



ZOHO Corporation

Employee Handbook

March 2018

ABOUT THIS HANDBOOK / DISCLAIMER

We prepared this handbook to assist you in finding the answers to many questions that you may have regarding your employment with Zoho Corporation.

We do not expect this handbook to answer all of your questions, but as always, your Manager and Human Resources Consultant are available for further assistance.

Neither this handbook nor any other verbal or written communication by a management representative, is, nor should it be considered to be, an agreement, contract of employment, express or implied, or a promise of treatment in any particular manner in any given situation nor does it confer any contractual rights whatsoever. Zoho adheres to the policy of employment at will, which permits the Company or the employee to terminate the employment relationship at any time, for any reason, with or without cause or notice.

Employment at-will may only be altered IN AN INDIVIDUAL CASE OR GENERALLY in writing signed by the CEO of the company.

Many matters covered by this handbook, such as benefit plan descriptions, are also described in separate Company documents. These Company documents are always controlling over any statement made in this handbook or by any member of management.

This handbook states only general Company guidelines. The Company may, at any time, in its sole discretion, modify or vary from anything stated in this handbook, with or without notice, except for the rights of the parties to terminate employment at will.

This handbook supersedes all prior handbooks.

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Section 1 - Governing Principles of Employment

1-1. Welcome Statement

As you begin your employment with Zoho Corporation. ("Zoho" or the "Company"), on behalf of Zoho, let us extend a warm and sincere welcome. We hope you will find your work here both challenging and rewarding. We are glad to have you with us and wish you every success.

We understand that it is our employees who provide the services that our customers rely upon, and who will grow and enable us to create new opportunities in the years to come. We welcome your contributions to the company.

1-2. About Zoho

At Zoho, software is our craft and passion. We create beautiful software to solve business problems. Over the past decade of our journey, the Zoho suite has emerged to be a leader in the cloud and on your devices. As much as we love software, it is our people and our culture that are our most valuable assets. Our people spend years mastering the craft. In an industry where technology changes at a relentless and dizzying pace, we value persistence and endurance as highly as adaptability.

1-3. Communication

All of us at Zoho are interested in you as a person and are pleased to assist you in any way we can. We welcome your suggestions. Our sincere conviction is that the best and most rewarding system results from an open and direct relationship and communication between colleagues. Every reasonable effort will be made to provide you with a safe, comfortable and healthy place in which to work.

1-4. Equal Employment Opportunity

Zoho is an Equal Opportunity Employer that does not discriminate on the basis of actual or perceived race, color, religion (including religious dress and grooming practices), sex (including pregnancy, breastfeeding women, childbirth, or related medical conditions), national origin, age, mental or physical disability, ancestry, sexual orientation, gender (including gender identity and expression) legally protected medical condition, family care or medical leave status, military or veteran status, marital status, genetic information, genetic expression or any other basis protected by state or federal laws. Our management team is dedicated to this policy with respect to recruitment, hiring, placement, promotion, transfer, training, compensation, benefits, employee activities and general treatment during employment. In compliance with the Genetic Information Non-Discrimination Act (GINA), Zoho refrains from using an employee's genetic information when making employment related decisions.

The Company will endeavor to accommodate the sincere religious beliefs of its employees to the extent such accommodation does not pose an undue hardship on the Company's operations. If you wish to request such an accommodation, please speak to your Manager.

Any employees with questions or concerns about equal employment opportunities in the workplace are encouraged to bring these issues to the attention of your Manager. If your Manager is the person toward whom the concern is directed, you should contact any higher-level Manager in your reporting chain. Employees may also contact our Human Resources Consultant at Options4Growth if they are uncomfortable for any reason using the above procedure. The Company will not allow any form of retaliation against individuals who raise issues of equal employment opportunity. To ensure our workplace is free of artificial barriers, violation of this policy will lead to discipline, up to and including discharge. All employees must cooperate with all investigations.

1-5. Americans with Disabilities Act

It is the policy of Zoho to offer employment to qualified individuals with disabilities based solely on their ability to perform the essential functions of the job with or without reasonable accommodation. The company will reasonably accommodate a qualified person's disability, to enable him or her to perform the essential functions of the job, provided no undue hardship would result, in accordance with the Americans with Disabilities Act (ADA) and any applicable state law.

If you require an accommodation in order to perform the essential functions of your job, you should contact your supervisor and request the specific accommodation you need. Zoho will work with you to identify possible reasonable accommodations that do not provide an undue hardship to the company, if any, to help eliminate the limitation, and will act in accordance with the ADA and any other applicable laws.

1-6 Discrimination and Harassment Prevention and Complaint Policy

Purpose/Objective

Zoho Corporation is committed to providing equal employment opportunities to all employees and applicants without regard to age (40 or older), ancestry, color, religious creed (including religious dress and grooming practices), denial of family and medical care leave, disability (mental and physical), including HIV and AIDS, marital status, medical condition (cancer and genetic characteristics), genetic information, military and veteran status, national origin (including language use restrictions), race, sex (including pregnancy, child birth, breastfeeding and medical conditions related to pregnancy, child birth or breastfeeding), gender, gender identity and gender expression, sexual orientation, or any other protected status in accordance with all applicable federal, state and local laws.

In addition, Zoho Corporation is committed to providing a work environment that is free of unlawful harassment. In furtherance of this commitment, the company strictly prohibits all forms of unlawful harassment, including harassment on the basis of age (40 or older), ancestry, color, religious creed (including religious dress and grooming practices), denial of family and medical care leave, disability (mental and physical), including HIV and AIDS, marital status, medical condition (cancer and genetic characteristics), genetic information, military and veteran status, national origin (including language use restrictions), race, sex (including pregnancy, child birth, breastfeeding, and medical conditions related to pregnancy, child birth or breastfeeding), gender, gender identity and gender expression, sexual orientation, or any other protected status in accordance with all applicable federal, state and local laws.

Similarly, the company is committed to complying with all laws protecting qualified individuals with disabilities, as well as employees' religious beliefs and observances. This policy extends to all aspects of the company's employment practices, including recruiting, hiring, discipline, termination, promotions, transfers, compensation, benefits, training, leaves of absence, and other terms and conditions of employment.

Zoho Corporation will provide a reasonable accommodation for any known physical or mental disability of a qualified individual or for employees' religious beliefs and observances, provided the requested accommodation does not create an undue hardship for the company and does not pose a direct threat to the health or safety of others in the workplace or to the individual. The company will not retaliate or discriminate against a person for requesting an accommodation for his or her disability, regardless of whether the accommodation was granted.

Eligibility

This policy prohibits unlawful discrimination and harassment in the workplace and applies to applicants and employees of the company, including supervisors and managers. The company prohibits managers, supervisors and employees from discriminating against or harassing co-workers as well as customers, vendors, suppliers, independent contractors and others doing business with the company. In addition, the company prohibits customers, vendors, suppliers, independent contractors and others doing business with the company from discriminating against or harassing the company's employees.

Procedures

Examples of prohibited sexual harassment or discrimination

Sexual harassment includes a broad spectrum of conduct, including harassment based on sex, gender, gender identity or expression, and sexual orientation. Sexual harassment is defined as unwanted sexual advances or visual, verbal or physical conduct of a sexual nature. This definition includes many forms of offensive behavior and includes gender-based harassment of a person of the same sex as the harasser. The harassment does not have to be motivated by sexual desire.

Examples of unlawful and unacceptable behavior include:

- Unwanted sexual advances.
- Offering an employment benefit (such as a raise, promotion or career advancement) in exchange for sexual favors, or threatening an employment detriment (such as termination or demotion) for an employee's failure to engage in sexual activity.
- Visual conduct, such as leering, making sexual gestures and displaying or posting sexually suggestive objects or pictures, cartoons or posters.
- Verbal sexual advances, propositions, requests or comments.
- Sending or posting sexually related messages, videos or messages via text, instant messaging or social media.
- Verbal abuse of a sexual nature, graphic verbal comments about an individual's body, sexually degrading words used to describe an individual and suggestive or obscene letters, notes or invitations.
- Physical conduct, such as touching, groping, assault or blocking movement.
- Physical or verbal abuse concerning an individual's gender, gender identity or gender expression.
- Verbal abuse concerning a person's characteristics such as pitch of voice, facial hair or the size or shape of a person's body, including remarks that a male is too feminine or a woman is too masculine.

