

ANTI BRIBERY AND CORRUPTION POLICY

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NTT DATA Business Solutions is committed to instilling a strong anti-corruption culture and to upholding all laws relevant to countering bribery and corruption, including, but not limited to, the Bribery Act 2010.

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.

In this policy, “third party” means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

1.1 PURPOSE AND SCOPE

This policy applies to all employees, agents, contractors, subcontractors, consultants, business partners and any other parties (including individuals, partnerships and bodies corporate) associated with NTT DATA Business Solutions or any of its subsidiaries. The purpose of this policy is to set out the responsibilities in observing and upholding the NTT DATA Business Solutions position on bribery and corruption and to provide information and guidance to those working for NTT DATA Business Solutions on how to recognise and deal with bribery and corruption issues.

1.2 BRIBERY AND CORRUPTION

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer if NTT DATA Business Solutions fail to prevent bribery we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.

NTT DATA Business Solutions expressly prohibits the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement to or from any person or company, wherever they are situated and whether they are a public official or body or private person or company by any individual employee, agent or other person or body acting on NTT DATA Business Solutions behalf in order

to gain any commercial, contractual or regulatory advantage for NTT DATA Business Solutions in a way which is unethical or in order to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

Corruption is the abuse of entrusted power or position for private gain. NTT DATA Business Solutions expressly prohibits such abuse.

1.3 WHAT YOU MUST NOT DO

It is not acceptable for you (or someone on your behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- offer or accept a gift to or from government officials or representatives, or politicians or political parties;
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any other activity that might lead to a breach of this policy.

1.4 FACILITATION PAYMENTS AND KICKBACKS

Facilitation payments are typically small unofficial payments made to secure or speed up routine actions, usually by public officials, such as issuing permits, immigration controls, providing services or releasing goods held in customs. Kickbacks are typically payments made in return for a business favour or exchange. NTT DATA Business Solutions will work to ensure that employees, agents, contractors, subcontractors, consultants, business partners and any other parties associated with NTT DATA Business Solutions or any of its subsidiaries do not make facilitation or kickback payments on NTT DATA Business Solutions behalf.

All employees must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Commercial Director or another senior executive and in the case of non-employees, their normal point of contact within NTT DATA Business Solutions.

Facilitation and kickback payments constitute bribes and, subject to clause 6.4, may not be made at any time irrespective of prevailing business customs in certain territories.

If the demand for a facilitation payment is accompanied by threat of physical harm then put safety first, make the payment and then report immediately to the Commercial Director or another senior executive, the circumstances and amount of the payment.

1.5 GIFTS, HOSPITALITY AND EXPENSES

Genuine hospitality or similar business expenditure that is reasonable and proportionate is allowed, for the purposes of:

- establishing or maintaining good business relationships;
- improving or maintaining our image or reputation; or
- marketing or presenting our products and/or services effectively.

However, the hospitality or expense must comply with the criteria outlined in clause 7.3 below.

Gifts and hospitality can, when excessive, constitute a bribe and care and due diligence should be exercised at all times when giving or receiving any form of gift or hospitality on behalf of NTT DATA Business Solutions.

The following criteria should be used to test if gifts, hospitality or expenses comply with the NTT DATA Business Solutions anti-bribery policy:

- made for the right reason – if a gift or hospitality, it should be given clearly as an act of appreciation; if an expense then for a bona fide business purpose;

- no obligation – the gift, hospitality or expense should not place the recipient under any obligation;
- no expectation – expectations are not created in the giver or an associate of the giver;
- made openly – if made in secret and undocumented then the purpose will be open to question;
- reasonable value – the size of the gift is small and the value of the hospitality or expense accords with general business practice. Cash should be neither given nor received as a gift under any circumstances;
- appropriate – the nature of the gift, hospitality or expense is appropriate to the relationship and accords with general business practice;
- legal – the gift or hospitality is compliant with relevant laws;
- reported – the gift, hospitality or expense should be recorded and reported to management;
- documented – the expense is fully documented including purpose and approvals given.

Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting), would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

1.6 POLITICAL AND CHARITABLE DONATIONS

NTT DATA Business Solutions does not make contributions of any kind to political parties.

No charitable donations will be made by NTT DATA Business Solutions for the purpose of gaining any commercial advantage. We only make charitable donations that are legal and ethical under local laws and practices. Proof of receipt of all charitable donations must be obtained from the recipient organisation and under no circumstances may charitable donations be made in cash.

1.7 RESPONSIBILITY

It is the responsibility of all employees, agents, contractors, subcontractors, consultants, business partners and any other parties associated with NTT DATA Business Solutions or any of its subsidiaries:

- to ensure that this policy is read, understood and complied with;
- to prevent, detect and report any acts or suspected acts of bribery or corruption;
- to avoid any activity that might lead to or suggest a breach of this policy;
- to exercise due diligence at all times when dealing with third parties on behalf of NTT DATA Business Solutions.

Employees must notify the Commercial Director or another senior executive as soon as possible if they believe or suspect that a conflict with this policy has occurred or may occur in the future and in the case of non-employees, their normal point of contact within NTT DATA Business Solutions.

Any breach of this policy will be dealt with by NTT DATA Business Solutions' disciplinary procedure and could result in dismissal for gross misconduct.

1.8 RECORD KEEPING

NTT DATA Business Solutions will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties (such as clients, suppliers and business contacts) will be prepared and maintained with strict accuracy and completeness.

All parties are further expected to:

- declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review;
- ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with NTT DATA Business Solutions' expenses policy and specifically record the reason for the expenditure.

1.9 RAISING A CONCERN

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify the Commercial Director or another senior executive and in the case of non- employees, their normal point of contact within NTT DATA Business Solutions.

If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your line manager.

1.10 PROTECTION

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. NTT DATA Business Solutions aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

NTT DATA Business Solutions are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place,

or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the compliance manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the grievance procedure.

1.11 TRAINING

Training on this policy will form part of the induction process when employees begin employment with NTT DATA Business Solutions. Existing employees will receive regular and relevant training on this policy when required.

All employees, agents, contractors, subcontractors, consultants, business partners and any other parties associated with NTT DATA Business Solutions or any of its subsidiaries are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing. NTT DATA Business Solutions welcomes comments and suggestions with regard to improving the policy and its effectiveness.

1.12 MONITORING AND REVIEW

NTT DATA Business Solutions will monitor the effectiveness and review the implementation of this policy regularly to ensure its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible.