



**CO-CREATE TO
OUTPERFORM
WITH WNS™**

Corporate Communication Policy

July 2024

WNS

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1. Purpose

We encourage Associates to be champions on behalf of WNS (Holdings) Ltd. (along with its subsidiaries, the “**Company**”), especially as you communicate with the outside world. The opportunities for the Company to communicate information to the world are evolving – and each Associate is viewed by our customers, partners, stockholders and other outside parties as a potential representative of the Company. Whether or not you specifically reference or discuss your work, the things you say publicly are a reflection on the Company and have the potential to impact its reputation.

As a public company, we are committed to providing all legally required disclosures on a timely basis to our stockholders, the public and regulatory agencies, and, at our discretion, may provide other meaningful and relevant information to our stockholders, potential investors and securities market professionals (such as investment analysts), as well as to the press and the general public in accordance with applicable laws.

Regulation FD (fair disclosure) under the U.S. Securities Exchange Act of 1934, as amended, prohibits the selective disclosure of material nonpublic information to certain enumerated persons. The regulation is intended to eliminate situations where a company may disclose important nonpublic information, such as earnings warnings, to securities analysts or selected institutional investors, before disclosing the information to the general public.

Regulation FD requires that, whenever the Company (or a person acting on its behalf) intentionally discloses material nonpublic information to an Enumerated Person (as described below, including broker-dealers, analysts and securityholders), the Company must simultaneously disseminate the information to the public.

If the Company learns that it has unintentionally disclosed material nonpublic information, it must publicly disseminate the information within 24 hours.

As part of the commitment to provide timely disclosure, and in order to comply with applicable laws, the rules of the U.S. Securities and Exchange Commission (“**SEC**”) and the rules, regulations and listing requirements of the stock exchange upon which our securities are listed for trading, we have adopted this Corporate Communications Policy (“**Policy**”).

If you need help understanding this Policy, or how it applies in any given situation, please contact your supervisor or our Legal and Compliance Team, at SEC-Legal@wns.com.

2. Persons Covered by this Policy

All employees, officers, contractors, consultants and members of the Company’s board of directors (the “**Board**” and collectively “**Associates**”) are required to read and comply with this Policy.

3. Only Our Key Spokespersons may Speak for the Company

One of the ways we can ensure that we are abiding by the rules and regulations for communicating information about the Company to the public is to designate certain key people to speak publicly on behalf of the Company. Our key spokespersons will be our Chief Executive Officer, members of the Company’s Board, our Chief Financial Officer, Head of Marketing & Communications and the Head of the Investor Relations team, (each, a “key spokesperson”). If needed, our key spokespersons may designate others within our Company to provide information on behalf of the Company or to respond to specific inquiries.

Only these key spokespersons, and any spokespersons explicitly designated as such, are authorized to make public disclosures of “*material non-public information*” about the Company that are reasonably expected to reach current or potential investors, the investment community, securities market professionals such as financial analysts, or the financial press - whether in the form of press releases, letters to stockholders, speeches, interviews, website posts, blogs, social media or other forms of communications.

To the extent practicable, key spokespersons should contact an appropriate person in the Investor Relations team and Legal team before having conversations with any Enumerated Person in order to review as much of the substance of the intended communication as possible, including slides and other prepared materials. In addition, to the extent practicable, all key spokespersons (other than key spokespersons who are representatives of the Investor Relations team) may be accompanied by a representative of the Investor Relations team at such conversations.

4. What is Material Non-Public Information?

Any time a key spokesperson determines to disclose or discuss non-public Company information with anyone who is or might be an Enumerated Person, there must be a determination made prior to such disclosure, in consultation with the Legal team, Investor Relations team and other departments as appropriate, whether the information is material. Information is material if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell, or hold a security or where the fact is likely to have a significant effect on the market price of the security. Both positive and negative information may be material. For a definition of “material non-public information,” please see the Company’s [Insider Trading Policy](#).

If the determination is made that the information to be disclosed is material, the information must be disclosed via a means reasonably designed to provide broad, non-exclusionary distribution to the public (e.g., a press release or Form 8-K) before or at the same time that the information is disclosed to the Enumerated Person. The public disclosure may either disclose the material information or, if it is issued prior to disclosure to the Enumerated Person, may disclose that a conference call and/or webcast will be held to disclose the information. The public must be given adequate advance notice of any conference call and/or webcast and the means of accessing it.

5. Your Communications about the Company

As part of your position at the Company, you may communicate with our customers, vendors, suppliers, partners or other third parties. It is important for you to understand your responsibility to avoid commenting on sensitive business matters and to avoid making any unauthorized disclosure of material non-public information. Please also review our [Insider Trading Policy](#) for additional information.

Day-to-Day Communications

Inquiries from analysts, securityholders and other Enumerated Persons received by any employee other than a key spokesperson as expressly defined above should be forwarded to the head representative of the Investor Relations team, Under no circumstances should any attempt be made to handle these inquiries without prior authorization from the key spokesperson.

