

CODE OF CONDUCT

(Approved by the Board at its meeting held on May 21, 2025)

OF

LENSKART SOLUTIONS LIMITED

(Formerly known as Lenskart Solutions Private Limited)

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ABSTRACT

Reading the code is just a start. We at Lenskart Solutions Private Limited (“**Company**”) expect everyone to act ethically, legally and in compliance with the Code of Conduct (“**Code**”), at all times. Doing what’s right is the Lenskart way. Each of us is responsible for our own compliance with the Code, to report suspected violations, and to cooperate in the Company’s investigation of potential violations. You cannot lose your job or your benefits, or be demoted, suspended, threatened, harassed, or discriminated against for raising a genuine concern under Code of Conduct in good faith.

The Code is intended to provide guidance on what is “**RIGHT**” when dealing with customers, suppliers, government officials (and their families), colleagues, consultants, competitors, and the public. There are a number of resources available to you to answer questions or for reporting violations.

1. POLICY OBJECTIVE

The Policy defines the expectations of the Company from its people, its business partners and all those that they deal within the workplace (including extended workplace). The Code outlines the expected ethical standards of conduct and behavior and the processes that will enable these to be maintained and acts as a reference for every relevant Person including an employee or vendor or consultant or other person on what to do, how to do and more importantly what not to do. The Code acts as a guiding principle but cannot envisage every situation or action; neither can it cover every regulation and law that is applicable to individuals at a given time. Accordingly, the required laws applicable to Relevant Persons shall supersede or prevail over this Code in the event of any inconsistency.

Moreover, in the modern connected and digital world, new issues emerge and it is up to every individual to exercise their judgment before taking action on a matter. When in doubt, please seek advice to protect your individual reputation and integrity and that of the Company.

2. SCOPE OF THE POLICY

This Policy applies to:

- a) All employees;
- b) Directors on the Board; and
- c) Business associates (including but not limited to suppliers, consultants, and independent contracts as explained below), all persons in points (a) to (c) collectively defined as “**Relevant Persons**”.

This Code also applies to the Relatives and friends, in order to restrict violation for Code of Conduct through such relationships, indirectly. ‘Relatives’ include parents, siblings, spouse and children and all those who are financially dependent on the employee. While it is not feasible to define friends for the purpose of this Code, employees are required to use their fair and honest judgment and objectivity in all their decisions, where close friends are involved in dealings with or pertaining to the Company. In such situations, the key is to ensure that any decision relating to the Company is taken in the best interests of the Company and is not clouded by personal relationships.

2.1. Business Associates includes following persons / entities, as well as their employees:

- Suppliers of products or services

- Business partners or affiliates
- Consultants
- Agents and/or sales representatives
- Independent contractors

Employees who deal with Business Associates should ensure that compliance with the Code is included in the contracts or arrangements between the Company and Business Associates and that they are made aware of the importance of and need to comply with the Code. Breach of the Code by Business Associates and/or their employees may lead to penalizing consequences, including indemnity/liability & termination of the agreement with the Company.

2.2. Expectations and commitment

2.2.1. From our leadership team:

- To build and foster a culture of compliance with laws, regulations and policies; and explain the importance of compliance programs.
- Set an example of good conduct at the workplace based on mutual respect and fairness.
- Encourage employees to complete training and awareness programs as per schedule.
- Ensure that the staff and employees are made aware of the applicability of the Code.
- Be vigilant in pre-empting problems and detecting emerging issues of breach.
- Promptly report any alleged breach or threatened breach of the Code.
- Cooperate with the appropriate stakeholders when complaints are investigated.
- Act expeditiously on recommendations of the appropriate stakeholders

2.2.2. From all employees:

- Read and understand various elements of the Code.
- Complete annual refresher of the Code of Conduct training as per the stipulated guidelines, as intimated from time to time.
- Comply with the Code and related policies and guidelines at all times.
- Seek clarifications and assistance when in doubt.
- Participate in advocacy and training programs on the Code, as informed from time to time.
- Promptly report known / suspected violations.
- Cooperate in investigations when there is an allegation of breach.
- Be aware of relevant laws, regulations, policies and procedures that are applicable in the performance of your duties.
- Notify and escalate instances of non-compliance at appropriate level.
- Act in a dignified and ethical manner with high integrity even under pressure.
- Behave politely and cordially with all persons, regardless of seniority or reporting relationship.
- Work efficiently and effectively with defined targets and goals that are conducive to optimal productivity and teamwork.

- Provide objective feedback that is direct and encouraging for improving performance and conduct

2.3. Report your concerns without fear

If you become aware of a Code of Conduct breach, there are many reasons that you may not want to tell anyone. You might not be sure if it had happened. You might be afraid to “cause trouble” or that someone will “get back” at you. You might also think it is someone else’s responsibility.

But doing the right thing means SPEAKING UP. If you do not feel comfortable using your name, you can share your concern anonymously. Employees who come forward with concerns play an important role in maintaining our ethical and well compliant workplace. You have a responsibility to share information so that the Company can respond quickly and take appropriate action. One of the most important ways you can make a difference is by being aware of any unethical or illegal workplace activity and promptly reporting it.

Where to raise a concern?

a) Level 1 | To your reporting manager:

If you need to raise a question or concern, your immediate manager is likely the best person to speak to because he or she knows your situation better than anyone else.

b) Level 2 | To your Human Resource Business Partner or Skip Level Manager

If you do not want to discuss your concern with the reporting manager or if you are not satisfied with the action taken by your reporting manager, you can raise your concern to your Human Resource Business Partner (‘HRBP’) or Skip Level Manager.

c) Level 3 | You can become a Whistleblower

In an event you feel that the violation is of very serious nature and has a large-scale reputational, financial or security impact, for anyone associated with the organization, you can use the whistleblower mechanism (as detailed in the Whistleblower Policy).

This reporting service is run by an independent agency, which is available 24 X 7 and provide opportunity to remain anonymous as well. You may either call on hotline number 18001232880 or email at whistleblower@lenskart.com. It is important to refer our Company code, which is 10010, while reporting.

d) Complaint related to Sexual Harassment

All complaints related to Sexual Harassment are delicately managed by Internal Complaints Committee (‘ICC’). Name and contact details for ICC members for respective companies/verticals/offices are available in Sexual Harassment Redressal Policy. You may connect any of the ICC members directly.