Other examples of prohibited harassment or discrimination

- In addition to the above listed conduct, the company strictly prohibits harassment or discrimination concerning any other protected characteristic. Such prohibited harassment includes:
- Racial or ethnic slurs, epithets and any other offensive remarks.
- Jokes, whether written, verbal or electronic.
- Threats, intimidation and other menacing behavior.
- Inappropriate verbal, graphic or physical conduct.
- Sending or posting harassing messages, videos or messages via text, instant messaging or social media.
- Other harassing or discriminatory conduct based on one or more of the protected categories identified in this policy.

Harassment of the company's customers, clients, vendors, suppliers, independent contractors or employees of the company's customers, clients, vendors, suppliers or independent contractors by the company's employees is also strictly prohibited. Any such harassment will subject an employee to disciplinary action, up to and including termination. Employees who have any questions about what constitutes harassing or discriminatory conduct should contact their supervisor or human resources.

Reporting harassment or discrimination

If an employee feels that he or she is being harassed or discriminated against in violation of this policy by another employee, supervisor, manager or third party doing business with the company, the employee should immediately contact the employee's supervisor or human resources consultant at 510-693-2836. In addition, if an employee observes harassment or discrimination by another employee, supervisor, manager or nonemployee, the employee should immediately report the incident to the individuals identified above. Appropriate action will also be taken in response to violation of this policy by any nonemployee.

All supervisors must report complaints of misconduct under this policy to human resources immediately so the company can investigate and try to resolve the claim internally.

All complaints of unlawful harassment or discrimination that are reported to management or to the persons identified above will be investigated as promptly as possible, and corrective action will be taken where warranted. All complaints of unlawful harassment or discrimination that are reported to management or to the persons identified above will be treated with as much confidentiality as possible, consistent with the need to conduct an adequate investigation. Complaints will be investigated by impartial and qualified internal personnel unless external involvement is warranted. The process will be documented and tracked for reasonable progress, and all investigations will be completely timely.

The California DFEH may also investigate and process complaints of harassment or discrimination. Violators are subject to penalties and remedial measures that may include sanctions, fines, injunctions, reinstatement, back pay and damages. The toll free number from the DFEH is (800) 884-1684.

Employees' notification to the company is essential to enforcing this policy. Employees may be assured that they will not be penalized in any way for reporting a harassment or discrimination problem. It is unlawful for an employer to retaliate against employees who oppose the practices prohibited by the California Fair Employment and Housing Act (FEHA), or who file complaints or otherwise participate in an investigation, proceeding or hearing conducted by the California Department of Fair Employment and Housing (DFEH) or the Fair Employment and Housing Commission (FEHC). Similarly, the company prohibits employees from hindering its internal investigations or its internal complaint procedure.

Violations of this policy will result in discipline

Violation of this policy will subject an employee to disciplinary action, up to and including immediate termination. In addition, under California law, employees may be held personally liable for harassing conduct that violates the FEHA.

Retaliation prohibited

Zoho Corporation prohibits retaliation against those who report, oppose or participate in an investigation of alleged violations of this policy. Participating in an investigation of alleged wrongdoing in the workplace includes:

- Filing a complaint with a federal or state enforcement or administrative agency.
- Participating in or cooperating with a federal or state enforcement agency that is conducting an investigation of the company regarding alleged unlawful activity.
- Testifying as a party, witness or accused regarding alleged unlawful activity.
- Associating with another employee who is engaged in any of these activities.
- Making or filing an internal complaint with the company regarding alleged unlawful activity.
- Providing informal notice to the company regarding alleged unlawful activity.

The company strictly prohibits any adverse action or retaliation against an employee for participating in an investigation of alleged violation of this policy. If an employee feels that he or she is being retaliated against, the employee should immediately contact their supervisor or the supervisor's supervisor OR human resources at 510-693-2836. In addition, if an employee observes retaliation by another employee, supervisor, manager or nonemployee, he or she should immediately report the incident to the individuals identified above.

Any employee determined to be responsible for violating this policy will be subject to appropriate disciplinary action, up to and including termination. Moreover, any employee, supervisor or manager who condones or ignores potential violations of this policy will be subject to appropriate disciplinary action, up to and including termination.

1-7. Drug and Alcohol-Free Workplace

To help ensure a safe, healthy and productive work environment for our employees and others, to protect Company property, and to ensure efficient operations, the Company has adopted a policy of maintaining a workplace free of drugs and alcohol. This policy applies to all employees and other individuals who perform work for the Company.

The unlawful or unauthorized use, abuse, solicitation, theft, possession, transfer, purchase, sale or distribution of controlled substances, drug paraphernalia or alcohol by an individual anywhere on Company premises, while on Company business (whether or not on Company premises) or while representing the Company is strictly prohibited. Employees and other individuals who work for the Company also are prohibited from reporting to work or working while they are using or under the influence of alcohol or any controlled substances. This prohibition does not include the authorized and reasonable consumption of alcohol within legal limits by an employee of legal drinking age at functions or activities sponsored by the Company.

This prohibition does not apply to prescription or over-the-counter medications taken by employees, with the exception of medical marijuana*, which:

1. have been lawfully prescribed to, or obtained by, the employee;
2. are being used by the employee in accordance with the prescription's guidelines (if applicable); and
3. where a safety sensitive position is involved, before reporting to work under the influence of such medication, the employee has inquired whether the drug manufacturer or the employee's physician warns against driving, operating machinery or performing other work-related safety-sensitive tasks. If such warnings exist, the employee taking the medication must inform his or her Manager of such restrictions before reporting to work under the influence of such substances. When informing his or her Manager(s) of such restrictions, the employee should not identify the medication(s) being used or the reason for its use. The Company will evaluate and respond to this information on a case-by-case basis. Any employee reporting to work in a safety-sensitive position without first advising the Company about warnings accompanying lawfully prescribed or obtained medications will be subject to disciplinary action up to and including possible termination of employment. An employee's lack of knowledge concerning such warnings will not excuse a violation of this rule where an employee has failed to make the inquiries required by this rule.

* Marijuana – including “medical marijuana” – is illegal under federal law and may not be used in the workplace. All employees (including but not limited to those employees working in Arizona, California, Colorado, Connecticut and Delaware) are prohibited from being under the influence of marijuana while at work. In Arizona, California, Colorado, Connecticut and Delaware however**, if an employee voluntarily discloses he or she is a "medical marijuana" cardholder, the Company, in consultation with the employee, shall make an individualized assessment as to how the employee's marijuana use will impact his or her ability to perform his or her job duties safely. Such assessments may require a physical examination by a physician, particularly for those employees in safety-sensitive positions.

**Note that notwithstanding the paragraph above, if the Company is a federal contractor, subcontractor or federal grantee, the general prohibitions against the unlawful or unauthorized use, abuse, solicitation, theft, possession, transfer, purchase, sale or distribution of controlled substances, drug paraphernalia or alcohol by an individual apply to you (e.g. the use or being under the influence of medical marijuana is strictly prohibited).

In addition, if the Company is a federal contractor or grantee, employees must notify the Company within five calendar days if they are convicted of a criminal drug violation in the workplace. Such employees will be subject to discipline up to and including discharge.

Violation of this policy will result in disciplinary action, up to and including discharge.

The Company maintains a policy of non-discrimination and will endeavor to make reasonable accommodations to assist individuals recovering from substance and alcohol dependencies, and those who have a medical history, which reflects treatment for substance abuse conditions. We encourage employees to seek assistance before their substance abuse or alcohol misuse renders them unable to perform the essential functions of their jobs, or jeopardizes the health and safety of any employee, including themselves.

1-8. Workplace Violence

Zoho is strongly committed to providing a safe workplace. The purpose of this policy is to minimize the risk of personal injury to employees and damage to Company and personal property.

We do not expect you to become an expert in psychology or to physically subdue a threatening or violent individual. Indeed, we specifically discourage you from engaging in any physical confrontation with a violent or potentially violent individual. However, we do expect and encourage you to exercise reasonable judgment in identifying potentially dangerous situations.

