

Anti-Bribery and Corruption Procedure Guidance Note: Due Diligence on Third Parties

The procedure outlined below should be undertaken before entering into an agreement with any third party including, but not limited to, the following:

- Appointing a new supplier of any type;
- Entering into a partnership agreement;
- Appointing an agent to work on Computacenter's behalf; or
- Entering into a new contract, or varying the terms of an existing contract.

However, please note that this process does not need to be carried out on Computacenter customers, regulated professional companies in the UK, France, Switzerland, Luxembourg, Spain or Germany, and regulated lawyers and accountants in any jurisdiction.

1. Initial Screening Process – Is Due Diligence required on the third party?

If the answer to any of the following questions is YES, then the Anti-Bribery and Corruption Due Diligence Process (i.e. sections 2 and 3 of this Note) must be completed on the relevant third party BEFORE it is appointed:

- Do the third party services being provided include helping to obtain, procure, promote or expedite sales of goods or services by Computacenter? YES/NO
- Is the appointment of the third party as a sub-contractor to provide services for and on behalf of Computacenter? YES/NO
- Do the third party services being provided involve the third party sourcing goods or services for Computacenter? YES/NO
- Do the services being provided to Computacenter involve any third party paying fees, taxes or payments on behalf of Computacenter in relation to the import and export of goods? YES/NO
- Do the services being provided to Computacenter involve any third party obtaining official permits, permissions or agreements from public officials or agencies anywhere in the world? YES/NO
- Has the third party providing services to Computacenter been recommended by, or is it associated with, a foreign Public Official (as defined in the Anti-Bribery and Corruption Policy), or does it operate in a sector where the support of Public Officials is vital? YES/NO
- Does the third party seem not to be performing any service for Computacenter apart from 'facilitating' a deal? YES/NO
- Is the third party claiming to be able to bypass legal bureaucratic hurdles with no questions asked? YES/NO
- Is the third party charging fees/commissions that seem excessive relative to the market norm? YES/NO
- Does the third party claim to have connections that can win deals or get permits? YES/NO

- Is a request being made by the third party to receive payment or remuneration through a non-standard arrangement/structure or is it requesting that such payment or remuneration is made to an offshore entity, third party or charity? YES/NO
- Is the third party being paid a success fee for the services it is providing to Computacenter? YES/NO
- Is there any evidence available indicating that the third party has been involved in a previous investigation or conviction relating to Anti-bribery and Corruption? YES/NO
- Are there any other reasons to suspect that the risk of bribery or corruption in dealing with the third party is higher than normal? YES/NO

2. Risk Assessment – Establishing the level of Due Diligence required

If having completed section 1 of this procedure guidance note, you have answered YES to any of the questions within it, you must now complete the following section:

- Is the third party being appointed based in a jurisdiction that has a score of less than 50 on the Transparency International Corruption Perceptions Index (a “Higher Risk Jurisdiction”), which is attached at Appendix 1 to this Note? YES/NO
- Do the services being provided to Computacenter by the third party involve work being undertaken, directly or indirectly on behalf of Computacenter in any Higher Risk Jurisdiction? YES/NO
- Do the services being provided to Computacenter by the third party involve goods passing through borders between Higher Risk Jurisdictions? YES/NO
- Is the third party owned or managed by a current Public Official (as defined in the Anti-bribery and Corruption Policy) or an individual subject to international sanctions? YES/NO
- Is it the case that the third party does not have a policy that specifically prohibits acts of bribery and corruption? YES/NO
- Are the third party's charges opaque? YES/NO
- Was the third party recommended by a foreign Public Official? YES/NO
- The third party does not have a track record in the industry in which it operates YES/NO
- The third party requests for payments to be made to an offshore entity, third party or charity YES/NO
- The third party operates in a sector where the support of Public Officials is imperative YES/NO
- The third party doesn't seem to perform any service other than “facilitating” a deal YES/NO
- The third party operates as a sole proprietor/consultant rather than a company YES/NO
- The third party is able to bypass legal bureaucratic hurdles with no questions asked YES/NO
- The third party charges excessive fees/commissions relative to the market norm YES/NO
- The third party claims to have connections that can win deals or get permits YES/NO

As a result of answering the questions directly above, if:

- (i) None of the answers to the questions in this section 2 are ‘Yes’, then the third party represents a ‘*low*’ risk of bribery and corruption;
- (ii) The answer to one of the questions in this section 2 is ‘Yes’, then the third party represents a ‘*medium*’ risk of bribery and corruption; and

- (iii) The answer to more than one of the questions in this section 2 is 'YES', then the third party represents a 'high' risk of bribery and corruption.

3. Further Due Diligence – Guidance

Low Risk

To the extent that a third party has been identified as 'low' risk in section 2, then the following should take place:

- The third party must be required to complete Computacenter's basic 'supplier take-on' questionnaire (or equivalent); and
- A copy of the Anti-bribery and Corruption Policy must be provided to the third party.

Medium Risk

When a third party has been identified as 'medium' risk in section 2, then the following should take place:

- The third party must be required to complete Computacenter's basic 'supplier- take-on' questionnaire (or equivalent);
- An independent verification of the information received by Computacenter must take place;
- Independent references for the third party must be received and followed-up by Computacenter; and
- A copy of the Anti-bribery and Corruption Policy must be provided to the third party and an agreement obtained from a representative of the third party that it agrees to abide by the terms of the Anti-bribery and Corruption Policy;

High Risk

When a third party has been identified as 'high' risk in section 2, then the following must take place:

- The third party must be required to complete Computacenter's basic 'due diligence' questionnaire (or equivalent);
- An independent verification of the information received by Computacenter must take place;
- Independent references for the third party must be received and followed-up by Computacenter;
- A copy of the Anti-bribery and Corruption Policy must be provided to the third party;
- A contractually binding written agreement must be in place which acknowledges the third party's understanding of, and willingness to comply with, the terms of the Anti-bribery and Corruption Policy;
- Further independent background checks (such as relevant financial and ownership checks) should be carried out on the third party, and following this its ability to carry out the requirements of its contract with Computacenter should be evaluated;
- A communication must have been sent to representatives of the third party making clear Computacenter's 'zero-tolerance' approach to bribery and corruption;

- Spot-checking of any expenses charged by Computacenter employees to the relevant third party account must take place to check their authenticity and appropriateness (in line with the terms of the Company's Anti-Bribery and Corruption Policy and Expenses Policy);
- A review of payments made to the third party should be reviewed on a 'without notice' basis during such time as the business relationship between Computacenter and the third party is ongoing; and
- Other reasonable steps should be taken to ensure that transactions between Computacenter and the third party are monitored on an ongoing basis.

Note: To the extent that any alleged act of bribery or corruption is uncovered as a result of this due diligence process, then this should be notified to the Group Company Secretary, the Group Head of Legal and Contracting or confidentially to the HR Service Centre, in accordance with Computacenter's Anti-Bribery and Corruption Whistle Blowing Process. Computacenter shall not use the services of any third party suspected of involvement in bribery or corruption.

Appendix 1 – Transparency International Corrupt Perceptions Index

This is contained in a separate PDF Document found at:

<http://www.computacenter.com/who>