

Group Anti-Corruption Policy

Version 3



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Corruption is the complete opposite of what Capgemini stands for.

Founded more than 50 years ago by Serge Kampf on strong core Values, Capgemini has always been relentless against disloyal business behaviors and corruption.

To stay true to our guiding principles, each of us must be able to recognize risky situations and know how to handle them. This Group Anti-Corruption Policy presents corrupt practices, principles to be followed, and approvals required to protect our Group against corruption and maintain our reputation for integrity. It provides practical guidance based on common risk scenarios and explains where to find support.

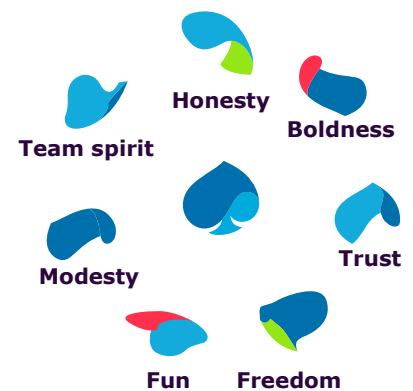
As Chief Executive Officer, my duty and commitment are to prevent, ban and sanction behaviors that are against the Values and business ethics of Capgemini. I count on you to comply with this Policy.

Sincerely yours,

Aiman Ezzat, Chief Executive Officer

The Purpose of a Policy on Preventing Corruption

Capgemini employees take pride in our success because it is anchored in our core Values, including honesty and trust. We have had a Code of Business Ethics since 2010 and a detailed anti-corruption policy in effect long before it was a legal requirement. Since 2016, the Capgemini Group and its consolidated subsidiaries must comply with the requirements of French law no. 2016-1691 on transparency, fighting corruption and modernizing economic life — known as the “Sapin II Law” — which specifically mandates an anti-corruption policy and the implementation of a related program. The Group is also committed to comply with all other applicable anti-corruption laws all over the globe including the US Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act 2010. It is important to note that, like the Sapin II Law, which applies to all of the Group’s consolidated subsidiaries worldwide, the FCPA and the UK Bribery Act 2010 also have certain extraterritorial reach.



What are the Objectives of our Group Anti-Corruption Policy?

In accordance with our Seven Values, our Group Anti-Corruption Policy testifies top management’s commitment to preventing and detecting corruption: Capgemini has zero tolerance for corruption. To help our employees make good on this commitment, the first practical objective of our Group Anti-Corruption Policy is to identify and clarify the different types of corrupt practices and explain what makes them illegal. It is the responsibility of every person working for a Group company — regardless of country of origin, place of work, residence, educational or cultural background or position — to understand what corruption is and what risks and legal sanctions it involves.

The second practical objective of our Group Anti-Corruption Policy is to define the standards and rules on activities, such as gifts, meals or entertainment and corporate sponsorship that could lead to or be interpreted as corrupt practices. It is crucial for us to collectively defend and protect our Seven Values by defining, implementing and effectively complying with the standards set out in our Group Anti-Corruption Policy.

The third objective of our Group Anti-Corruption Policy is to express our conviction that honesty fosters competitiveness and is the socially responsible way to behave. By letting integrity direct our day-to-day actions — from research to marketing, from daily routine tasks to strategic development — we protect and ensure the long-term sustainability of the Group for our clients, business-partners, employees and society at large.

By publishing and widely disseminating our Group Anti-Corruption Policy, we explicitly restate our commitment to excellence in services and operations to our clients, long-term sustainability of our business model to our shareholders, and pride and trust in our working environments to our employees and business partners.

Compliance with our Group Anti-Corruption Policy and Sanctions

This edition supersedes and replaces earlier versions of our Group Anti-Corruption Policy in each jurisdiction where the Group conducts business, effective, where needed, upon translation and integration into our internal rules — e.g. *règlement intérieur* in France — according to local labor laws.

Our Group Anti-Corruption Policy is distributed to all employees through the Talent Intranet and is publicly available on the Capgemini external websites. All employees must read, understand and comply with it. Compliance is a condition of employment. Violations, regardless of the Group company or place of activity, may lead to disciplinary sanctions, up to and including termination of employment, as foreseen by applicable local regulations, including the applicable Collective Bargaining Agreements. Violating anti-corruption laws can also expose individuals to civil damages, criminal fines and other penalties, including imprisonment.

Our Group Anti-Corruption Policy will be reviewed and updated as needed to reflect changes to the applicable legislation or, at least every three years.



A.

PROHIBITED CONDUCT

This section presents the main corrupt practices including influence peddling, extortion, facilitation payments and fraudulent book- and record-keeping.

These requirements apply to all Capgemini directors, executives and employees at any level of the Group. Third parties interacting with a Group company — consultants, subcontractors, suppliers, clients and others — are also expected to comply with these general principles.

