

NTT DATA EMEA Ltd.

Global Code of Business Conduct



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EXHIBIT “A” SUPPLIERS AND AGENTS MINIMUM STANDARDS OF CONDUCT

Welcome Statement to Employees by NTT DATA EMEA CEO

NTT DATA EMEA Ltd. (“*NTT DATA EMEA*”) management wants to thank you for your professional contribution in delivering excellence in IT services and in meeting our customers’ needs and expectations with a view to achieving sustainable and positive business results.

Our strengths are our globally available strong technical capabilities, our high quality service delivery and our working environment which is committed to the highest levels of personal integrity.

NTT DATA EMEA group companies (each one hereinafter simply referred to as the “*Company*”) are customer-oriented organisations. A high degree of confidence in each of the Companies together with outstanding business reputation are **key-drivers of success** for all of us, even in today’s very challenging market conditions.

It is therefore essential that each of us commits to conduct business in accordance with the highest ethical principles and to comply with all applicable laws in the various jurisdictions we operate.

To further this commitment, the Board of Directors of NTT DATA EMEA has established these global standards for business behaviour and practice which set forth some basic values and good practices (the “*Code*”). Each Company and its Employees must comply with this Code and each Company is required to harmonise it locally, in a manner which is consistent with the statutory requirements of the jurisdiction in which it operates, through the application of policies and procedures (the “*Country Specific Policies*”).

It is important to understand that this Code and the Country Specific Policies are **designed to protect each Company** from exposure to crime-related risks and to other corporate offences (*along with their associated fines*), under the various applicable laws of the widespread geographical area in which we do business.

NTT DATA EMEA is therefore insistent that each Company and its Employees immediately comply with the **anti-Bribery and Compliance core basic principles** set forth under article 1.3 of this Code (“*Key Principles*”).

The top management of NTT DATA EMEA is therefore strongly **committed to “setting the tone”** on corporate compliance and **on prevention of bribery risks**. NTT DATA EMEA expects that managers, employees and associated business parties (e.g. customers, suppliers, contractors, agents) in all EMEA countries shall adhere to, and **effectively comply with**, the Key Compliance Principles of business integrity and all other provisions of this Code.

Thank you for your keen attention and strong cooperation.

Patrizio Mapelli

NTT DATA EMEA CEO

1. Introduction to the Code of Conduct

1.1 Statement Concerning the Code of Business Conduct - Scope

It is NTT DATA EMEA policy to conduct its affairs in accordance with the highest level of integrity and in compliance with all applicable laws and regulations, both domestic and foreign.

NTT DATA EMEA shares and supports the Parent Company's Global Compliance Policy (art. 1.2).

NTT DATA EMEA shares and supports the **core principles of compliance and anti-bribery practices** set forth **under article 1.3** of this Code ("**Key Compliance Principles**") and expects that each NTT DATA EMEA Company (each company is hereinafter referred to as the "**Company**"), and its Employees shall comply accordingly. Each Company and its Employees are further expected to actively monitor relationships with third party suppliers and agents ("**Suppliers and Agents**") and report circumstances where there is a suspected or actual failure by such third parties to adhere to the standards of conduct set out within this Code and at Exhibit A.

This Code has been formally approved by the Board of Directors of NTT DATA EMEA as providing necessary guidance to controlled Companies.

Each Company may introduce supplementary provisions in accordance with the statutory requirements of the jurisdiction in which it is located or as suggested by good practices ("**Supplementary Provisions**").

Supplementary Provisions are expected to cover:

- Establishment of a local compliance team (eligibility criteria, roles & functions, contact details)
- Details of a local whistle blowing line (internal / external) operating in the local language
- Reference to local statutory applicable laws with anti-bribery rules
- Reference to **Country Specific Policies** specific policies already in force at Company level.

Each Company is therefore **required to address and formally approve this Code along with the addition of Supplementary Provisions where required**. They must provide adequate information to local governance bodies, insofar as required by statutory provisions (such as Working Councils in Germany and Statutory Auditors in Italy), emphasising that:

- A) The Code makes reference to Country Specific Policies in order to meet local statutory requirements
- B) A formal and quick approval of the Code, along with Country Specific Policies and adequate training to Employees and any third parties, including Suppliers and Agents, is **essential** to protect each Company from exposure to crime-related risks and to other corporate offences (along with their associated fines), in the wide geographical area in which NTT DATA does business.

Once locally approved and internally disseminated, this Code will become **binding** on all employees.

Exhibit "A" details the minimum standards which **Suppliers and Agents**, in the UK and elsewhere, are expected to **strictly comply with** when dealing with the Company.

1.2 NTT DATA CORPORATION - GLOBAL COMPLIANCE POLICY

To Be A Trusted Company

Trust by customers, shareholders, suppliers and the societies is indispensable for a company to sustainably grow. A company can be trusted upon by being aware of its social responsibility (“CSR”) and by fulfilling the expectation of, and enhancing the satisfaction of, customers and other stakeholders through good dialogues.

We also believe that it is fundamental to gain trust not only by complying with laws, regulations and agreements but also by respecting various international norms, including human rights, acting with good moral and integrity, and performing fair and transparent business activities.

Furthermore, our mission is to create new “mechanisms” and “values” with IT and to materialize more affluent and harmonious societies, and we aim to resolve the issues that the earth and societies are facing.

With these in mind, everyone at NTT DATA will act in accordance with this “Global Compliance Policy” and we all do our utmost to be a trusted company.