Experts in the mental health profession state that prior to engaging in acts of violence, troubled individuals often exhibit one or more of the following behaviors or signs: over-resentment, anger and hostility; extreme agitation; making ominous threats such as bad things will happen to a particular person, or a catastrophic event will occur; sudden and significant decline in work performance; irresponsible, irrational, intimidating, aggressive or otherwise inappropriate behavior; reacting to questions with an antagonistic or overtly negative attitude; discussing weapons and their use, and/or brandishing weapons in the workplace; overreacting or reacting harshly to changes in Company policies and procedures; personality conflicts with co-workers; obsession or preoccupation with a co-worker or Manager; attempts to sabotage the work or equipment of a co-worker; blaming others for mistakes and circumstances; demonstrating a propensity to behave and react irrationally

Prohibited Conduct

Threats, threatening language or any other acts of aggression or violence made toward or by any Company employee **WILL NOT BE TOLERATED**. For purposes of this policy, a threat includes any verbal or physical harassment or abuse, any attempt at intimidating or instilling fear in others, menacing gestures, flashing of weapons, stalking or any other hostile, aggressive, injurious or destructive action undertaken for the purpose of domination or intimidation. To the extent permitted by law, employees and visitors are prohibited from carrying weapons onto Company premises.

Procedures for Reporting a Threat

All potentially dangerous situations, including threats by co-workers, should be reported immediately to any member of management with whom you feel comfortable. Reports of threats

may be maintained confidential to the extent maintaining confidentiality does not impede our ability to investigate and respond to the complaints. All threats will be promptly investigated. All employees must cooperate with all investigations. No employee will be subjected to retaliation, intimidation or disciplinary action as a result of reporting a threat in good faith under this policy.

If the Company determines, after an appropriate good faith investigation, that someone has violated this policy, the Company will take swift and appropriate corrective action.

If you are the recipient of a threat made by an outside party, please follow the steps detailed in this section. It is important for us to be aware of any potential danger in our offices. Indeed, we want to take effective measures to protect everyone from the threat of a violent act by an employee or by anyone else.

Section 2 - Operational Policies

2-1. Employee Classifications

For purposes of this handbook, all employees fall within one of the classifications below.

Full-Time Employees - Employees who regularly work at least 30 hours per week who were not hired on a temporary basis.

Part-Time Employees - Employees who regularly work fewer than 30 hours per week who were not hired on a temporary basis.

Temporary Employees - Employees who were hired for a specific short-term project, or on a short-term freelance, per diem or temporary basis. Short-Term Employees generally are not eligible for Company benefits, but are eligible to receive statutory benefits, such as workers' compensation, social security, unemployment insurance and state disability, where applicable.

In addition to the above classifications, employees are categorized as either "**exempt**" or "**non-exempt**" for purposes of federal and state wage and hour laws. Employees classified as exempt do not receive overtime pay; they generally receive the same salary regardless of hours worked. You will be informed of your classifications upon hire and informed of any subsequent changes to your classifications.

2-2. Your Employment Records

In order to obtain your position, you provided us with personal information, such as your address and telephone number. This information is contained in your personnel file.

Please keep your personnel file up to date by informing your manager of any changes. Also, please inform your manager of any specialized training or skills you may acquire in the future, as well as any changes to any required visas. Unreported changes of address, marital status, etc. can affect your withholding tax and benefit coverage. Further, an "out of date" emergency contact or an inability to reach you in a crisis could cause a severe health or safety risk or other significant problem. Employees may update their home address, phone contact and emergency contacts on the Employee Self-Service Portal.

2-3. Working Hours and Schedule

Zoho provides demanding, yet flexible work schedules. Your work hours should conform to cover your workload and allow you to collaborate with other colleagues. Employees are encouraged to work with their supervisors to come up with a schedule that fits the needs of the employee and company.

Rest Breaks

Non-exempt employees who work three-and-one-half (3-1/2) or more hours per day are provided one 10-minute rest break for every four (4) hours or major fraction thereof worked. For purposes of this policy, "major fraction" means any time greater than two (2) hours. So, if you work more than six (6) hours, but no more than 10 hours in a workday, you are provided two 10-minute rest breaks: one during the first half of your shift and a second rest break during the second half of your shift. If you work more than 10 hours but no more than 16 hours in a day, you are provided, and should take, three 10-minute rest breaks.

Rest breaks should be taken as close to the middle of each work period as is practical. Employees are encouraged to take their rest breaks; they are not expected to work during their rest breaks. Non-exempt employees are paid for all rest break periods. Accordingly, you do not need to clock out when taking a rest break.

Meal Periods

All employees will be provided with meal periods as required by law and are not optional. If you work more than 5 hours in a workday, you are provided an unpaid, off-duty meal period of at least 30 minutes. Employees who work more than 10 hours in a day are entitled to a second unpaid, off-duty 30-minute meal period.

During your meal period non-exempt employees are relieved of all duty and you should not work during this time. When taking your meal period, you should be completely off work for at least 30 minutes. Employees are prohibited from working "off the clock" during their meal period.

Unless otherwise directed by your Manager in writing, you do not need to obtain your Manager's approval or notify your Manager when you take your meal period.

2-4. Timekeeping Procedures

Non-exempt employees must record the time work begins and ends, as well as the beginning and ending time of any departure from work for any non-work-related reason, in the system prescribed by management. All time must be recorded and submitted to the Payroll Department according to the posted schedule.

Altering, falsifying or tampering with time records is prohibited and subjects the employee to discipline, up to and including discharge.

Exempt employees are required to report full days of absence from work for reasons such as leaves of absence, sick leave or personal business. Time off should be recorded using the Self-Service Portal.

It is your responsibility to certify the accuracy of all time recorded. Any errors in your time record should be reported immediately to your Manager, who will attempt to correct legitimate errors.

2-5. Your Paycheck

You will be paid semi-monthly for all the time you have worked during the past pay period. Pay dates will be on the 15th and last day of the month. If payday falls on a holiday or weekend, the pay date will be on the preceding workday.

Your payroll stub itemizes deductions made from your gross earnings. By law, the Company is required to make deductions for Social Security, federal income tax and any other appropriate taxes. These required deductions also may include any court-ordered garnishments. Your payroll stub will also differentiate between regular pay received and overtime pay received.

If you believe there is an error in your pay, bring the matter to the attention of the Payroll Department immediately so the Company can resolve the matter quickly and amicably.

Your paycheck will be given only to you, unless you request that it be mailed, or authorize in writing another person to accept your check for you. Paystubs are available online.

2-6. Direct Deposit

Zoho strongly encourages employees to use direct deposit. Authorization forms are available from Human Resources or the Office Manager and can be found on the Employee Self-Service Portal.

2-7. Employee Discretionary Bonuses

Following the end of each fiscal year the Company, in its sole discretion with approval of management, may elect to award employees a discretionary bonus in amount to be determined by the Company based upon the Company's performance and individual performance. The discretionary bonus shall be payable as determined by the Company and only if the employee is employed by the Company at which time the bonus is paid.

2-8. Salary Advances

Zoho does not permit advances on paychecks.

2-9. Attendance Policy

If you know ahead of time that you will be absent or late, provide reasonable advance notice to your supervisor. Employees may be required to provide documentation of any medical or other excuse for being absent or late.

Absences resulting from approved leave, discretionary vacation, or legal requirements are exceptions to the policy.

2-10. Job Abandonment

If an employee fails to show up for work or call in with an acceptable reason for the absence for a period of three consecutive days, they will be considered to have abandoned their job and voluntarily resigned from Zoho.

2-11. Performance Reviews

Zoho does not conduct formal reviews, however frequent ongoing continuous conversations are encouraged between the employees and supervisor to ensure success at performance objectives. However, please understand that a positive performance conversation does not guarantee an increase in salary, a promotion, or continued employment. Compensation increases and the terms and conditions of employment, including job assignments, transfers, promotions, and demotions, are determined by and at the discretion of management.

2-12. Record Retention

The Company acknowledges its responsibility to preserve information relating to litigation, audits and investigations. Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the Company and its employees and possible disciplinary action against responsible individuals (up to and including termination of employment). Each employee has an obligation to contact the Office Manager to inform them of a potential or actual litigation, external audit, investigation or similar proceeding involving the Company that may have an impact on record retention protocols.

