

Conduent Supplier Code of Conduct

Doing Business Ethically and with Integrity



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Purpose and Scope of Code

The purpose of this Supplier Code of Conduct (Code) is to ensure all Conduent Supplier business is conducted with the highest standards of integrity and in compliance with all applicable laws and regulations. The Code is intended to help Suppliers recognize ethics and compliance issues before they arise and to appropriately and thoroughly address issues that occur. It embodies the guiding principles and sets the tone for how Conduent's Suppliers are expected to do business every day.

This Code is designed to meet or exceed existing legal and compliance requirements. If your legal and compliance requirements are found to be less than what is required by this Code, you must apply and follow the principles defined within this Code when performing any Conduent related services. If following this Code or our compliance requirements conflicts with local laws and regulations, please contact the Conduent Global Ethics and Compliance Helpline.

Principles Guiding Supplier Business Decisions

The principles and policies included in this Code address two main areas - compliance and ethical conduct. Compliance means following applicable laws and regulations. Ethical behavior means running your company in a responsible way, conducting yourself properly, and using common sense.

Qualities like honesty, trustworthiness, integrity, dependability, respect, and citizenship are the hallmarks of ethical behavior.

These qualities, along with compliance, form the framework for conducting business with Conduent around the globe. Suppliers and their agents are to uphold the highest standards of compliant and ethical conduct.

Expectations for Supplier Compliance

This Supplier Code of Conduct applies to all Suppliers and entities doing business on Conduent’s behalf, including agents, representatives, and independent contractors. It supplements our Code of Business Conduct, which is applicable to both Conduent employees and those who do business on Conduent’s behalf. Conduent Suppliers are responsible for knowing and adhering to the standards in both Conduent’s Code of Business Conduct and this Supplier Code of Conduct, as well as the laws and regulations of the locations where they conduct business.

Suppliers shall permit Conduent to evaluate their facilities and operations for compliance with this Code in accordance with the contract provisions governing their business relationship. Suppliers of Conduent are required to cooperate in any internal or external investigation of suspected wrongdoing under this Code.

Conduent will take appropriate corrective action for violations of this Code, up to and including terminating contracts with offending Suppliers, including subcontractors and/or third-party representatives acting on behalf of Conduent.

Supplier Management Systems

Supplier shall implement and maintain management systems to support compliance with this Code and applicable laws and regulations, identify and mitigate operational risks, and drive continuous improvement. The management system should contain at a minimum the following elements: Company Commitment, Management Accountability and Responsibility, Legal and Customer Requirements, Risk Assessment and Risk Management, Improvement Objectives, Training, Communication, Worker Feedback and Participation, Audits and Assessments, Corrective Action Process, Supplier Responsibility, and Documentation and Records inclusive of documentation necessary to demonstrate compliance with the principles defined herein.

Supplier No-Retaliation or Intimidation Policy

Suppliers shall maintain systems for the confidential receipt and appropriate handling of employee questions and concerns inclusive of suspected or detected noncompliance. Employees must have an option to communicate their concerns or questions anonymously. Suppliers must have a strict no-retaliation or intimidation policy for all good faith reporting and must not tolerate retaliation, intimidation, or threats of retaliation against anyone who raises a concern or who assists with an internal or governmental audit or investigation. The Supplier’s no-retaliation or intimidation policy must define the disciplinary actions, up to and including termination, available to the Supplier for any person who engages in intimidation, retaliation, or threats of retaliation.



Reporting a Concern and Obtaining Guidance

Breaches and non-compliance with this Code must be reported by Suppliers upon discovery. We offer a variety of channels for Suppliers to receive guidance regarding ethics and compliance issues and to report suspected ethical and compliance violations. These channels include the Conduent Global Ethics and Compliance Helpline telephone, Internet, and mailing address:

Conduent Global Ethics and Compliance Helpline

Telephone:

United States 844-330-0221

All other countries - Use country international access numbers which are available from

www.conduent.com/ethics.