All directors, officers and employees shall fully understand this “Global Compliance Policy”, and act as follows to achieve its purposes. Directors and officers shall take their initiatives and exert to cultivate the high morals in employees.

The NTT DATA Group will:

- *comply with all relevant laws and regulations of the jurisdictions where we do businesses, including international laws, and act in accordance with good integrity; and*
- *be aware of our corporate social responsibility, and perform fair and transparent business activities.*

<i>For Customers</i>	<ul style="list-style-type: none"> • <i>execute appropriate agreement with our customer, and provide systems and services pursuant to the agreement;</i> • <i>thoroughly manage customer information in accordance with the agreement, relevant laws and regulations related to the protection of personal data..</i>
<i>For Shareholders</i>	<ul style="list-style-type: none"> • <i>undertake sound corporate management and strive to increase the interests of our shareholders;</i> • <i>timely and appropriately disclose management information in order to perform transparent management.</i>
<i>To Competitors</i>	<ul style="list-style-type: none"> • <i>restrict ourselves from performing any acts that would impede market competition, including defamation, dumping, cartels, and other unfair/anti-competitive conducts, and perform fair and free competition;</i> • <i>protect our own intellectual properties and respect the same of others.</i>
<i>To Suppliers</i>	<ul style="list-style-type: none"> • <i>act with integrity without abusing superior position;</i> • <i>comply with relevant laws and regulations applicable to transactions with suppliers, and observe agreements with suppliers.</i>
<i>To Government</i>	<ul style="list-style-type: none"> • <i>not provide any gift or hospitality against our policy or applicable laws, nor conduct any act that would be suspected of corruption;</i> • <i>not involved in any bribery with government officials in any manner and in any jurisdictions.</i>
<i>To Society</i>	<ul style="list-style-type: none"> • <i>actively undertake social contribution, such as volunteer or other community activities, to fulfill our responsibility as a good corporate citizen;</i> • <i>respect the diversity of cultures and values, and contribute to the development of societies where we do businesses;</i>

	<ul style="list-style-type: none"> • <i>refuse to do any business with anti-social forces.</i>
<p><i>To Environment</i></p>	<ul style="list-style-type: none"> • <i>propose IT systems and solutions to contribute to the reduction of environmental load;</i> • <i>strive to reduce the environmental load caused by our business operations;</i> • <i>increase our awareness of biodiversity, and undertake activities to protect the natural environment;</i> • <i>observe laws and regulations related to the environment.</i>
<p><i>To Employees and Collaborators</i></p>	<ul style="list-style-type: none"> • <i>respect the individuality and personality of our people;</i> • <i>respect human rights and will not discriminate based on gender, nationality, belief or religion;</i> • <i>not commit any harassment;</i> • <i>maintain fair and equal treatment of employees and provide employment opportunities on the basis of individual merit, in a working environment safe, secure, and free of violence, drug or child labor.</i>
<p><i>As Employees</i></p>	<ul style="list-style-type: none"> • <i>ensure information security to be maintained and not conduct any privacy infringement, unauthorized access and other unlawful acts;</i> • <i>observe the company policies and will not engaged in any act that conflicts with the interests of the company or that provides personal gain in the detriment of the company;</i> • <i>not engage in insider trading in any manner;</i> • <i>not provide or receive any gifts or hospitality against our policy from/to customers, suppliers or business partners;</i> • <i>not post to any social media any confidential or proprietary information or any message that harms the trust or rights of any parties;</i> • <i>promptly report any breach or suspected breach of this policy or other unlawful act to your manager, local compliance officer, or whistle blowing line where appropriate. The company will not make any retaliation to those who made good faith reporting through the whistle line.</i>

1.3 NTT DATA EMEA: KEY COMPLIANCE PRINCIPLES

The following Principles (“*Key Principles*”) are **core to the Code and** set the tone on corporate compliance, **mainly against bribery related activities and other related illegal practices.**

Each of the managers, employees and associated business parties, insofar as applicable (*e.g. customers, suppliers, contractors, agents*) of each Company shall adhere to and **effectively** comply, in all countries, with the following **Key Principles of business integrity**:

- 1 Compliance with applicable laws and with Country Specific Policies**

 - Each Company and its Employees must observe all laws, regulations and licensing requirements as applicable.
 - Each Company shall enact Country Specific Policies which shall in all material respect, comply with J-SOX key principles (*e.g. segregation of duties and 4-eye principle*).
 - Each Company shall not tolerate any discrimination or harassment against Employees or associated individuals on any basis protected by applicable law, *e.g. gender or race*.
 - Each Company shall provide a safe and secure working environment.
 - Each Company and its Employees must observe Country Specific Policies and comply with the signature approval policies published within the Country Specific Policies.

- 2 ZERO Tolerance on Bribery (however disguised) including facilitating payments**

 - Each Company and its Employees must **not** carry out **nor** tolerate illegal business activities, such as promising, giving or accepting **bribes and / or facilitation payments** (*in any form, whether direct, indirect or concealed*).
 - Each Company and its Employees must **not** give or receive any financial or other advantage, directly or indirectly, with the intention of inducing or rewarding the improper performance of a business or public function anywhere in the world.
 - Practices which may help (or contribute to help) **money laundering** activities or similar unlawful practices shall not be tolerated in any case and are **strictly forbidden** by the Company.

- 3 Suppliers and Agents to be qualified and aligned to Key Principles**

 - Suppliers and Agents should be qualified and selected on the basis of objective criteria and on their willingness to comply with the standards set out in this Code and in Exhibit “A” hereto.
 - Any breach by a Supplier or Agent of their Anti-Bribery covenants will lead to **immediate termination** of a contract with the Company and of the continuing business relationship.