Section 3 - Benefits

3-1. Benefits Overview

In addition to good working conditions and competitive pay, it is Zoho's policy to provide a combination of supplemental benefits to all eligible employees. In keeping with this goal, each benefit program has been carefully devised. These benefits include time-off benefits, such as vacations and holidays, and insurance and other plan benefits. We are constantly studying and evaluating our benefits programs and policies to better meet your present and future requirements. These policies have been developed over the years and continue to be refined to keep up with changing times and needs.

The details of those plans are spelled out in the official plan documents, which are available for review on the Benefits Portal. Additionally, the provisions of the plans, including eligibility and benefits provisions, are summarized in the summary plan descriptions ("SPDs") for the plans (which may be revised from time to time). In the determination of benefits and all other matters

under each plan, the terms of the official plan documents shall govern over the language of any descriptions of the plans, including the SPDs and this handbook.

Further, Zoho (including the officers and administrators who are responsible for administering the plans) retains full discretionary authority to interpret the terms of the plans, as well as full discretionary authority with regard to administrative matters arising in connection with the plans and all issues concerning benefit terms, eligibility and entitlement.

While the Company intends to maintain these employee benefits, it reserves the absolute right to modify, amend or terminate these benefits at any time and for any reason.

If you have any questions regarding your benefits, please contact your manager.

3-2. Holidays

Full-time employees will typically be paid for the holidays listed below, however employees should always refer to the published list of holidays that are subject to change every year. For example, if a holiday falls on a Saturday, that holiday may be replaced with a floating holiday or another holiday in its place.

New Year's Day
Martin Luther King Jr Day
President's Day
Memorial Day
Independence Day
Labor Day
Thanksgiving Day
Day after Thanksgiving
Christmas Eve
Christmas Day

When holidays fall or are celebrated on a regular work day, eligible employees will receive one (1) day's pay at their regular straight-time rate. If a holiday falls within an eligible employee's approved vacation period, the eligible employee will be paid for the holiday (at the regular straight-time rate).

The Company reserves the right to change the Holiday schedule each year. A new holiday schedule will be distributed by December 15th for the following year.

3-3. Discretionary Vacation Time

Zoho prides ourselves on our culture of freedom and responsibility and we recognize that our employees are professionals committed to our success. To that end, we have instituted a Discretionary Vacation policy for eligible US employees. Part-time and Temporary employees are not eligible for Discretionary Vacation. Full-time employees at Zoho are not provided with a set

amount of vacation time off each year. Instead, Full-time employees are permitted to use discretion in achieving an appropriate work/life balance, to take time off for travel, relaxation, and rejuvenation, as needed and consistent with the satisfaction of all professional obligations to the Company. We firmly believe that taking time off each year for such purposes contributes to overall health, well-being, and ultimately improved work productivity.

No Set Maximum Amount of Time:

There will be no set minimum or maximum amount of time off that may be taken in a given year. Our employees are professionals, with responsibilities to the Company and its customers. The Company expects eligible employees to determine for themselves, consistent with their work responsibilities and obligations, how much time to take off from work.

Must Meet Professional Obligations:

The only limitation to a full-time employee's ability to take time off is the need to satisfy all professional obligations in a timely manner that still permits the employee to achieve excellence at work. Supervisors retain the discretion to coordinate employee time off so that the responsibilities of the Company or department are covered at all times.

No Accrual or Carry Over:

Because no particular amount of time off is promised, guaranteed, vested or accrued, there will be no "accrual" or "carry over" of time off for those who fail to take time off. Again, we believe that taking time off each year is important and ultimately benefits both the individual and the organization by providing employees with needed rest and relaxation. We hope that this policy will promote consistent and responsible exercise of the right to take time off by our full-time employees.

Failure to Meet Performance Expectations:

Although there is no limit on the amount of time off that may be taken under this policy, each employee is expected to exercise this right responsibly and continue to satisfy all professional obligations. Disciplinary action, up to and including unpaid suspension and termination of employment may be imposed for an employee's failure to satisfy minimum performance standards and/or abuse of this policy.

Practice/Guidelines:

This policy applies to routine time-off work for purposes such as vacation, relaxation, personal or family needs. It does not apply to absences that may be covered under other Company policies, including but not limited to, Pregnancy-Related Disability Leave, Short Term Disability, and Workers' Compensation. The appropriate Company policies should be consulted for any non-

routine time-off. The Company Sick Pay Policy should be used for absences due to the diagnosis, care, or treatment of an existing health condition of, or preventive care for, an employee or an employee's family member.

Scheduling Time Off:

Time off may be taken at any time. In the case of time off that will exceed one business day:

- Although time off under this policy is not tracked against accruals, it must be requested in the Paylocity Payroll/HR System.
- Your Manager is not required to approve time off at the time of your request. They will get back to you within a reasonable time frame as they consider business needs and other requests.
- Absent extenuating circumstances, time off should be taken for a maximum of two weeks at a time. If you wish to schedule more than two weeks off at one time, you should seek an additional level of manager approval.
- You must manage your workload up until your departure date, anticipating and ensuring coverage on any issues that may arise in your absence. It is also expected that employees will notify all those who need to know of the timing and duration of any time off that is taken, and to the extent possible, provide contact information to your supervisor should the need to contact you arise.
- Set the "Out of Office" notification for your email and change your voicemail greeting to notify callers that you are out of the office. If you will be out for more than a few days, then you should supply the names and telephone numbers of personnel who may be able to assist during your time off.

Time Off That Qualifies Under Another Company Policy:

There are a number of Company policies, which provide for time off for specific or legally protected reasons, including:

- Pregnancy-Related Disability Leave
- Short Term Disability
- Workers' Compensation

If an employee is taking more than seven (7) consecutive days off for a reason that would be covered by any of the foregoing policies, then the employee must report the time off to Human Resources consistent with those policies, and time off will be paid in accordance with those policies.

3-4. Sick Pay

Full-time, part-time and temporary employees that work at least 30 calendar days in the year are eligible for sick leave after 90 days of service. Sick leave may be used for the diagnosis, care, or treatment of an existing health condition of, or preventive care for, an employee or an employee's family member. The definition of "family member" is broad and includes, for instance, parents-in-law, grandparents, grandchildren, and siblings. Sick leave may also be used for victims of domestic violence, sexual assault, or stalking. Sick leave does not entitle employees to receive pay out for accrued and unused paid sick days upon termination of employment. However, should you terminate and rehire within one year, all previously unused sick days will be reinstated upon hire.

Accrual

Paid sick leave accrues at the rate of 1 hour per 30 hours worked beginning at the commencement of employment. Unused, accrued sick days shall carry over to the next year, up to a permissible accrual cap of 48 hours, or 6 days. Non-exempt employees may take sick leave at a minimum of two-hour increments. For exempt employees, sick days are calculated based on a 40-hour standard work week.

Carryover/Maximum Accrual

Paid sick day accrued hours are carried over from year to year and an employee may accumulate up to 48 hours at any one time. Sick day accrual will resume if the employee's balance falls below 48 hours. If the employee's accrual reaches the 48-hour limit, no further sick leave will accrue until the employee has used some of the accrued sick leave and thereby reduced the balance below the limit.

Reporting Sick Leave

As a common courtesy and in order to maintain efficiency you must personally contact your supervisor of your inability to report to work on each day that you are out. If it is not practical for you to do so, you may have someone else contact the company on your behalf. If you know in advance of a pending absence, you are asked to notify your manager immediately to allow for as much notice as possible to ensure work responsibilities will be covered.

3-5. Lactation Breaks

The Company will provide a reasonable amount of break time for an employee who wishes to express breast milk for her infant child. If possible, the break time must run concurrently with rest and meal periods already provided to the employee.

The Company will make reasonable efforts to provide the use of a room or location other than a bathroom stall for the employee to express milk in private. This location may be the Nap Room, if applicable.

The Company may not be able to provide additional break time if doing so would seriously disrupt operations.

3-6. Insurance Programs

Full-time employees may participate in the Company's insurance programs. Under these plans, eligible employees will receive comprehensive health and other insurance coverage, as well as other benefits. The company will pay a portion of the employee's health insurance costs. Participating employees will be required to pay their portion of the applicable premium.

Upon becoming eligible to participate in these plans, you will receive summary plan descriptions (SPDs) describing the benefits in greater detail. Please refer to the SPDs for detailed plan information. Of course, feel free to speak to Human Resources if you have any further questions.