If practicable, planned conversations may include a designated representative of the Investor Relations team. It should be determined in advance whether it is intended that any material nonpublic information be disclosed. If so, the material nonpublic information should be disclosed prior to, or simultaneously with, the planned conversation by the issuance of a press release, the filing or “furnishing” of a report

on a Form 8-K, or other means reasonably designed to provide broad, non-exclusionary distribution of the information to the public.

Forward-Looking Statement

If a forward-looking statement has been made (i.e., one that has a forward intent and connotation upon which parties can reasonably be expected to rely), an employee with knowledge thereof shall promptly report to the Legal team or Investor Relations team any facts or events that might cause that meaning to change.

Press

Interviews with the press on behalf of the Company may be conducted only by a key spokesperson or by a person specifically authorized by a key spokesperson. If you are contacted by a reporter or feel that a member of the press is attempting to obtain information from you, you should not respond and, instead, forward the question to the Global Head – Marketing & Communications via email. Questions may come in ways that are not obvious, and a reporter may use different methods to reach out, such as email, phone, Facebook, LinkedIn, Instagram, Twitter, etc. Reporters also may not be transparent about their topic. Please be extremely cautious and contact our public relations team immediately if a reporter reaches out to you. As a general rule, if you feel that someone is attempting to obtain information from you improperly, please contact our Legal Team immediately via email (SEC-Legal@wns.com).

Inaccurate or Inadvertent Disclosures

If a director or an employee of the Company learns of information that causes him or her to believe that a disclosure may have been misleading or inaccurate when made or may no longer be true, such person should report that information immediately to our General Counsel and Legal team immediately via the email listed above.

In accordance with SEC rules, our policy is to promptly disclose through a press release or filing with the SEC any material non-public information inadvertently disclosed. Accordingly, if you believe that you have inadvertently disclosed material non-public information, contact our General Counsel and the WNS Legal team immediately via the email listed above, as public disclosure of the material non-public information may be required within 24 hours.

Mass Internal Communications

Because communications sent to all or a large number of Team Members frequently can leak outside of the Company, disclosure of material non-public information in “blast” emails or presentations is prohibited unless (i) the communication is approved by a member of our Legal Team prior to distribution or (ii) the recipients of such disclosure have a bona fide need to know the related disclosure and such recipients shall be bound by the terms of confidentiality and agree to abide by it.

WNS authorized emails and communication channels should only be used while discussing any material non-public information. Collaboration and communications tools which are not managed by WNS (such as SMS text messaging or other third-party communication tools like Apple iMessage, WhatsApp, WeChat, Signal, and others) should not be used for any such communication.

Attending Conferences and Similar Events

Presentations to forums such as industry trade shows and other marketing and business events are generally not the focus of SEC communication rules. However, if material non-public information is disclosed without a pre-announced webcast or accompanying press release, the disclosure may not

comply with SEC rules. If an event is expected to result in the disclosure of material non-public information, the person responsible for the event must consult our Legal Team in advance to determine if a public announcement or SEC filing should be made in conjunction with the event and whether any portion of the event should be webcast.

Online Forums

Except as approved by our Legal Team, or as specifically required by your job description, you may not respond to comments, rumors or discussions or otherwise participate in Internet “chat” rooms, blogs, message boards, social media sites or other similar online forums on behalf of the Company. You may not participate, in any manner other than passive observation, in any investment or stock-related online forums relating to the Company without the prior written approval of our Legal Team. Associates should also make it clear that views offered on such forums are personal and may not represent the views of the Company.

6. How We Communicate with Investors

We Cannot Selectively Disclose Information

Selective disclosure of material non-public information to certain “Enumerated Persons”, including (a) broker-dealers and persons associated with them, including investment analysts; (b) investment advisers, certain institutional investment managers and their associated persons; and (c) investment companies, hedge funds and affiliated persons, is against Company policy and is prohibited under SEC rules, including Regulation FD. Selective disclosure is also prohibited if made to any securityholder under circumstances in which it is reasonably foreseeable that the securityholder would purchase or sell securities on the basis of the information. That means we cannot provide information to these individuals or groups without making the same information available to the public. If we intentionally disclose material non-public information, we will strive to do so in a manner designed to result in simultaneous, widespread distribution to the public.

Communications in the ordinary course within the Company among employees or directors on matters that are related to the participants' duties at the Company are not covered by Regulation FD.

Communications in the ordinary course of business with customers, suppliers or strategic partners, as well as communications with the press or news organizations, rating agencies, or the government, are not covered by Regulation FD.

If you believe that you have inadvertently disclosed material non-public information, contact our General Counsel and the WNS Legal Team immediately at SEC-Legal@wns.com because public disclosure of the material non-public information may be required within 24 hours.

Be Aware of the Closed Period

To help us ensure compliance with SEC rules, the Company will maintain a “**Closed Window**” beginning at the close of trading on the 15th calendar day of the third month of the then-current quarter and ending at the close of trading on the second full trading day following our widespread public release of quarterly or year-end operating results. During a Closed Window, we will not provide non-public comment, confirm public financial guidance or provide new financial guidance or other material information relevant to our current or expected financial results, unless previously approved in advance by the Audit Committee. During a Closed Window, we have discretion, with the approval of the Disclosure Committee, to attend investor-related conferences.