Even if a complaint related to sexual harassment is reported as whistleblower, the complaint would be directed to respective ICC committee/members for appropriate action.

2.4. Retaliation is not tolerated

The Company is committed to protecting the rights of individuals, who report Code of Conduct violations in good faith.

2.4.1. There will not be a retaliation against a person, who:

- Reports what he or she believes is a violation of our Code, our policies, or the law.
- Raises a compliance question or seeks advice about a particular business practice, decision, or action. You cannot lose your job or your benefits, or be demoted, suspended, threatened, harassed, or discriminated against, for raising a Code of Conduct concern honestly or for truthfully participating in a Company investigation.
- The employees engaged as investigators of any violation are also protected by this non-retaliation policy.

If you have reasons to believe that someone is retaliating or acting against you, please report it, and it would again be considered as violation of the Code.

2.4.2. You must report honestly:

- Reporting honestly means that you believe in good faith that the Code of Conduct has been violated, even if an actual violation cannot be verified.
- Filing a report to retaliate against another individual, gain an advantage in a personal conflict, or to harass or intimidate others does not constitute reporting honestly.
- Dishonest reporting under the Code of Conduct is in itself a violation of the Code of Conduct.

3. PRINCIPLES OF OUR CODE OF CONDUCT

Violations of the Code of Conduct are serious offenses. Violating the Code, our policies or the law may result in disciplinary action all the way up to termination. It all depends on the type of violation and how severe it is.

Where the violations of the code are also a violation of law it may lead to fines, penalties, criminal prosecutions, or other legal remedies imposed by a governmental agency or a court.

We have categorized the principals of our code of conduct under following three buckets:

- a) We respect our people;
- b) We ensure integrity & honesty in our conduct; and
- c) We protect our assets and resources.

3.1. WE RESPECT OUR PEOPLE

3.1.1. Non-discrimination

The Company is an equal opportunity employer. We celebrate and respect diversity as one of our core principles. Celebrating Diversity means to create a safe and happy workplace for everyone by valuing and accepting diverse cultures and social backgrounds. We are committed to prevent discrimination and protect our employees, customers and stakeholders from offensive and harmful behaviors, intimidation, and an environment free from harassment and discrimination and any other disrespectful behavior.

Discrimination is any negative action or attitude directed towards someone because of protected and specific characteristics, including age, race, and gender. Various protected characteristics are:

- Age

- Religion
- Ethnicity/ Caste/ Nationality
- Physical Disability and attributes (not only limited to physical)
- Marriage / Civil partnership
- Pregnancy / Maternity/ Paternity
- Gender identity/ sexual orientation

As an organization, the Company abides by and advocates what the Indian constitution encapsulates i.e. social safeguard measures for all citizens of India in Article 15 and Article 16:

- Article 15 mandates prohibition of discrimination on grounds of religion, race, caste, sex or place of birth.
- Article 16 mandates equal opportunity in matters of public employment. Article 16(2) further states that no citizen shall on grounds only of religion, race, caste, sex, descent, place of birth, residence or any of them, be ineligible for, or discriminated against in respect of, any employment or office under the State.

3.1.2. Preventing harassment

Harassment of any kind whether a result of or independent action of discrimination is not welcome in the Company. Harassment here being defined as but not limited to a consistent or harassing or inappropriate or disrespectful, intimidating or offensive behavior against any stakeholder including Relevant Persons defined in section 2.1 of this document.

An indicative list of examples for harassment and or inappropriate behavior includes:

- Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature.
- Offensive talk, jokes, pictures, and comments that involve race, color, sex, sexual orientation, gender identity, age, religion, creed, national origin, disability, veteran status, or other protected categories.
- Shouting or screaming in anger, calling names, or profanity directed at another person or in presence of other people that makes them feel uncomfortable or threats and intimidation, public teasing/ridicule.
- Intentionally excluding a person from a group or business discussions, for reasons other than justifiable business ones.
- Hiring decisions made on any personal attributes other than as defined in the requirements of the job.
- Overlooking team members for benefits, promotions, compensation et all for any other reason than as defined by the performance and compensation policy of the Company.

Company does not tolerate any kind of harassment that creates an unpleasant environment for any stakeholder. Anyone who faces harassment and/discrimination of any kind or is a witness to such a behavior being demonstrated by anyone should report all such instances as defined in section 2.3 of this document.

With a young workforce that spends a considerable time in the office working together, it is not uncommon for romantic relationships to develop at the workplace with peers, juniors and senior colleagues as also with other persons that an employee meets while at work.

Personal or romantic involvement with a Business Associate or a competitor, junior employee, direct reportee any other relationship that impairs a person's ability to exercise independent and objective reasoning are to be avoided as liaisons have the potential to create a conflict of interest and/or raise possible claims of sexual harassment at a later stage. Any behavior which is uncomfortable and unacceptable in the eyes of the public is strictly prohibited. Some relationships need to be reported, especially those in positions of leadership or authority or holding sensitive portfolios that may compromise the Company's reputation or may conflict with the Company's interest. Any personal or romantic relationships if nurtured or built should be reported to your reporting manager or HRBP in all transparency.

For a greater detail of information and clarity on Sexual Harassment, please refer to the Sexual Harassment Redressal Policy document available on our HRIS system.

3.1.3. Workplace environment, health and safety

At the Company we believe that occupational injuries and illnesses are preventable and can be eliminated. No production goal, cost saving, time saving, or competitive advantage is worth an injury of any kind. The Company is committed to maintaining a safe, secure and healthy workplace at all times.

We are committed to:

- Provide a workplace that meets or exceeds applicable occupational safety and hygiene standards, and applicable laws and regulations.
- Establishing occupational safety and hygiene standards and technical guidance based on best practices.
- Striving to continually improve our occupational safety and hygiene performance.
- Expecting all Lenskart personnel to contribute to safety improvements.
- Comply with work hour, wage, and benefit laws as per the prevailing state/national laws.
- Not support or allow under any circumstances, any child labor, bonded or forced labor.