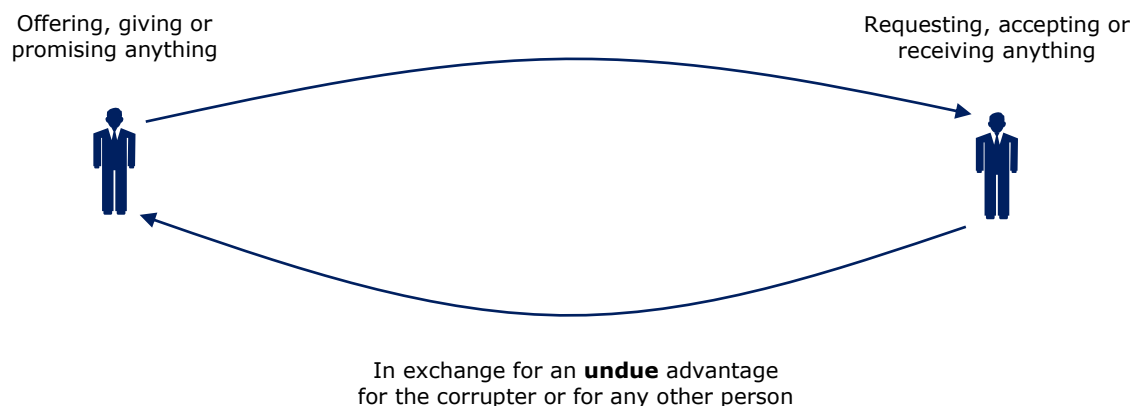


1. WHAT IS CORRUPTION IN GENERAL?

In legal terms, corruption can be broadly defined as: **“offering or giving anything in order to obtain an undue advantage.”** It is also defined as **“requesting, accepting or receiving anything in exchange for 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, charitable donations 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.



It is important to understand that both offering or giving anything, on the one hand, in order to obtain an undue advantage, and requesting, accepting or receiving anything, on the other, in order to confer an undue advantage, are corrupt practices condemned by law. *Authorizing* such action is equally an act of corruption. Moreover, the offering or giving may be made **“at any time”**, including *after* the undue advantage has been granted in the form of an award.

Under most countries’ laws, the offense of corruption is established upon merely **promising** an undue advantage, even if such advantage is not actually conferred. The offense is also established whether the promise or conferring is done **directly or indirectly**, i.e. using a third party as intermediary.

The Group has zero tolerance for corruption, whether public or private, whether direct or indirect.



2. CORRUPTION OF PUBLIC OFFICIALS

Corruption of public officials may be defined as “the promise, offering, giving, to a **public official**, directly or indirectly, of an undue advantage, for the official himself or herself or another person or entity, in order that the official act or refrain from acting in the exercise of his or her official duties.”

The concept of “public official” is to be understood very widely. It encompasses any person, including but not limited to:

- holding a legislative, executive, administrative or judicial position;
- elected or appointed to provide a public service and/or perform any public function, including as agents;
- employed by a state-owned or -controlled enterprise;
- who is a royal family member;
- who is a public servant of an international governmental organization, or
- who is a candidate for a political office or who is a person having a significant position, with decision-making power, in a political party.

For purposes of our Group Anti-Corruption Policy, close relatives of public officials, even if they are not a public official themselves, should be treated as if they were. The promise, offering or giving an undue advantage to a close relative of a public official carries the same sanction as conferring an undue advantage directly on an official himself or herself.

3. PRIVATE CORRUPTION

When an undue advantage is promised, offered to or conferred on a **private-sector individual**, as opposed to a public official, it is considered an act of private corruption.

For example, a supplier promising or conferring an undue advantage in exchange for confidential information during a call for tenders is considered an act of private corruption and is condemned by law as well as our Group Anti-Corruption Policy.

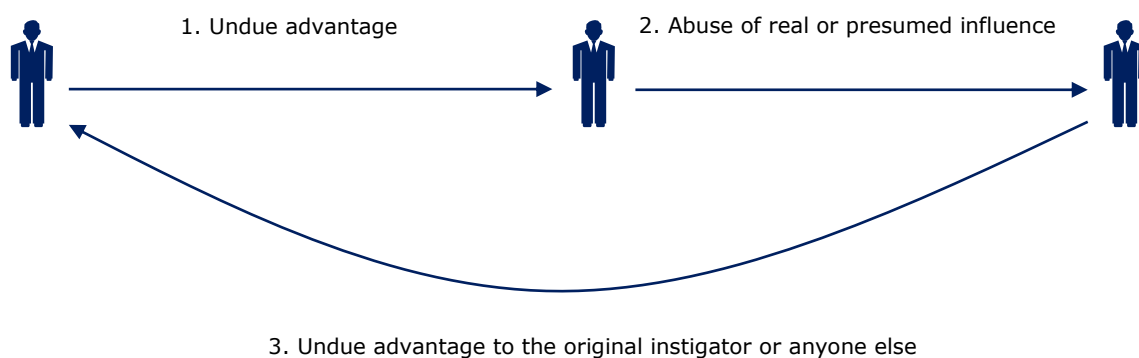
It is important to understand that both promising or giving anything, on the one hand, and requesting, accepting or receiving something, on the other, personally or through an intermediary, are corrupt practices condemned by law and a violation of our Group Anti-Corruption Policy.



4. INFLUENCE PEDDLING

Influence peddling may be defined as “the promise, offering or giving to any person, directly or indirectly, an undue advantage for that person to abuse his or her real or presumed influence to obtain an undue advantage from a public authority for the original instigator or any other person.”

Influence peddling also includes the solicitation or acceptance by any person, directly or indirectly, of an undue advantage for himself/herself or anyone else for that person to abuse his or her real or presumed influence with a view to obtaining an undue advantage from an administration or public authority.



Influence peddling is a form of corruption.

Some jurisdictions, such as France, Brazil and Spain, legally distinguish the offence of corruption from that of influence peddling. Others, such as the US, don't make this legal distinction.

The Group has zero tolerance for any form of influence peddling, whichever the country or the activity concerned.

Practical Scenario

Capgemini intends to submit an offer to a bid organized by the Ministry of Defense in a country, which is looking for artificial intelligence solutions. During the bid process, you meet someone who says he knows the official in charge of evaluating the bids very well. He suggests that if you offer him two tickets to the local Formula One Grand Prix, he would highlight the advantages of the Capgemini offer to the bid official and influence the final decision in favor of Capgemini. What should you do?

