

**Capgemini Supplier Standards of Conduct
&
Compliance Management Requirements**

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Document control

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Role	Name	Date and Signature
Group CPO	Emmanuel Erba	Signed January 22 nd 2015
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Introduction to Capgemini Supplier Standards of Conduct

At Capgemini, we are dedicated to delivering profitable and sustainable growth by working together with our clients to deliver value through our expertise and our business integrity. As a global company operating in more than 44 countries Capgemini strives to operate in an exemplary manner and upholds the laws and regulations of the countries in which it operates. In addition, Capgemini is a signatory to the UN Global Compact and also supports locally and globally initiatives and business standards to enhance the communities in which it lives and operates and to work in a sustainable and ethical manner.

We work with our Suppliers and other business partners to bring added value to our clients, and expect our Suppliers and other business partners to comply fully with laws. It is critical to Capgemini that Suppliers, and their employees, maintain the highest ethical standards, adhere to all applicable laws, in particular anti corruption laws, and avoid even the perception of impropriety or conflict of interest. Indeed, our standards can be met only with your cooperation and commitment. You agree to abide by the terms of our Supplier Standards of Conduct, to monitor and audit your compliance with these Standards and acknowledge that compliance with these Standards is required to maintain your status as a Capgemini Supplier. You are responsible for ensuring that any subcontractors, agents or other third parties that you engage in your work for Capgemini, where permitted by your agreement with Capgemini, will act consistently with these Standards.

“Supplier” refers to any business, company, corporation, person or other entity that sells, or seeks to sell, any kind of services or goods to Capgemini, including the Supplier’s employees, agents and other representatives.

Our Standards

1. Human Rights

Suppliers will respect human rights in dealing with their stakeholders at large (i.e., employees, clients, suppliers, shareholders and communities). Suppliers will support the principles of the Universal Declaration of Human Rights.

2. Compliance with applicable international, national, state and local laws

We recognize that local customs, traditions and practices may differ, but expect as a minimum that our Suppliers comply with local, national and international applicable laws, including (but not limited to) all anti-corruption, competition, export control, environmental, health and safety, data protection and labor laws and to monitor compliance with applicable laws. We expect Suppliers to support International Labour Organisation core conventions on labor standards.

3. Forced or compulsory labor

Supplier must not use forced, bonded or compulsory labor and employees must be free to leave their employment after reasonable notice. Employees must not be required to lodge deposits, money or papers with their employer, unless required by applicable law.

4. Child labor

Supplier will not use child labor.

The term “child” refers to any person under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. Supplier may participate in workplace apprenticeship programs, which comply with all laws and regulations. Workers under the age of 18 shall not perform work that is likely to jeopardize the health or safety of young workers.

5. Equality, diversity and inclusion

Supplier will not discriminate in hiring, compensation, access to training, promotion, and termination of employment or retirement on grounds of social, cultural, ethnic or national origins, religious or other beliefs, caste, gender, marital status, pregnancy status, sexual orientation, disability, age, and trade union membership. Suppliers should promote diversity and inclusion.

6. Working hours, employee wellbeing and development

Supplier will comply with all applicable wage and working hours laws and regulations. Workers will not be required to work more than the lesser of the legally permitted maximum number of hours a week or 60 hours a week, including overtime, except in extraordinary circumstances. Workers will be allowed at least 1 day off per 7-day week. Workers will be paid at least the minimum wage and compensated for overtime hours where required by applicable laws and regulations.

Where applicable, Suppliers should give consideration to promoting work/life balance, training, and personal development of employees.

7. Respect for employees and dignity

Supplier will treat employees with respect and dignity and will not use physical or verbal abuse or other harassment and any threats or other forms of intimidation are prohibited.

8. Freedom of association

Supplier will respect the right of their employees to join (or refrain from joining) workers organizations, including trade unions, and entering into collective bargaining, as permitted by law.

9. Health and Safety

Supplier will provide a healthy and safe working environment for all employees, in accordance with international standards and laws. This includes making sure that adequate facilities, training and access to safety information are provided. All applicable health and safety policies, procedures and guidelines must be adhered to. Where Suppliers work on Capgemini premises, or on behalf of Capgemini, for example in the use, handling, transport or disposal of hazardous materials, or the disposal of electronic equipment, they must confirm that they understand their obligations. They must also confirm that they have management processes and controls in place, and where applicable, agree to be fully responsible for any liability resulting from their actions.

10. Confidentiality and Intellectual Property

Supplier and their contractors and employees will maintain confidentiality with regard to all Capgemini confidential and business sensitive information (usually under a Non Disclosure Agreement) they have access to, in accordance with applicable laws or applicable contractual engagement. Supplier will protect all intellectual property belonging to Capgemini, our customers, other Suppliers and individuals.

11. Anti-Corruption and gifts

As a Capgemini Supplier, you understand your obligation to maintain the highest standards of integrity in all business interactions worldwide. Any and all forms of corruption, such as bribery, extortion or embezzlement, are strictly prohibited.

Capgemini defines bribery or a bribe as “offering anything in order to obtain an undue advantage.” The offering of “anything” can take many forms, from money (whether in the form of cash, wire transfer or otherwise) to benefits in-kind, such as entertainment, travel, upgrade to first class airfares, side trips to holiday resorts, sponsorship and employment of relatives or friends. The “undue advantage” can take many forms such as a preferential treatment, the conclusion of a contract, the disclosure of confidential information, a customs exemption, or a waiver of penalty following a tax investigation and generally influencing an individual in the exercise of his or her duties.