We are committed to creating a safe and healthy environment along with supporting the larger environmental and sustainability agenda and comply with in good faith. To support this area, it is the individual responsibility of each employee to:

- Report any act, whether physical or psychological, which threatens or harms an employee in a violent or potentially violent manner.
- Adopt sustainability practices shared with you from time to time.
- Not possess or use a weapon while in Company premises or at Company functions.
- Any reported situation which contains even the slightest possibility for workplace violence, even if meant as a joke, will be treated as a breach of our Code of Conduct.
- Maintain a clean and organized workspace with no obstacles or potential hazards to themselves or others.

- Switch off all lights and other appliances like printers, computers and photocopiers in the workspace when leaving the office.
- Follow Company's guidelines for a safe and healthy workplace.
- Comply with any travel restrictions that may be notified like temporary unsafe and dangerous places.
- Familiarize yourself with practice sessions like fire and emergency alarm drills and comply promptly with instructions when faced with an actual situation.
- Not undertake any illegal activity like betting or gambling in the office premises.
- Be environmentally conscious and comply with laws and regulations on the environment that may apply to the individuals and workspace.
- Report any unsafe or illegal activity that may jeopardize the safety of others,

Further, ESG is an inextricable part of how we do business.

- The 'E' in ESG, environmental criteria, includes the energy the Company takes in and the waste it discharges, the resources it needs, and the consequences for living beings as a result.
- 'S', social criteria, addresses the relationships our Company has and the reputation it fosters with people and institutions in the communities where we do business. S also includes labor relations and diversity and inclusion.
- 'G', governance, is the internal system of practices, controls, and procedures our Company adopts in order to govern itself, make effective decisions, comply with the law, and meet the needs of external stakeholders.
- It is thus important for all the stakeholders (including all employees and management team) to focus on the below, in order to strengthen our ESG framework:
- Materiality - We seek to focus on issues that are relevant for our Company within the context of its sector/industry, and its relationship with stakeholders (including investors) which enable the Company to operate effectively.
- Transparency- We advocate you all to imbibe and practice transparency as this helps us to better understand how our Company is identifying and managing the ESG issues that impact the business.
- Alignment with evolving ESG best practice - Through our strong engagement, we encourage a culture for you all to move towards ESG best practices, whilst acknowledging sector and individual vertical specific differences.
- Evidence of policy implementation and progress - Whilst transparency is key, we want re-assurance that the policies and practices published by the Company are being implemented effectively by you all.
- Responsible conduct – We encourage everyone to understand the cause of the issue and be proactive in strengthening management systems to ensure that probability of future controversies has been minimized.

3.1.4. Use of drugs or alcohol

We are concerned about the use of alcohol, illegal drugs, prohibited and controlled substances and medicines as it affects, among other things, the health, workplace environment and productivity. Use

of these substances on the job can detract from work performance, efficiency, safety, and health, and therefore seriously impair the employee's value to us at the same time causing a risk for others around us.

In addition, the use or possession or distribution of these substances on the job constitutes a potential danger to the welfare and safety of other employees and exposes the Company to the risks of property loss or damage, or injury to other persons.

It is strictly advised to do not possess, sell, use or be under the influence of alcohol, non-prescribed drugs and over the counter or any other 'controlled substance' as defined by applicable laws, while at work, except for the lawful use of legally-obtained prescription drugs to the extent such use does not impair job performance, or alcoholic beverages served and consumed in connection with an authorized event.

All employees are subject to testing, if the employee appears to be under the influence of drugs or alcohol at work, or when the Company has reason to believe an employee has violated this Code. Testing while an option may not always be necessary to draw a conclusion of a person being under influence.

An employee's conviction on a charge of illegal sale or possession of any controlled substance, despite being outside Company property, will not be tolerated because such conduct, even though off duty, reflects adversely on the environment and brand/reputation of the Company.

3.1.5. Political & religious affiliations

The Company respects the right of every employee to have political and religious beliefs and affiliations that are legal and permitted by law. However, all political and religious issues are personal in nature and discussions on these cannot be done in office time, on office premises or involve office colleagues. Any member of the organization is however free to observe their religious beliefs including but not limited to observing duties as defined by their faith so long as it doesn't interfere with their duties towards the organization or violate any laws of the democracy of India that enunciates freedom of observing any religion or faith.

You must not accordingly:

- Use Company's time, money, or resources to support or encourage political activities.
- Solicit contributions for any religious or political activity or conduct any such activity in the office premises. Although, offices may celebrate a few well-known festivals like Christmas, Diwali etc. or in which all employees are invited to participate, these do not amount to advocating any particular religion by the Company.
- Contribute Company funds for any political purpose.
- Seek public or government elected office without prior permission.
- Undertake or participate in any political or religious propaganda within the office premises and undertake discussions.
- Join or be a member of or propagate the agenda of any banned or extremist outfit.

3.2. WE ENSURE INTEGRITY IN OUR CONDUCT

3.2.1. Prevent Fraud

All fraudulent activities are strictly prohibited. The Company expects its employees and relevant Persons to:

- Act with honesty and integrity when working with Company assets, materials, funds, financial reporting systems etc. Prevent, detect, and report fraud, theft, cheating and breach of trust. Some examples of fraud, stealing, cheating and breach of trust are as follows:
 - Stealing cash, inventory, product, or other assets.
 - Using Company funds to buy equipment, supplies, or materials for personal benefit.
 - Receiving money or gifts from suppliers in exchange for giving them Lenskart business.
 - Submitting false or misleading or inflated or incorrect requests for reimbursement.
 - Using Company assets for personal benefit.
 - Pay money/bribe to any third party or authority on behalf of the Company.
 - Recording sales before the sale is delivered /earned.
 - Falsifying or forging timecards or time reporting.
 - Authorizing or receiving payment for goods not received or services not performed.
 - Authorizing or receiving payment for hours not worked or expenses not accrued and documented.
 - Forgery or falsification of any type.

3.2.2. Manage Conflicts

When conducting Company business, we each have a duty to act in the best interest of the Company and to avoid actual, potential, or perceived conflicts of interest. A conflict of interest arises when personal interests, activities, or relationships interfere with our objectivity and loyalty to the Company. Some conflicts of interest are obvious, such as a kickback payment for awarding Lenskart business to a vendor.

Other conflicts of interest may be less obvious, such as conducting business with a firm owned by a close family member or Relative, even when that firm appears to be offering the best value and standard of services. Any concerns you have regarding actual, potential or perceived conflicts of interest should be discussed with your reporting manager or HR team.

