk Management policy shall be read with the Enterprise Risk Management Manual, which lists down the detailed risk management process to be followed to identify potential risks and ensure timely addressal/ response. The detailed guidance on the risk management process can be referred to in the ERM Manual.

1. Purpose

The purpose of this policy is to define the requirements for a sound Enterprise Risk Management Framework. This policy sets out the objectives and accountabilities for risk management within the Company such that it is consistent and effective, to drive thereupon and improve the Company's risk management capabilities in a dynamic business environment.

2. Scope

This policy shall apply consistently across all levels of the Company, covering all operations.

3. Objectives

The Risk Management Policy provides a structured and disciplined approach to the ERM process and facilitates informed decision-making on risks, with specific objectives mentioned below:

- Mandate an ERM Framework and the process for early identification, assessment, risk response, monitoring, and reporting on risks arising out of internal as well as external factors.
- Establish a structured program that engages stakeholders across the Company to identify, prioritize and respond to risks and opportunities
- Ensures appropriate ownership and accountability by providing clarity on the roles and responsibilities in relation to risk management
- Facilitate identification and assessment of risks that may impact the business continuity of the Company and define its response plans for such risks
- Facilitate identification and assessment of risks associated with significant capex and investment decisions as per the risk appetite of the Company
- Ensures monitoring and reporting on status of Key Risks to the Risk Management Committee and the Board of Directors
- Facilitate compliance with the applicable regulatory requirements related to risk management and reporting

4. ERM Policy Statement

The Company is committed to establishing a robust mechanism for proactive risk monitoring and to foster a risk aware culture thus enabling informed decision making. To fulfill its commitment the Company shall:

- Encourage and strengthen the accountabilities, ownership, and responsibilities with respect to risk management across all levels and activities of the Company
- Align and integrate varying views on risk management to ensure a uniform understanding of the risk management framework across the Company
- Aim to identify, monitor, and respond timely to manage or treat risks that may impact Company's strategic objectives or continuity of operations

- Undertake endeavors to create and instill a risk aware culture across the Company, through continuous trainings and communications on risk management
- Inculcate risk appropriate culture within the Company by integrating Risk Management as a key responsibility area for employees and the compliance to risk management policy and manual as a KPI for the respective roles in the Company

5. ERM Governance Structure

The responsibility for risk management is shared across the Company. The company has established three pillars of risk management responsibilities in its Governance structure.