Even if you can easily get these tickets you must decline the offer. The mere request for such tickets in exchange for exercising influence is inappropriate, and you are at risk of being in a situation considered as the offence of influence peddling: offering an undue advantage — the Formula One tickets — for your contact to use his real or perceived influence over a public official to win preferential treatment for Capgemini, which is an undue advantage. It does not matter if your contact keeps his word or not: influence peddling may be characterized once you provide the undue advantage.



5. EXTORTION

Extortion may be defined as seeking an undue advantage through use of violence, threat of violence or coercion. Blackmail is a perfect example of extortion.

Certain public officials abuse their authority to obtain undue advantages, for example by soliciting an advantage in exchange for waiving fines during operations such as tax investigations. This is called extortion.

Extortion is a form of corruption. Yielding to extortion constitutes a corruption offense in most countries.

The Group prohibits any form of yielding to extortion, whatever the country or the activity concerned, unless a person's life or physical safety is in danger.

Practical Scenario

You work in Corporate Real Estate Services and are responsible for getting an important employee facility available for occupation. Two months before the due date, you realize that the operational license is being intentionally withheld in exchange for a bribe payment. The delay is going to cost the company hundreds of thousands, potentially millions of euros. What should you do?

Such a request is extortion and cannot be agreed. Even under conditions of extortion, where no personal benefit is at stake, a Capgemini employee or agent agreeing to pay a bribe is personally exposed to criminal fines and imprisonment. Moreover, the Capgemini entity can be subject to criminal fines larger than the costs of the delay and other damaging consequences, such as being barred from public procurement tenders. This would be in addition to the reputational harm that Capgemini and the employee may suffer. Furthermore, such behavior would be against our Values. **You should report such violation following the SpeakUp process described in Section 7.**

HOW TO RESIST EXTORTION?

In the first instance you should consult your Manager and your local Ethics & Compliance Officer if you have any questions or need assistance.

For those who wish to delve deeper into the topic, [Resisting Extortion and Solicitation in International Transactions \(RESIST\)](#) is a free tool offering various operational recommendations, based on practical scenarios. The project was developed jointly by the International Chamber of Commerce (ICC), Transparency International, the United Nations Global Compact and the World Economic Forum Partnership Against Corruption Initiative.



6. FACILITATION PAYMENTS

Facilitation payments may be defined as small amounts paid to a public official to expedite the execution of a routine administrative action to which the payer is entitled. They are intended to encourage public officials to perform their duties, for example, the issuance of an authorization or a permit. They are often paid in cash.

Facilitation payments are illegal in most countries.

Making a facilitation payment is a violation of our Group Anti-Corruption Policy, even where such payment would be legal under local law.

Practical Scenario

You need a visa for your next business trip to India. Unfortunately, the meeting was set up at the last minute and you are running late in the visa application. The civil servant at the Embassy suggests that for a small payment of AU\$50 in cash to him, he can get you the visa tomorrow. Is such a payment a prohibited “facilitation payment”?

Yes. The payment to an individual in his or her personal capacity to perform a service that favors your visa over the issuance to others who also have a right to such service, confers an undue benefit to him or her in exchange for preferential treatment to you. It is therefore a prohibited facilitation payment.

Practical Scenario

You need a visa for your next business trip to India. Unfortunately, the meeting was set up at the last minute and you are running late in the visa application. There is a “fast track” service available at the Embassy to obtain the visa at an additional published cost. Is such a payment a prohibited “facilitation payment”?

No. Since the payment is for an expedited “fast track” service available at an official and transparent price to all persons, this would not be a prohibited facilitation payment.



7. FRAUDULENT BOOK- AND RECORD-KEEPING

No manipulation or falsification of accounting entries concealing any form of corruption or influence peddling will be tolerated, whatever the country and activity concerned.

The Group accounting standards described in TransFORM must be strictly adhered to.

Practical Scenario

You work in the accounting department. Joe, a friend of yours working in Sales, is negotiating a deal. Joe is aware that his client is a wine enthusiast and he would like to buy a rare bottle of wine worth €1,500 to impress him and win the deal. Joe knows this expense is way above any Capgemini gifts threshold. In the name of your longstanding friendship, Joe asks you to book the expense under a miscellaneous account. Can you?

You must never agree to misclassify a gift or to conceal an expense. Manipulating books and records is a violation of our Group Anti-Corruption Policy and may result in the employee being sanctioned, up to and including termination. Moreover, the Capgemini gift policy is intended to avoid bribery. If Joe offers such an expensive gift, he would put himself in a situation that can be characterized as offering a bribe, which is a criminal offense punishable by heavy fines and imprisonment. Should you agree to misclassify the expense, you will be manipulating a record and you may become an accomplice to the misconduct. Any expense reimbursed directly to an employee must be appropriately recorded as a gift in the expense reimbursement tool.



B. PRACTICAL GUIDANCE TO AVOID RISKY CONDUCT

This section presents the principles that must be followed and approvals that must be obtained to protect our Group against corruption risks. It goes through **common and widespread acceptable corporate practices that, when misused, may be characterized as corruption**. Please remember that our Group Anti-Corruption Policy does not cover every business circumstance you may encounter in your daily working life. However, it should provide you with enough information to deal with many of the issues you are likely to face. Always remember that you are not alone and that you should consult your **Manager** and your local **Ethics & Compliance Officer** if you have any questions or need assistance.

These requirements apply to all Capgemini directors, executives and employees at any level of the Group. Third parties interacting with a Group company — clients, consultants, subcontractors, suppliers and others — are also expected to comply with these principles.