We all should accordingly:

- Avoid actions that create or even appear to create conflicts of interest with the Company.
- Never use your position at the Company for improper or personal gain.

If you think that you, a family member, another Lenskart employee, or a Lenskart Business Associate has an actual potential or perceived conflict of interest, contact your reporting manager, HRBP or another competent stakeholder and have the relationship reviewed.

Towards this objective, it must be ensured that:

- Decisions relating to recruitment, training, promotions and opportunities for career growth will be based only on merit: a person's qualifications, experience and accomplishments in line with the requirements of the role and no other criteria.
- Remuneration and roles will be based only on and determined as per the latest Performance and Compensation policy of the organization.
- Performance will also be judged on objective criteria and defined goals as defined in the Performance and Compensation policy of the organization.
- There will be no discrimination as defined in section 3.1.1 of this document.
- Following are some additional potential list of conflicts, which are primarily applicable to leadership team, which the team must be cognizant of:
 - Engaging directly or through a relative in an entity that has a business relationship with the Company or offers services / products to the Company.
 - Having a financial or strategic interest in an entity that has business relations with the Company.
 - Serving on the board of another entity or company without prior approval.
 - Providing services / products to an entity that is a competitor of the Company.
 - Misusing Company's resources or name to promote an external activity even if for a charitable cause and done for free.
 - Obtaining favors, discounts or special privileges from an entity or person who has the potential or intent to engage in a business relationship with the Company.

3.2.3. Responsible use of Company resources

We are committed to protecting the resources of the Company under our control. Company resources includes, but not limited to:

- Equipment, machinery, tools, and spare parts.
- Product inventory and supplies.
- Telephones, copiers, and fax machines.
- Computers, laptops, mobile phones, tablets, printers, and other technology resources.
- E-mail and internet access systems and tools.
- Confidential information and records.
- Inventions and ideas.
- Trademarks, copyrights, and patents.
- Trade secrets and business plans.
- Receivables.
- Business relationships.
- Reputation.
- Customer Data.

Each of us must:

- Use Company resources responsibly to ensure that they are not misused or wasted or abused; and always respect and protect the reputation of the Company.
- Manage budgets, expenses, and other funds accurately.
- Follow Lenskart travel rules and expense policies which are designed to maximize efficiencies and minimize costs.
- Be attentive to security procedures and be alert for situations that may lead to loss, theft, or misuse of Company resources.
- Keep personal use of Company's resources to a minimum. Occasional personal use of computers for e-mail or accessing the web, copiers and fax machines, and telephones is permitted as long as it does not distract from your job responsibilities and is in compliance with all Company policies and procedures.
- Do not allow other people, including friends and family members, to use Company's resources.
- Always use your own user ID and password while on a Lenskart computer and never give out your password to anyone.
- Only properly licensed software should be used on Lenskart computers and mobile devices.
- Software should not be copied from device to device unless the software license permits it.
- Treat Company assets with care and avoid any use that might lead to loss or damage.

3.2.4. Gifts, bribery and corruption

This section of the Code of Conduct emphasizes Lenskart's obligation to act ethically and responsibly in all business dealings by providing a clear guideline for:

- Giving bribery;
- Receiving bribery;
- Receiving or giving customary gifts; &
- Restrictions outside India.

The guideline covers the following:

- Public sector bribery;
- Private sector commercial bribery; &
- Gifts, meals, travel, entertainment etc.

3.2.4.1 Giving bribery:

No Company employee may give or offer or promise or authorize or acquiesce a bribe or facilitating payment. Although under certain countries' laws facilitating payment may be legal, the Company does not allow, or advocate facilitating payments and considers them to be a violation of this Code. Accordingly, all references within this Code to a bribe also include facilitating payments.

If any employee receives a demand for a bribe, they must decline to make the payment and must promptly report the demand to the reporting manager or the HR team.

The bribe includes the offer or promise of any gift, hospitality, loan, fee, reward or other advantage to Government officials or their families, customers, suppliers or other Third parties (parties that are

directly or indirectly involved in any business dealing with Lenskart or its subsidiaries). for doing something desired by the Company or refrained from doing something that is disadvantageous for the Company.

Bribery includes not only direct payments, but also authorizing or permitting an associate or third party to commit any of the acts or take any part in the actions identified in points above.

3.2.4.2 Receiving bribery:

Receiving gifts, entertainment, and other favors may create a potential, perceived or actual conflict of interest. “Gifts, entertainment, and other favors” means anything of value. Examples of these include, but are not limited to: meals, lodging, discounts, prizes, travel, tickets, and money in any form, stock, or products. In general, it is not acceptable for employees to accept bribery / gifts since this may imply influence or the potential to influence a decision in favor of the giver and compromise objectivity in decision making.

Each of us must not:

- Accept anything from a Business Associate, if it will make you feel that you should do, or promise to do, anything in return.
- Accept anything in return for giving someone Lenskart business.

3.2.4.3 Receiving or giving customary gifts:

Because a gift or hospitality to or from Lenskart employees is anything of value, it has the potential to be a bribe. Hence, before offering or accepting a gift or hospitality, ensure that it is, at a minimum:

- Given / received in good faith, without expecting any return favor or improper benefit or business advantage.
- While giving and receiving customary gifts is discouraged, should there be a need for it, the value of any such gift should not exceed \$50 as a guideline
- Reasonable & customary, meaning consistent with generally accepted standards for professional courtesy.
- Provided openly & transparently and is not given / received in response to a direct or indirect request of a nature that would not embarrass our Company, if publicly disclosed. Allowed under applicable local laws & regulations.
- Few examples of customary gift include; giving gifts for marriage or celebration, giving gifts or rewards in recognition of a professional contribution made by an employee like a training program or workshop or a competition is allowed, nominal gifts on cessation of employment or transfer etc.

If you receive anything that does not meet these guidelines, you should return it and explain that our policy does not allow you to keep it. If it would violate a social custom to return it, talk to your Manager or HRBP about donating it to charity or another solution.

If you are not sure whether receiving or giving the gift, entertainment or favor violates the Code or your local laws, talk to your reporting manager or HRBP to obtain clarification on this.