Internet:

www.conduent.com/ethicshelpline

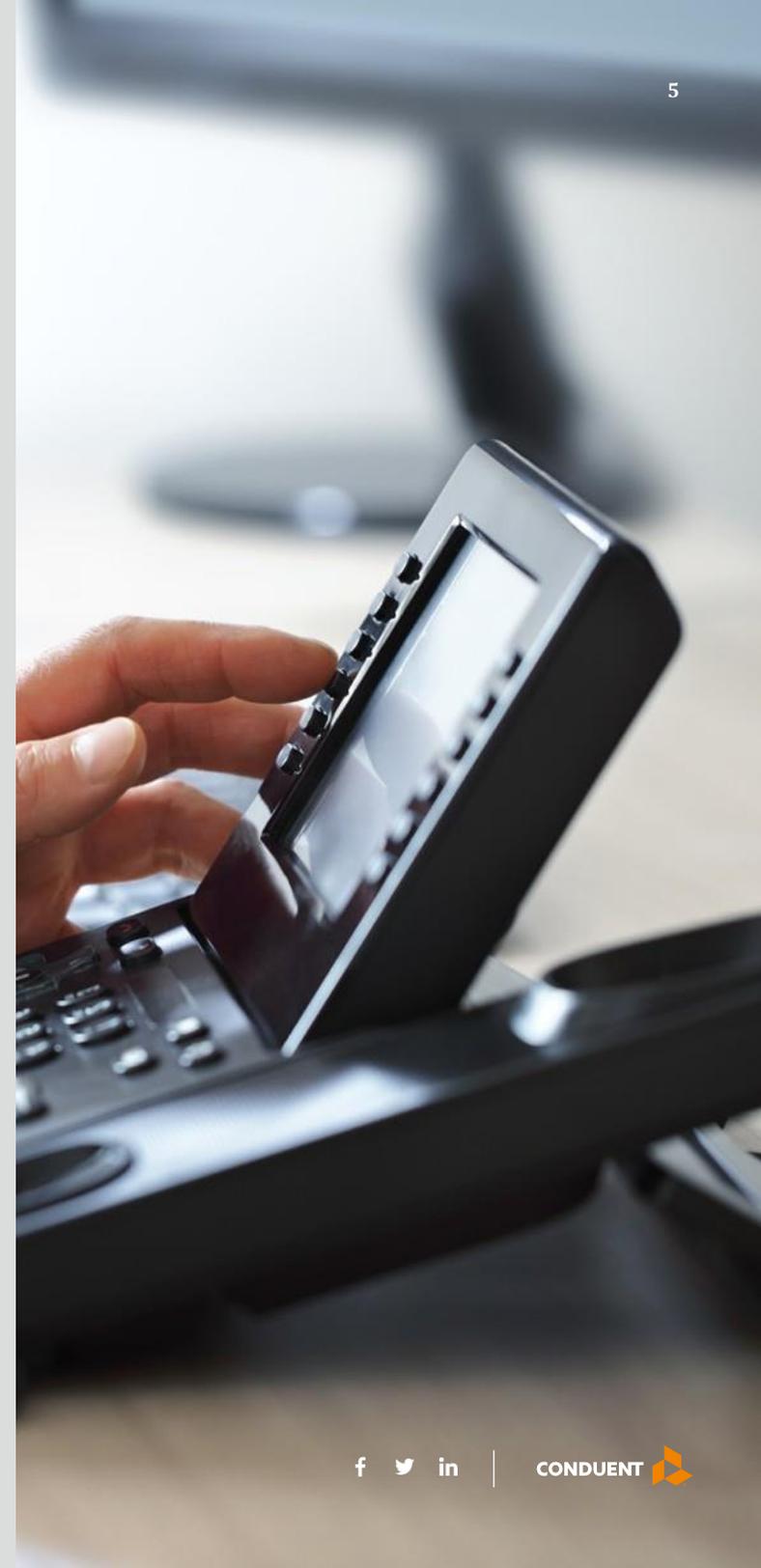
Mailing Address:

Conduent Incorporated

Business Ethics & Compliance Office

100 Campus Drive, Suite 200

Florham Park, NJ 07932 U.S.A.



Supplier Reputation and Legal Boundaries

Anti-Bribery/Corruption

Conduent Suppliers and any persons or entities employed or contracted by the Suppliers are expected to comply with the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act (UK BA), and other similar international and national anti-bribery laws.

