

# Group Conflict of Interest Policy

Principles for managing actual,  
potential, or perceived conflicts  
of interest

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## Principles for managing actual, potential, or perceived conflicts of interest

These principles for managing actual, potential, or perceived conflicts of interest are designed to help us abide by the ethical principles set out in Capgemini's Code of Business Ethics.

As part of our continuous effort to protect and enhance Capgemini's reputation, we must all ensure that we take sound, objective, and loyal decisions on behalf of Capgemini.

Capgemini fully respects private lives and recognizes that employees may be part of legitimate financial, business, civic, and community networks outside their jobs at Capgemini. Personal interests may therefore potentially adversely influence our judgment, objectivity, or loyalty to the company; a conflict of interest between company interests and personal interests may occur.

Capgemini expects employees to declare promptly any conflict of interest (actual, potential, or perceived) faced by them or by anyone with whom they have a close relationship (as defined in section 2.), using the conflict-of-interest management tool "[Declare](#)".

While under certain circumstances Capgemini may decide to clear conflict situations (by putting in place appropriate safeguards), this clearance can occur only after the conflict has been declared in accordance with this policy; Capgemini, in its sole discretion, reserves the right to determine whether and how a conflict of interest can be managed.

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There is nothing wrong in being confronted with a conflict of interest—each of us has a social life. What matters is to be aware of the existence of actual, potential, or perceived conflicts of interest, and to properly declare any such conflict and, if you are a team manager, to clear it in accordance with our policy and ethical principles.



1.

## TO WHOM DO THESE PRINCIPLES APPLY?

These principles apply to all employees and board members, for all companies of the Capgemini Group.

Team managers have special responsibilities under this policy to manage their own actual, potential, or perceived conflicts of interest, but also the actual, potential, or perceived conflicts of interest of all employees who report to them.

## WHAT IS A CONFLICT OF INTEREST?

2.

A conflict of interest arises when our personal interests—be they financial or other interests, our own interests or those of someone with whom we have a close relationship—actually influence, potentially influence, or may be perceived to influence, the objective exercise of our professional duties and responsibilities.

In cases of conflict of interest, judgment can be distorted, and decisions taken may be more in favor of our own interests than those of Capgemini (which mainly concern sustainable growth and profitability).

### TYPES OF CONFLICT OF INTEREST INCLUDE:

- 1. Outside business interest:** When you have a second job or side business, or participate in other activities that may conflict with the performance of your duties for Capgemini.
- 2. Close relationship:** When you have, or any person with whom you have a close relationship has, a close relationship (as defined here in section 2, below.) with: (I) a board member or an employee of Capgemini and/or (II) a trustee, board member, owner, partner, employee, or consultant of an organization that receives services from Capgemini, or provides services to Capgemini, or competes with services provided by Capgemini.
- 3. Board memberships:** When you are a board member of any organization that conducts business that may, or may not, compete with Capgemini's business interests.
- 4. Outside financial interest:** When you have, or any person with whom you have a close relationship has, an ownership or equity interests greater than 5% in an organization that is providing services to Capgemini or receiving services from Capgemini.
- 5. When you are involved** in activities or are facing a situation that is not covered under any of the above categories but which you think might be, or might be perceived as, a conflict of interest with respect to Capgemini.

### FOR THE PURPOSE OF THIS POLICY,

- a. the term "close relationship" refers to:** (I) any person in the employee's immediate or extended family by virtue of birth, adoption, or marriage; or (II) any person with whom the employee has a close personal relationship.



For clarity, “close relationship” would include spouse, partner, parents, children, siblings, in-laws, grandparents, grandchildren, step-parents, step-children, half-siblings, cousins, uncles, aunts, neighbors, friends, roommates, etc. If you have any doubt whether a person would be covered in the above definition of “close relationship”, please interpret the definition broadly to assume they are covered and accordingly make a declaration.