You will act consistently with Capgemini’s reasonable directions with regard to anti-corruption policies and will implement adequate procedures for Suppliers’ employees to comply with applicable anti-corruption laws.

As a Capgemini Supplier, unless informed beforehand and approved by Capgemini management, you will not offer, promise or provide to any Capgemini employee a kickback, favor, gratuity, entertainment or anything of value to obtain favorable treatment from Capgemini. Capgemini employees are similarly prohibited from soliciting such favors from you. This restriction extends to any family members and relatives of both you and Capgemini employees.

12. Unfair business practices

Supplier will comply with all applicable competition laws and in particular not fix prices, rig bids, allocate customers or markets or exchange current, recent, or future pricing information with your competitors.

13. Conflicts of Interest

Capgemini requires its Suppliers' to be free from any conflicts of interest. A conflict of interest describes any circumstance that could cast doubt on your ability to act with total objectivity with regard to Capgemini's interests. Conflict of interest situations may arise in many ways. If you feel that you have an actual or potential conflict with Capgemini or any of its employees, you must disclose such conflict to Capgemini management.

14. Insider Trading

If you are aware of material, non-public information relating to Capgemini, its business, its customers or any other business partner, you must not buy or sell securities or engage in any other action to take advantage of that information, including passing that information on to others.

15. Data protection & privacy of personal information

Supplier will protect personal data and comply with all data protection laws. Supplier will secure Capgemini data against unauthorized access or use.

16. Environmental impacts

We expect our Suppliers to conduct their relationship with us, and with our clients, partners and other Suppliers, in compliance with the [Capgemini Group Environmental Policy Statement](#) set out below:

Our way of working has implications and opportunities for our Suppliers. For example, we expect our Suppliers and their subcontractors to help us meet our environmental targets, and where appropriate, to participate in our people and community activities.

In every procurement transaction, we will be looking to our supply chain to identify products and services that help us achieve our environmental targets, which include:

- Using more recycled products, or products with a high recycled content
- Improving efficiency in the use of finite or scarce resources (such as energy, water, raw materials)
- Reducing our energy consumption and ensuring energy efficiency
- Minimizing transportation and logistics activity, particularly wasted journeys
- Reducing travel
- Reducing waste and ensuring its proper disposal
- Protecting biodiversity
- Minimizing other environmental impacts such as noise, water and ground pollution
- Where appropriate, our Supplier and product selection procedures consider whole life costs

Capgemini Compliance Management Requirements

In addition to the Capgemini Supplier Standards of Conduct, we also expect our suppliers to work with us based upon the compliance management principles set out below:

1. Purchase Order mandatory

Capgemini operates to a “Purchase Order Mandatory” policy so that we will order products or services with the issue of a Purchase Order and payment will only be made when a reference is made to a valid Purchase Order number. You should not start work without a Purchase Order. If you do start work without a Purchase Order, Capgemini may not pay you.

Exceptions to this policy have to be agreed and approved with Capgemini Group Procurement before entering into a business relationship.

Capgemini expects its Suppliers to contract with us using Capgemini standard terms and conditions.

2. Security and working on Capgemini sites

You shall conduct your business in a secure manner with all reasonable measures for minimizing Capgemini’s exposure to security threats such as terrorism, crime, and pandemics.

When visiting or working at Capgemini locations, you will abide by Capgemini’s health and safety and security requirements, and when working on a Capgemini client site will follow their health and safety and security requirements.

Should you become aware of any health and safety or security concerns when working with Capgemini you will report them promptly to the appropriate person or through the appropriate reporting channel.

3. Supplier Standards of Conduct acceptance

By providing services to Capgemini, the Supplier formally agrees with the Standards set out in this document. Suppliers are kindly requested to send to Capgemini Procurement an email acknowledging the understanding and acceptance of the Supplier Standards of Conduct at the following email address:

Supplierstandardsofconduct@capgemini.com.

4. Supply surveys

In addition to the above, we may perform periodic surveys to assess our supply base, support regional government requirements and initiatives, understand our Supplier diversity community and environmental impact, and your overall compliance with the principles set out in this document. You will be informed when such surveys are released and will be given a reasonable amount of time to provide your answers. Failure to respond to the survey will constitute a breach of the Supplier Standards of Conduct.

5. Supply information request and assessment

As part of our procurement review activities, we may conduct audits and reviews of our Suppliers against our requirements. We expect your company to support us in these exercises at no charge to Capgemini. We will ask you to provide us with reasonable access to all relevant information, and potentially access to your premises, so that we can assess your performance, and that of your subcontractors.

In addition, we may request an audit where concerns have been raised of non-compliance or where we wish to understand your compliance better.

6. Ceasing business

We reserve the right to cease business with the Supplier or suspend a bid process if satisfactory agreement cannot be reached with a Supplier in areas of risk, if the Supplier fails to comply with our requests for information, or if it cannot meet Capgemini Supplier Standards of Conduct.

7. Speak-up

Capgemini operates in an ethical manner. As a Capgemini Supplier, if you are concerned that we are not supporting our standards in this area you must notify us of any known or suspected improper behavior in your dealings with Capgemini or by Capgemini employees or agents by sending a message to the following email address: Supplierstandardsconduct@capgemini.com which is accessed only by the Capgemini Group Chief Procurement Officer and the Chief Ethics & Compliance Officer.

Reports may be submitted anonymously. However, we would encourage you to provide contact information to allow for a more comprehensive investigation. We appreciate that you may feel worried about speaking-up, but if it is raised in good faith, you can be confident that you will receive our full support.