Fair Competition and Anti-Trust

Anti-Trust or Fair Competition laws (in the U.S. and worldwide) are intended to ensure free and fair competition in the marketplace. Suppliers are expected to understand actions and behaviors that would violate these laws - including, without limitation, price-fixing, bid-rigging, customer or market allocation or boycotts - and refrain from them irrespective of the perceived benefits for the Suppliers or any other parties.

Intellectual Property

Suppliers shall operate their businesses (including any transfer of technology and know-how) in a manner that protects the intellectual property rights of third parties, customers, and other suppliers.

Anti-Money Laundering (AML)

Anti-Money Laundering (AML) refers to laws, regulations, and procedures intended to prevent criminals from disguising illegally obtained funds as legitimate income. Further, money laundering is often linked to terrorist financing. Suppliers are expected to not knowingly engage or attempt to engage in any transaction involving funds derived from unlawful activity, to comply with all AML laws and regulations, to immediately report any matter suspected to be related to money laundering or terrorist financing to Conduent, and to not have dealings with designated individuals or entities (e.g., suspected terrorists, narcotics traffickers) who are subject to global economic sanctions.

Conflicts of Interest

Suppliers shall avoid and take measures to prevent any real or perceived conflicts of interest. Conflicts of interest exist when a person's or entity's private interest interferes in any way with the interests of Conduent. An example of a conflict of interest would be receipt by a Conduent employee, officer, or director, or any member of his/her family, of improper benefits from a Supplier as a result of his/her position in Conduent. Another example would be ownership of a Conduent Supplier of goods or services by a Conduent employee, officer, or director.

Consumer Protection

Consumer Protection is a category of laws, regulations, and best practices designed to ensure that consumers of products and services are well-informed, treated fairly and equitably in the marketplace, and protected from abuse and harassment. Suppliers shall make all applicable consumer interfaces accessible to persons with disabilities, refrain from Unfair, Deceptive, or Abusive Acts or Practices (UDAAPs), continuously maintain and report accurate consumer account information, address consumer complaints timely, thoroughly, and accurately, and diligently adhere to all consumer consent and disclosure requirements.

Gifts and Entertainment

The only acceptable purpose of gifts and entertainment is to create goodwill or strengthen business relationships. Gifts and entertainment may never be lavish, unusual, or extravagant, or create a sense of obligation. Under no circumstances should Suppliers give cash or cash equivalents, such as gift certificates or gift cards, regardless of the amount, to anyone who is affiliated with Conduent.

Suppliers agree not to extend a gift or entertainment to Conduent, or to Conduent’s clients or suppliers, if doing so would violate the policies of the giver or the recipient. Conduent employees may only accept an employment-related gift if it complies with Conduent policies and comfortably falls within the range of common business courtesies.

Conduent’s local business units are authorized to establish limits on the monetary value of gifts according to local geographic customs. Stricter standards, where required by law or deemed appropriate by group management, may be necessary for certain organizations, such as Global Procurement, or for specific employee job classifications.

Supplier Relationships

Suppliers are expected to adhere to ethical and legal requirements in their business dealings with their employees, their local communities, and Conduent.

Suppliers must not require or agree to mandatory reciprocal trading, which is contrary to Conduent business practices. It is against Conduent policy to enter into a business relationship with a Supplier that contractually requires Conduent to purchase the Supplier’s products or services in exchange for the Supplier agreeing to purchase Conduent products or services. Likewise, purchasing decisions should not be predicated on the condition that the Supplier will agree to use Conduent products or services. Sourcing decisions will be made based on quality, price, and the Supplier’s level of service, reliability, and the ability to perform in accordance with applicable laws.



Supplier Workplaces

Diversity and Inclusion

We recognize that having a diverse supplier pool is a major competitive advantage and powerful business tool. Conduent strives to proactively identify, build relationships with, and purchase goods and services from, diverse and small businesses that help meet our clients' expectations and achieve our corporate goals and objectives.

Our supply chain operations are extensive and global and include the sourcing of goods and services from a wide range of Suppliers to support Conduent's internal business operations, and to fulfill the needs of Conduent's clients.

We expect Suppliers to integrate these values and standards into their organization's activities and decisions and to foster a diverse and inclusive culture.