1. HANDLING BUSINESS RELATIONSHIPS

1.1. Basic Principles

All events organized or sponsored by Capgemini, as well as entertainment, meals, gifts, travel and lodging — whether given to or received from a third party — must meet all of the following **basic principles**:

1. It must comply with applicable laws and our Group Policies as well as the rules of the recipient's employer;
2. It must occur in connection with a verifiable legitimate business purpose;
3. It must neither be made to gain an undue advantage nor unduly influence an action;
4. It must:
 - i. have a reasonable value,
 - ii. be appropriate considering the recipient's position, the circumstances and the occasion for which it is made,
 - iii. not create a sense of obligation or an appearance of impropriety,
 - iv. not be reasonably understandable by the recipient or others as a bribe, and
 - v. not be given frequently to or received from the same recipient.
5. **If intended for a Public Official, the entertainment (1.2), meal (1.3), gift (1.4) or the travel and lodging (1.5) must nevertheless be cleared in advance by the local Ethics & Compliance Officer; please note that in some countries offering any of this is prohibited by law.**
6. In addition, all Capgemini expenses incurred must be recorded fairly and accurately in the Group company's books and records.

Before offering or accepting a gift, meal or entertainment, travel or lodging that exceeds the references set out in our Group Travel and Expenses Policy, it is important to check compliance with the basic principles and additional conditions of this Group Anti-Corruption Policy. You are advised to consult with your Manager in advance to ensure you both agree. **Any expense claim above the thresholds defined per country in the Group Travel and Expenses Policy may be rejected by your Manager.**

In case of questions, you may consult your local Ethics & Compliance Officer, whose written advice may be relied upon.



WHAT IF THE RECIPIENT HAS DECISION-MAKING POWER ON A PENDING DECISION?

Please note that if the recipient has direct or indirect decision-making power on a pending or anticipated decision that could affect the Group's interests, extra caution should be exercised. In such circumstances, it is generally not considered appropriate to offer a gift or entertainment.

Pending or anticipated decisions that affect the Group's interests include:

- Calls for private- or public-sector tenders;
- Changes in legislation or regulations, grant of a government subsidiary; or
- Commercial contract awards or extension.

If in doubt, you should document your offer of entertainment, meals, gifts or travel and lodging in writing. Such invitation should include an acknowledgement that, to the best of the Group entity's knowledge, the offer complies with applicable laws; that the offer is further contingent on it complying with the policies of the recipient's employer; and that it is the recipient employee's responsibility to verify this.



1.2. Entertainment

Invitations to entertainment events — such as to plays, concerts, sports games, conferences, museum visits, seminars or Capgemini events — are legitimate opportunities to build intimacy with clients or suppliers. However, they may also bring the risk of creating an appearance of impropriety.

For this reason, offering or accepting entertainment invitations are allowed if all the following conditions are met:

- The **basic principles** (1.1) are met;
- The following **additional conditions** are met:
 - A Group company employee is present at the event;
 - The thresholds per country for meals and external invitations defined in our Group Travel and Expenses Policy, should be used as a value reference; and if the value permitted by the third party's employer is lower, you must respect them;
 - The entertainment is legal and socially acceptable.

Entertainment invitations above the thresholds must be approved by your Manager in advance of extending such invitation. When you pay for an invitation expense and then request reimbursement, Manager approval may be evidenced through approval of your expense reimbursement claim.

In case of questions, you may consult your local Ethics & Compliance Officer, whose written advice may be relied upon.

Practical Scenario

You oversee a project requiring the use of suppliers. At the time of the call for tenders, one of the potential suppliers invites you to a tennis match at a prestigious tournament. What is the best behavior to adopt in such a situation?

You must decline this invitation. You may end up in a conflict of interest situation that may even be considered as corruption if the supplier expects undue compensation in exchange, such as confidential technical information. As a reminder, in the context of a call for tenders, all suppliers must have access to the same information.

You must also notify your Manager in writing of this proposal and discuss with him or her to determine the appropriate course of action with respect to that supplier.



1.3. Meals

Doing business over a meal is common practice in the business world. A meal may be offered to or accepted from a third party, if all of the following conditions are met:

- The **basic principles** (1.1) are met;
- The following **additional conditions** are met:
 - The meal is directly business-related — e.g. it takes place in the course of a meeting or the purpose of the meal is to have business discussions; and
 - The value is that of a standard working meal under local or other applicable standards or as appropriate considering the recipient's position, the circumstances and the occasion. The thresholds per country defined in our Group Travel and Expenses Policy should be used as a reference. If the permissible values in the client's applicable policies are lower, you must respect them.

Meal invitations above the thresholds must be approved by your Manager. Manager approval may be evidenced through approval of the expense claim.

In case of questions, you may consult your local Ethics & Compliance Officer, whose written advice may be relied upon.

Practical Scenario

You wish to organize a working meal with your client and you have self-assessed that all basic principles and additional conditions of our Group Anti-Corruption Policy will be met, except that the value per person of the meal will be 25% above the thresholds for your country defined in our Group Travel and Expenses Policy. What should you do?

The thresholds defined in our Group Travel and Expense Policy for external meals are useful references to assess compliance with our Group Anti-Corruption Policy. However, depending on the circumstances, the occasion or the recipient's position, it may still be compliant with our Group Anti-Corruption Policy to organize a meal above the indicative monetary threshold. In such cases it is important to consider and may be useful to document why such a meal is justified under the circumstances and does not present a risk of corruption.