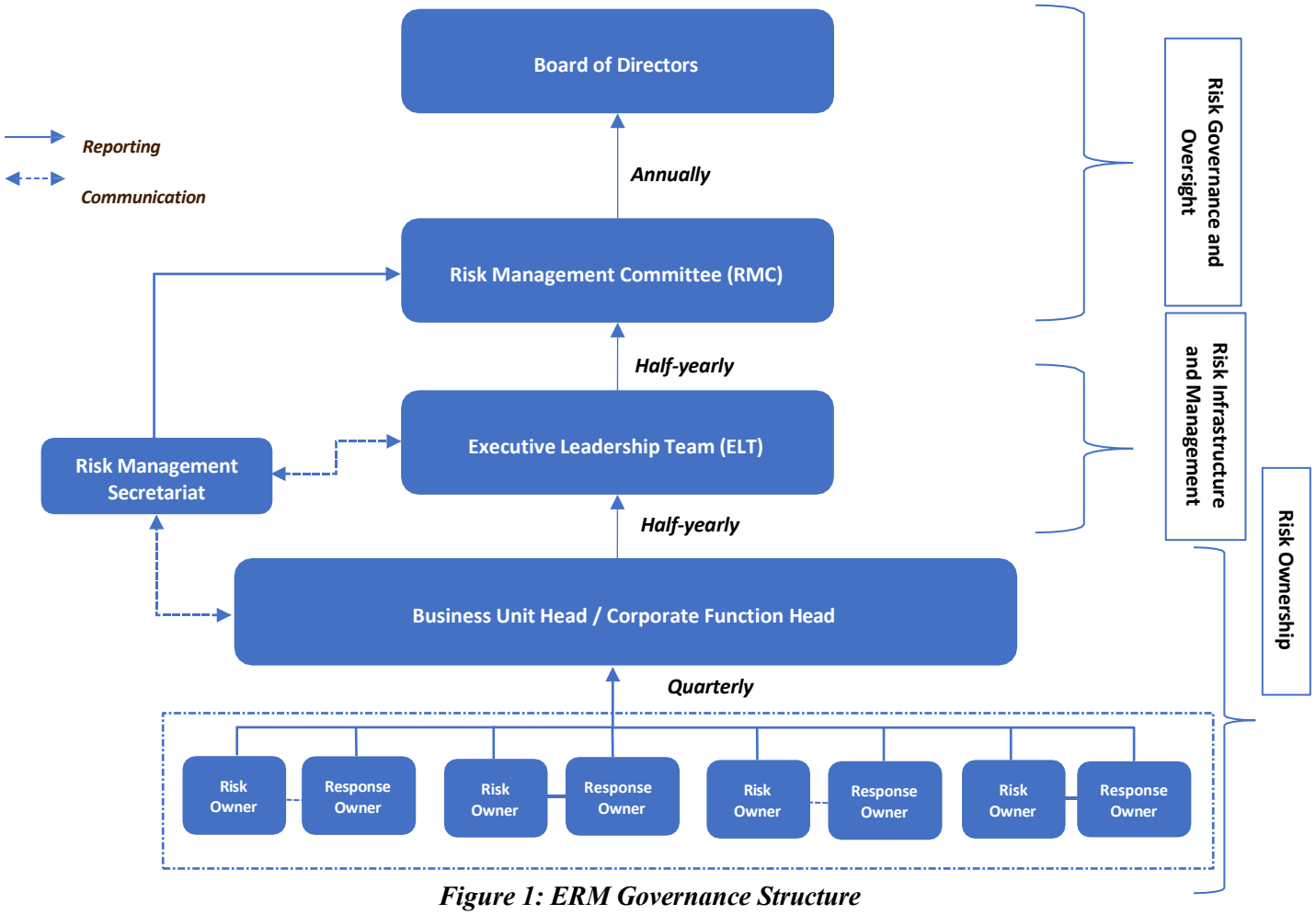

Figure 1: ERM Governance Structure

6. ERM Roles and Responsibilities

6.1 Risk Governance and Oversight

The Risk Governance and Oversight function comprises the Board and the Risk Management Committee, who will play a pivotal role in framing the ERM Policy and guidelines for the organization. The roles and responsibilities for teams constituting the Risk Governance and Oversight function as per the risk governance structure are as elaborated below:

6.1.1 Board of Directors

The Board is committed to the objectives of Enterprise Risk Management and its engagement in the risk oversight function to strengthen the management of organizational risk exposures in achieving the Company's strategic objectives. The Board plays a critical role in facilitating an enterprise-wide approach to risk management. It accomplishes this by setting the tone and culture towards effective risk management, affixing enterprise risk appetite, formulating high level objectives, strategy setting, and approving broad-based resource allocation for this purpose.

The Board will meet **Annually** to review the Key Risks faced by the Company. The Board will review the Company's portfolio of risk and determine if it is well within the Company's appetite for risks.

The roles and responsibilities of the Board with respect to ERM are broadly classified as follows:

- Approve the ERM Policy and Manual document
- Periodically review and approve the Company's risk profile and risk appetite
- Evaluate the effectiveness of risk management procedures annually, covering Key Risks and associated mitigation plans
- Review risks associated with investment or project decisions and define a threshold for risk assessment for investments basis appetite
- Review and approve risk disclosures to external stakeholders in adherence to regulatory requirements

6.1.2 Risk Management Committee

The Risk Management Committee (*hereafter referred to as* "RMC" *or* "Committee") shall be entrusted with the responsibility to assist the Board in framing the ERM policy, guiding implementation, monitoring, and reviewing the effectiveness of ERM Policy and Manual. The RMC and its meetings will be the forum to discuss and manage Key Risks on a **half-yearly** basis. The composition, quorum, frequency of these meetings has been defined in the Risk Management Committee Terms of Reference. For roles & responsibilities of RMC please refer Terms of Reference (TOR) of the RMC.

