

# Group Business Ethics Policy



## Who does this policy apply to?

This Guideline applies to all permanent and temporary employees of the Computacenter companies (referred to as CC in the text) listed in Appendix 1.

This policy, in its latest version, supersedes any previous regulations on business ethics.

## Why do we have this policy?

CC are committed to observing high ethical standards in the conduct of its business activities and are dedicated to responsible and sustainable corporate management (see Appendix 2: 'The 10 principles of the United Nations Global Compact'). These ethical standards mean we will comply with all of the laws that apply to the business activities of CC within individual countries, across Europe and the world.

This policy explains what we expect from you in connection with company business in regard to this and how you can report any concerns. Because of the amount of things we've covered we've broken it down into the following areas:

## What happens if I don't follow the policy?

Breaching this policy could lead to disciplinary action (including dismissal) and in the very worst cases criminal prosecution, leading to imprisonment or a fine.

### What We Expect From You:

- Our Values
- Protecting our Data
- Our Rules about Drugs, Alcohol and Smoking

### Whistleblowing:

- Public Interest
- Raising concerns

### Working With Others:

- Choosing the Companies we work with
- Our Customers, Suppliers, Contractors and Third Parties
- Working with the Government
- Our Wider Community and the Environment

### Protecting Our Company:

- Avoiding Conflicts of Interest
- Insider Trading
- Intellectual Property
- Company Property
- Crisis Management
- Political Activities
- Preventing Money Laundering
- Preventing Bribery and Corruption
- Compliance with Competition Laws
- International and local Trade Laws

## Implementation and Compliance with this policy:

- Actively participate



## What We Expect From You

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### Our Values

How we run our business is important. As well as our winning together values we also need you to make sure that you:

- Treat everyone with respect
- Reward 3<sup>rd</sup> Parties on merit only
- Are open and honest in all business relationships
- Act with integrity and are always professional
- Meet CC's legal duties
- Working in CC's best interest
- Act in an environmentally responsible way

This means that we won't accept:

- Bullying, harassment or discrimination
- Risking damage to our reputation (please also read our Social Media Policy)
- Unlawful behaviour
- Dishonesty
- Working with anyone (suppliers, contractors, third parties) who carries out unethical practices

With this policy, CC has established business ethics rules of its own that are binding with regard to the activities of all of its employees. Our efforts are guided by the following principles:

- We are honest, forthright, fair and trustworthy in all of our activities and contacts.
- We avoid conflict between private and professional interests.
- We maintain a positive work atmosphere in which all employees treat one another with mutual respect. The special responsibility and role-model function accruing to superiors is documented (see Appendix 3: 'Group Management Charter').
- We ensure industrial, health and environmental protection in accordance with the relevant regulations and standards.
- Through our behaviour at all levels, we see to it that impeccable actions are promoted, recognised, appreciated and practised by all employees.
- We are equally respectful of all employees, customers and business partners, regardless of race or ethnic origins, gender, gender reassignment, religion or belief, disability, age, sexual orientation, marital status or caste.

### Protecting our Data

You need to make sure the information you come across in your job is kept safe and private and that you know how to dispose of it properly and CC is committed to protecting personal and other business-relevant data. This commitment extends to trade and business secrets as well.

All employees have an obligation to maintain data secrecy. They must make sure that any processing or usage of personal data is done in accordance with applicable privacy-protection legislation.

Employees must take care to protect information that can be tied to individuals, as well as all other sensitive data, from inappropriate disclosure and unauthorised access by third parties. In case of doubt you can contact your Data Protection Officer or your in country HR or Legal department if there is no Data Protection Officer at any time.

If you are responsible for applications, systems, or processing data at CC that concern personal data or you are responsible for carrying out such processing or for using the results of it you must clarify if there is a requirement to give notice to authorities or Data Protection Officer beforehand.