You should liaise with your Manager to ensure that he or she shares your compliance assessment in advance and, in case of questions, you may escalate the assessment to your local Ethics & Compliance Officer. If you do not involve your Manager in advance, he or she may reject your expense claim.



Practical Scenario

During a competitive request for proposal (“RFP”), you would like to obtain information about competing bids. You know one of your competitor counterparts well. Can you take him out to dinner for an informal chat?

No, this could be perceived as a conflict of interest or even attempted corruption. During an active RFP process, you should never invite a competitor to dinner, and you should refuse any such invitation. More generally, you must never attempt to obtain non-public information from any competitor.

1.4. Gifts

Giving small personal gifts is often part of local custom or culture. A Capgemini employee is not allowed to request or demand a gift. While strongly discouraged, a gift given to or received from a third party is permitted, if all the following conditions are met:

- The **basic principles** (1.1) are met;
- The following **additional conditions** are met:
 - It is of a nominal value. The threshold per country defined in our **Group Travel and Expenses Policy** should be used as a reference. If the permissible values in the client’s applicable policies are lower, the client’s thresholds must be respected.
 - It is only provided to the business contact and not to the individual’s family members or friends; and
 - It is never given in cash or cash equivalent — e.g. gift cards or pre-paid vouchers.

Other than small standard gifts such as those with a company logo, any gifts offered or proposed to be accepted must be approved in advance by your Manager. If, on an exceptional basis, the gift is bought directly by an employee, Manager approval may be evidenced through approval of the expense claim.

In case of questions, you may consult your local Ethics & Compliance Officer, whose written advice may be relied upon.

Practical Scenario

A supplier offers you a watch with the logo of his or her company. Can you accept it?

If it is a modest-value advertising watch, it can be accepted. However, if it is of significant value, you must refuse the gift. If it is above the threshold per country defined in our Group Travel and Expenses Policy, you must disclose the gift to your Manager.



Practical Scenario

You are travelling to China for business purposes and Chinese New Year is about to start. You have heard during Chinese New Year there is a tradition of giving red envelopes with lucky money inside, especially to youngsters. As gifts are discouraged by our Group Anti-Corruption Policy, you have never bought a gift for any client before. You recognize the importance of providing a gift, but what does “nominal value” for a gift mean? What about the red envelopes with lucky money?

Typically, gifts of nominal value include small mementos and promotional items, bearing the Group name or trademarks such as mugs, pens or calendars, and any of those gifts would be acceptable. Other customary gifts of modest value may include flowers, books or fruit baskets. However, by providing envelopes with lucky money to your client for his or her children you would breach our Group Anti-Corruption Policy twice:

1. it is strictly forbidden to gift someone with cash or cash equivalent — such as gift cards or pre-paid vouchers;
2. it is strictly forbidden to provide a gift to a non-business contact — if it is meant to be for client’s children.

You should therefore prefer offering a basket full of oranges — which is also part of the tradition.

1.5. Travel and Lodging

In certain limited circumstances, it may be necessary to pay the travel and lodging expenses of third parties — for example, to visit the Group company premises or attend a Capgemini event. All such invitations must comply with the following conditions:

- The **basic principles** (1.1) are met;
- The following **additional conditions** are met:



- The invitation does not include or cover the cost of any side trip;
- The distance of travel and duration of stay are reasonable and appropriate and justified by legitimate business reasons;
- It complies with our Group Travel and Expenses Policy;
- Payments to cover travel and lodging expenses on behalf of public officials, where legally permissible, must be made directly to the vendors — such as the airline companies, the hotels — or to the public official’s agency;
- It is only provided to the business contact and not to the individual’s family members or friends; and
- The expenses are not in excess of what a Group company employee of equivalent status would have spent for traveling to the same destination.

Travel and lodging expenses extended to third parties must be approved in advance by your Manager.

Any travel and lodging accepted from a third party must also comply with the principles outlined above.

In case of questions, you may consult your local Ethics & Compliance Officer, whose written advice may be relied upon.

Practical Scenario

One of your clients asks to visit a Capgemini Indian Delivery Center. You are not sure who should pay for the arrangements. As well as the flights and accommodation, you would like to organize a local sight-seeing trip as part of the visit. What is the right approach in such situation?

There is no issue in organizing a visit to Capgemini facilities. However, you should be careful of the travel and lodging arrangements:

1. You need to check if your client has any restrictions under its own anti-corruption or other applicable company policies. If so, you must comply with them.
2. If you pay for your client, you must meet the basic principles (1.1) and additional conditions mentioned above. Any on-site client entertainment or local sight-seeing trips arranged must not include extra travel or overnight accommodation and must comply with the rules on Entertainment (1.3).



1.6. Sponsorships, Marketing and Sales Events

Sponsorships, Marketing and Sales events are appropriate and legitimate business practices. It is important to recognize, however, that improper or excessive sponsorships, Marketing and Sales Events may be a form of bribery or corruption that is prohibited by law and our Group Anti-Corruption Policy.

There are two types of events which Capgemini organizes or sponsors:

Business promotion events are directly related to our business, such as an exhibit, trade show or conference. They are usually large events combining business-to-business advertising and personal selling. These events offer an opportunity for Capgemini to increase its brand visibility and showcase its capabilities to the market — clients, prospects and partners. These events include:

- Capgemini client events organized by us;
- Participation of Capgemini as a sponsor in an event organized by our business partners — e.g. Dreamforce; or
- Participation of Capgemini as a sponsor in sector or industry events — e.g. European Utility Week, Mobile World Congress.