6.2 Risk Infrastructure and Management

The Risk Infrastructure and Management function comprises the Executive Leadership Team and the Risk Management Secretariat, who shall support risk governance and oversight function and play a pivotal role in implementation of ERM framework in the company. The roles and responsibilities for teams constituting the risk infrastructure function as per the risk governance structure are as elaborated below.

6.2.1 Executive Leadership Team

The Executive Leadership Team shall support the RMC of the Board to focus on ERM Governance and its implementation in the Company. This team has the primary responsibility of implementing the Risk Management Policy of the Company and achieving its stated objectives of developing a risk aware and intelligent culture that supports strategic decision making and helps improve company performance.

Composition

The Executive Leadership Team shall comprise the company's senior management and headed by Company's CEO

Meetings

The Executive Leadership Team shall meet on a **half-yearly basis** or more frequently as required by the RMC or specific circumstances and carry out its roles and responsibilities.

Roles & Responsibilities

The roles and responsibilities of the Executive Leadership Team are as follows:

- Set directions for risk management activities
- Provide support and advise on the implementation of risk management and related matters across the business
- Approve and convey in consultation with senior leadership; strategies, procedures, and guidelines, that embed risk assessment and response to risk considerations into (i) planning processes, (ii) strategy development and execution and (iii) capital authorization requests, if required
- Review risks associated with proposed capital investments prior to investment decisions
- Coordinate with the Risk Management Secretariat, Business Unit / Corporate Function Heads, Risk Owners and all the other stakeholders, to set the limits and controls on risk appetite
- Review existing risk management process and documentation and deliberate on the establishment, operations, and continuous improvement of the risk management structure
- Review the status of Key Risks and report the progress to the RMC **half-yearly**

- Support management in identifying trends and emerging risks; assist in identifying and assessing risks for new business initiatives, and in evaluating strategic alternatives
- Receive the consolidated enterprise risk repository and evaluate the appropriateness of countermeasures and mitigation plans for the Key Risk(s)
- The Executive Leadership Team may also be required to act as a crisis management committee, as and when required, to effectively assess, respond and recover from any crisis scenarios and for this purpose, the Executive Leadership Team may include additional members who possess requisite skills required in the relevant crisis situations/ events
- Provide overall guidance related to the Risk Management processes across the Company
- Review the need for additional Risk Management related activities across the Company and assign responsibilities
- Carry out any other activities as may be required or deemed necessary with respect to risk management or as guided by the Risk Management Committee/ Board

6.2.2 Risk Management Secretariat

The Risk Management Secretariat shall be responsible for overseeing the implementation of the risk management policy. A designated Risk coordinator will coordinate the activities of the Risk Management Secretariat. The Risk Management Secretariat will be responsible for following:

- Provide support and consultancy role, including facilitate and advise on the implementation of risk management and related matters across business units and corporate functions
- Follow up with Risk owners for the timely updation of risks in the tool
- Work closely with Executive Leadership Team and RMC and provide their feedback to risk owners

6.3 Risk Ownership

The Risk Ownership function comprises the Risk Owners, Response Owners, and Business Unit / Corporate Function Heads, who shall be responsible for performing risk management activities in the company. The roles and responsibilities for teams constituting the risk Ownership function as per the risk governance structure are as elaborated below:

6.3.1 Business Unit Heads / Corporate Function Heads

Business Unit / Corporate Function Heads shall be responsible for communicating on the status of risk management activities for their respective BU / function, **half-yearly** to the Executive Leadership Team.