**b. the term “board member” refers to:** a member of the governing board of an organization who is either elected or appointed by the shareholders, and who has powers and duties relating to management or administration, to make important company policy decisions.

### 3.

## HOW TO IDENTIFY AN ACTUAL, POTENTIAL, OR PERCEIVED CONFLICT OF INTEREST

A conflict of interest may take many different forms, and may arise unintentionally.

Sometimes, conflicts of interest are obvious and easy to identify. Sometimes, they are more difficult to detect, and they may arise in unexpected situations.

### TO IDENTIFY WHETHER A SITUATION MIGHT CREATE A CONFLICT OF INTEREST, ASK YOURSELF:

- *“How might this situation look to someone outside Capgemini? Would other Capgemini employees or a third party think it could affect the decision I take for the company? Would I be concerned or uncomfortable if anyone inside Capgemini knew about it? How would I feel if I had to review, audit, or sanction a direct report in a similar situation?”*
  - *“By virtue of my relationship with the third party, would I or any person with whom I have a close relationship gain benefit?”*
  - *“Is the situation likely to affect any decision I might take at Capgemini?”*
  - *“Do I feel a sense of obligation due to the relationship I have with the third party?”*
  - *“Does the relationship I have with the third party appear to compromise my ability to make a decision in Capgemini’s interest?”*
- >> *If the answer to any of these questions is “yes” or “maybe”, you are involved in an actual, potential, or perceived conflict of interest.*

If you are still in doubt or have questions, or if the situation seems to be “a gray area”, inform Capgemini about the situation, using Declare. Your team manager and/or Ethics & Compliance Officer will guide you so that you can continue doing the right thing, by making an appropriate decision that is in line with our policy and ethical principles.

# 4.

## EXAMPLES OF SITUATIONS WHERE THERE MAY BE AN ACTUAL, POTENTIAL, OR PERCEIVED CONFLICT OF INTEREST

While Capgemini wants to provide guidance on what may constitute an actual, potential, or perceived conflict of interest, an attempt to be too specific involves the risk of restricting the applicability of this policy. The examples below outline possible conflict-of-interest situations; the list is not exhaustive—you are encouraged to reach out for support, if you have doubts or questions. Should you need clarifications, please contact your Ethics & Compliance Officer.

### YOU MAY FIND YOURSELF IN A CONFLICT OF INTEREST IF,

- The responsibilities of a person with whom you have a close relationship require that person to conduct business with Capgemini in the same area of work where you have influence over business decisions, for instance:
  - >> Someone with whom you have a close relationship works for a Capgemini supplier that has recently submitted a proposal to Capgemini, and your team manager wants you to join the review team to evaluate all bids, including the one submitted by the person with whom you have a close relationship.
  - >> Someone with whom you have a close relationship works for a Capgemini client and your team manager wants you to join the bid team, to convince the client to do business with us.
- You are asked to participate in the hiring, supervision, management, or career planning of someone with whom you have a close relationship, or someone who has a close relationship with a person with whom you have a close relationship.
- You participate in the hiring, supervision, management, or career planning of someone who has a close relationship with your line management.
- You have accepted personal discounts, gifts, hospitality, or any other benefits from suppliers, service providers, charitable beneficiary, or customers that might create a sense of obligation.
- You have made improper use of your position at Capgemini or of Capgemini confidential information to achieve a personal interest or indirect gain.

In these examples, there could be a perception that you could take a biased view favoring your own interests, or the interests of those with whom you have a close relationship, rather than acting in Capgemini's best interests.