Non-business events organized or sponsored by giving money, goods or services, usually with the purpose of promoting the Capgemini Group or the Capgemini brand — e.g. in return for our brand's presence at an event and/or in the media. Even if such events are not directly business-related, they participate to the Group brand visibility and to the Group advertising and promotion strategy; give opportunity to build legitimate intimacy with clients, suppliers and partners; or to enhance our attractiveness in the talent market. These events may include:

- Sport, culture or public relations events organized by Capgemini Marketing & Communications, Sales, CSR or HR departments; or
- Capgemini sponsorship of an event organized by a sport, cultural, educational or institutional organization.

Sponsorships, Marketing and Sales events are to be distinguished from donations that can be made to charitable foundations as further described under Section 2.2 below.

> Sponsorships, Marketing and Sales events approval rules

Employees and any person or entity acting on behalf of the Capgemini Group must never organize or sponsor such events, unless (i) the **basic principles** (1.1) are met, and (ii) the following **additional conditions** are also met:



- The event must be aligned with Group strategy and with Marketing & Communications/Sales' guidelines, our Group's Seven Values and Code of Business Ethics.
- The benefit in kind for the third parties — e.g. clients, partners, market influencers — invited by Capgemini to the event must follow the basic rules and additional conditions relating to invitations and entertainment (1.2), meals (1.3), gifts (1.4) and travel and lodging (1.5).
- However, the indicative thresholds set out in our Group Travel and Expenses Policy for invitations and entertainment (1.2), meals (1.3), gifts (1.4) and travel and lodging (1.5) do not apply. The assessment of benefit in kind will be appreciated as a whole by local Marketing & Communications or Sales using the guidelines outlined in this section.
- When sponsoring a third-party event, **due diligence** has been conducted on the event host as set out in the Section 5 Due Diligence in Respect of Third Parties.

To ensure that business promotion events and non-business events serve their intended business purpose to promote and strengthen the Group brand, and do not create an appearance of impropriety, each such event must be pre-approved in writing by two signatories:

- the relevant BU/GBL/SBU head, as applicable according to the unit originating the request, and
- the Country/SBU/GBL Marketing & Communications Director(s).

Country/SBU/GBL Marketing & Communications Directors shall keep current a consolidated view of all sponsorships and Marketing events sponsored or organized by all operating entities present in their geography for review at any time, which must be sent at year-end to Group Marketing & Communications.

Moreover, events and sponsorships:

- above €30,000 in low corruption risk countries — [Corruption Perception Index from Transparency International](#) above or equal to 50
- and above €15,000 in medium and high corruption risk countries — [Corruption Perception Index from Transparency International](#) below 50

must be escalated by local Marketing & Communications to the **Group Marketing & Communications** for additional validation.

Any event organized or sponsored by Capgemini Sales teams without Marketing & Communications involvement is considered a Sales event requiring Sales approval from the relevant Sales Director(s) and BU/GBL/SBU head in lieu of Marketing & Communications approval.

It is the responsibility of the requestors to perform the marketing and compliance analysis and submit it to relevant heads and directors — as described above — for approval.

In case of doubt when performing the compliance analysis, the Marketing & Communications or Sales Directors must ask the local Ethics & Compliance Officer for advice. **If public officials are invited or involved in the organization of an event, the Marketing & Communications and Sales Directors shall systematically consult with the local Ethics & Compliance Officer.**



Practical Scenario

The Capgemini Group sponsors the Rugby 7s in Dubai. Can you invite a client or partner to this event and offer him or her transportation and/or accommodation?

The sponsorship activity, its financing and the benefit in kind for Capgemini invitees must be authorized according to the rules relating to sponsorships, Marketing and Sales events (1.6). Taking advantage of this activity to invite certain people and promote the image of the company is possible but these invitations must:

- Respect the rules relating to travel and accommodation (1.5);
- Be authorized by the persons who validated the sponsoring operation (1.6); and
- Respect the client or partner's relevant policies.

2. POLITICAL CONTRIBUTIONS AND CHARITABLE DONATIONS

2.1. Political Contributions

Even though the Group is involved in the communities in which it lives and operates, it is the Group policy not to make, directly or indirectly through a third party, any cash or in-kind contribution to any political organization.

Practical Scenario

A client asks Capgemini to make a contribution to a politician's campaign. Do you have the right to make such a donation?

No. It is against Capgemini policy to make contributions to any political organization, even one that you may personally support.

Practical Scenario

A political candidate asks you to finance his or her legislative campaign. Do you have the right to make such a donation?

Yes, but only if the contribution is made in your personal capacity, is not associated with the name of the Group and does not benefit the company in which you work.



2.2. Charitable Donations

At Capgemini, we seek to create a direct and sustainable positive impact in the communities in which we live and operate, and to integrate Corporate Social Responsibility (“CSR”) into our core business strategy. It is important to recognize, however, that charitable donations may create a conflict of interest or be construed as a form of bribery or corruption that is prohibited by law and our Group Anti-Corruption Policy.

There are two principal sources of charitable donations in Capgemini:

- Charitable donations identified by CSR to further our CSR strategy, and
- Charitable donations identified locally and that are community driven.

Strategic **CSR donations** count as a CSR resource allocation, if they are aligned with Group CSR published strategy — i.e. Digital Inclusion, Environmental Sustainability or Diversity — and meet applicable legal and tax requirements to qualify as donations.

Charitable donations are **community driven** if they are sponsored locally, meet applicable legal and tax requirements to qualify as donations but do not match published CSR strategy criteria. Examples of such local community-driven charitable donations might be buying a table at a gala dinner benefiting a local hospital. It is important to note that these types of charitable donations, frequently initiated through contacts with partners or clients require particular vigilance to ensure the absence of conflicts of interest.