3-7. Workers' Compensation

On-the-job injuries are covered by our Workers' Compensation Insurance Policy, which is provided at no cost to you. If you are injured on the job, no matter how slightly, report the incident immediately to your Manager. Failure to follow Company procedures may affect your ability to receive Workers' Compensation benefits.

Any leave of absence due to a workplace injury runs concurrently with all other Company leaves of absence. Reinstatement from leave is guaranteed only if required by law. Employees who need to miss work due to a workplace injury must also request a formal leave of absence. See the Leave of Absence sections of this handbook for more information.

3-8. Jury Duty Leave

Zoho realizes that it is the obligation of all U.S. citizens to serve on a jury when summoned to do so. All employees will be allowed time off to perform such civic service as required by law. You are expected, however, to provide the Company with proper notice of your request to perform jury duty and with your verification of service. You also are expected to keep management informed of the expected length of your jury duty service and to report to work for the major portion of the day if you are excused by the court. If the required absence presents a serious conflict for management, you may be asked to try to postpone your jury duty. Employees on jury duty leave will be paid for their jury service under the Discretionary Vacation Policy.

3-9. Witness Leave

An employee called to serve as an expert witness in a judicial proceeding on behalf of the State will be granted leave and will be paid for their service under the Discretionary Vacation Policy. An employee who is summoned to appear in court as an expert witness, but not on behalf of the State may use available vacation and personal time to cover the period of absence.

Employees subpoenaed for witness duty must notify their Manager as soon as possible.

3-10. Bereavement Leave

We know the death of a family member is a time when you wish to be with the rest of your family. If you are a full-time or part-time (working more than 30 hours) employee and you lose a close relative, you will be allowed paid time off of up to one week to assist in attending to your obligations and commitments. For the purposes of this policy, a close relative includes a spouse, domestic partner, child, parent, parent-in-laws, grandparents, sibling or any other relation required by applicable law. Paid leave days only may be taken on regularly scheduled, consecutive workdays following the day of death. You must inform your Manager prior to commencing bereavement leave. In administering this policy, the Company may require verification of death.

3-11. Voting Leave

In the event an employee does not have sufficient time outside of working hours to vote in a statewide election, the employee may take off sufficient working time to vote. This time should be taken at the beginning or end of the regular work schedule, whichever allows the most free time for voting and the least time off from work. An employee will be allowed a maximum of two (2) hours of voting leave on Election Day without loss of pay. Where possible, the Manager should be notified of the need for leave at least three (3) working days prior to the Election Day.

3-12. Paid Family Leave Benefits

An employee who is off work to care for a child, spouse, domestic partner, parent, grandparent, grandchildren, siblings or parent-in laws with a serious health condition, or to bond with a new child, may be eligible to receive benefits through the California "Paid Family Leave" (PFL) program, which is administered by the Employment Development Department (EDD).

These benefits are financed solely through employee contributions to the PFL program. That program is solely responsible for determining if an employee is eligible for such benefits. Generally, there is a waiting period during which no PFL benefits are available. The EDD can provide additional information about any applicable waiting period.

If you need to take time off work to care for a child, spouse, domestic partner, parent, grandparent, grandchildren, siblings or parent-in laws with a serious health condition or to bond with a new child please advise your manager, and you will be given information about the EDD's PFL program

and how to apply for benefits. Employees also may contact their local Employment Development Department Office for further information. You should maintain regular contact with your manager during the time you are off work so we may monitor your return-to-work status. In addition, you should contact your manager when you are ready to return to work so we may determine what positions, if any, are open to you.

Employees taking time off work to care for a child, spouse, domestic partner, parent, grandparent, grandchildren, or siblings with a serious health condition or to bond with a new child are not guaranteed job reinstatement unless they qualify for such reinstatement under federal or state family and medical leave laws.

Any time off for Paid Family Leave purposes will run concurrently with other leaves of absence.

Section 4 - Leaves of Absence

4-1. Military Leave

If you are called into active military service or you enlist in the uniformed services, you will be eligible to receive an unpaid military leave of absence. To be eligible for military leave, you must provide management with advance notice of your service obligations unless you are prevented from providing such notice by military necessity or it is otherwise impossible or unreasonable for you to provide such notice. Provided your absence does not exceed applicable statutory limitations, you will retain reemployment rights and accrue seniority and benefits in accordance with applicable federal and state laws. Please ask management for further information about your eligibility for Military Leave.

If you are required to attend yearly Reserves or National Guard duty, you can apply for an unpaid temporary military leave of absence not to exceed the number of days allowed by law (including travel). You should give management as much advance notice of your need for military leave as possible so that we can maintain proper coverage while you are away.

4-2. Time Off for Military Spouses

If an employee works, on average, at least 20 hours per week and his or her spouse is a qualified member of the United States Armed Forces, the National Guard or the Reserves, the employee is eligible to take leave for a period of up to 10 days while his or her spouse is home during a qualified leave period. When an employee is also eligible for military family member exigency leave, leave under this policy shall also count toward the employee's leave entitlement under the Family and Medical Leave Act (FMLA) if applicable, where the time off meets the definition of FMLA military exigency leave.

Required Notice to Employer

Within two business days of receiving official notice that the employee's spouse will be on leave, he/she must provide notice to the Company of his/her intent to take military spouse leave.

Required Documentation

The employee must submit written documentation to the Company certifying that during his/her requested time off, the employee's spouse will be on leave from deployment during a period of military conflict.

Leave is Unpaid

Leave granted under this policy is typically unpaid. However, employees may request Discretionary Time Off for military spouse leave.

Definitions

For the purposes of this policy, the following definitions apply:

"Qualified Member" means any of the following:

- (a) A member of the United States Armed Forces who is deployed during a period of military conflict to an area designated as a combat theater or combat zone by the President of the United States; or
- (b) A member of the National Guard who is deployed during a period of military conflict; or
- (c) A member of the Reserves who is deployed during a period of military conflict.

"Period of Military Conflict" means any of the following:

- (a) A period of war declared by the U.S. Congress; or
- (b) A period of deployment for which members of the Reserves are ordered to active duty.

"Qualified Leave Period" means the period during which the qualified member is on leave from deployment during a period of military conflict.

4-3. Pregnancy Disability Leave

If you are disabled by pregnancy, childbirth or related medical conditions, you are eligible to take a pregnancy disability leave (PDL).

Employees may request leave by notifying their Manager.

If you are affected by pregnancy or a related medical condition, you are also eligible to transfer to a less strenuous or hazardous position or to less strenuous or hazardous duties, if such a transfer is medically advisable and can be reasonably accommodated. Employees disabled by qualifying

conditions may also be entitled to other reasonable accommodation where doing so is medically necessary. In addition, if it is medically advisable for you to take intermittent leave or work a reduced schedule, the company may require you to transfer temporarily to an alternative position with equivalent pay and benefits that can better accommodate recurring periods of leave.

The PDL is for any period(s) of actual disability caused by your pregnancy, childbirth or related medical condition up to four (4) months per pregnancy. For purposes of this policy, “four months” means time off for the number of days the employee would normally work within the four calendar months (one-third of a year, or 17.3 weeks or 122 days), following the commencement date of taking a pregnancy disability leave. For a full time employee who works five eight-hour days per week, or 40 hours per week, “four months” means 88 working and/or paid eight-hour days 693 hours of leave entitlement, based on an average of 22 working days per month for 17.3 weeks in four months times 40 hours per week. Employees working a part-time schedule will have their PDL calculated on a pro-rata basis.

The PDL does not need to be taken in one continuous period of time, but can be taken on an as-needed basis.

Time off needed for prenatal or postnatal care, severe morning sickness, gestational diabetes, pregnancy-induced hypertension, preeclampsia, doctor-ordered bed rest, postpartum depression, loss or end of pregnancy, and recovery from childbirth or loss or end of pregnancy are all covered by your PDL.

To receive reasonable accommodation, obtain a transfer, or take a PDL, you must provide sufficient notice, so the company can make appropriate plans – 30 days’ advance notice if the need for the reasonable accommodation, transfer or PDL is foreseeable, otherwise as soon as practicable if the need is an emergency or unforeseeable.