- 4 No Gifts to Public Officers nor to Auditing Bodies**

 - Each Company and its Employees may **not** give, offer or promise any kind of gift nor any other financial advantage to any **Public Officer**, to any **Auditors**, whether internal or external, nor to any relatives or close friends of such Public Officers or Auditors in order to influence their duties or decisions.

- 5 The Government contracts and relationships**
- Employees must comply with Company practices and policies on interacting and contracting with government officials, employees, representatives and public agencies.
 - Employees may not create false or misleading documents, including accounting, financial or electronic records for the purpose of being awarded a Public Tender or Public Funds or obtaining an advantage in a procurement process of any kind.
- 6 Gift to Customers**
- Company and Employees must **not** give, offer or promise a gift of any value to a person or organization where it could reasonably be interpreted that the purpose of the gift was to induce improper performance or to obtain or retain business, or an advantage in the conduct of business for NTT DATA.
 - No gift can be made to third parties, including customers, unless:
 - a) it is reasonable and proportionate in amount and does not exceed the monetary cap set forth in the Country Specific Policy
 - b) it is recorded with a detailed explanation together with evidence of written authorization as per the relevant Country Specific Policy.
 - **No gifts or other financial advantage**, irrespective of the value, can be promised or made to any Foreign Public Officials nor to their close friends or relatives.
 - Any exception must be signed off in writing in accordance with Country Specific Policies or by the NTT DATA CEO and must be reported to the Compliance Team at local level or at NTT DATA level.
- 7 Hospitality and Entertainment**
- Providing or accepting hospitality and entertainment is permitted, provided that it is in the ordinary course of business and:
 - a) it is associated to an occasion at which business is normally discussed
 - b) it could not reasonably be interpreted as being for the purpose of inducing improper performance or obtaining or retaining business, or an advantage, in the conduct of business for the company
 - c) it does not exceed the cap value specified in Country Specific Policy
 - d) it is approved and adequately recorded and registered in the Company register, and is in accordance with local statutory tax related provisions.
 - Any hospitality or entertainment that falls outside of the permitted hospitality or entertainment, must be kindly turned down.
 - The relevant NTT DATA EMEA Compliance Team may be called upon for assistance.
- 8 Contributions to Political Organizations**
- Company must **not**, directly or indirectly, give, offer or promise any donations nor any sponsorship fee in any form, to any political or union-related organization.
- Sponsorships**
- Charitable donations to other not-for-profit organizations are exceptionally permitted, subject to prior approval by Local CEO, keeping informed the Compliance Team at NTT DATA EMEA Level
- Charitable Donations**
- Exceptions **must** be signed off by the NTT DATA EMEA CEO, ensuring that the NTT DATA EMEA Compliance Team are kept informed of all activities.

- 9 Gift to Employees**
- If a gift (other than of a nominal value) is offered to Employees, the relevant person must politely but firmly refuse it or return it. Monetary value caps and reporting duties shall be, in any case, set forth in Country Specific Policies.
 - Employees **must never give or accept financial gifts** (including cash, loans or other material financial favors).
 - Gifts offered to Employees’ relatives or close friends by a third party which has, or may have, a business relationship with the Company, **must** always be refused or returned.
 - Gifts of nominal value made by NTT DATA management to Employees or to categories of Employees are permitted, in line with Country Specific Policy.
- 10 Conflicts of Interest**
- Employees must **not** have personal interests which may interfere, or which may be reasonably perceived to interfere, with the interests or activities of the Company, or that prevent them from performing duties and responsibilities honestly, objectively and effectively.
 - Any exception must be **disclosed** to senior management for necessary sign off.
 - The Compliance Team at local level or at NTT DATA EMEA level might be called upon to provide assistance and guidance.
- 11 Technology Use and Privacy**
- IPR**
- Employees must use technological resources in accordance with Country Specific Policies and applicable laws.
 - Employees must adhere to the **highest legal standards** when dealing with confidential information.
 - It is **strictly forbidden**:
 - a) to abusively access an information system protected by security measures;
 - b) to abusively procure, duplicate or make available in an unauthorized manner any codes, passwords or access credentials, to information systems protected by security measures
 - c) to use, reproduce, disclose, commercialize or make available to third parties software programs or other intellectual property in violation of copyright rules or other rules protecting intellectual or industrial property.
- 12 Misuse or abuse of Price-sensitive information**
- Insider trading or similar practices are **strictly forbidden** pursuant to applicable statutory legal provisions.
 - Country Specific Policy and NTT DATA policies may also cover the issue.
- 13 Financial Reporting**
- Company and Employees shall **not** create false or misleading documents or accounting, financial or electronic records for preparing false financial reporting nor for any other purpose and no one may instruct an employee to do so.
- 14 Internal Reporting**
- Any Employee with knowledge or concerns about an actual or possible violation of the Key Principles shall **immediately report** the matter to their line manager or to a member of the Compliance Team indicated below.

- 15 Compliance team(s)**
- NTT DATA has established a Compliance Team consisting of three employees, they are mandated with interpreting this Code and monitoring relevant practices.
 - A whistle blowing line has also been established at EMEA level at emea.compliance@nttdata.com and other external lines may be established
 - Other external whistle blowing lines and Compliance Teams may be established at local level.

Exhibit “A” of the NTT DATA EMEA Global Code of Business Conduct details the minimum standards which **Suppliers and Agents**, in UK and elsewhere, are expected to **strictly comply** with in commercial dealings with each Company.