3.2.4.4 Restrictions outside India:

Anti-corruption and anti-bribery restrictions do apply not only to actions taken by Lenskart employees inside the country but also to actions taken in foreign countries by associate or affiliate companies and others working on behalf of, or for the benefit of, Company or the group. Violations of those anti corruption laws could subject the Company to severe penalties and significantly damage our public reputation.

3.2.5. Prevent money laundering

The Company would never knowingly look the other way when it comes to illegal activities, but we understand that criminal activity like money laundering may not always be obvious, so it is important that we work to reduce our exposure and speak up about anything suspicious.

Money laundering is a process where funds generated through criminal activity – such as terrorism, drug dealing, tax evasion, human trafficking, and fraud – are moved through legitimate businesses in order to hide their criminal origin. We are committed to conducting business in a way that prevents the use of our business structure, resources and transactions by those who might abuse them, so we comply with anti money laundering, financial crime and anti-terrorism laws in the countries we operate.

The Company believes in creating, retaining, and disposing of our Company records as part of our normal course of business in compliance with all Company policies and guidelines, as well as all regulatory and legal requirements. All transactions of the Company must be duly recorded by relevant stakeholders so as to permit preparation of clear financial statements in conformity with generally accepted accounting principles. No false or misleading entries may be made in the books and records of the Company for any reason, and no employee may engage in any arrangement that results in such a prohibited act. No undisclosed or unrecorded fund or asset of the Company may be established for any purpose. From time to time, the Company may publish or inform of policies on financial reporting, disclosure and compliance to reinforce the financial reporting expectations in this Code. All employees at any level are expected to implement and strictly follow this.

Be proactive when it comes to spotting financial transactions that might signal a problem and report your concern if you see or suspect an activity or transaction that is outside of normal process.

3.2.6 Trading in Securities of Lenskart

Any sale, purchase, or trading, whether directly, or indirectly through immediate relatives, friends and third parties (“**Connected Persons**”) in the equity shares, debentures or other securities, or any derivative instruments (“**Securities**”) of the Company, its subsidiaries, group companies, and affiliates (collectively referred to as the “**Lenskart Group**”) is strictly prohibited for all employees, directors, officers, consultants, and any other related person, whether or not, classified as a connected person under the SEBI (Prohibition of Insider Trading Regulations), 2015 (“**PIT Regulations**”).

Thus, no Employee (regular, temporary or contractual), shall trade in the Securities of the Company or the Lenskart Group or otherwise engage in any activity that could amount to insider trading under the PIT Regulations except with prior written approval of the Company.

Compliance and Indemnity

All Employees (regular, temporary or contractual) and Connected Persons are required to strictly adhere to the provisions of the PIT Regulations, this Code and Company policies. Any violation or non-

compliance shall be treated as serious misconduct, and the concerned individual shall be subject to disciplinary action, penalties as prescribed by SEBI, and indemnify the Company for any loss, damage, or liability arising out of such contravention.

Fiduciary Responsibility

Every Employee (regular, temporary or contractual) and Connected Person shall be deemed to have a fiduciary responsibility towards maintaining confidentiality and preventing misuse of unpublished price-sensitive information and Company confidential information. Any breach of fiduciary obligations or failure to comply with this clause shall attract appropriate action under applicable law and the Code.

3.3. WE PROTECT OUR ASSETS AND INFORMATION

3.3.1. Information security

Our businesses operate in a variety of complex and competitive markets. Every employee needs to be aware that confidential information and trade secrets must be protected in the same manner that other Company assets are secured. Confidential information must be held in the strictest confidence and reasonable care should be exercised in dealing with such information in order to avoid inadvertent or improper use or disclosure.

We are committed to protecting confidential information. In the course of our work, many of us have access to confidential information, including:

- Business plans, including potential acquisitions or dispositions.
- Personal or business information of stakeholders as defined in section 2.1 of this document.
- Pricing strategies and financial information.
- Patent or trademark applications, product development or research and development information.
- Employee and salary information.
- Customer details.
- Any other internal matter or information specific to the organization.
- Recording phone conversations including but not limited to calls with any Lenskart stakeholder or team members on personal or group calls like meetings etc, without the explicit consent of parties involved is strictly prohibited and will be treated as a breach of Code of Conduct
- Lenskart also takes information security very seriously. Mentioned under an indicative list of prohibited activities as per our code of conduct:
 - Sending virus through email attachments
 - Unauthorized use of another person's email or systems
 - Violating defined Information Security policy, acceptable usage policy and procedures
 - Sending profane, obscene or derogatory emails
 - Allowing unauthorized entry into restricted areas
 - Unauthorized removal of IT assets from the premises
 - Sharing of computer/email/tools password etc with other colleagues or third parties

- Requesting/ making password resets of other users in their absence for emergency purpose without appropriate approval

Do not disclose any confidential business information to anyone outside the Company, even to members of your own family, unless the disclosure is for a legitimate business purpose, properly authorized, including if appropriate, subject to a written confidentiality agreement. This information must not be used in any way other than in the performance of one's employment duties. Even within the Company and among your co-workers, confidential information should only be shared on a need-to-know basis. Take the following precautions to safeguard the confidential information of the organization:

- Be cautious while discussing Company business in public, such as in elevators, airplanes and restaurants, and when using mobile phones.
- Do not use your laptop computer on an airplane to work on Company matters when someone can see your screen.
- Refer any questions from investors, analysts, and the media to the Corporate Communications team or seek guidance from your Manager to identify the right respondent.

3.3.2. Intellectual property

Lenskart's Intellectual Property (IP) is among its other valuable assets. IP includes copyrights, patents, trademarks, trade secrets, design rights, trade dress, logos, know-how, photos / videos, investors' names and likenesses, and other intangible industrial or commercial property. To the extent permitted by law, Lenskart owns the rights to all IP relating to the businesses that we as individuals create while employed by our Company. This is true regardless of whether the IP is registrable or protectable by patent copyright, trade secret or trademark laws. You must not use this IP in a manner that is inconsistent with Company's ownership rights, your employment agreement and Company's policies & processes.

3.3.3. Personal information

Personal Data includes any information that identifies an individual (being an employee, customer, vendor etc.)— such as name, address, email address, mobile number, biometric details, government ID etc.