You are required to obtain a certification from your health care provider of your need for pregnancy disability leave or the medical advisability of an accommodation or for a transfer. The certification should include:

- 1) the date on which you became disabled due to pregnancy or the date of the medical advisability for a transfer;
- 2) the probable duration of the period(s) of disability or the period(s) for the advisability of a transfer; and
- 3) a statement that, due to the disability, you are either unable to work at all or to perform any one or more of the essential functions of your position without undue risk to yourself or to other persons; or a statement that, due to your pregnancy, a transfer to a less strenuous or hazardous position or duties is medically advisable.

Upon request, your Human Resources shall provide you with a medical certification form that you can take to your doctor.

Your benefits will continue for 4 months during Pregnancy Disability Leave if you were covered prior to your disability.

As a condition of your return from pregnancy disability leave or transfer, the company requires you to obtain a release to return to work from your health care provider stating that you are able to resume your original job duties **with or without reasonable accommodation**.

The substitution of any paid leave will not extend the duration of your PDL.

We encourage you to contact the California Employment Development Department or the Company's short-term and long-term disability programs regarding your eligibility for disability insurance for the unpaid portion of your leave.

4-4 New Parent Leave Act

Under the New Parent Leave Act (NPLA), Zoho will grant up to 12 weeks of unpaid leave during a 12-month period for child bonding, for the birth of a child, adoption or foster care. The leave is considered unpaid by the Company, but during this leave the employee may use a combination of discretionary vacation time off (up to 12 weeks), including accrued and unused sick pay or other available pay such as from state benefit programs.

Where both parents work for the Company, Zoho may limit the amount of leave both parents can take to a combined total of 12 weeks. Employees in this situation may choose to take simultaneous leave.

Employees will be eligible to take this NPLA leave provided that they have worked for the Company for at least 12 months and have worked at least 1,250 hours in the past 12 months for the employer. Employees who are covered under Family Medical Leave Act (FMLA) and, or, California Family Rights Act (CFRA), are not eligible for this NPLA leave and will be provided leave under FMLA and CFRA.

4-5 Medical Leave

A medical leave of absence may be granted for temporary medical disabilities for up to three months with a doctor's written certificate of disability. Employees should request any leave of absence in writing as far in advance as possible.

A medical leave begins on the first day your doctor certifies that you are unable to work and ends when your doctor certifies that you are able to return to work or after a total of three months of leave, whichever occurs first. The Human Resources Manager will supply you with a form for your doctor to complete, showing the date, you became unable to perform your job and the

estimated date you will be able to return to work. An employee returning from a medical disability leave must present a doctor's certificate declaring fitness to return to work.

If returning from a medical leave, you will be offered the same position you held at the time your leave began, if available. If your former position is not available, a comparable position will be offered. If neither the same nor a comparable position is available, your return to work will depend on job openings existing at the time of your scheduled return. Zoho makes no guarantees of reinstatement, and your return will depend on your qualifications for existing openings.

If an illness or temporary medical condition exceeds 3 months, Human Resources should be contacted. No more than 3 months or 12 weeks total medical leave will be provided over a 12-month period. The Company will take all actions necessary to comply with its obligations under the Americans with Disabilities Act and California's disability laws.

California workers' compensation laws govern work-related injuries and illnesses. California pregnancy disability laws govern leaves taken because of pregnancy, childbirth, and related medical conditions.

The company will continue your health insurance for up to 3 months. You will be responsible for continuing to pay your portion of the cost.

We encourage you to contact the California Employment Development Department or the Company's long-term disability programs regarding your eligibility for disability insurance for the unpaid portion of your leave. For approved disabilities, the Company will supplement your pay for up to 3 months, so that between disability and wages, you will receive 100% income replacement.

4-6. Rehabilitation Leave

Zoho is committed to providing assistance to our employees to overcome substance abuse problems. The Company will reasonably accommodate any employee who wishes to voluntarily enter and participate in an alcohol or drug rehabilitation program. This accommodation may include time off without pay or an adjusted work schedule, provided the accommodation does not impose an undue hardship on the company. You may also use two weeks of Discretionary Vacation Time, for this purpose.

You should notify your direct Manager or department manager if you need such accommodation. The Company will take reasonable steps to safeguard your privacy with respect to the fact that you are enrolled in an alcohol or drug rehabilitation program.

4-7. Literacy Assistance

We are committed to providing assistance to employees who require time off to participate in an adult education program for literacy assistance. If you need time off to attend such a program, you

should inform your direct Manager. The Company will attempt to make reasonable accommodations for you by providing unpaid time off or an adjusted work schedule, provided the accommodation does not impose an undue hardship on the Company. The Company will attempt to safeguard the privacy of your enrollment in an adult education program.

4-8. Time Off For School Related Activities

Parents, guardians, or grandparents with school children from kindergarten through Grade 12, or who attend licensed child day care facilities, are provided discretionary time off (up to a maximum of eight (8) hours in one (1) calendar month and forty (40) hours in one (1) calendar year) to participate in school or day care activities if they work at a location with twenty-five (25) or more employees. We may require proof of an employee's participation in these activities. You must provide reasonable advance notice to your Manager before taking any time off under this policy. Parents, guardians, or grandparents with custody of schoolchildren who have been suspended also are allowed to take discretionary time off to appear at the school pursuant to the school's request.

4-9. Time Off For Victims of Domestic Violence or Sexual Assault or Stalking

Victims of domestic violence or sexual assault or stalking may take time off from work to obtain help from a court, seek medical attention, obtain services from an appropriate shelter, program, or crisis center, obtain psychological counseling, or participate in safety planning, such as permanent or temporary relocation. We may require proof of an employee's participation in these activities. Whenever possible, you must provide your Manager reasonable notice before taking any time off under this policy. You may use Discretionary Vacation for the leave under this policy.

4-10. Bone Marrow Donation Leave

An employee who has been employed for at least 90 days may request a leave of absence for up to five business days in any one-year period to undergo a medical procedure to donate bone marrow. Employees must provide a certification from their physician regarding the purpose and length of each leave requested. An employee may use Discretionary Vacation for this leave, but the use of sick leave does not extend the term of this leave. Bone marrow donation leave will not be designated as FMLA or CFRA leave time, if applicable. Employees will receive health benefits for the duration of their Bone Marrow Donation Leave and upon returning from such leave will have a right to return to the same or equivalent positions they held before such leave.

4-11. Organ Donation Leave

An employee who has been employed for at least 90 days may request a leave of absence for up to 30 business days in any one-year period to undergo a medical procedure to donate an organ. Employees must provide a certification from their physician regarding the purpose and length of each leave requested. An employee must use up to one week of accrued sick pay for this leave, but the use of sick pay does not extend the term of the leave. If accrued sick leave is not available, the

time off for such procedure shall be paid however the paid time off shall not exceed 30 days. Organ donation leave will not be designated as FMLA or CFRA leave time, if applicable. Employees will receive health benefits for the duration of their organ donation leave and upon returning from such leave will have a right to return to the same or equivalent positions they held before such leave.

Section 5 - General Standards of Conduct

5-1. Workplace Conduct

Zoho endeavors to maintain a positive work environment. Each employee plays a role in fostering this environment. Accordingly, we all must abide by certain rules of conduct, based on honesty, common sense and fair play.

Because everyone may not have the same idea about proper workplace conduct, it is helpful to adopt and enforce rules all can follow. Unacceptable conduct may subject the offender to disciplinary action, up to and including discharge, in the Company's sole discretion. The following are examples of some, but not all, conduct which can be considered unacceptable:

1. Theft, fraud, embezzlement or other acts of dishonesty.
2. Any harassment of another employee or non-employee (verbal, physical, or visual), including sexual harassment such as offensive gestures, unwelcome advances, jokes, touching, or comments of a sexual nature made to or about another employee, vendor or customer.
3. Obtaining employment or promotion on the basis of false or misleading information.
4. Soliciting or accepting gifts (money, services or merchandise) in connection with Company business greater than \$100 in value.
5. Reporting for work under the influence of alcohol or any illegal substance; or possession, sale or distribution of alcohol or any illegal substance while on Company premises; or abusing such items while representing the Company or conducting Company business.
6. Engaging in unauthorized employment elsewhere while on paid leave related to illness, or while on an extended leave of absence.
7. Falsifying Company documents or records, including misuse of timekeeping records, or falsely inputting payment data.
8. Insubordination, meaning refusing to follow legitimate instructions of a superior related to performance of one's job.
9. Disrupting the work environment.
10. Excessive absenteeism or unacceptable patterns of absenteeism.
11. Repeatedly failing to use Zoho's time tracking system as directed. Completing another employee's time records without authorization.
12. Job abandonment, meaning the failure to report to work without properly notifying one's immediate supervisor, or leaving a job assignment prior to completion of your responsibilities.
13. Unauthorized use of Company or customer supplies, information, equipment, funds or computer codes/passwords.