1.4 Responsibilities

NTT DATA EMEA has a duty to communicate the standards of ethics and conduct, set forth in this Code, to all Employees within EMEA.

We therefore ask every Employee to read, understand, and comply with the Key Principles as set forth in article 1.3 above, as well as with any applicable Country Specific Policy. Any Employee who has questions about, or justifiably suspects violations of the Code, may contact his or her manager, or any member of the Compliance Team.

NTT DATA EMEA requires that all employees, directors, contractors and agents comply with all laws, rules and regulations applicable to the Company wherever it does business. If you become aware of a material violation of any law, rule or regulation by any NTT DATA EMEA Company, whether by its directors, officers, employees, or any third party doing business with or on behalf of the Company, it is your responsibility to promptly report the matter to your manager or to the Compliance Team.

Employees and directors shall **not** suspend, threaten, harass, discriminate in any way or retaliate against an employee because he or she reports any such violation in good faith.

Managers of the Companies shall make certain that all Employees under their supervision are advised of the current provisions of this Code and applicable Country Specific Policies and are periodically reminded of the importance of adhering to the Key Principles set out within the Code, without fear of retribution or retaliation.

2. Our Work Environment

2.1 Equal Opportunity

The Company is dedicated to the fair and equal treatment of its Employees and to providing employment opportunities on the basis of individual merit in accordance with statutory laws and Country-Specific Policies, as applicable.

2.2 Security Obligations

Each Company shall strictly abide to security and safety obligations under applicable laws with the aim to keep Employees as secure as possible within Company premises and working areas.

2.3 Investigations

Employees have an obligation to cooperate fully and truthfully with all Company investigations into theft, fraud, bribery or corruption, misconduct, and other violations. Retaliation against anyone that makes a good faith complaint of improper conduct, or who cooperates with an investigation into such conduct, will not be tolerated.

2.4 Policy Against Harassment

The Company is committed to providing a productive and professional work environment.

Any incident of harassment should be reported promptly to the Employee's Human Resources Department or to the whistle blowing line.

2.5 Drugs and Alcohol

The workplace should be free of illegal drugs and alcohol abuse.

3. Conflicts of Interest

3.1 Activities Outside the Company

Employees must make sure that their activities outside the workplace do not conflict or interfere with their responsibilities to the Company. A “*conflict of interest*” occurs when your personal interest interferes, or is perceived to interfere, with the interests of the Company. A conflict of interest can arise whenever an Employee or their family members, take action or have an interest that prevents the performance of Company duties and responsibilities honestly, objectively and effectively. The term “*family member*” includes (but is not limited to) siblings, individuals related by marriage, or members of the employee’s household.

Other statutory or accounting provisions regarding “*business with related parties*” might also apply.

3.2 Community Activities

Employees must make sure that when volunteering to charitable, civic, and public service organisations or any participation in political process, is consistent with their employment with the Company and does not pose an actual or perceived conflict of interest.

3.3 Relationships with Employees

Due to the potential for conflicts of interests, family members or any person with whom an Employee has a close personal relationship, such as domestic partner or dating partner, are not permitted to work in positions that have a direct reporting relationship to each other, or that occupy a position in the same line of authority where one Employee makes decisions involving a direct benefit to the other Employee.

3.4 Relationships with Suppliers and Customers

In dealing with suppliers, potential suppliers, customers and members of the financial community (such as underwriters and analysts), Employees may not engage in any activity which creates or appears to create a conflict between their personal interests and the interests of the Company.

Attention is drawn to Section 5 of this policy and its application to suppliers and customers.

3.5 Relationships with Competitors

Employees must avoid conflicts of interest, or even the appearance of a conflict of interest, in their relationships with competitors. Relationships with competitors may, under some circumstances, give rise to antitrust concerns. This Code contains a separate section entitled “Antitrust” which addresses this subject in detail.

3.6 Questions About and Reporting Conflicts of Interest

It is your **responsibility to disclose** any transaction or relationship that could reasonably be expected to develop into an actual or perceived conflict of interest to your manager or to the Compliance Team. Employees, as determined by management, may be required to certify that they do not have any conflicts, or have obtained the necessary approvals for certain relationships or business activities.

4. Technology Use and Privacy

The Company provides various technological resources to authorised Employees to assist them in performing their job duties for the Company.

4.1 Technological Resources

Technological resources include all electronic devices, software, and means of electronic communication, including but not limited to: personal computers and workstations; laptop computers; mini and mainframe computers; computer hardware such as disk drives and tape drives; peripheral equipment such as printers, modems, fax machines, and copiers; computer software applications and associated files and data, including networks, systems, and software that grants access to external services, such as the Internet; electronic mail; telephones; cellular phones; pagers; PDAs and other handheld devices; and voicemail systems (“*Technological Resources*”).

4.2 Authorization

Country-Specific Policies deal with this topic in more detail.

4.3 Use of Technology Resources

The Company’s Technological Resources are to be used by Employees in accordance with Country-Specific Policies and applicable laws.

Unless otherwise stated in a Company Country Specific Policy, the Company’s Technological Resources might be used for incidental personal purposes, provided that as such use is reasonable and does not: interfere with the employee’s duties; result in pecuniary gain or advantage; conflict with the Company’s business; or violate any Company policy or procedure or any applicable law or regulation.

Any incidental use must not impede or overload the performance of any of the Company’s or its customers’ Technological Resources.