The roles and responsibilities of the Business Unit / Corporate Function Heads are as follows:

- Assist the Executive Leadership Team in fulfilling the risk management responsibilities for their respective BU / function
- Work with the BU / function teams to ensure adherence and conformity to risk management policy, manual. Identify and monitor risks for their respective BU / function
- Consolidate and share the risk repository for their respective BU / function with the Executive Leadership Team, in consultation with Risk owners
- Identify new and emerging risks for the BU / function
- Review the progress, timelines, and appropriateness of the mitigation plans on an ongoing basis
- Monitor the Key Risk Indicators for Key Risks at the BU / function level on a continuous basis
- Communicate risks, progress on risk assessment and mitigation plans to the Risk Management Secretariat
- Escalate challenges, concerns or any unforeseen developments pertaining to existing or emerging risk(s) to the Executive Leadership Team

6.3.2 Risk Owners

The roles and responsibilities of the Risk Owners are as follows:

- Responsible for identifying risks and developing the respective mitigation plans within their functions / departments and communicating to BU / function Head quarterly
- Perform ongoing assessment of the risk scenarios, contributing factors, risk impact, likelihood, mitigation plans, KRIs
- Regularly review and monitor the progress and status of the risk(s) in their respective functions/departments
- Identify emerging risks, if any, in their functions/departments and communicate them on timely basis
- Development of key risk indicators (KRIs) that are mapped to various risks to determine occurrence of any risk scenario or event and proactively implement risk mitigation measures
- Consult with the respective BU / function Heads for finalization of risks
- Escalate challenges, concerns or any unforeseen developments pertaining to existing or emerging risk(s) to BU / function Heads
- Align on the responsibility and timelines for the mitigation plans with the Response Owners and respective BU / function Heads

6.3.3 Response Owners

Response Owners shall be appointed to monitor existing controls and develop mitigation plans in consultation with Risk Owners. The responsibilities of the Response Owners are as follows:

- Actively participate in the design and documentation of the mitigation plans with Risk Owners
- Implement the mitigation plans assigned to them
- Update the risk owners on the implementation status of the mitigation plans
- Support risk owners in residual risk assessment

7 ERM Process and Framework Overview

To effectively manage uncertainty, respond to risks and exploit opportunities as they arise, the Company has implemented an ERM Framework which involves the following steps: -

- **Scope, Context and Criteria for risk process**: To manage risk management process effectively, it is important to define the scope of the risk management process and understand the internal and external context within WeWork's risk appetite.
- **Risk Assessment:** As a part of comprehensive risk management, the Company needs to identify and assess risks that may affect its ability to achieve its strategy, and business objectives. Risk assessment is the overall process that includes risk identification, risk analysis and risk evaluation.
    a. **Risk Identification:** The aim of this step is to generate a comprehensive list of risks based on events that may help (in the case of opportunities) or impact the achievement of business objectives. Risk identification may be undertaken through workshops and discussions among other activities.
    b. **Risk Analysis:** Risk Analysis involves identification of sources of risk, areas of impact events (including emerging trends) and their causes, and potential consequences on the achievement of business objectives. The purpose of risk analysis is to comprehend the nature of risk and its characteristics including contributing factors, impact, likelihood, velocity, controls, and their effectiveness.
    c. **Risk Evaluation and Prioritization:** Risk evaluation involves comparing the results of the risk analysis (impact, likelihood, velocity) with the established risk criteria to determine where additional action is required considering effectiveness of existing controls. This would enable prioritization of risks, basis criticality, and help decide on the appropriate risk management strategy. Prioritization involves ranking the risks based on associated residual risk rating to identify key residual risks.
- **Risk Treatment:** Risk Treatment refers to mitigation plans developed towards reducing the probability of occurrence or the impact of risk event. Once the company has developed an understanding of its risk profile, it needs to determine if mitigation plans are required, especially in case of Key Risks.