**YOUR OUTSIDE ACTIVITIES, FINANCIAL INTERESTS, BOARD MEMBERSHIP, OR YOUR KNOWLEDGE OF CAPGEMINI BUSINESS MAY ALSO LEAD TO A CONFLICT OF INTEREST. BE AWARE THAT THIS MIGHT BE THE CASE IF YOU HAVE, OR IF A PERSON WITH WHOM YOU HAVE A CLOSE RELATIONSHIP HAS,**

- A second job or side business (self-employment, freelancing, etc.) that is a direct or indirect competitor, supplier, customer, alliance partner, or charitable beneficiary of Capgemini.
- Financial interest greater than 5% in the total share capital of companies that are Capgemini’s suppliers, subcontractors, customers, business partners, or competitors.
- A role as board member in any organization that conducts business that may, or may not, compete with Capgemini’s business interests.
- Use of information that is not publicly available, for your own benefit, or for a third party’s benefit. This includes notably information relating to Capgemini’s commercial strategy or figures, information relating to Capgemini’s intellectual property, and clients’ or suppliers’ confidential information. In addition, be aware that using, disclosing, or advising another person to sell or acquire financial instruments issued by Capgemini based on so-called “inside information” <sup>1</sup> is unlawful under criminal laws and securities regulations—on this topic, please refer to Capgemini’s prevention of insider trading policy.

Capgemini actively encourages team members, at all levels, to get involved in community activities and donate time, energy, and creativity. However, this might also lead to a conflict of interest if you serve, or a person with whom your have a close relationship serves,

- On the board of directors of a charitable, educational, or other non-profit organization that has some relationship to Capgemini (or which is affiliated to a for-profit company that has some relationship to Capgemini).
- On the board of a for-profit company that is one of Capgemini’s suppliers, subcontractors, customers, business partners, or competitors.

1. Inside information may be defined as a precise piece of information that has not been made public and concerns, directly or indirectly, one or several issuers of securities or one or several securities, and which, if made public, would be likely to have a material impact over the price of the concerned securities or the price of the derived securities related thereto. It is a piece of information that a reasonable investor would be likely to use as basis for their investment decisions.



# 5.

## WHAT TO DO WHEN FACED WITH A CONFLICT OF INTEREST

1. All Capgemini employees have a duty of transparency in relation to conflicts of interest; making a declaration about such conflicts is in their best professional interest. When an employee is faced with an actual, potential, or perceived conflict of interest, they must promptly inform Capgemini through Declare, to obtain a written decision on how to proceed. The purpose of this declaration is to take an ethical decision by clarifying the situation, thus ensuring the continuity of business in accordance with Capgemini interests.
2. Declarations should be made **before** engaging in conduct, or acquiring a particular interest, that may be questionable.
3. All Capgemini team managers have an additional duty to prevent and detect any conflicts of interest of employees who report to them, and they must therefore educate and inform these employees to declare conflicts of interest.
4. The decision taken by Capgemini is communicated to the employee through Declare, and the employee must acknowledge receipt of the decision, and commit to adhere to the decision, within the Declare tool.
5. If still in doubt, please seek advice from your Ethics & Compliance Officer.

### IF YOU ARE THE EMPLOYEE CONCERNED:

1. Declare promptly the relevant facts in Declare, explaining the circumstances that you believe create, or might create, a conflict of interest.
2. Wait for the formal decision from Capgemini. Capgemini will make efforts to respond with the decision within a reasonable timeframe. Your team manager may also guide or instruct you on how to proceed, to clear the conflict of interest.
3. The decision will be communicated to you through Declare and you are required to acknowledge receipt of the decision in Declare and to commit to adhere to the decision.
4. When the grounds of the conflict of interest no longer exist, you should update your declaration in Declare to make it inactive.