The Company discourages Employees from storing important personal data on the Company’s Technological Resources.

4.4 Data Privacy

The Company and Employees shall comply with applicable laws and with Country Specific Policies.

4.5 Prohibition Against, Discriminatory, Threatening, and Defamatory Use of Email

Under no circumstances may an Employee use the Company’s Technological Resources to transmit, request and receive, or store any information that is discriminatory, harassing, threatening, indecent, or defamatory in any way, or that, in any way, violates the Company’s Country Specific Policy or applicable laws.

4.6 Prohibition Against Violating Copyright Laws

Employees may **not** illegally use, copy, retrieve, forward, or send copyrighted materials and may not use the Company’s Technological Resources in that respect.

4.7 Other Prohibited Uses

Employees may not use any of the Company’s Technological Resources in any unauthorised way that discloses Confidential Information of the Company or third parties (as defined in Section 4.12 below).

4.8 Passwords

Employees must protect their user ID and the Company's systems from unauthorised use, in accordance with the Country Specific Policy in place.

4.9 The Internet and Online Services

The Company provides authorised Employees access to online services through the Internet. The Company expects that Employees will use these services in a responsible way and primarily for business related purposes. Specific rules might be set out in Country Specific Policies.

Under no circumstances may Employees use the Company's Technological Resources to access, download, or contribute to the following:

- Gross, indecent, or pornographic materials;
- Illegal drug-oriented sites;
- Gambling and game sites; or
- Racial or violence inducing websites.

4.10 Use of Social Networking

In general, the Company respects the rights of its Employees to reasonably use social media tools (e.g. Twitter, Facebook, personal websites, weblogs, etc.) (together, "*Social Media*"). However, all Employees are expected to observe the Country Specific Policy in that respect.

The following apply **as overall guidelines** when creating, posting, commenting, communicating, participating, or engaging in any form of conduct with respect to Social Media, whether using the Company's Technological Resources or not:

- All Employees should adhere to the Code, and other applicable Company Country Specific Policies and applicable law or regulations. Employee's **must not** use Social Media to disparage, harass, bully, or intimidate other individuals (whether or not Company Employees), or disclose Confidential Information (as defined in Section 4.12 below).
- An Employee **may not** use Company logos or trademarks or reference any of the Company's current, former, or prospective customers, teaming partners, or suppliers without prior written consent from NTT DATA's Executive Vice President, Marketing.
- Unless specifically instructed otherwise, an Employee is **not** authorised to speak, write or post on behalf of the Company, even to correct misstated information. Any statement made should not defame the Company, including the Company's directors, officers, Employees, products, services, business relationships, and finances.

4.11 Software Use License Restrictions

All software in use on the Company's Technological Resources is officially licensed software. Employees are invited to refer to Country Specific Policies or to the Country's CIO prior to loading software onto the Company's computers.

4.12 Confidential Information

The Company is very sensitive to the protection of trade secrets and other confidential and proprietary information of both the Company and third parties, including suppliers and customers (together "*Confidential Information*"). Employees are expected to use good judgment and to adhere to the highest ethical and legal standards when using or transmitting Confidential Information, whether on the Company's, a customer's, or another party's Technological Resources. Examples of Confidential Information include, but are not limited to, non-public information, (whether written or oral) pertaining to: trade secrets;

methodologies; presentations, marketing and sales plans and forecasts, discoveries, ideas and know-how; business and strategic plans; pricing information and rate structures; merger and acquisition activity; financial plans and forecasts; plans for new service offerings and products; customer lists; customer proposals; phone lists, organisation charts and e-mail lists; and the personal information of Company employees, suppliers and customers.

Unauthorised copying, use, disclosure or circulation of Confidential Information is **strictly prohibited**.

Any Confidential Information transmitted via the Company's Technological Resources should be marked with a confidentiality legend in accordance with NTT DATA Group Security Policies.

5. Gifts, Gratuities, Entertainment and Other Considerations

5.1 Gifts, Financial and Other Advantages

“Financial or Other Advantage” includes *inter alia* money, favors, gifts, cash, loans, accommodation, travel, political, charitable and sponsorship contributions.

Subject to any authorized exceptions, Employees **must** not give, offer, promise or receive any gifts or any *Financial or Other Advantage*, directly or indirectly, **with the intention of inducing or rewarding the improper performance of a public function** - anywhere in the world - or any activity (whether performed in the UK or elsewhere in the world) connected with a business or in the course of his or her employment.

No Employee may give, offer, promise, request, agree to receive or accept gifts or any Financial or Other Advantage to or from any person or organization where it could be reasonably interpreted that the purpose of the gift or financial advantage is to induce such improper performance or to obtain or retain a business or an advantage in the conduct of business for the Company.

No gift can be made to third parties, including customers, unless:

- a) it is reasonable and proportionate in amount and does not exceed the monetary cap set forth in the Country Specific Policy
- b) it is recorded with a detailed explanation together with evidence of written authorization as per the relevant Country Specific Policy.

To avoid any appearance of bribery, the promise or provision of business gifts, hospitality and business entertainment **to a Public Official** is always **strictly prohibited** unless prior authorisation is obtained from the Compliance Team who will determine whether the proposed activity is permissible under applicable laws.

If a gift, other than of a nominal value, is offered to Employees, the relevant person must politely but firmly refuse it or return it. Monetary value caps and reporting duties shall be, in any case, set forth in Country Specific Policies.

Employees must **never give or accept financial gifts** (including cash, loans or other material financial favors).