Collective Bargaining

Suppliers shall respect their employees' right to form, join, or not to join a labor union without fear of reprisal, intimidation, or harassment. Where employees are represented by legally recognized unions, Suppliers shall establish constructive dialogues with their employees' freely chosen representatives. Suppliers shall bargain in good faith with such representatives.

Workplace Security

Suppliers shall maintain workplaces that are free from violence, harassment, intimidation, and other unsafe or disruptive conditions due to internal and external threats.

Suppliers shall provide security safeguards for employees as needed while maintaining respect for employee privacy and dignity.

No Discrimination or Harassment

Suppliers shall maintain work sites that are free from discrimination in recruitment, selection, compensation, training, job assignment, promotion, termination, or any other employment-related activity with respect to any characteristic protected by applicable law. Suppliers shall not require pregnancy or medical tests except where required by applicable laws or prudent for workplace safety and shall not improperly discriminate based on test results.

Suppliers shall not tolerate harassment, bullying, retaliation, intimidation, or unlawful discrimination of any kind. Making unwelcome sexual advances toward or otherwise harassing or bullying any Conduent/Supplier/sub-contractor employee or customer is never acceptable. Likewise, jokes or displays that disparage specific groups (e.g., nationality or religion) are also never acceptable.

Suppliers' decisions about people must be fair, free of bias, and based on facts.