14. Knowingly mishandling a customer's or potential customer's account. This includes improper discriminatory practices.
15. Unauthorized possession of firearms or weapons while on Company premises or while on Company business.
16. Threatening the personal safety of fellow employees, customers or vendors.
17. Stealing, removing or defacing Zoho property or a co-worker's property, and/or disclosure of confidential business information.
18. Working overtime without the approval of a supervisor or manager.
19. Failing to meet job responsibilities, job budget or quality requirements.

Obviously, not every type of misconduct can be listed. Note that all employees are employed at-will, and Zoho reserves the right to impose whatever discipline it chooses, or none at all, in a particular instance. The Company will deal with each situation individually and nothing in this handbook should be construed as a promise of specific treatment in a given situation. However, Zoho will endeavor to utilize progressive discipline but reserves the right in its sole discretion to terminate an employee at any time for any reason.

The observance of these rules will help to ensure that our workplace remains a safe and desirable place to work.

5-2. Confidential Company Information

During the course of work, an employee may become aware of confidential information about Zoho's business, including but not limited to information regarding Company finances, pricing, products and new product development, software and computer programs, marketing strategies, suppliers, customers and potential customers. An employee also may become aware of similar confidential information belonging to the Company's clients. It is extremely important that all such information remain confidential, and particularly not be disclosed to our competitors. Any employee who improperly copies, removes (whether physically or electronically), uses or discloses confidential information to anyone outside of the Company may be subject to disciplinary action up to and including termination. Employees will be required to sign an agreement reiterating these obligations.

5-3. Conflict of Interest and Business Ethics

It is Zoho's policy that all employees avoid any conflict between their personal interests and those of the Company. The purpose of this policy is to ensure that the Company's honesty and integrity, and therefore its reputation, are not compromised. The fundamental principle guiding this policy is that no employee should have, or appear to have, personal interests or relationships that actually or potentially conflict with the best interests of the Company.

It is not possible to give an exhaustive list of situations that might involve violations of this policy. However, the situations that would constitute a conflict in most cases include but are not limited to:

1. Holding an interest in or accepting free or discounted goods from any organization that does, or is seeking to do, business with the Company, by any employee who is in a position to directly or indirectly influence either the Company's decision to do business, or the terms upon which business would be done with such organization.
2. Holding any interest in an organization that competes with the Company.
3. Being employed by (including as a consultant) or serving on the board of any organization which does, or is seeking to do, business with the Company or which competes with the Company.
4. Profiting personally, e.g., through commissions, loans, expense reimbursements or other payments, from any organization seeking to do business with the Company.

A conflict of interest would also exist when a member of an employee's immediate family is involved in situations such as those above.

This policy is not intended to prohibit the acceptance of modest courtesies, openly given and accepted as part of the usual business amenities, for example, occasional business-related meals or promotional items of nominal or minor value.

It is your responsibility to report any actual or potential conflict that may exist between you (and your immediate family) and the Company. If you are unsure as to whether a conflict exists, you should discuss it with your manager.

5-4. Use of Facilities, Equipment and Property, Including Intellectual Property

Equipment essential in accomplishing job duties is often expensive and may be difficult to replace. When using property, employees are expected to exercise care, perform required maintenance, and follow all operating instructions, safety standards and guidelines.

Please notify your Manager if any equipment, machines, or tools appear to be damaged, defective, or in need of repair. Prompt reporting of loss, damages, defects, and the need for repairs could prevent deterioration of equipment and possible injury to employees or others. The Manager can answer any questions about an employee's responsibility for maintenance and care of equipment used on the job.

Employees also are prohibited from any unauthorized use of the Company's intellectual property, such as audio and video tapes, print materials and software.

Improper, careless, negligent, destructive, or unsafe use or operation of equipment can result in discipline, up to and including discharge.

Further, the Company is not responsible for any damage to employees' personal belongings unless the employee's Manager provided advance approval for the employee to bring the personal property to work.

5.5. Electronic Media

As a company, Zoho uses electronic forms of communication and information exchange. Employees have access to one or more forms of electronic media and services (computers, e-mail, telephones, cell phones, voicemail, external electronic bulletin boards, wire services, on-line services, social networks, the Internet).

The Company encourages the use of these media and associated services because they make communication more efficient and effective, and because they are valuable sources of information, e.g., about vendors, customers, new products and services. However, the media and services provided by Zoho are company property, and their purpose is to facilitate the Company's business.

This policy cannot establish rules to cover every possible situation regarding an employee's use of electronic media. Rather, it expresses the Company's philosophy and sets forth general principles to be applied to the use of electronic media services.

The following procedures apply to all electronic media and services that are:

- Accessed on or from Zoho premises,
- Accessed using Zoho computer equipment, or via company-paid access methods, and/or
- Used in a manner which identifies the individual as being employed by the Company.

Electronic media may not be used for transmitting, retrieving or storage of any communications of a discrimination or harassing nature, or which are derogatory to any protected individual or group, or which are obscene or X-rated communications, or are of a defamatory or threatening nature, or for "chain letters," or for any other purpose that is illegal or against Zoho policy or contrary to the Company's interest.

All electronic communications, including all software, databases, hardware, electronic media and services, and digital files remain the sole property of the Company and are to be used only for company business. Limited, occasional or incidental use of electronic media (sending or receiving) for personal, non-business purposes is understandable and acceptable - as is the case with personal phone calls. However, employees need to demonstrate a sense of responsibility and may not abuse the privilege. Also, employees may not install personal software on company computer systems.

The following conditions should be noted:

Zoho may monitor usage patterns for both voice and data communications (e.g., number called or site accessed; call length; times of day of calls).

Zoho also reserves the right, at its discretion, to review any employee's electronic files and messages and usage to the extent necessary to satisfy itself that electronic media and services are being used in compliance with the law and with this and other company policies.

Employees should therefore not assume electronic communications are private and confidential and should transmit sensitive information in other ways.

Employees must respect the confidentiality of other people's electronic communications and may not attempt to read, "hack" into other systems or other people's log-ins, or "crack" passwords, or breach computer or network security measures, or monitor electronic files or communications of other employees or third parties except by explicit direction of Zoho management.

Each employee who uses any security measures on a company supplied computer must provide his/her manager with a hard copy record (to be maintained in a secure location) of all his/her passwords for company use if required. (Example: there may be a need for Zoho to access an employee's system or files when she/he is away from the office).

No e-mail or other electronic communication may be sent that attempts to hide the identity of the sender, or represent the sender as someone else or as another company. Anyone obtaining electronic access to other companies' or individuals' materials must respect all copyrights and may not copy, retrieve, modify or forward copyrighted materials except as permitted by the copyright owner.

Any messages or information sent by an employee to one or more individuals via an electronic network (e.g., bulletin board, on-line service, or Internet) are statements identifiable and attributable to Zoho. While some users include personal "disclaimers" in electronic messages, it should be noted that there would still be a connection with the Company, and the statement might still be legally imputed to Zoho. All communications sent by employees via a network must comply with this and other company policies, and may not disclose any confidential or proprietary Zoho information.

Network services and Internet sites can and do monitor access and usage and can identify at least which company, and often which specific individual, is accessing their services. Thus, accessing a particular bulletin board or website leaves company identifiable electronic "tracks" even if the employee merely reviews or downloads the material and does not post any message.

Any employee found to be abusing the privilege of company facilitated access to electronic media and services will be subject to corrective action, which may include termination. He or she may also risk having the privilege removed for him/her and possibly other employees.

5-6. Social Media Policy

At Zoho, we encourage employees to participate in online communities, blogs and other social networking platforms as these provide a rich experience of learning, assimilating information and developing new ideas. However, we believe that the ethics, confidentiality and values of the company must be respected, while we involve ourselves in any form of communication with an external party or individual(s).