## Our Rules about Drugs, Alcohol and Smoking

CC has a responsibility to provide safe working conditions for its employees and takes all steps necessary to make sure that employees' activities are not adversely affected under the influence of alcohol, drugs or medication. Each manager must take appropriate measures, if he or she has reason to believe that an employee may have a dependency upon alcohol, drug or medication. All employees must make sure that their own performance is not impaired due to alcohol, drugs or medication. This is especially true in the business premises, company grounds or customer sites.

Consumption of alcohol in CC premises or on the grounds of a customer or business partner is only allowed in exceptional circumstances. For example this could include a team celebration, project completion, organised CC staff event or when a customer or business partner invites you to or approves moderate consumption of alcohol on special occasions. If you are unclear on when this may be, please speak to your manager.

Consumption of drugs in the business premises or on a client's site or on the site of a business partner is strictly prohibited. CC would encourage anyone who is concerned they are dependent on drugs, alcohol or medication to seek professional medical advice about it.

All offices and lounges must be kept smoke and e-cigarette free at all times. Separately marked smoking areas are provided for employees, visitors, business partners and customers.

If you've got a concern over anything raised in this policy (or anything else that you reasonably believe would be in the public interest) we want you to tell us. This is known as Whistleblowing.

## What's meant by 'Public Interest'?

This is where the interests of others or of the organisation itself are at risk, such as:

- Criminal offences
- Bribery and corruption
- Breaking the law
- Miscarriage of justice
- Danger to Health and Safety
- Damage to the environment
- Deliberately hiding information about any of the above.

## Raising Concerns

If your concern is about your employment with CC you can speak to either a manager of your choice or a member of your in-country HR team who will be able to explain how you can raise this concern. If you work for a third party organisation you will need to contact them.

The earlier you raise a concern, the easier it is for us to take action. You don't need to have firm evidence before you tell us, but you'll need to explain what's happened to cause you to be worried about a situation, and if you have any thoughts on how we can resolve it.

Employees are strongly encouraged to report any violation of this or any other CC policy either to a manager, your in-country HR team or Group Legal department (or if you are employed in Germany, the Compliance Manager). Once a concern has been reported the person approached has an obligation to treat any information received, and the identity of the whistle-blower, in a confidential manner.

The person who it was raised to will then make sure that an independent and impartial review of the matter is conducted without delay, taking all measures necessary to resolve or correct the matter, making sure that concerns are taken seriously. This assumes that the report is as specific as possible, that the persons and institutions involved are named, and that the dealings in question are described as precisely as possible.

Any violations (or suspected violations) of this policy may be reported anonymously in writing to the appropriate person in-country (as explained above)

As a matter of principle, the manager, a higher-ranking manager, the Group Legal Department, Human Resources or the Compliance Manager are available to address any ambiguities or questions that arise in connection with application of this policy.

Any suspected criminal activity must be reported to the appropriate person in country in writing (as explained above) or by any other suitable communication channel.



## Working with Others

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We need to make sure that all our working relationships are professional, open and honest. This includes anyone (e.g. colleagues, customers and suppliers) you have business dealings with.

On a general level, you must treat everyone with respect and dignity. Suppliers are vendors, manufacturers, cooperation partners, service providers, consultants, joint-venture partners, etc.

### Choosing the Companies we work with

Companies we work with are selected on the basis of open competition. Our policy on the combat of bribery and corruption contains important, compulsory rules that are a precondition to the award of contracts to third parties.

### Our Customers, Suppliers, Contractors and Third Parties (anyone representing CC)

There are also some specific criteria that apply for how we select our business partners and you'll need to check if any of these apply:

- The business partner has a high level of performance capacity that helps CC meet and exceed customer expectations in terms of quality, service, cost and delivery.
- The business partner complies with statutory provisions, in particular the provisions concerning data, industrial, health and environmental protection, as well as anti-corruption and intellectual property.
- Remuneration and payment arrangements are agreed in such a way as not to contribute to corruption, money laundering or other illicit behaviour.
- In order to minimise risks associated with the use of business partners, the following should be reviewed:
  - The business partner should covenant in writing to observe the 10 principles of the UN Global Compact (see Appendix 2), and to take appropriate measures in support of these principles.
  - The background, experience and reputation of the business partner should be flawless (expertise, skills, references, no known violations of privacy protections or corruption scandals).
  - Appropriate measures have been taken to monitor the business partner's activities. These regulations must be observed throughout all divisions by all employees selecting or commissioning a business partner.
- If you are working with any contractors or third parties representing CC (e.g. consultants, agents, sales representatives or contractors) it's your responsibility to make sure that they follow any relevant CC policy. If we find any of our policies have been broken, we could decide to end their contract.