Supplier Clients

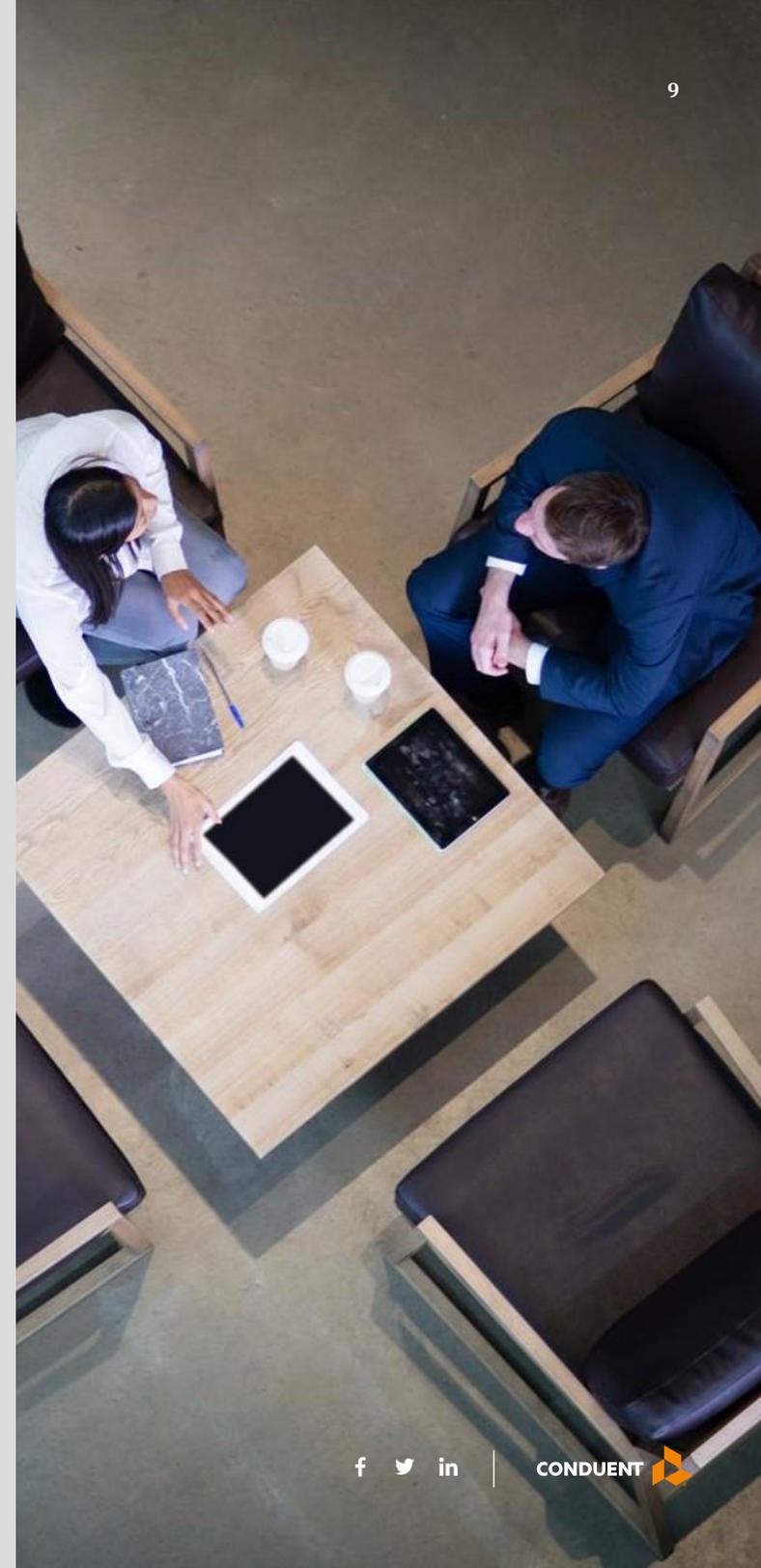
Protecting Data and Information

Suppliers shall safeguard the confidentiality, data privacy, and security of information entrusted to them by Conduent or its customers, including confidential information, personally identifiable information, proprietary information, and trade secrets. Suppliers shall always exercise appropriate care to prevent unauthorized disclosure or use of Conduent or customer information.

Suppliers shall implement appropriate safeguards for the use and handling of confidential data and information in accordance all applicable laws and our information security and privacy requirements.

Sales and Marketing Activities

Suppliers shall provide accurate and appropriate information to Conduent so that we may make informed decisions. Conduent will not tolerate misrepresentation, fraud, or deliberate omission of pertinent information from Suppliers during procurement, sales, or marketing activities. Suppliers shall honor their commitments and follow through on their promises, agreements, and obligations.



Supplier Societal Responsibilities

Community Impact

Suppliers shall, where appropriate, engage in dialogue with community stakeholders on human rights issues related to their businesses. To the extent possible and feasible, Suppliers will strive to address local issues at the local level. Suppliers will also create economic opportunity and foster goodwill in the communities in which they operate, through locally relevant initiatives.

Child Labor

Suppliers shall prohibit the use of child labor, which consists of the employment of children that is economically exploitative, or is likely to be hazardous to, or interfere with, the child's education, or to be harmful to the child's health, or physical, mental, spiritual, moral, or social development. Suppliers are prohibited from hiring individuals that are under eighteen (18) years of age.

Suppliers shall properly manage student workers and create a rigorous due diligence process to protect each student's rights in accordance with applicable laws and regulations. Suppliers shall ensure that the work will not jeopardize their student workers' health or safety, including night shifts and overtime.

Forced Labor and Human Trafficking

Suppliers should conduct business with great respect for human rights and shall comply with the labor laws, regulations, and standards governing their business operations. Suppliers shall unconditionally prohibit the use of all forms of forced labor, which includes all work or service, not voluntarily performed, that is obtained from an individual under the threat of force or penalty. This includes prison labor, indentured labor, bonded labor, military labor, and slave labor.

Suppliers shall also prohibit any form of human trafficking, which includes the recruitment, transportation, transfer, harboring or receipt of persons via any of the following methods:

- The threat or use of force, abduction, fraud, deception, or other form of coercion;
- The abuse of power; or
- The giving or receiving of payments or benefits in exchange for the consent of a person who has control over another person for the purpose of exploitation.

Suppliers may not hold or otherwise destroy, conceal, confiscate, or deny access by employees to their identity or immigration documents, such as government-issued identification, passports, or work permits, unless such holdings are required by law.

Suppliers shall conduct training at least annually to help employees recognize and report human trafficking and other human rights violations.

Suppliers aware of potential human trafficking violations shall notify Conduent and may contact the Global Human Trafficking Hotline directly at 1-844-888-3733 or help@befree.org.



Work Hours, Wages and Benefits

Suppliers shall comply with all applicable wage, workhours, overtime, and benefits laws and contract requirements. Suppliers shall also compensate employees competitively relative to the industry and local labor market, and in keeping with its business needs.

