

Conduent Supplier Code of Conduct

Conduent is the world's largest provider of diversified business process services with leading capabilities in digital processing, automation and analytics. As one of the world's largest providers of diversified business process services, we are a critical partner to thousands of business and government entities around the world. We manage key aspects of their operations while handling millions of interactions daily with the many people they serve — seamlessly, at massive scale and personalized to each individual. This allows our clients to access new technology, remain in compliance with new regulations, achieve new levels of efficiency and improve the way they interact with their constituents.

Conduent recognizes 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 can help meet our clients' expectations and achieve our corporate goals and objectives.

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

Conduent's Policy is principally guided by the United Nations Universal Declaration of Human Rights. In addition, our relationships with our people are guided by human rights principles established in the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work. Conduent has a zero tolerance policy for any violation of basic human rights relative to our business operations.

Conduent's position on human rights, is supported through a corporate-wide global policy letter on human rights. Consistent with those principles, Conduent is committed to freely chosen employment and complying with our ethical and legal obligations to ensure that slavery and human trafficking do not take place within our business or any part of our supply chain. Our commitment is embedded in the principles set out in the Conduent Code of Business Conduct and Conduent Global Ethics & Compliance Program which applies to all Conduent employees and those who do business on Conduent's behalf.

PURPOSE AND SCOPE OF CODE

The purpose of this Supplier Code of Conduct (Code) is to ensure that all business is conducted with the highest standards of integrity and in compliance with all applicable laws and regulations. This Code establishes uniform standards for the recognition and protection of labor rights, environmental stewardship, health and safety, business ethics, and management systems to manage compliance with this Code, which are the foundation upon which business, community and broad economic success are realized. This Code is also designed to help you align your actions and decisions with Conduent's Core Values and Global Ethics and Compliance Program, which extend beyond mere compliance and include conduct impacting the Company's reputation, workplace, and stakeholders. It is intended to help you recognize ethics and compliance issues before they arise and to deal appropriately with issues that occur. It is much more than words written on paper. It embodies the guiding principles and sets the tone for how we do business every day.

This Code applies to all Suppliers and those who do business on Conduent's behalf, including agents, representatives and independent contractors. It is important that you take the time to become familiar with the policies and procedures that affect your company, because you will be held responsible for knowing the policies that apply to your company and the goods provided and/or services that you perform. If you have any questions about your obligations under our Code or about our policy or legal obligations, you should seek guidance from Global Procurement.

All Suppliers are required to conduct all their business activities in compliance with our Code, policies, standards, guidelines and procedures as well as with the laws and regulations of the countries where Conduent conducts business. Our 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 our Code and our policies, you should always take the higher ground and follow our Code and our policies. If following our Code or compliance requirements conflicts with local laws and regulations, please contact the Ethics Office by filing a report with the Conduent Ethics Helpline.

LABOR

All Conduent Suppliers should conduct all business with great respect for human rights. Human rights are the fundamental rights, freedoms and standards of treatment to which all people are entitled regardless of where they live, what type of work they perform or their physical appearance or characteristics.

This Code is principally guided by the United Nations Universal Declaration of Human Rights. In addition, our relationships with our Suppliers are guided by human rights principles established in the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work. This is a zero tolerance policy for any violation of basic human rights relative to Conduent's or our Suppliers' business operations. These activities include all topics discussed in this *Policy* including but not limited to:

- Using involuntary prison labor
- Engaging in any form of slavery or human trafficking
- Destroying, concealing, confiscating, or otherwise denying access by Conduent to the vendor's employee identity or immigration documents, such as passports or drivers' licenses, regardless of issuing authority
- Adhering to or using recruiters that do not comply with local labor laws of the country in which the recruiting takes place.
- Using misleading or fraudulent recruitment practices, such as failing to disclose, in a format and language accessible to the worker, basic information or making material misrepresentations during the recruitment of supplier employees regarding the key terms and conditions of employment, including wages and fringe benefits, the location of work, the 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.
- If required by law or contract, failing to provide return transportation or failing to pay for the cost of return transportation upon the end of employment;
- If required by law or contract, failing to provide an employment contract, recruitment agreement, or other required work document in writing.
- Charging applicants/candidates recruitment fees
- Providing or arranging housing that fails to meet the host country housing and safety standards

- Adhering to the US and European Union Conflict Mineral laws. All Suppliers and their indirect Suppliers, where they supply products containing tantalum, tin, gold, or tungsten, to be in full compliance. Cooperation is expected that Suppliers and their indirect Suppliers shall provide information requested by Conduent in order to meet any obligations it may have under the Conflict Minerals Law.

Conduent will take appropriate disciplinary action for violations of these rules, up to and including canceling contracts with Suppliers providing goods and services, as well as, subcontractors and/or third party representatives acting on behalf of the Conduent. Conduent expects Suppliers will cooperate with the U.S. Government or other appropriate governmental authorities in audits or investigations relating to such violations. Suppliers of Conduent are required to cooperate in any internal or external investigation of suspected wrongdoing under this policy.