## Working with the Government

You need to check if there are any special rules you need to follow when working with government bodies, as there are certain laws that only apply in this situation (e.g. they may have stricter rules on hospitality).

## Our Wider Community and the Environment

We want people who work with us to be environmentally responsible.

This could mean making sure you use our recycling facilities or shut down computers at night. It also means that we make sure we meet all the environmental legislation, regulations and requirements we have to.

CC is committed to compliance with all applicable laws, regulations and other provisions relating to industrial, health and environmental protection.

Employees must take all necessary measures to ensure compliance with such provisions and must report all incidents that could lead to a violation of the laws, regulations and other provisions concerning workplace safety or environmental protection to the specialist for industrial safety and or to the Environmental Protection Officer. These people are also available to provide clarification or to respond to further inquiries.

## Avoiding Conflicts of Interest

### What is a Conflict of Interest?

This is where there's a possibility that your loyalty is torn between work and personal interests.

You need to always think about how anything you do at work (and outside of work) could lead to bad publicity for CC (this is known as bringing us into disrepute).

### What happens if I'm in a relationship (or related) to someone I work with or for?

If employees are in a relationship or are related to their direct manager, the next-higher manager must ensure that all decisions concerning promotions, privileges, benefits, remuneration, disciplinary matters and complaints regarding the subordinate employees are taken by an independent manager. This prevents any possible preferential or detrimental treatment.

If any employee is in a relationship with - or is related to another employee in the company (whether as a subordinate, in the same rank or as the next-higher manager) or to a supplier or a client, this employee shall take all necessary steps to avoid or put an end to any conflict of interest arising and protect the interests of the company.

### Can I have a second job?

If you want to take a second job, you'll need to inform your manager and commit not to have a job or an activity that might result in competing whether entirely or partly with the activities of Computacenter, either working for a competitor of Computacenter or for one of its suppliers as this might impact the interests of Computacenter and could impact your work within Computacenter.

### Is there anything else I need to do?

You'll need to tell us if there are any changes to your secondary employment. Also, it's up to you to deal with any tax implications as a result of your second job.

If you're going to be a Non-Executive Director (NED) you'll need to be able to deal with everything this involves, as well as making sure that there's no conflict with your duties to CC

Please refer to any specific rules in your contract or local country policies regarding other rules around this (i.e. rules relating to the of working time someone can do)

### Is there anything else I need to tell you about?

If you drive a company car and are convicted with an offence that means you lose your driving licence, you must tell us about this.

If you are employed by CC (UK) there are specific rules about when and what you need to tell us in relation to criminal offences. Please make sure that you read Appendix 5 of this policy

## Insider Trading

Insider trading is when you use confidential information that you only have because of your job for your own advantage in buying and selling shares (such as being awarded or losing contracts, profits warnings due to be released etc.).

You are responsible for making sure you understand what this means in your job and with the information you have access to. Listed companies are subject not only to stock-market requirements but also to the requirements of law in relation to insider trading with listed shares. Insider trading is prohibited.

Employees are permitted to trade in shares of CC stock for personal investment purposes only. The special restrictions applicable in this case must be observed.

## Intellectual Property

Intellectual property and industrial property rights include, among other things, rights of copy-right, trademarks and service marks, patent rights, utility model rights and design rights.

CC justifies, protects, maintains and defends these rights to all commercially significant intellectual property rights. Therefore, employees must inform the Group Legal Department if they discover or suspect that third parties are infringing upon these rights held by CC.