> Charitable donations approval rules

Employees and any person or entity acting on behalf of the Capgemini Group must never make a charitable donation unless the **following conditions** are met:

- There is enough information regarding the purpose of the donation, to determine it is compatible with our Group’s Seven Values and Code of Business Ethics;
- The recipient is a legitimate charitable organization and has undergone a due diligence evaluation **prior** to the donation, as set out in the Section 5 Due Diligence in Respect of Third Parties;
- Any potential – even perceived – conflict of interest situation associated with this donation has been disclosed and cleared;
- Any other ethical concern raised has been appropriately resolved;
- Payments are never made in petty cash or to an individual’s private account;
- The recipient agrees to issue a written receipt of the donation, specifying the amount received;
- The donation is recorded fairly and accurately in the Group company’s and Group books and records; and
- All documentation is maintained in view of possible future audits.



All Charitable donations must be approved by the country local Ethics and Compliance Officer and by:

- CSR, to count as a CSR resource allocation, or
- By the relevant MU/BU/GBL/SBU head/GBL head/country GBL, for community-driven donations.

In addition, donations above the thresholds set out below require the additional approval of the Capgemini Group General Secretary:

- €15,000 in low corruption risk countries — [Corruption Perception Index from Transparency International](#) above or equal to 50, or
- €5,000 in medium and high corruption risk countries — [Corruption Perception Index from Transparency International](#) below 50.

Local Ethics & Compliance officers shall keep a current consolidated view of all charitable donations approved on behalf of all entities present in their geography for review at any time.

Practical Scenario

You are asked at your place of work to donate to a charity. How should you react?

You are free to donate to a charity in your own name if you wish to. However, if you wish to donate on behalf of the Group company in which you work, contact the relevant business approver and your local Ethics & Compliance Officer as outlined above.

Practical Scenario

A client asks Capgemini to financially support a charitable foundation in which he serves on the Board. How should you react?

This request must be carefully vetted to ensure there is no conflict of interest. A charitable donation must never be a condition for the renewal of a business contract and must not be approved nor granted while there is an ongoing bid as it could be construed as a request or granting of an “undue advantage”. To protect client interests as well as Capgemini’s, please ensure no commitments are made before clearing the request through the procedure established by Ethics & Compliance and meeting the conditions for approval.



3. CONFLICTS OF INTEREST

A conflict of interest arises when our personal interests — be they financial or other interests, whether our own interests or those of our relatives — actually influence, potentially influence or may be perceived to influence, the objective exercise of our professional duties and responsibilities. Put simply, a conflict of interest exists when someone *could* abuse his or her official position for private gain. Conflicts of interest may give rise to acts of corruption, where a person *does* abuse their position for private gain.

There is nothing wrong in being confronted with a conflict of interest — each of us has a life outside Capgemini. What matters is to be aware of the existence of actual, potential or perceived conflicts of interest and to properly disclose any such conflict.

Some common situations may present actual, potential or perceived conflicts of interest:

- When a relationship with a business partner may influence or give the impression of influencing our loyalty to Group companies or our ability to make professional decisions in the interest of the Group;
- When the use of the property of a Group company or the information obtained in the course of our professional activity may bring us, or a relative, an advantage.

Employees must disclose promptly to their Manager any situation presenting an actual, potential or perceived conflict of interest, and Managers must manage such disclosure, using the procedure described in the Group Conflict of Interest Policy. In case of questions or uncertainty regarding the correct handling of a potential conflict, contact your local Ethics & Compliance Officer.

Employees must make decisions in the interest of the Group irrespective of their personal interests.

To identify whether a situation might create a conflict of interest, ask yourself the following questions:

- How might this situation look to someone outside Capgemini? Would you be uncomfortable if one of your colleagues knew? What would you do if you learned that someone on your team was in this situation?
- Would you or any of your relatives gain benefit by virtue of your relationship with the third party?
- Is the situation likely to affect any decision you might take at Capgemini?
- Do you feel a sense of obligation due to the relationship you have with the third party?
- Does the relationship you have with the third party appear to compromise your ability to make a decision in Capgemini's interest?

If the answer to any of the above is "Yes" or "Maybe", you are involved in an actual, potential or perceived conflict of interest. You must inform your Manager.



Practical Scenario

The responsibilities of a relative require him or her to conduct business with Capgemini in the same area of work where you have influence over business decisions, for instance:

- A relative works for a Capgemini supplier that has recently submitted a proposal to Capgemini, and your Manager wants you to join the review team to evaluate all bids, including the one submitted by your relative.
- A relative works for a Capgemini client and your Manager wants you to join the bid team to convince the client to do business with us.

You must report these situations to your Manager as soon as you become aware of them. He or she will take the steps to determine whether further action is required. As a general principle, it would not be appropriate to have influence or decision-making authority regarding a relative. Should you need clarifications, contact your local Ethics & Compliance Officer.

4. LOBBYING

Lobbying can be defined as an activity intended to influence a public decision and in particular the content of a law or a regulatory act. In many countries such as France, lobbying is defined by law, subject to strict ethical rules and must be declared in a public registry if certain conditions are met.

Lobbying is **forbidden** unless it is specifically approved by the Group CEO. Any exceptional lobbying activity carried out on behalf of the Group must be transparent, in accordance with the applicable legislation.

5. DUE DILIGENCE IN RESPECT OF THIRD PARTIES

Third parties may present a risk from an anti-corruption perspective. For instance:

- a client could solicit a bribe;
- suppliers and intermediaries could use a portion of their fees to make a bribe on Capgemini's behalf — even without informing us;
- a third party may be owned or associated with a person Capgemini may wish to influence, resulting in a conflict of interest that must be identified and managed.