There are varying legal requirements governing the use of Personal Data across the countries. We must comply with all applicable local laws governing Personal Data including but not limited to relevant information Technology and Data Privacy laws. Equally, external parties with whom we do business who handle Personal Data for us must follow Lenskart's policy and sign relevant documentation/contracts protecting the same.

If you believe that Personal Data of any employee, consumer, vendor, shareholder, or other stakeholder has been disclosed or used inappropriately, you must raise your concern immediately.

3.3.4. Media & Communications

This section explains the Company's stand on communication of Company information to any external party including the media, government authority, stock exchanges, investors, financial community, lenders, business partners and others.

All external communication regarding any information relating to the Company may be done only by authorized spokespersons. No other person is allowed to speak with or disseminate information or provide views about the Company with external parties.

All requests for information about the Company or public information or interviews in the media should be directed to the Corporate Communications department, which will then direct the query to the concerned person or department and co-ordinate the response after checking the accuracy and correctness. All press releases will also be issued by the Communication Department. All dealings with the financial community and investors will be through the investor relations / Finance department. Any comment, views or information regarding a business partner or Business Associate may be made only with the prior consent of such partner. Do not disclose or discuss even in a casual manner any information, particularly financial or performance related information about the Company with your friends or relatives or any third party.

Social media, chat rooms or blogs should not be used at any time to discuss matters relating to Company matters or policy; this is strictly prohibited. Do not post on a social networking site or give to the media (whether on or off record) any casual comments that may be mistaken or imply endorsement of the same by the Company. Matters that are sensitive in nature like comments about religion, caste, gender, professional community, corporate governance. Business plans, shareholding or political affiliations are to be avoided.

If you have been invited to speak at a public forum, please obtain the approval of your reporting manager in advance. No confidential or proprietary information about the Company may be used for such talks or presentations. It is also necessary to add in any presentation or on a personal blog, a disclaimer that the views expressed are personal and do not represent the Company's viewpoint.

4. OBLIGATION OF THE PEOPLE RECEIVING CONCERNS

Reporting manager(s), HRBP and other(s) who receive reports of potential Code violations play a very important role in upholding the Code of Conduct.

Lenskart encourages team members to talk to their reporting manager(s) and or HRBP's about their concerns. Reporting manager(s) and others who receive reports of potential code violations need to be prepared and know how to handle any code of conduct concerns or reports.

Receivers of complaint should:

- Make sure you know and understand the Code and model your reactions and behavior consistent with the Code.
- Act to stop violations of the Code or the applicable law by team members.
- Let the complainant know that you are available to discuss their concerns.
- Take the complainant's questions and concerns seriously.

Once a potential Code of Conduct violation is reported to you:

- Feel free to seek guidance from the HR team before responding.
- Raise all concerns to the appropriate level and function in accordance with the Reporting and Escalation mechanism of Code Conduct issues.
- Support complainant who raise concerns honestly and treat them with respect.
- Never let the complainant/s feel that their concerns are being ignored or not being taken seriously. Ensure that no retaliation occurs against someone for reporting a suspected violation of the Code.

Refer Whistleblower Policy and Sexual Harassment Redressal Policy to understand the process for handling the critical concerns under those policies.

5. OUTSIDE THE WORKPLACE –LOBBYING AND CONDUCT WITH OTHERS

Fair dealing has been a fundamental value of the Company since it was founded. We believe that honesty and trustworthiness build long-lasting relationships. There are many ways we stay true to this value in today's environment.

- If you are contacted by a government official in connection with your work, or are asked to provide information in connection with a government agency inquiry or investigation, you should contact the Legal Department.
- Be careful to make clear that you do not speak or act for Lenskart unless you have been authorized to do so.
- Do not contact government departments or personnel seeking to influence legislation, regulations, or decision making on behalf of Lenskart without consulting the Legal Department.
- If in doubt regarding this issue, escalate the matter to your seniors; do not attempt to resolve it on your own.
- The Company values its relationship with all partners and Business Associates and acknowledges their contribution to its success and growth. It aims to create an equitable and conducive atmosphere for doing business with the Company.

When dealing with Business Partners, you must

- Deal with Business Partners strictly on a professional basis.
- Treat everyone with respect and courtesy while ensuring that the terms of the agreement are adhered to both by the Company and the Business Associates.
- Do not mislead, misrepresent, deceive, or take unfair advantage. If you know of a mistake, whether it is in Lenskart's favor or not, correct it.
- Do not offer gifts, entertainment, or favors to win or keep business.

Reporting

All complaints received must be reported to grievances@lenskart.com or the Company's legal department. The legal department shall maintain a register to record these complaints and report incidents where breaches were identified periodically to the audit committee of the board. The legal department shall also report all complaints received under the whistle-blower mechanism to the audit committee of the board.

ANNEXURE – FAQ's

Q. Different states and cities have different cultures and laws. Does the Code apply to everyone nationally?

A. Yes. The conduct established in the Code applies to all employees countrywide regardless of the location. If a local law sets a different standard than the Code, you should ask your manager or HRBP for guidance since the applicable laws need to be complied with.

Q. I saw my reporting manager doing something that seemed unethical, but I'm afraid to report the suspected violation. Will I get in trouble or hurt their reputation by making a report?

A. No. You cannot get in trouble or hurt your reporting manager's reputation simply by making a report. You will not be held responsible for reports made honestly (and not malafidely or frivolously), even if they turn out to be unfounded later on. Investigations are conducted in an objective, fair and confidential way to ensure that employees' reputations are protected. All concerns about the Code and reports of retaliation will be fully investigated.

Q. My manager uses very abusive and colloquial language to scold me in front of the entire team if something goes wrong and humiliates me all the time. I am threatened with termination due to poor performance if I protest at his behavior and the use of harsh language to berate me.

A. Your manager is engaging in an unprofessional conduct that is intimidating and offensive and a breach of the Code. Please raise the matter with your HRBP or your Skip Level Manager as mentioned in the Code.

Q. I overheard my team leader tell my co-worker a joke involving religion that made my coworker uncomfortable. I don't want to get in the middle of anything. What should I do?

A. Report it. All employees are entitled to a workplace where their co-workers and team leaders treat them with dignity and respect. You should report the matter to your Human Resource representative or your Skip Level Manager even though doing so may make you uncomfortable. Do note that you will not be at any disadvantage for reporting honestly.