Suppliers shall pay accurate wages in a timely manner and shall not use wage deductions as disciplinary measures. Suppliers shall prohibit the use of misleading or fraudulent recruitment practices, such as failing to disclose basic information in a format and language accessible to the worker, making material misrepresentations during recruitment regarding the key terms and conditions of employment, including wages and fringe benefits, the location of work, living conditions, housing and associated costs (if employer or agent provided or arranged), any significant cost to be charged to the employee, and, if applicable, the hazardous nature of the work.

Environmental Stewardship

Suppliers shall conduct their operations in a manner that safeguards health, protects the environment, conserves valuable materials and resources, and minimizes risk of asset losses. Suppliers shall design, distribute, and market products and services to optimize resource utilization and minimize environmental impact.

Suppliers shall ensure that they are adhering to all applicable governmental regulations pertaining to their businesses for the following environmental standards: environmental permits and reporting, pollution prevention and resource reduction, hazardous substances, wastewater and solid waste, air emissions, material restrictions, storm water management, energy consumption, and greenhouse gas emissions.

Health and Safety

Suppliers shall provide safe and healthy workplaces that comply with all applicable safety and health laws, regulations, and internal requirements. Suppliers shall minimize the risk of accidents, injury, and exposure to health risks and engage with their employees to continually improve health and safety in their workplaces, identify hazards, and remediate health and safety issues.

Suppliers shall develop and implement a policy in accordance with all government regulations (as applicable) addressing the following areas: occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food and housing, and health and safety communication. Suppliers must provide this policy and any applicable training to all employees so that goods and services can be delivered in a safe manner.



International Trade Controls

Trade Sanctions

The U.S. and other governments restrict or prohibit business with certain countries, entities and individuals for national security and foreign policy reasons. Suppliers shall comply with all U.S. and non-U.S. laws, economic sanctions, and embargoes.

Export Control

Suppliers shall undertake actions and measures to comply with applicable U.S. and non-U.S. export and import laws, regulations, and controls when delivering hardware, software, or technical data. Should Suppliers subcontract or assign to any third parties, Suppliers shall ensure that the third parties are screened and evaluated against U.S. and non-U.S. government controls and sanctions and are competent to perform the assignments.

U.S. Anti-Boycott

The U.S. prohibits any cooperation with boycotts against countries friendly to the U.S. Examples of boycott include refusing or avoiding business with other persons or companies, discriminating in employment practices, and furnishing information on the race, religion, gender, or national origin of any person. Suppliers shall ensure that requests resulting in furtherance of a boycott are refused and reported to Conduent's Global Ethics and Compliance Helpline.

Responsible Sourcing of Minerals

Suppliers shall adhere to the U.S. and European Union Conflict Mineral laws. Suppliers shall have a policy to reasonably assure that the tantalum, tin, tungsten, and gold in the products they manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of the Congo or an adjoining country. Suppliers shall exercise due diligence on the source and chain of custody of these minerals and make their due diligence measures available to Conduent upon request.



Disclosure of Information

Information regarding Supply Chain participant labor, health and safety, environmental practices, business activities, structure, financial situation, and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records, or misrepresentation of conditions or practices in the Supply Chain are unacceptable.

Resources

[Conduent Supplier Governance](#)

[Conduent Core Values](#)

[Conduent Ethics & Compliance Program](#)



About Conduent

Conduent delivers mission-critical services and solutions on behalf of businesses and governments—creating exceptional outcomes for its clients and the millions of people who count on them. Through process, technology, and our diverse and dedicated associates, Conduent solutions and services automate workflows, improve efficiencies, reduce costs and enable revenue growth. It's why most Fortune 100 companies and over 500 government entities depend on Conduent every day to manage their essential interactions and move their operations forward.

Conduent's differentiated services and solutions improve experiences for millions of people every day, including three out of every four U.S. insured patients, 10 million employees who use its HR Services, and nearly 18 million benefits recipients. Conduent's solutions deliver exceptional outcomes for its clients including \$16 billion in savings from medical bill review of workers compensation claims, up to 40% efficiency increase in HR operations, up to 27% reduction in government benefits costs, up to 40% improvement in finance, accounting and procurement expense, and improved customer service interaction times by up to 20% with higher end-user satisfaction. Learn more at www.conduent.com.