Gifts offered to Employees’ relatives or close friends by a third party which has, or may have, a business relationship with the Company, must always be refused or returned.

Gifts of nominal value made by NTT DATA management to Employees or to categories or Employees **at specific events and/or religious holidays** (or at other important Company events) are permitted, in accordance with the relevant Country Specific Policy.

Any exception must be signed off in writing in accordance with Country Specific Policies or by the NTT DATA CEO and must be reported to the Compliance Team at local level or at NTT DATA level.

5.2 Business-related Meals, Entertainment, and Travel

Employees (but not relatives or friends of Employees) may, in the ordinary course of business, provide or accept business meals, entertainment, accommodation or travel of a reasonable and proportionate amount (including attendance at sporting or cultural events) **provided that** all of the following conditions apply:

- a) it is associated to an occasion at which business is normally discussed
- b) it could not reasonably be interpreted as being for the purpose of inducing improper performance or obtaining or retaining business, or an advantage in the conduct of business for the Company
- c) it does not exceed the cap value specified in Country Specific Policy
- d) it is approved and adequately recorded and registered in the Company register, and is in accordance with local statutory tax related provisions

5.3 Reporting

Any permitted gift, either of financial or other advantage, **must** be properly recorded in accordance with the Country Specific Policy.

5.4 Public Officials

Employees must **not** offer, promise or give any financial or other advantage to any Public Official, whether foreign or not, nor to the relatives or close friends of any Public Official.

A “*Public Official*” is anyone who holds a legislative, administrative or judicial position of any kind (whether appointed or elected) or who exercises a public function on behalf of a country or territory or for any public agency or public enterprise. A Public Official also includes an official or agent of any organisation whose members are countries or territories, governments of countries or territories or public international organisations.

5.5. Contributions to Political Organizations, Sponsorships, Charitable Donations

Company and Employees must not, directly or indirectly, give, offer or promise any donations nor any sponsorship fee in any form, to any political or union-related organization.

Charitable donations to other not-for-profit organizations are exceptionally permitted, subject to prior approval by NTT DATA Local CEO, ensuring that the NTT DATA EMEA Compliance Team is kept informed.

Any other exception must be submitted to the NTT DATA EMEA CEO for approval, keeping the Compliance Team at NTT DATA EMEA level informed.

6. Business Relationships

6.1 Customer Relationships

Employees should always treat customers and potential customers according to the highest standards of business conduct.

It is the Company's policy to always sell its products and services on their merits and to avoid making disparaging comments about the products and services of competitors. Employees should refrain from commenting upon the character, financial condition, or potential legal or regulatory problems of competitors.

6.2 Privacy of Customer Communications

The Company's customers trust us with one of their most important assets: information. We must honour this trust by protecting the privacy of customer communications, whether the communication is in electronic, voice, written, or other form.

6.3 Selecting Suppliers

Employees should always treat suppliers and potential suppliers in accordance with the highest standards of business conduct.

It is Company's policy to qualify Suppliers and to select them on the basis of objective criteria, such as value (quality for price), price, technical excellence, service reputation, production/service capacity but also on their record and willingness and to adhere to the standards of business conduct set out in this Code.

6.4 Working with Existing Suppliers

Employees should follow the following rules when working with existing suppliers:

- Never offer, promise or give or request, agree to receive or accept a Financial or Other Advantage from a supplier intending to induce or reward his or her or the supplier's or anyone else's business activities or exercise of a public function.
- Require suppliers to adopt the standards set out in this Code.
- Require suppliers to only contract with the Company in accordance with the obligations defined within this Code and substantially complying with purchase rules (published on the local Company's website).
- Avoid any interest that conflicts with, or appears to conflict with, the Employee's responsibility to the Company. This Code contains a separate section entitled "*Conflicts of Interest*" that discusses this subject in greater detail.
- Reject any agreement with a supplier that restrains, or may appear to restrain, competition.

With regard to contracts with Suppliers, Agents, contractors and other consultants, each NTT DATA EMEA Group Company shall ensure that the **contract contains a provision permitting termination of the contract** by the relevant Company in the event of breach of Anti-Bribery covenants.

6.5 Sales Agents, Representatives, Distributors, and Consultants

Agreements with sales representatives, agents, marketing consultants, distributors, require adherence to Company Country Specific policies and all laws. The Company requires appropriate management approval (including, but not limited to, appropriate contract and signature approval policies), prior to entering into any such agreements.

6.6 Contracts and Commitments

No Employee may agree to or sign any document, contract or agreement binding the Company without express authorisation by designated Company representatives, as laid out in the applicable Country Specific Policies based upon NTT DATA EMEA Authorisation Matrix.

An Employee should never say or write anything — including, for example, entering into a letter of intent, memorandum of understanding, letter agreement, or side letter — that could be construed by another party as a legally binding commitment by the Company, unless expressly authorised to do so. Any questions about what constitutes a legal commitment should be referred to the Legal Department at local level or at EMEA level.

7. Doing Business Internationally

The Company is committed to the **highest business conduct standards wherever it operates**. The Company observes these standards worldwide, even at the risk of losing business. While no one can anticipate all the situations that may present challenges to Employees doing business in the worldwide marketplace, the **following guidelines** always apply:

- Observe all laws and regulations that apply to our business abroad.
- Ensure compliance with Section 5 in relation to gifts, financial advantages and public officials.
- Do not cooperate with illegal boycotts.
- Observe all licensing requirements and the requirements of applicable import and export control laws, as well as all laws and regulations pertaining to privacy and data transfer.
- Do not enter into an agreement with an agent or consultant that relates to the Company's business unless all appropriate approvals have been obtained as set forth in the Company's policies and the policies of subsidiaries (including applicable matrix/approval policies).