Q. I feel as though I was not given a promotion because of my gender. What should I do?

A. Report it. Lenskart policy requires that employment decisions be made without regard to the gender of the candidate. If you feel you were treated unfairly, you should report your concern with substantiations or supporting information.

Q. During a team outbound program, some senior team members got drunk and made lewd gestures. Much to the embarrassment of all, some junior women colleagues were coerced to drink and dance on stage. The next morning, the group was informally told to ignore the entire incident since it was minor, and no one was hurt.

Drunken and unruly behavior during outbound programs and compelling junior lady colleagues to participate is a breach of the code. It cannot be dismissed as a minor incident and such incidents in a public place have an adverse impact on the reputation of the Company. It needs to be reported to your HRBP and/or your Skip Level Manager immediately.

Q. Over a year ago, I accepted my boss's request to be a friend on Facebook since many of my office colleagues are in the same group and I did not wish to offend him. Of late, some of the messages from my boss on Facebook chats and WhatsApp have been very personal and intimate

using explicit language and continue despite my polite requests to stop. When I shared this with some of my colleagues, they laughed and asked me not to be a prude. Am I overreacting?

A. No, you are not. If your manager's gestures and messages are unwelcome or making you uncomfortable, you have every right to ask him to stop immediately. You can also keep your skip manager and HR in loop. In case you are not comfortable sharing this directly with your manager, reach out to the HRBP or your Skip Level Manager.

Q. My colleague does not speak Hindi well and this is his first work stint in North India. His manager ridicules his accent, language, dress and makes fun of his home town and mannerisms. At times, other team members also join in the bullying though there are a few who either keep quiet or protest mildly. These incidents are not reported to anyone but discussed in the office grapevine and the news has spread to other groups and teams. Is this harmless fun and is there anything that can be done about it?

A. This is clearly discriminatory behavior and a Code violation. Your colleague needs all your help and support to handle this situation. You may want to talk to your Skip Level Manager in confidence about this issue. If you feel so, you can reach out to the HRBP.

Q. A woman candidate has been shortlisted for a role; she has the requisite experience and qualifications and is the best candidate for the position. She has a six month old baby and before offering the job to her, I am concerned as to how she will manage the extensive travel that is required for the position. Should I ask her how she plans to manage her family with such frequent travel so as to assess her level of preparedness or should I not consider her for the position at all? I can also discourage her from accepting by pointing out the occupational hazards of such a position.

A. Your concern is legitimate. You may discuss the travel requirements of the profile with the candidate and if she expresses her willingness to take up the assignment, avoid any further discussion on how she will manage it. Any attempt to focus on the candidate's personal issues as possible impediment in performance is not permitted.

Q. Due to a last-minute business requirement, I am required to travel to Delhi and the travel desk gives me a flight that is scheduled to reach Chennai at 12 midnight. Being a lady employee, I am uncomfortable and seek earlier flight options but am told that the high cost of tickets for the earlier flights is an issue. What do I do?

A. While optimizing travel costs is important, employee safety is a priority too. The Code and Lenskart's policies are committed to providing each person a safe and secure work environment, and it is the responsibility of each manager to ensure this, particularly for lady employees. Please raise this concern with your manager to resolve this matter.

Q. I have seen activities at Lenskart that may compromise the environment or create an environmental hazard. What should I do?

A. Report it to your Reporting Manager immediately. If you are aware of any potential violation of law or Company policies or procedures or this Code, it is your responsibility to report it. The incident or condition will be investigated and, if necessary, corrected.

Q. A colleague comes to work at times under the influence of alcohol. He has shared with me in confidence about his personal issues and is quite stressed. He is a good friend and I know that he

needs his job and is the sole earner in his family. I have tried to counsel and help him but it does not help. What should I do?

A. Being under the influence of alcohol or drugs in the workplace poses a safety hazard and besides lowering the dignity of the office also causes low productivity. Your colleague may make mistakes at work that can prove costly for the Company since his thought process becomes somewhat impaired if he is inebriated. You should discuss the same with your manager and/or your HRBP to take this forward.

Q. A consultant was engaged to conduct a training program for the employees of our Business Associates in a venue outside the office. A woman associate who stayed in the same guest house as the trainer has complained that the trainer misbehaved with her late in the night at the guest house though there was no witness present. Since both the concerned persons are not Company employees and the alleged incident took place outside the office, is there any need for the Company to take up the complaint and conduct an investigation?

A. The definition of the “workplace” in the new law on prevention of sexual harassment is wide and includes a guest house where any person engaged by the Company stays during official visits. Further, the trainer and the complainant were engaged by the Company and the alleged offense was committed in the guest house where they stayed during the work assignment. The Company is responsible for investigating and taking appropriate actions as per the defined processes.

Q. I have heard through the office grapevine about a woman employee’s alleged romantic relationships with some senior colleagues including her reporting manager in office. There is a lot of resentment in people about the unprofessional conduct of the woman employee. Can I take disciplinary action against the woman in my role as head of the function?

A. As the function Head, please refrain from taking any hasty action decision based on unsubstantiated gossip. A romantic relationship between direct/indirect reports is not permitted as per the Lenskart policy. Certain relationships are permitted but have to be disclosed while others are not encouraged, and some are prohibited. Please consult the HRBP to investigate the allegation and if established, action must be taken against the reporting manager for violating the Code and Company policy.

Q. Our team has a new intern and I have just learnt that she is the daughter of a senior director. She was referred by the CFO, and hence her relationship was neither disclosed nor known. My skip manager discreetly informed me about it and told me that the trainee will be reporting to me. Is there a problem in this reference placement?

A. The training is not prohibited but the senior leader ought to have disclosed his relationship to the trainee’s team, and not used the indirect reference of CFO for getting her placed. Secondly, the trainee cannot be placed under in the same department as her father since this would constitute a conflict of interest.

Q. I am actively supporting a political party, and now want to formally become a member of the same. Is it allowed as per our COC?

A. You may become a passive member of the political party and volunteer for the same in your spare time and need not disclose your political or religious affiliations to the Company. But you should not accept any party post/public office nor can you canvass for your party during office hours nor seek donations for the party from your office colleagues. It is also important to check whether the party is a legitimate one since volunteering or becoming a member of a banned or extremist outfit is strictly prohibited and may result in termination of your service from the Company.