- **Risk Monitoring and Review:** Risk Monitoring and Review involves defining definite review forums and frequency for monitoring the status of risks to track them periodically. An important aspect of risk monitoring involves identifying and monitoring indicators or signals to sense occurrence of risk, known as "Key Risk Indicators" (*KRIs*). Frequency of reviews is defined to ensure that Key Risks at the Company level are reviewed, together with review of progress of mitigation plans.
- **Risk Reporting:** Risk reporting ensures that relevant risk information is available across all levels of the Company in a timely manner to provide the necessary basis for risk-informed decision-making. Annual updates are provided to the Board on status of Key Risks and associated mitigation plans.

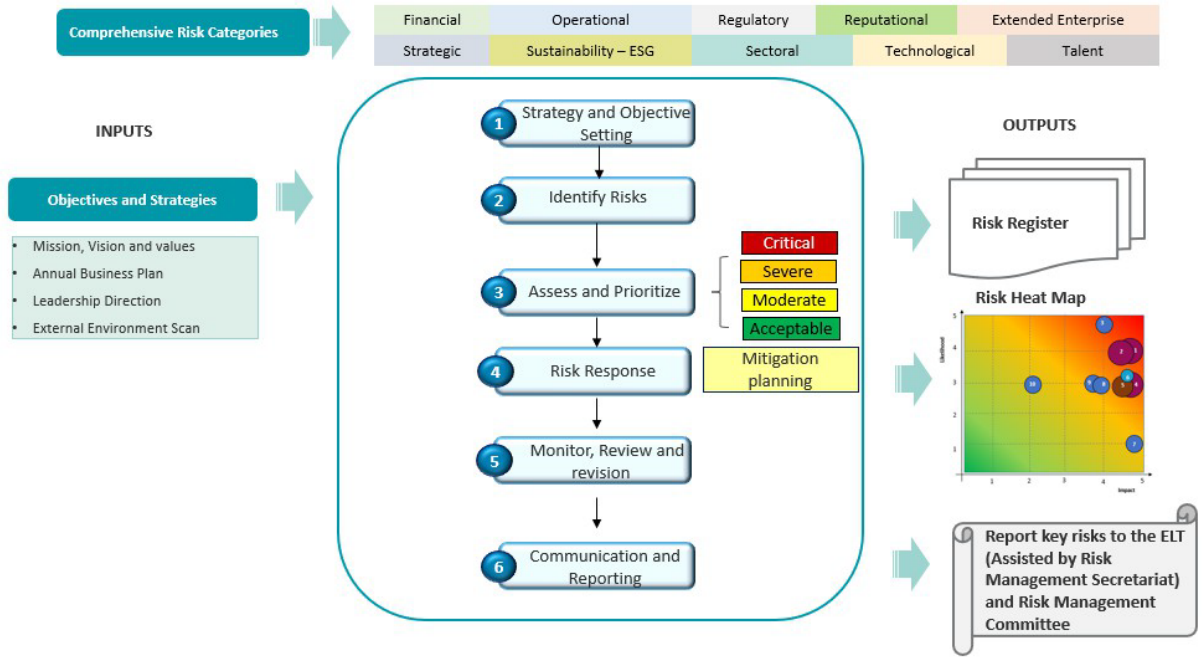

Figure 2: ERM Process

The ERM process includes actions that the Company takes to sense, evaluate, monitor, and respond to internal and external risks. The detailed guidance to risk management process can be found in the ERM Manual.

The activities as defined in the above in the policy/ process are summarized along with the frequency and responsibilities as follows:

Role	Frequency	Responsibility
Board of Directors	Annually	• **Approve the ERM Policy and Manual document.** • **Review and approve the Company's risk** profile and risk appetite
Risk Management Committee	Annually	• Advise the Board on the **effectiveness of the risk management systems**
	Half-yearly	• Review **risk management policy and manual** of the company • Review **risks associated with key investment or project decisions** • Monitor and review **implementation of the risk management procedures**
Executive Leadership Team	Half-yearly	• Provide support and advise on the **implementation of risk management and related matters across the business** • Review **existing risk management process and documentation** • Review the **status of Key Risks and report the progress to the RMC**
Functional Heads/BU Heads/ Heads	Half-yearly	• **Report Key Risks**, progress on risks assessment and mitigation plans of the unit to Executive Leadership Team • **Identification of new and emerging risks** for the BU / function • **Review the progress of the mitigation plans** half-yearly • **Monitoring Key Risk Indicators** for Key Risks at the unit level on a continuous basis
Risk Owners	Quarterly	• **Review and monitor the progress and status of the risk(s)** in their respective functions / departments • **Identify emerging risks,** if any, in their functions / departments and **communicate them** on timely basis
Response Owners	Quarterly	• **Design** and **documentation** of the **mitigation plans** • **Report** on **implementation** and **effectiveness** of mitigation plans

Table 1: Risk Reporting Calendar

8 Communication

This Policy shall be communicated to all key corporate functions, business units and stakeholders involved in the risk management process of the Company.

9 Review

This Policy shall be reviewed at least once in every two years to ensure that it is aligned with the changes in the business environment and regulatory requirements related to risk management and reporting. Any changes to the Policy shall be approved by the Board of Directors.

10 Regulatory and Disclosure Requirements

The Companies Act 2013, and SEBI LODR (hereafter referred to as "Listing Regulations"), 2015 and as amended from time to time, have incorporated various provisions in relation to Risk Management Policy.

SEBI LODR Regulations 2015

In the event of decision of WeWork getting listed in the Indian stock exchanges, it is required to comply by the standards laid down by the regulator, Securities and Exchange Board of India (SEBI). Following are the key requirements relating to risk management that are applicable to the Company;

A. The Board of Directors shall have the following responsibilities with respect to risk management including:
   - Review the Risk Policy **[Regulation 4 (2) (f) (ii) (1)]**
   - Ensure integrity of the Risk Management systems **[Regulation 4 (2) (f) (ii) (7)]**
   - The Board of Directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus. **[Regulation 4 (2) (f) (iii) (10)]**

B. The listed entity shall lay down procedures to inform members of Board of Directors about risk assessment and minimization procedures. **[Regulation 17 (9) (a)]**

C. The Board of Directors shall be responsible for framing, implementing and monitoring the risk management plan for the listed entity. **[Regulation 17 (9) (b)]**

D. Risk Management Committee **(RMC) [Regulation 21]**

- **RMC shall have minimum three members** majority of them being Board of Directors and **at least one independent director.** The **Chairperson of the RMC** shall be a member of the board of directors and senior executives of the listed entity may be members of the Committee **[Regulation 21 (2)];**
- The Risk Management Committee shall meet at least twice in a year **[Regulation 21, (3A)];**
- The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the committee, whichever is higher, including at least one member of the board of directors in attendance **[Regulation 21, (3B)];**
- The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings **[Regulation 21, (3C)];**
- **Risk Management Committee (RMC) has the following roles and responsibilities [Part D of Schedule II]:**
  - Formulate a detailed Risk Management policy, which would include:
    - Measures for risk mitigation, including systems/processes for internal control

of identified risks
- A Business Continuity Plan
- A **framework for identification** of internal and external risks faced by listed entities, including financial, operational, sectoral, sustainability (particularly Environment Sustainability and Governance - ESG -related risks), information, cybersecurity risks **and any other risk determined by the RMC.**

- **Monitor and oversee implementation** of the risk management policy, and ensure that appropriate methodology, processes, and systems are in place to **monitor and evaluate** risks associated with business of the company**.**
- Periodically **review** the policy, **at least once in two years**, considering the changing industry dynamics and evolving complexity.
- Keep the **board of directors informed** about the nature and content of RMC discussions and recommendations, as well as the actions to be taken.
- Review the process of appointment, removal and terms of remuneration of **Chief Risk Officer (CRO), if any.**
- RMC shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary. **[Regulation 21, (6)]**