CC respects intellectual property and the intellectual property rights of others. Unauthorised use of intellectual property and of the industrial property rights of third parties is a violation of this policy. The Group Legal Department should be consulted in case of doubt or questions.

## Company Property

CC provides its employees with the necessary equipment and facilities for the performance of their official activities. Employees must ensure that all property of the company, of the company's business partners and customers, is properly used, maintained and secured. This means that employees must take appropriate steps to prevent damage, misuse, loss or theft of company property.

## Crisis Management

### What happens if there's a major incident at work?

If there's a major incident, such as a terrorist attack or fire, we may need you to work from somewhere other than your normal location and outside of your normal working hours. If this happens, your manager will monitor and record the hours for you and your colleagues if necessary. Any additional work, resulting from the incident, should be shared out across the team as fairly as possible. Please see our Business Continuity Plan for more details.

## Political Activities

You're not allowed to make or accept any political contributions on behalf of CC. This includes political parties, committees, office holders and candidates for any Government office.

## Preventing Money Laundering

In the conduct of business, CC does not tolerate any form of criminal activity whatsoever (corruption, bribery, money laundering, etc.).

All employees whose responsibilities include payment activities must ensure that CC does not become involved in money-laundering activities. For this purpose, pay attention to the following 'warning signals':

- Cash payments.
- Payments through a third party (except for clearing offices).
- Payments stemming from countries that are known for high-risk payment transactions.
- Transactions that do not harmonise with a customer's business or activities.
- Customers or business partners that do not adequately identify themselves and/or that fail to provide an address.

In all cases, all transactions in which an employee has reason to believe that an offence has taken place must be reported to the Group Legal department

## Preventing Bribery and Corruption

All CC employees are obliged to read and comply with the 'Code of Conduct' (Appendix 4) and the guideline on the combat of bribery and corruption found on your local CC website.

This anti-corruption guideline provides you with clarification on corruption and, among other things, governs behaviour relating to topics that are so important for our business ethics, such as:

- Prohibited actions
- Provision of gifts, entertainment and meals
- Cooperation with public officials and staff in the public sector
- Charitable donations
- Marketing and sponsoring
- Lobbying for, donations to and activities on behalf of political parties
- Defence of the company by suitable methods
- Use of third parties and completion of appropriate due diligence
- Your personal responsibility

## Compliance with competition laws

CC is committed to the rules of fair competition. Employees involved in competitive activities must ensure that all relevant competition laws are complied with. The Legal Department must be consulted in connection with business agreements that may conflict with the laws that govern competition.

## International Trade Controls

CC takes all organisational and personnel measures necessary in connection with transactions with certain countries, products and individuals that may be restricted due to embargoes, 'blacklists' or so-called 'terrorist lists', dual-use merchandise, end use subject to approval or resale to third parties.

Guidance from Group Legal must be taken consulted in advance for any matters relating to such cross-border supply of goods and services as may be covered under national, European or other supra-national foreign-trade law.

# Implementation and Compliance

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CC expects all employees to be compliant with this policy and encourages all employees to actively participate in the implementation of it and to draw attention to possible violations.

As a matter of principle, an employee who submits a notification of a breach in good faith and with honest intentions must not fear reprisals even if the report should prove to be unfounded.

Every manager is obliged to ensure a climate of integrity by:

- notifying the employees of CC policies (or guidelines) and procedures;
- serving as a role model and setting an example for employees through his or her own behaviour;
- encouraging employees to voice any compliance or integrity issues;
- promptly raising any compliance and integrity issues him- or herself.

Employees must be familiar with the main provisions of all CC policies and guidelines.

To make sure that you don't put yourself in a position where you could be breaching the rules and policies the following can be used to help you self-check whether you need to tell us something.

1. If what I'm doing (or know about) was published in a newspaper, would it be bad for CC?
2. Does what I'm doing (or know about) affect anyone I work with?
3. Do I think anyone else has done something that breaks national or international laws?
4. Do I feel I should let someone know?