If you have any questions about the legality of providing Company services outside the geographical boundaries in which NTT DATA EMEA Group of Companies operates at the date of this Code or about any aspect of international law or regulation, contact the legal department at local level or at EMEA level.

7.1 No Payments to Governmental Employees and Officials

Except as expressly and exceptionally provided below in this section of the Code, the offer of "*facilitation*" payments to obtain or expedite the performance of commonly performed, routine, nondiscretionary government action by a foreign government official (note that facilitating payments are not permitted to U.S. officials) is **strictly prohibited**.

Examples of "*facilitation payments*" include obtaining official documents to qualify a person to conduct business; processing government papers such as visas and work orders; providing police protection, mail service, and phone service; loading and unloading cargo; expediting release of an acceptance certificate for services rendered or for products delivered by the Company.

The Company adopts a **zero tolerance approach** to illegal facilitation payments. Any payments made by Employees or agents, except in the emergency circumstances outlined below, will be a violation of this Code.

Employees, or those performing services on behalf of the Company and its subsidiaries, are only permitted to make a facilitation payment in circumstances where they are exceptionally exposed to an immediate threat of loss of life, limb, or liberty. Once the immediacy of the situation has been resolved, the matter should be promptly reported to the Compliance Team. Any identified facilitation payments should be accurately recorded in the financial records of the Company.

7.2 Anti-Boycott

Some Jurisdictions have enacted anti-boycott regulations which make certain actions unlawful, including, but not limited to, sharing information about business relationships with boycotted countries, or information about race, religion, sex, or national origin.

Requests for boycotted information, or requests to take any actions in furtherance of a boycott, must be reported immediately to the legal department at local level or at EMEA level.

8. The Government, Securities Laws

8.1 Government Contracting

The Company is committed to conducting business in accordance with all applicable laws and regulations and with the highest ethical standards. Employees **must adhere to the highest standards of honesty and integrity in their relations with government officials and employees**, including, but not limited to, observing the following principles when disclosing information related to, bidding on, or performing under government contracts:

- Comply with the requirements of all applicable laws, codes and regulations in every applicable jurisdiction.
- Notwithstanding the above, no Employee or agent of the Company may engage in prohibited discussions, offer gratuities, or solicit or receive proprietary or source selection information from a government procurement official.
- No Employee or agent of the Company may subject himself/herself or the Company to civil or criminal penalties by presenting false claims or false statements to an agency or agent of a government.
- **Attention is drawn to Section 5 of this Code in relation to gifts, financial advantages and public officials.**
- Obey all government election requirements and adhere to Company practices and policies related to such requirements concerning political contributions and any limitations, including reporting requirements, on gifts and travel imposed by government legislatures.
- Obey the regulations concerning the employment of (or discussions concerning possible employment with) current and former officials and employees of governmental agencies, including so-called “*revolving door*” restrictions. Obtain all appropriate government approvals prior to recruiting or hiring current and former government employees.

Employees who deal with government employees, representatives and agencies are responsible for knowing and obeying the laws and regulations applicable to doing business with the government.

8.2 Inside Information

“*Inside information*” is material information about a publicly traded company that is not known by the public. Information is considered “*material*” if it could affect the market price of a security or if a reasonable investor would attach importance to the information in deciding whether to buy, sell, or hold a security.

Inside information is not limited to information about the Company. It also includes material, non-public information about others, including the Company’s customers, suppliers, competitors, and shareholders.

“*Insider trading*” occurs when an individual with material, non-public information trades securities or communicates such information to others who trade. An insider who trades on the basis of material inside information violates the law. An insider who “*tips*” others violates the law if such persons trade on the basis of material inside information.

For purposes of this policy, “*Insider*” means all officers, directors, Employees, consultants, and contractors of the Company and its subsidiaries, and all members of the immediate families and households of those persons. In addition, anyone who receives inside information from an insider is an Insider.

Those Employees falling within the Insider category shall comply with applicable laws and shall also comply with the Country Specific Policy in that respect.

8.3 Antitrust

Antitrust law prohibits entry into agreements, or discussing the entering into agreements, with a competitor, if the agreement restricts competition by fixing or controlling prices, rigging bids, dividing and allocating markets, territories, or customers, boycotting suppliers or customers, or by any other means.

8.4 Political Contributions

Attention is drawn to Section 5.5 of this Code.

8.5 Accuracy of Reports

The Company will comply with all applicable reporting requirements and regulations wherever the Company does business. All Employees are responsible for the accuracy of the records, time sheets, and reports the Company keeps. Accurate information is essential to the Company's ability to meet legal and regulatory obligations and to compete effectively. The accounting records of the Company shall meet the highest standards and accurately reflect the true nature of the transactions they record.

No undisclosed or unrecorded account or fund shall be established for any reason. Employees may not create any false or misleading documents or accounting, financial, or electronic records for any purpose, and no one may direct Employees to do so.

Employees must **not** obtain or create "false" invoices or other misleading documents or records, or invent or use fictitious entities, sales, purchases, services, loans or other financial arrangements for any purpose. All invoices issued to customers must accurately reflect the product sold or service rendered. Invoices must be based upon the true and agreed upon sales price and terms of sale, even when a customer may request something different.

Employees are responsible for accurately reporting time worked on the Company's authorised time keeping system and within the time periods specified in the Company's procedures and policies.