- Listed companies are **required to disclose** the following about RMC in the annual report **(Schedule V, Para C, 5A):**
  - Brief description of terms of reference
  - Composition, name of members and chairperson
  - Meetings and attendance during the year

Companies Act (2013)

Companies in India are required to comply by the standards laid down by the (Companies Act 2013). Following are the requirements related to Risk Management as per **Companies Act (2013):**

- Report by its Board of Directors, which shall include a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company. **[Section 134 (3) (n)]]**

- The Audit Committee shall act in accordance with the terms of reference specified in writing by the board, which shall, inter alia, include evaluation of risk management systems**. [Section 177 (4) (vi)]**

- Independent directors should satisfy themselves that the systems of risk management are robust and defensible. **[Schedule IV]**

11 Disclaimer

In any circumstances, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation, or standard governing the Company, the newly enacted law, rule, regulation, or standard shall take precedence over this Policy until such time the Policy is changed to conform to the law, rule, regulation or standard.

Appendix A – Definition of Common Terms

S. No.	Terms	Definition
1.	Enterprise Risk Management	Enterprise Risk Management involved capability that involves identifying, assessing, measuring, monitoring, and responding to risks across the enterprise in a way that is aligned with the enterprise's objectives and risk appetite
2.	Risk	Risk is defined as "the effect of uncertainty on objectives" and an effect is a positive or negative deviation from what is expected. Risk is measured in terms of impact, likelihood, and velocity.
3.	Uncertainty	Inability to know in advance the exact likelihood or impact of future events.
4.	Challenges/Issue	If the event is certain to happen or has happened the event would be classified as an "issue/challenge". Mostly these challenges / issues are already addressed as part of annual planning processes. A "challenge" is a form of an obstacle that needs to be overcome to achieve desired business outcome. These are "certain" or "on-going" events and hence not classified as risks
5.	Business drivers	Business drivers are the factors/conditions that are vital for the continued success and growth of a business. For different sets of business, the drivers would vary across the organizational value chain depending on its inputs, output, and process parameters.
6.	Business Objectives	Objectives are the goals or targets that the organization desires to achieve within a pre- determined timeframe against each business driver.
7.	Risk Appetite	Risk appetite is defined as the amount of risk the organization is willing to take in pursuit of its organizational values. This is the amount of risk the organization is willing to accept/digest and forms its risk appetite.
8.	Risk Category	The broad categories to group risks together form the risk categories. More specifically risks are grouped based on the primary cause of the risk.
9.	Risk Repository	Compendium of all risks finalized and detailed with risk definition, KRI, risk mitigation and risk owners
10.	Risk Impact	Result or effect of an event. That may bring a range of possible impacts associated with the event
11.	Risk Likelihood	The assessment of the probability the risk will occur.

12.	Risk Velocity	It is the time that passes between the occurrence of an event and the point at which the organization first feels its effects.
13.	Risk Response	A process of assigning risk owners for each risk and mitigation; determining the strategy for responding to risks, developing, and implementing risk mitigation plans
14.	Mitigation and Contingency plans	Strategies aimed at preventing the occurrence of risk event are called mitigation plans whereas Plan B for risks in case of exigency conditions after the risk play is termed as contingency plans
15.	Key Risk Indicators	"Key Risk Indicators" are rule based quantitative or qualitative triggers from multiple sources of information for early identification of potentially harmful scenarios
16.	Risk workshop	A risk workshop facilitates a collaborative approach to brainstorm, identify and assess Key Risks for the concerned unit with the inclusion of all concerned stakeholders
17.	Residual Risk	The risk remaining after management has taken action to reduce the impact and/or Likelihood of a risk.
18.	Business Continuity	Any event that has a high impact and high velocity can be terms as business continuity events

Appendix B – Abbreviations

S. No.	Terms	Definition
1.	ERM	Enterprise Risk Management
2.	RMC	Risk Management Committee
3.	CRO	Chief Risk Officer
4.	KRI	Key Risk Indicators
5.	ELT	Executive Leadership Team
6.	CFO	Chief Financial Officer