Community Impact

Conduent recognizes its impact on the communities in which it operates and is committed to engaging with stakeholders in those communities to ensure that we understand their views. Conduent expects Suppliers, where appropriate, to engage in dialogue with community stakeholders on human rights issues related to our businesses. To the extent possible and feasible, Supplier will strive to address local issues at the local level. Supplier will also be committed to creating economic opportunity and fostering goodwill in the communities in which they operate through locally relevant initiatives.

Diversity and Inclusion

Conduent values the diversity and inclusion in the work place. We have a long-standing commitment to equal opportunity and intolerance of discrimination and harassment. Conduent expect Suppliers to be dedicated to maintaining work sites that are free from discrimination and harassment on the basis of race, sex, color, national or social origin, religion, age, disability, sexual orientation, or any other status protected by applicable law. Regardless of personal characteristics or status, Suppliers should not tolerate disrespectful or inappropriate behavior, unfair treatment or retaliation of any kind. Harassment is unacceptable in the workplace and in any work-related circumstance outside the workplace.

Freedom of Association and Collective Bargaining

Suppliers shall respect their employees' right to join, form or not to join a labor union without fear of reprisal, intimidation or harassment. Where employees are represented by a legally recognized union, Supplier shall be committed to establishing a constructive dialogue with their freely chosen representatives. Supplier is committed to bargaining in good faith with such representatives.

Safe and Healthy Workplace

Supplier shall provide a safe and healthy workplace and will be compliant with all applicable safety and health laws, regulations and internal requirements. Be dedicated to maintaining a productive workplace by minimizing the risk of accidents, injury and exposure to health risks. Supplier shall be committed to engaging with their employees to continually improve health and safety in their workplaces, including the identification of hazards and remediation of health and safety issues.

Workplace Security

Supplier is committed to maintaining a workplace that is free from violence, harassment, intimidation and other unsafe or disruptive conditions due to internal and external threats. Security safeguards for employees are provided as needed and will be maintained with respect for employee privacy and dignity.

Forced Labor and Human Trafficking

Supplier 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. Supplier shall also prohibit any form of Human Trafficking, which includes the recruitment, transportation, transfer, harboring or receipt of persons, by means of the threat or use of force or other forms of coercion, of abduction, of fraud, of deception, of the abuse of power or of a position of vulnerability or of the giving or receiving of payments or benefits to achieve the consent of a person having control over another person for the purpose of exploitation. Supplier 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 aware of potential human trafficking violations shall notify Conduent and also may contact the Global Human Trafficking Hotline directly at 1-844-888-3733 or help@befree.org.

Child Labor

Supplier shall prohibit the use of Child Labor and will not hire individuals that are under eighteen (18) years of age, 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. If Supplier is allowed to employ individuals under the age of eighteen (18), Suppliers shall ensure that the work will not jeopardize their health or safety, including night shifts and overtime. Supplier shall properly manage student workers and create a rigorous due diligence process to protect the student's rights in accordance with applicable laws and regulations.

Work Hours, Wages and Benefits

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

Training

Supplier shall conduct annual training to help employees recognize and report human trafficking and other human rights violations.

HEALTH AND SAFETY

Supplier recognizes that in addition to minimizing the incidence of work-related injury and illness, a safe and healthy work environment enhances the quality of products and services, consistency of production and worker retention and morale. Supplier also recognizes that ongoing worker input and education is essential to identifying and solving health and safety issues in the workplace. Supplier shall develop 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. Supplier must provide this policy and any applicable training to all employees so that goods and services can be delivered in a safe manner.

ENVIRONMENTAL STEWARDSHIP

Supplier recognizes that environmental responsibility is integral to producing world class products. Supplier shall conduct their operations in a manner that safeguards health, protects the environment, conserves valuable materials and resources and minimizes risk of asset losses. Supplier shall be committed to designing, distributing and marketing 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 business 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.

BUSINESS ETHICS AND COMPLIANCE

The principles and policies included in the Code address two main areas – compliance and ethical conduct. Compliance means following applicable laws, and regulations worldwide. Ethical behavior is harder to define. In essence, it 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 with applicable law, form the framework for conducting business with Conduent around the globe. Suppliers and their agents are to uphold the highest standards of ethics including:

Procurement Engagement

Conduent bases our supplier relationships on the fundamental principles of fairness, honesty and mutual respect. Suppliers are expected to adhere to ethical and legal requirements in their business dealings with their employees, their local communities and Conduent. Supplier should understand that Conduent makes all purchasing decisions in the best interests of our company and not on personal considerations.

Suppliers must not require and/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 requires Conduent to purchase the supplier's products or services as a contractual condition for the supplier to purchase Conduent products or services. Likewise, purchasing decisions should not be made predicated on the condition that the supplier agrees to use Conduent products or services. Sourcing decisions will generally be made on the basis of quality, price and the supplier's level of service/reliability. If you are not clear on this policy, contact Conduent global purchasing personnel.