There are some guidelines to remember and observe while participating on ANY online platform:

A. Creation of profiles (or pages)

1. You are encouraged to create personal accounts on social media platforms and communities. However, you should avoid using your @zohocorp.com email address for the same.
2. While creating personal accounts, you may mention your job / role at Zoho. However, if you do mention that you work for Zoho, you must use your real full name and explicitly state that the account reflects your personal views and not that of your employer.
3. In case you have chosen not to reveal your real name on a social network, please do not associate yourself with Zoho in any form.
4. Do not create an online profile (or page) that represents the Zoho brand, team or any Zoho product.
5. Ensure that your username or identity on any online platform does not include the brand name "Zoho".
6. Do not create profiles or pages on any social network, impersonating a Zoho employee.

B. Listening and Learning

1. You are encouraged to listen to online conversations and discussions about the Zoho brand, products, teams and events. It's also great to follow industry leaders and competitors on social media channels.
2. In case you come across an online conversation, discussion or post that you feel requires a response or action on behalf of Zoho, you may email it to the Social Support Team (social-support@zohocorp.com)
3. In case you are the owner for a product related feedback reported in an online forum, you may take appropriate steps to address the feedback. However, you must communicate our response pertaining to such feedback only via a communication channel owned by Zoho.

C. Sharing Content

1. You are free to share any piece of content (from on your personal social profiles) that has been published on official Zoho sites and social media channels (like Facebook, Twitter and blog). 2. With respect to third-party content (published by someone outside of Zoho) related to Zoho brand, products, teams and events, you may share such content. However, we do expect you to use your own judgment in deciding how a piece of content reflects on Zoho's brand image and whether, you should be sharing it.
2. Do not create an online profile that shares only Zoho related news and content. It neither adds any value to Zoho as a brand, nor to you as an individual, nor to the social network in general. Avoid maintaining such Zoho-talk-only accounts.
3. Please remember that any kind of information available on our internal networks - Connect, Forums, Internal Blogs, etc. is not meant to be shared on external networks, social networking sites or to individual(s) outside of Zoho, via email. This includes announcements from the CEO, HR and Admin. It also includes announcements regarding

upcoming products, features, etc. Do not share any such content, unless you're explicitly asked to share a piece of relevant information with your friends. For e.g. Job openings. If there is news that needs to be announced, the team handling PR shall speak to the press and media contacts. Please note that any violation w.r.t sharing of internal communication outside of Zoho Corp, during or after employment, is liable for prosecution.

4. No media (images and videos) recorded during internal events or team activities should be shared without approval from the social media team at Zoho.

D. Communicating with stakeholders

1. If you wish to communicate with a stakeholder (a customer, prospect, partner, etc.) you should preferably channelize such official communication through a Zoho-owned channel.
2. All official communication and interaction on Facebook and Twitter (including communication with stakeholders as well as official announcements) is managed by the central social media team. You are requested to refrain from commenting on behalf of Zoho, on such channels. (Also see: section B2 and B3)
3. However, if you wish to communicate with a stakeholder (a customer, prospect, partner, etc.) on a professional network like LinkedIn, please ensure that you exercise restraint and common sense in all such communication.
4. If you are disclosing your identity as a Zoho employee, your opinions might be directly associated with Zoho by other observers / participants on these platforms. (Also see: section A2.) Hence, it is critical to exercise caution.
5. While making such communications and connections, remember that they should be about exchanging value and not about pushing your own agenda or thrusting your own opinion.

E. Responsibility and Ownership

1. Always think about consequences. You own the responsibility for the content you publish on the web. Please remember that the internet never forgets and hence, you must always check before you publish. In case you're unsure if a message, or a piece of content is appropriate, please seek advice from any of the contacts mentioned below.
2. Remember to maintain a respectful and polite tone in your conversations. Do not make personal attacks or offensive comments against individuals. Stay humble.
3. If you realize that you've made a mistake, be the first one to accept it. If you're making an amendment in an article you wrote on the Zoho blog, let the readers know that you have made the change.
4. Do not mention or quote a stakeholder (customer, partner, colleague) without his or her prior approval. Remember, everyone may not feel comfortable about being quoted.
5. While you may take photographs within the Zoho Office premises, please use your sense of judgment about sharing such photographs, particularly if they include other individuals or confidential information.
6. Respect copyright and other Intellectual Property Rights. For example, don't assume that you can use an image, just because you found it on the internet.

Contacts:

In case of doubts or clarifications with respect to any of the above, or situations that you feel have not been addressed in the above-mentioned points, please feel free to get in touch with any of the contacts mentioned below.

□ Vijay Sundaram K - (vijay.sundaram@zohocorp.com)

□ Meera Sapra - (meerasapra@zohocorp.com)

5-7. Health and Safety

The health and safety of employees and others on Company property are of critical concern to Zoho. The Company intends to comply with all health and safety laws applicable to our business. To this end, we must rely upon employees to ensure that work areas are kept safe and free of hazardous conditions. Employees are required to be conscientious about workplace safety, including proper operating methods, and recognize dangerous conditions or hazards. Any unsafe conditions or potential hazards should be reported to management immediately, even if the problem appears to be corrected. Any suspicion of a concealed danger present on the Company's premises, or in a product, facility, piece of equipment, process or business practice for which the Company is responsible should be brought to the attention of management immediately.

Periodically, the Company may issue rules and guidelines governing workplace safety and health. The Company may also issue rules and guidelines regarding the handling and disposal of hazardous substances and waste. All employees should familiarize themselves with these rules and guidelines, as strict compliance will be expected.

Any workplace injury, accident, or illness must be reported to the Office Manager as soon as possible, regardless of the severity of the injury or accident.

5-8. Smoking

For health and safety considerations, the company does not allow smoking on its premises, except outside in designated areas during breaks and meal periods only. Smoking is prohibited within all other areas of the facility.

5-9. If You Must Leave Us

Should you decide to leave the Company, we ask that you provide your Manager with at least two (2) weeks advance-notice of your departure. Your thoughtfulness will be appreciated.

All Company property including, but not limited to, keys, building access cards, , laptop computers, cell phones, credit cards, etc. must be returned at separation. Employees also must

return all of the Company's Confidential Information upon separation. To the extent permitted by law, employees will be required to repay the Company (through payroll deduction, if lawful) for any lost or damaged Company property.

As noted previously, all employees are employed at-will and nothing in this handbook changes that status.

5-10. Exit Interview

Employees who resign may be requested to participate in an exit interview with the Human Resources.

5-11. A Few Closing Words

This handbook is intended to give you a broad summary of things you should know about Zoho. The information in this handbook is general in nature and, should questions arise, any member of management should be consulted for complete details. While we intend to continue the policies, rules and benefits described in this handbook, Zoho, in its sole discretion, may always amend, add to, delete from or modify the provisions of this handbook and/or change its interpretation of any provision set forth in this handbook. Please do not hesitate to speak to management if you have any questions about the Company or its personnel policies and practices.

General Handbook Acknowledgment

This Employee Handbook is an important document intended to help you become acquainted with Zoho. This document is intended to provide guidelines and general descriptions only; it is not the final word in all cases. Individual circumstances may call for individual attention.

Because the Company's operations may change, the contents of this Handbook may be changed at any time, with or without notice, in an individual case or generally, at the sole discretion of management.

Please read the following statements and sign below to indicate your receipt and acknowledgment of this Employee Handbook.

I have received and read a copy of Zoho's Employee Handbook. I understand that the policies, rules and benefits described in it are subject to change at the sole discretion of the Company at any time.

I further understand that my employment is terminable at will, either by myself or the Company, with or without cause or notice, regardless of the length of my employment or the granting of benefits of any kind.

I understand that no contract of employment other than "at will" has been expressed or implied, and that no circumstances arising out of my employment will alter my "at will" status except IN AN INDIVIDUAL CASE OR GENERALLY in a writing signed by the President of the company.

I understand that my signature below indicates that I have read and understand the above statements and that I have received a copy of the Company's Employee Handbook.

Employee's Printed Name: _____

Employee's Signature: _____ Date: _____

The signed original copy of this acknowledgment should be given to management - it will be filed in your personnel file.