If the answer to any of these is yes, you need to let a manager or someone on your in-country HR team know.

### **Appendix 1: Computacenter Group Companies to which this policy applies**

This appendix will promptly be updated when an organisation is added or removed from the company list.

- Computacenter (UK) Ltd, Hatfield, England
- Computacenter Holding GmbH, Munich, Germany
- Computacenter Germany AG & Co. oHG, Munich, Germany
- Computacenter AG & Co. oHG, Kerpen, Germany
- E'ZWO Computervertriebs GmbH, Munich, Germany
- Alfatron GmbH Elektronik-Vertrieb, Munich, Germany
- C'NARIO Informationsprodukte Vertriebs-GmbH, Munich,
- Germany Computacenter Aktiengesellschaft, Cologne, Germany
- Computacenter Managed Services GmbH, Cologne, Germany
- Computacenter Management GmbH, Cologne, Germany
- Computacenter NV/SA, Zaventem, Belgium
- Computacenter France SAS, Roissy CDG Cedex, France
- Computacenter services Kft, Budapest, Hungary
- Computacenter PSF SA, Luxembourg
- Computacenter Services (Malaysia) Sdn Bhd, Selangor Darul Ehsan, Malaysia
- Computacenter N.V., Schiphol-Rijk, The Netherlands
- Computacenter Services and Solutions (PTY) Ltd, Cape Town, South Africa
- Computacenter Services (Iberia) S.L.U, Barcelona, Spain
- Computacenter AG, Dietikon, Switzerland
- Computacenter (U.S.), Inc. NJ 07677
- Computacenter (US) Defense Inc
- Computacenter Mexico S.A. de C. V, Col. Juárez, Delegación Cuauhtémoc
- Computacenter India Private Limited, Indira Nagar Bangalore
- Computacenter Information Technology (Shanghai) Company Limited

## Appendix 2: The 10 principles of the UN Global Compact

The principles of the Global Compact are based on a worldwide consensus deriving from

- the Universal Declaration of Human Rights,
- the International Labour Organization's Declaration on Fundamental Principles and Rights at Work,
- the Rio Declaration on Environment and Development and
- the United Nations Convention Against Corruption.

The Global Compact calls upon companies, acting within their sphere of influence, to recognise, support and implement a catalogue of fundamental values in the areas of human rights, labour standards, environmental protection and anti-corruption:

### Human rights

- Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights and
- Principle 2: make sure that they are not complicit in human rights abuses.

### Labour standards

- Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining and, furthermore, to
- Principle 4: the elimination of all forms of forced and compulsory labour,
- Principle 5: the effective abolition of child labour and
- Principle 6: the elimination of discrimination in respect of employment and occupation.

### Environmental protection

- Principle 7: Businesses should support a precautionary approach to environmental challenges,
- Principle 8: undertake initiatives to promote greater environmental responsibility and
- Principle 9: encourage the development and diffusion of environmentally friendly technologies.

### Anti-Corruption

- Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

The measures and the stages of progress towards implementation of these principles at Computacenter are documented and updated in the Declaration on Corporate Sustainable Development (CSD).

### Appendix 3: Group Management Charter

We promote the high-performance culture of Computacenter by...

- ▶ looking after our employees and recognising what is important to them,
- ▶ strengthening our employees, empowering them to achieve the objectives that have been set,
- ▶ recognising and systematically enlisting the diverse talents in our team,
- ▶ promoting our employees in accordance with the requirements of Computacenter,
- ▶ accompanying each individual employee in his or her individual development, in order to make the most of his or her potential,
- ▶ establishing a working environment of trust in which creativity and innovation flourish,
- ▶ recognising and valuing good performance,
- ▶ helping each individual employee implement his or her personal development plans,
- ▶ involving our teams in decision-making and encouraging them to provide constructive feedback,
- ▶ incorporating the Computacenter journey into our everyday work, with our vision, our values and the overriding corporate goals,
- ▶ identifying performance gaps and promptly and effectively to deal with these.