## IF YOU ARE THE TEAM MANAGER OF THE EMPLOYEE CONCERNED:

1. When an employee informs you about an actual, potential, or perceived conflict of interest, you must first understand all the facts relating to the business context, and guide the employee to submit the declaration in Declare.
2. After an employee makes a declaration, you will review the declaration, as will your Ethics & Compliance Officer. Apply these guidelines, to come to the right decision in consultation with your Ethics & Compliance Officer:
  - Use common sense.
  - Take inspiration from our 7 Values, our Code of Business Ethics, and other relevant policies.
  - Ask yourself simple questions such as, *“Would other Capgemini employees or an outsider think the decision I’m about to take as a team manager is appropriate to protect Capgemini? Would I be embarrassed if tomorrow the decision I’m about to take were in the newspaper?”*.
  - Make sure your decision does not result in Capgemini being in a questionable position that gives rise to a reputational risk.
  - If the employee’s private interests influence, or could influence, the impartiality and objectivity of their professional duties and responsibilities, and thereby impact the performance of the Group, you must,
    - Exclude the employee from any decision process that may be impacted by the employee’s private interests, or
    - If you decide to maintain the employee in the decision process, to protect Capgemini, you need to:
      - >> Precisely document your decision,
      - >> Put in place measures to protect Capgemini, such as a dual control on the employee’s decisions.
  - Depending on the complexity of the declaration, the Ethics & Compliance Officer may reach out to other stakeholders (on a need basis), which may include the employee’s N+2, the HR Business Partner, and/or the Group Ethics Office, to evaluate the declaration.
3. You are also required to confirm the implementation of the final decision on the employee’s declaration in the Declare tool. If at a later stage, you find that the employee is not adhering to Capgemini’s decision on the declaration, you must promptly report it to your Ethics & Compliance Officer.

**For the detailed process for managing declarations in Declare, please refer to the process document available on the Group Ethics hub on [Talent](#).**

# 6.

## MANAGING CONFLICTS OF INTEREST IN SUMMARY

- Do always inform Capgemini of an actual, potential, or perceived conflict of interest, using Declare. There is nothing wrong with being confronted with a conflict of interest; what matters is to be aware of it and declare it and, if you are a team manager, to clear it in accordance with our policies and ethical principles.
- Do conduct your relationship with customers, suppliers, subcontractors, and business partners free from conflicts of interest and in a professional, impartial, and objective manner.
- Do not invest in a supplier, customer, competitor, consulting company, or any business partner if the nature of the investments might affect a business decision.
- Do not participate in the hiring, supervision, management, or career planning of anyone with whom you have a close relationship, or anyone in a close relationship with a person with whom you have a close relationship.
- Do not participate in the hiring, supervision, management, or career planning of anyone who has a close relationship with your line management.
- As professional situations evolve, pay attention to potential conflicts of interest that may arise from a new position held by you or someone with whom you have a close relationship.

### UNLESS YOU HAVE PRIOR APPROVAL FROM CAPGEMINI,

- Do not take a second job, or start or participate in a side business (for example a consulting or freelance assignment), even if it is in compliance with your employment agreement, where your other employer is a direct or indirect competitor, supplier, customer, business partner, or a charitable beneficiary of Capgemini.
- Do not deal directly with a customer, supplier, subcontractor, business partner, or a charitable beneficiary, if you have, or someone with whom you have a close relationship has, an interest in such third parties (for example, for an investment, employment, or a directorship).
- As every conflict-of-interest situation is unique, make sure you declare it, even if a similar conflict-of-interest situation has been approved for you or your colleague in the past.

## 7.

## ADAPTATION AND LOCAL OBLIGATIONS

The principles for managing conflicts of interest may need some adaptation to comply with local laws, which must be applied in accordance with labor and data privacy laws, amongst others. The Board of Directors for Capgemini Group affiliates should be aware that specific obligations to avoid and/or declare conflicts may also be imposed by law and/or under relevant company statutes. They should refer to their Country General Counsel - Ethics & Compliance Officer.

In such a case, local guidelines will be reviewed by the Country General Counsel– Ethics & Compliance Officer and the Country HR Director, and the final adaptation will be approved by the Chief Ethics Officer.

### DOCUMENT CONTROL

This policy was released by the Group Ethics Office on April 1, 2018, and a revised version was released on November 15, 2020.



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Group Ethics Hub on Talent website:  
<http://talent.capgemini.com/ethicsandcompliance>

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