Gifts and Entertainment

Supplier understands that the propriety of giving to or receiving gifts from Conduent Employees depends on the value and intent of the gift. Conduent defines gifts broadly to include tangible items and cash or cash equivalents as well as favors, special considerations, gratuities and discounts. The only acceptable purpose of gifts and entertainment is to create goodwill or strengthen business relationships. Conduent employees and immediate family members, may only accept or receive an employment related gift if it complies with our policies and comfortably falls within the range of common business courtesies. Suppliers may not give gifts that make the Conduent employee feel obligated to repay the favor by doing

business with the Supplier. Supplier agrees not extend a gift or entertainment to Conduent if doing so would violate their own policies. Gifts and entertainment may never be lavish, unusual or extravagant. 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.

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 Purchasing, or for specific employee job classifications. Any supplier that violates the gift and entertainment policy may be subject to penalties, which could potentially include removal from approved supplier list.

Non-Retaliation Policy

Supplier must maintain a system for the confidential receipt and appropriate handling of employee concerns and questions. Employees must have an option to communicate their concerns or questions anonymously. Suppliers must have a strict no-retaliation policy for all good faith reporting, and must not tolerate retaliation 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 policy must require disciplinary action, up to and including termination, for any person who engages in retaliation or threats of retaliation.

Anti-Corruption

Conduent has a zero-tolerance policy on all forms of bribery and corruption. Conduent Suppliers or any person or entity employed or contracted by the Supplier are expected to take the same approach for both private and government engagements. This includes compliance with the US Foreign Corrupt Practices Act (FCPA), the UK Bribery Act (UK BA), and other similar international and national anti-corruption laws. Supplier will certify their own compliance with these laws and cooperate with any due diligence review requested by Conduent or its designated agents. Bribery is defined as anything of value, illegally or corruptly given or offered in exchange for an unfair or undeserved business advantage, or a favorable decision or treatment including any arrangement or scheme, such as "kick-back payment", that benefit the recipient sufficiently to create an obligation.

Protecting data and information

Supplier shall respect and be committed to safeguarding the confidentiality, data privacy and security of information that Conduent or our customers have entrusted to you, including confidential information, personally identifiable information, proprietary information and trade secrets. Supplier shall exercise appropriate care at all times to prevent unauthorized disclosure and use of Conduent and customer information. Supplier shall take the responsibilities for customer confidentiality, data privacy and security seriously and implement appropriate safeguards for the use and handling of this information in accordance with our information security and privacy policies and in accordance with all applicable laws.

Sales and Marketing Activities

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

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. As a U.S. company, Conduent is impacted by these controls no matter where the company operates. Conduent expect its Suppliers to comply with U.S and non US law
- Export Control:
Supplier will undertake actions and measures to comply with applicable US and non-US export and import laws and regulations when delivering hardware, software or technical data. In the event that the Supplier subcontracts or assigns to any third party, Supplier will ensure that this third party is screened and evaluated against US and non-US government controls and sanctions and is competent to perform the assignment.
- U.S Anti-Boycott:
The U.S. prohibits any cooperation with boycotts against countries friendly to the U.S. Examples of boycott includes refusing or avoiding business with other persons or companies, discriminating in employment practices, furnishing information on the race, religion, gender, or national origin of any person. Conduent expects its Suppliers wherever they are located to ensure that boycott requests are refused.

Disclosure of Information

Information regarding 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.

Responsible Sourcing of Minerals

Supplier 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. Supplier 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.

Fair Competition and Anti-Trust

Anti-Trust or Anti-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 the perceived benefits for the Supplier or any other party.

Intellectual Property

Supplier is expected to respect Intellectual property rights. Supplier shall operate their business (including any transfer of technology and know-how) in a manner that protects intellectual property rights of third parties, customers, and Suppliers.

Privacy

Supplier is expected to understand and respect human rights including all laws applicable to the business relationship concerning privacy (data protection). Supplier shall operate their business in a manner that honors principles such as collecting, using, and disclosing the minimal amount of personal information necessary to achieve the lawful authorized purposes of use, providing transparency, respecting information, physical, and decisional privacy, and refraining from individual interest against unreasonable intrusion upon seclusion.

MANAGEMENT SYSTEMS

Supplier shall adopt or establish a management system whose scope is related to the content of this Code. The management system shall be designed to ensure: (a) compliance with applicable laws, regulations and customer requirements related to the Vendor's operations and products; (b) conformance with this Code; and (c) identification and mitigation of operational risks related to this Code. It should also facilitate continual improvement. The management system should contain 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, Documentation and Records, and Supplier Responsibility.

REFERENCES

1. Dodd-Frank Wall Street Reform and Consumer Protection Act
<http://www.sec.gov/about/laws/wallstreetreform-cpa.pdf>
2. Universal Declaration of Human Rights
www.un.org/Overview/rights.html
3. ILO Code of Practice in Safety and Health
www.ilo.org/public/english/protection/safework/cops/english/download/e000013.pdf
4. ILO International Labor Standards
www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm
5. Conduent Global Ethics & Compliance Program
<https://www.conduent.com/corporate-governance/ethics-and-compliance>
6. Responsible Business Alliance Code of Conduct
www.conduent.com/corporate-governance/code-of-business-conduct
7. Conduent Core Values
<https://www.conduent.com/mission-vision-values>