Employees in charge of hiring or engaging with third parties for Capgemini, whether clients, intermediaries or suppliers — such as consultants, subcontractors and other providers of goods and services — must ensure that the third party has both the requisite qualifications and a solid reputation for business integrity.

Our third-party evaluation procedures are designed to be proportionate to the corruption risks



potentially raised by such third party, as identified in the Group anti-corruption risk mapping, which is revised from time to time. The corruption threat varies across jurisdictions, business sectors, third parties, the nature of the relationship with the party as well as the scale and complexity of transactions, and the identification of potential corruption red flags. The level of due diligence conducted is designed to take these factors into account.

All third parties must be vetted in accordance with our Group Third-Party Anti-Corruption and Trade Sanctions Due Diligence Policy.

Practical Scenarios

You want to hire Y as a supplier. What must you do?

You must conduct supplier due diligence as per the procedure.

You want to bid for a public request for proposal (“RFP”) launched by W in Malaysia. What must you do?

You must conduct client due diligence as per the procedure.

Practical Scenario

You work in the Sales team and are looking for ways to gain new business in a certain sector. You are approached by Mr. Y, a well-known businessman in this area, who explains that he can assist you in gaining new clients for a “finder’s fee” – percentage of new sales. How can you proceed?

In addition to complying with the Blue Book rules on Sales Consultants and Agents, all third parties must be vetted according to our Group Third-Party Anti-Corruption and Trade Sanctions Due Diligence Policy. You will read that Sales Agents are prohibited unless exceptionally approved by the Group Review Board, while Sales Consultants — retained on a fixed fee basis — are considered high risk and must be evaluated through an Enhanced Due Diligence. Our Third-Party Anti-Corruption and Trade Sanctions Due Diligence Policy will also provide guidelines on monitoring of Sales Agents and Consultants and their reporting requirements.

Practical Scenario

A potential client informs you that you have won a request for proposal (“RFP”) subject to using a certain company or individual X as a sub-contractor on the project. What should you do?

Although there may be legitimate business reasons for a client to request a specific sub-contractor for an engagement, such a condition should nevertheless be considered a red flag. The legitimate business rationale for such a condition and the absence of a conflict of interest must be established and documented. If the rationale is not clear or if you have any doubt, you must consult your local Ethics & Compliance Officer. Please refer to our Third-Party Anti-Corruption and Trade Sanctions Due Diligence Policy for additional guidance.



Practical Scenario

A business leader has identified a donation it would like to make to a highly reputed foundation. Does third party due diligence have to be completed?

Yes. In addition to complying with our Group Anti-Corruption Policy — see Section 2.2 on Charitable Donations — all third parties must be vetted according to our Group Third-Party Anti-Corruption and Trade Sanctions Due Diligence Policy. You will read that charitable donation recipients are considered high risk and must indeed be evaluated through an Enhanced Due Diligence. You will also find related guidelines on monitoring of third parties and periodically refreshing the due diligence.

6. JOINT-VENTURES, CONSORTIUMS AND MERGERS & ACQUISITIONS

Joint ventures, consortiums and mergers & acquisitions are strategic transactions that represent important liability risks in terms of corruption. Group companies may be held liable for corrupt practices committed by joint venture or consortium partners as well as by companies that a Group company has acquired.

It is important to apply appropriate anti-corruption due diligence to partners and target companies prior to entering into a joint venture, consortium, a merger or an acquisition — or, if the circumstances so require, immediately thereafter.

Please refer to the Mergers & Acquisition due diligence procedures and the consortium guidelines.

7. REPORTING VIOLATIONS AND CONCERNS-SpeakUp

Any employee who, in good faith, becomes aware of any form of corruption is encouraged to report it using the ["SpeakUp" ethics helpline](#).

The SpeakUp helpline is a confidential web and phone-based intake system provided by Capgemini to its employees, suppliers, clients and business partners and those of its affiliates.

The purpose of SpeakUp is to report concerns or ask for advice and guidance about fraud, workplace harassment, corrupt practices, conflicts of interest, unfair competition and other forms of ethical misconduct that do not comply with our Seven Values or our Code of Business Ethics.

In certain countries, the SpeakUp helpline can only be used to report suspected violations of a more limited number of matters. To know the exact scope of matters that can be reported in your country, please refer to the SpeakUp Policy or contact your local Ethics & Compliance Officer.

Use of the SpeakUp helpline is entirely voluntary. As a reminder, the usual route for reporting a



possible violation is to raise it directly to your Manager, [your local Ethics & Compliance Officer](#) or a representative of the Human Resources department.

If you feel that you are unable to follow the usual route for reporting a possible violation, you should use the [SpeakUp ethics helpline](#) to report your concern. You may also use this portal to ask a question.

The Group prohibits all retaliation against an employee who reports in good faith a breach of the rules or laws, even if the charge subsequently proves unfounded. Acting in good faith means acting without malicious intent or dishonesty. Knowingly reporting false information will not be tolerated.

About Capgemini

A global leader in consulting, digital transformation, technology and engineering services, Capgemini is at the forefront of innovation to address the entire breadth of clients' opportunities in the evolving world of cloud, digital and platforms. Building on its strong 50-year heritage and deep industry-specific expertise, Capgemini enables organizations to realize their business ambitions through an array of services from strategy to operations. Capgemini is driven by the conviction that the business value of technology comes from and through people. It is a multicultural company of 270,000 team members in nearly 50 countries. With Altran, the Group reported 2019 combined global revenues of €17 billion.

Learn more about us at www.capgemini.com



People matter, results count.