If you have any questions, or feel you are being asked to create a document or an electronic record in a less than complete, honest, and accurate manner, immediately report this to the Compliance Team at local or at NTT DATA EMEA Level or the locally established whistle blowing Line.

9. Concerns Regarding Accounting, Auditing or Internal Control Matters

The financial statements of the Company shall conform to generally accepted accounting principles and the Company's and NTT DATA Group accounting policies.

10. Compliance and Reporting

10.1 Discipline

To the extent that this Code has been approved at Company level and disseminated to Employees along with relevant Country Specific Policies, the provisions contained in the Code of Ethics are **binding** and, in the case of a violation of any of its terms and guidance, disciplinary sanctions may apply in accordance with applicable statutory provisions.

10.2 Reporting Procedures and Other Inquiries

Anyone with concerns regarding questionable accounting, internal controls or auditing matters or complaints regarding accounting, internal controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Compliance Team at local or NTT DATA EMEA level or to the locally established whistle blowing line.

The contact information for the Compliance Team (at NTT DATA EMEA level) is set out below (clause 10.4).

The Company will **not** discipline, discriminate against or retaliate against any Employee who reports a complaint or concern (unless the Employee is found to have knowingly and wilfully made a false report).

Each Country Specific Policy will also specify the names and contact information of the country's local compliance team(s).

10.3 Waivers to Sections of the Code of Business Conduct

Each Company may exceptionally deviate from this Code to the extent that some provisions of the Code are proven to be inconsistent with imperative statutory rules or can temporarily postpone approval, pending adequate information to local governance bodies, such as Working Councils in Germany and Statutory Auditors in Italy.

10.4 The NTT DATA EMEA Compliance Team

NTT DATA EMEA Ltd. Compliance Team has been established at EMEA level and comprises the highest tier executive representatives of the following EMEA Holding functions:

- a) Head of Internal Audit,
- b) Head of Human Capital,
- c) Head of Legal & Compliance, *Coordinator & Secretary of the Compliance Team*

The Compliance Team can be reached at the following single email:

emea.compliance@nttdata.com

In addition, an external whistle blowing line with an outside UK law firm might also be established as set forth in Country-Specific policies or communications.

NTT DATA, in its role of active management, encourages each Company CEO to (A) regularly liaise and cooperate with the EMEA Compliance Team and to (B) establish at country level similar compliance teams(s) in accordance with statutory provisions along with a locally established whistle blowing lines (internal / external).

11. Summary

If you have questions, either about this Code or about other Country Specific Policies referenced herein, you are encouraged to discuss them with your manager, the Human Resources Department, a member of the Compliance Team or the legal department at local level or at NTT DATA EMEA level.

Thank you for your keen attention and strong cooperation.

The contents of this Code have been approved by NTT DATA EMEA Ltd. Board of Directors.

For NTT DATA EMEA Board

Patrizio Mapelli

NTT DATA EMEA CEO

EXHIBIT “A”

SUPPLIERS AND AGENTS MINIMUM STANDARDS OF CONDUCT

Each NTT Data EMEA Company and its Employees shall continuously monitor the conduct of suppliers and agents and report any suspected or actual failures to adhere to the minimum standards of conduct in accordance with this Code.

- | | |
|---|--|
| <p>1 Compliance with applicable laws</p> | <ul style="list-style-type: none"> • Suppliers must observe all laws, regulations and licensing requirements as applicable. • Suppliers will provide a safe and secure working environment |
| <p>2 Zero Tolerance on Bribery (however disguised) including facilitating payments</p> | <ul style="list-style-type: none"> • Suppliers must not carry out nor tolerate illegal business activities, such as promising, giving or accepting a bribe and / or facilitation payment (<i>in any form in any form, whether direct, indirect or concealed</i>). • Suppliers must not give or receive any financial or other advantage, directly or indirectly, with the intention of inducing or rewarding the improper performance of a business or public function anywhere in the world. • Practices which may help (or contribute to) money laundering activities or similar unlawful practices will not, in any case, be tolerated by NTT DATA and are strictly forbidden to Suppliers. • Suppliers must not give, offer or promise a gift of any value to a person or organization where it could reasonably be interpreted that the purpose of the gift was to induce improper performance or to obtain or retain business, or an advantage in the conduct of business for NTT DATA. |
| <p>3 Termination for cause</p> | <ul style="list-style-type: none"> • Any breach by a Supplier of their Anti-Bribery covenant will lead to immediate termination of a contract with the Company and of the continuing business relationship. |
| <p>4 No Gifts to Public Officers nor to Auditing Bodies</p> | <ul style="list-style-type: none"> • Each NTT Data EMEA Company and its Employees shall not engage or continue in any business relationship with any supplier or agent that gives, offers or promises any kind of gift or any other financial advantage to any Public Officer or Auditor, whether internal or external, or to any relatives or close friends of such Public Officer or Auditor in order to influence the improper performance of their duties or decisions. |
| <p>5 The Government contracts and relationships</p> | <ul style="list-style-type: none"> • Suppliers may not create false or misleading documents or accounting, financial or electronic records for the purpose of being awarded a Public Tender or Public Funds or obtaining an advantage in a procurement process of any kind. |

Change History

<i>Vers.</i>	<i>Date</i>	<i>Chapter</i>	<i>Description</i>
3.5	07.06.2017	10.4	Names and contact details of the members of the EMEA Compliance Team have been deleted
3.4	06.11.2015	All	Approved by the Board of Directors of NTT DATA EMEA Ltd.