Q. There is an urgent printing job that needs to be delivered within very stiff timelines. Not having enough time to scout around for a good vendor or take any comparative quotes, I award the assignment to my sister-in-law who owns a printing agency. Is this an issue?

A. You have given the assignment to your relative without disclosing the relationship, further you have not followed the process for awarding such a contract. It is a breach of the Code and your urgency for bypassing the process is not an excuse.

Q. Though I have been in a relationship with one of my team members for 6 months now, we have managed to keep the relationship quiet and not let it affect our work at any time, though she reports to my direct report. Is there a problem with this relationship?

A. Yes, such a relationship is in breach of the Code on relationships at the workplace since there is a possibility of conflict of interest, given the reporting relationship. Either or both of you may have to look for a new assignment within the Company or outside. You should discuss this with your HRBP and decide the next course of action.

Q. My friend works for a business daily, and has been checking with me about the Company's reaction to certain newly introduced government policies. Can I comment?

A. Only the Company spokesperson and authorized members are allowed to interact with the media. You should clarify that you are not the authorized spokesperson of the organization to comment on such matters in the public domain. You can however offer to introduce your friend to the Corporate Communications team for appropriate inputs.

Q. I have been invited to participate as an expert on a well-known TV program. Can I accept the same and participate in the panel discussion?

A. Since you have been invited as an expert, you may participate but after informing the corporate communications team and your direct manager. During the program, take care to state the disclaimer that the views are personal and make no comments or views about the Company or provide any confidential information about the Company.

Q. I have a personal blog where I share my thoughts and feelings with my friends. What should I consider before including any work-related information?

A. Be careful. Media tools such as blogs, wikis, and networking sites are subject to the same rules as any other communications. Do not disclose any confidential business information. For example, do not write about acquisitions, product recalls, organizational changes, relationships with customers or vendors, financial information, personal information about colleagues (address, phone numbers, employee identification numbers), or any other sensitive or confidential information.

Q. I have recently made a presentation to senior management about the potential acquisition of a company. The project team has requested that I place this presentation on a common shared drive site. Is this okay?

A. Be careful. Before placing confidential information on a common shared drive site, it is your responsibility to make sure that access is restricted so that it can only be viewed by the project team and other authorized personnel. If you are ever able to access information on a common shared drive site that you believe should be restricted, you should immediately notify the Legal Department.

Q. I offer a vendor an expensive ticket to the T20 series at Lenskart's cost and I later accept from the same vendor an even more expensive ticket to the Filmfare awards. Isn't that okay?

A. No. Both are wrong. You should not be offering expensive gifts to vendors and just because you have given an expensive gift does not mean you can then accept a more expensive gift in return.

Q. A vendor who would like Lenskart's business takes me to lunch at least twice a month. Is that okay?

A. It depends. Accepting lunch invitations is okay if you are meeting for a business purpose, but frequent or extravagant meals can appear to create a conflict of interest. Consult your reporting manager if a vendor constantly invites you to lunch. Tell the vendor about the Code and only have occasional lunch meetings with vendors.

Q. A vendor offered to deliver scrap materials from a project he completed to my house. The project is finished and Lenskart would just throw away the scrap materials anyway. Is this okay?

A. No. Never accept items from Lenskart vendors for personal use.

Q. A vendor offered two passes for a highly acclaimed concert since he was unable to attend. The passes cost INR 7000/- each and I am very interested in music and would love to attend the concert though I would not have paid such sums to buy tickets. Should I accept the offer since the tickets would go to waste if I did not accept?

A. There could be many such similar sounding offers that may come your way in work life. The key point is that these passes are a gift/favor. It would be appropriate to decline the offer, more so since you have stated that you would not have paid to buy the highly priced tickets.

Q. It's Diwali and one of my suppliers has sent me a small gift box. Unsuspecting, I unwrap the gift to find an expensive silver article. I realize that this supplier is bidding for a new tender that I am looking after. What should I do?

A. Since, it is likely that the gift is being given to influence your business decision, the gift should be returned to the supplier.

Q. Being in a business development role, I meet a lot of industry professionals and government officials. At times I carry token gifts / mementos for them. Is this wrong?

A. Offering gifts is a sensitive matter. It is important to be compliant with our Company policy as well as run a check on the recipient organization's business guidelines to prevent any concerns about improper gifts / undue influence.

Q. Who is a government official?

A. A government official is anyone employed by any government or government-controlled enterprise or parliamentary body or public sector enterprise or a recognised political party, such as officers, environment and health inspectors, customs officers, postal workers, members of a legislative body, and employees of government-owned hospitals.

Q. The only way I can obtain a visa in time to make a business trip in another country is if I make an extra payment to an official at that country's embassy. Can I do that?

A. No. Laws of most countries prohibit making payments of this nature and the Company forbids making these payments in any country.

Q. The minister of our city is coming to visit the warehouse for a groundbreaking ceremony for our new building. May I provide him with a gift bag full of product samples?

A. It depends. Many local officials are prohibited by local law and their own ethics' policies and codes from accepting any gifts, however small. Since this is a complicated area and penalties can be severe, you should avoid it and if at all necessary, discuss it with the Legal Department before offering any gifts to a government official.

Q. I was told I have to pay extra to a customs official to clear our products through customs. Can I do that?

A. No. Laws of most countries prohibit such payments under any circumstance, and the Company forbids making such payments in any country.

Q. A customer has asked me to record sales this month for deliveries we'll make next month. What should I do?

A. Don't do it. This can impact our financial results and is considered fraud. Discuss it with your reporting manager so they know the difficulties you are facing with this customer.

Q. Over the weekend, I accidentally used my corporate credit card to put petrol in my personal vehicle. Am I going to get into trouble?

A. No. We all make mistakes. Just make sure you indicate this in your next expense report and provide payment to cover the charges. However, if this is a habitual problem, there may be disciplinary actions.

Q. My team leader said that we are in a rush to make our orders in time and that I should not be concerned about the quality and just focus on quantity. What should I do?

A. Stop and report it. Never do anything that you believe could compromise the quality or safety of our products. No production goal or time saving measure is worth compromising the trust our customers place in us. Stop what you are doing and contact your facility quality leader.