We exercise our leadership and role-model functions by...

- ▶ acting as ambassadors for Computacenter and encouraging our employees to do the same,
- ▶ acting in accordance with the interests of the entire Computacenter Group and encouraging our employees to do the same,
- ▶ developing clear expectations of others and articulating comprehensible objectives,
- ▶ regularly providing clear and balanced feedback and encouraging others to do the same,
- ▶ being aware of our capacity as role models and always leading by example,
- ▶ earning respect through our work and not expecting it as an automatic by-product of a job title,
- ▶ creating an environment of mutual trust and esteem through open and honest communication,
- ▶ taking responsibility for our own actions and calling for responsible actions on the part of our employees,
- ▶ making the corporate strategy known and demonstrating how, working with our teams, we contribute to achieving corporate objectives.

We contribute towards consolidation of best practices by...

- ▶ availing ourselves of standard tools for use in the management of our employees,
- ▶ assessing our employees' performance in meetings held on an annual basis,
- ▶ always reviewing workflows and dedicating ourselves to improvements,
- ▶ taking guidelines, procedures and practices to heart and adapting our actions to changes,
- ▶ conducting team and individual meetings on a regular basis,
- ▶ recognising and respecting the individuality of each employee,
- ▶ asking our colleagues to provide feedback in order to constantly improve the quality of the leadership we provide.

#### Appendix 4: Computacenter Anti-Bribery and Corruption Code of Conduct

Computacenter is committed to compliance with all applicable anti-bribery and corruption laws and regulations, including the UK Bribery Act, promulgated in April 2010. For the avoidance of doubt, this includes all such legislation applicable within our main operating geographies of the UK, France and Germany. Additionally, in 2007, the Group visibly committed to adhere to the 10 core principles of the United Nations Global Compact, where the tenth principle specifically commits us to impeding all forms of corruption, including extortion and bribery. However, it has always been Computacenter's policy not to tolerate any dishonest behaviour, since it is part of our culture that Computacenter wants to carry out its business fairly, honestly and transparently. This is the primary reason for this Code of Conduct and accordingly, we:-

- will not make bribes, nor will we condone the offering of bribes on our behalf, in an attempt to try and gain business or personal benefit, or in an attempt to motivate another to act improperly;
- will not accept bribes, nor will we agree to them being accepted on our behalf;
- will avoid doing business with others who may harm our reputation by not respecting these values;
- will set out our processes for avoiding bribery, directly or indirectly; (see the Anti-Bribery and Corruption Policy)
- will recognise that certain donations, hospitality and gifts, either given or received, may be considered inappropriate in certain instances and we will all apply our minds to ensure that our motives remain to carry out our business, fairly, honestly and transparently; (see the Anti-Bribery and Corruption Policy)
- will make sure that everyone in our business, including our business partners and major suppliers know about our principles and we will require all relevant staff to commit to this Code of Conduct and the related Policies (see the Anti-Bribery and Corruption Policy)
- will regularly review this Code of Conduct and related Policies, followed by further communication to all relevant staff, major suppliers and partners;
- will ensure that there are communication channels for all employees, partners and major suppliers through which they will be able to report instances of suspected dishonest behaviour; (see the Anti-Bribery and Corruption Policy, and the Whistle Blowing Policy contained within the Business Ethics Policy)
- will maintain clear and accurate records of all reports and investigations regarding suspected dishonest behaviour; and
- will deal appropriately with potential and actual conflicts of interest when they arise (see the Ethics Policy).

Mike Norris

Group CEO – July 2014

## Appendix 5: Report criminal offences if you are a CC (UK) employee

If you are employed by CC UK we need you to tell us if you're:

- Charged with a criminal offence
- Charged with an offence that could lead to you losing your driving licence
- Convicted of a criminal offence of any nature

We'll treat information about any of these things as confidential.

If you don't tell us about any of the above or you can't get to work because of criminal proceedings against you and don't tell us where you are, you could face disciplinary action (including dismissal). Please read our Disciplinary Policy for more information.