Dissemination

The company will strive to make its external financial communications and information available to the public in a timely, simultaneous manner via widespread, publicly available channels. These include, but are not limited to, formal press releases, SEC filings, and Company webcasts. These communications and any other Company provided, publicly available financial information will also be hosted and stored on the Company's IR website at ir.wns.com.

Announcing Financial Results

Our Audit Committee will review and approve the Company's quarterly and annual announcements of its operating results. Our Legal Team will review all other documents disseminating material information about the Company prior to release.

Use of Scripts

Company spokespersons will endeavor to use an approved script for all public presentations designed or intended to disclose new material information about our financial performance, results of operations and our current or expected financial results.

Earnings and Other Analyst Calls

In connection with every financial results conference call, investment conference or other investment analyst conference call, we will endeavor to make the same available to the public via a webcast or other similar means. We will publicize the webcast address, instructions on how to access the webcast and the subject matter of the call (including that we will discuss our prospects for the future, if that is expected to be part of the call) in a press release issued at least three days prior to the call or as soon as the call is planned (if later). Acquisitions and similar transactions where substantial advance notice is not practicable may require shorter notice periods. If a replay of the conference call will be available after the call has occurred, we will indicate in the notice how, and for how long, this replay will be accessible.

Guidance

The Company may, in its discretion, provide information to the public about its expectations for future financial results. The Company's policy or decisions regarding providing such information will be determined by the Group Chief Financial Officer. In the event that the Company provides guidance or any updates to guidance, it will do so only in conformance with SEC rules. The Company will not comment on any third party's forecasts or expectations of the Company's financial performance.

No key spokesperson shall provide "comfort" with respect to an earnings estimate or otherwise "walk the Street" up or down (i.e., suggest adjustments to an analyst's estimates). If an analyst inquires as to the reliability of a previously, publicly disseminated projection, the spokesperson should follow the "no comment" policy.

Investment Analyst Reports

The Company will not review investment analyst reports except, in its discretion, to correct factual errors pertaining to historical information. Any such review will be the responsibility of the Investor Relations Team. Whenever it reviews an investment analyst report, Investor Relations will inform the analyst in writing that the report has been reviewed for factual errors pertaining to historical information only and that the Company does not accept, adopt or in any way comment on the premises, assumptions, analysis, financial models or conclusions contained in such report. The Company will not distribute

investment analyst reports to third parties without the prior approval of the Company's Legal Team and Investor Relations Team nor will the Company provide hyperlinks to investment analyst reports.

Investor Conferences and Analyst/Investor Meetings

We will endeavor to make presentations given by the Company at investor or other financial conferences public through a widely-disseminated notice to attend the conference or hear the presentation through a dial-in number or webcast. A member of the Company's Investor Relations Team must be invited to attend any conferences where such presentations are made. The Company will not give new material information at such conferences unless the public has been provided access.

If it is determined that material nonpublic information may have been disclosed unintentionally during the meeting and conference, the Legal team should be notified immediately. If the Legal team, in consultation with other departments as appropriate, determines that an inadvertent disclosure of material nonpublic information has occurred, a press release or Form 8-K will be issued disclosing the information within 24 hours of such determination.

Our Investor Relations Team must be copied on all email correspondence with investment analysts or investors. Additionally, if possible, we should include a member of the Investor Relations Team or Legal Team in all in-person and telephonic meetings with analysts or investors.

Commenting on Rumors

Generally, we will not confirm or deny rumors or market speculation about the Company or our business. If asked about a rumor or market speculation, spokespersons must state that our policy is not to comment on rumors or market speculation.

7. Violations of this Policy have Meaningful Consequences: Don't Hesitate to Report

Any violations of this Policy must be brought to the attention of our General Counsel as quickly as possible. If you want to submit a concern or complaint regarding a possible violation of this Policy anonymously, you should follow the procedures outlined in our [Whistleblower Policy](#). If necessary, our General Counsel will bring such reports to the attention of our Audit Committee. Anyone who violates this Policy may be subject to disciplinary measures, which may include termination of employment.

8. Changes to this Policy

Our Board reserves the right in its sole discretion to modify or grant waivers to this Policy. Any amendments or waiver may be publicly disclosed if required by applicable laws, rules and regulations.

Document Control

Title:	Corporate Communication Policy		
Identification:		No of pages:	8
Issue Number:	1	Amendment:	done on July 17, 2024 to be effective July 17, 2024
Date of issue:	April 26, 2023	Status:	Definitive
Amendment summary:			
Date	Version	Reason for Amendment	
July 17, 2024	2	<ol style="list-style-type: none"> 1. Definition of Enumerated Person and who should deal and how they will deal with them is also added. 2. Description added on the requirements under Regulation FD (fair disclosure) 3. More clarificatory language is added for day-to-day communications, handling of forward looking statements, handling of inadvertent and selective disclosures, handling investor/analyst conferences 	
Circulation:	WNS Intranet, WNS website		
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