



## ACTING WITH INTEGRITY

## Message From Michael Jordan

To the EDS Worldwide Team:

EDS has a strong and historical organizational culture that encourages ethical conduct and a commitment to compliance with the law. To help preserve and keep strong this culture, every employee globally is expected to review and comply with the EDS Code of Business Conduct.

It is important for each of us to annually review the Code and refer to it often since regulations sometimes change. The Code outlines the values and actions we expect from all employees. Your understanding of - and compliance with - the Code will help maintain our reputation and character as a trustworthy, ethical and law-abiding company.

Thank you for your continued commitment to work within the Code and uphold our high standard of business ethics.

A handwritten signature in black ink that reads "Michael H. Jordan". The signature is written in a cursive, flowing style with a prominent initial "M".

**Michael H. Jordan**  
**Chairman**

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## Purpose of the EDS Code of Business Conduct (Code)

Doing business with integrity means that we act appropriately and play by the rules – both the laws and regulations that apply to us and the standards that we set for ourselves in company policies and this Code. Integrity helps us create successful long-term relationships and open communication with clients, fosters a strong sense of the corporate “family” and provides a better overall work environment.

Our Code is not – and is not intended to be – a rule book; instead, it is a guide to our corporate standards that applies globally to help all members of EDS’ family do business with integrity. The Code is applicable to all the men and women employed by EDS and its subsidiaries, based on local law. Our directors are also subject to the Code, as applicable.

Each of us is responsible for putting the Code to work, but we do not have to go it alone. The company has a number of resources and people in place to answer our questions and guide us through difficult decisions. **WHEN IN DOUBT, ASK!**

**Q:** *I’m getting ready to authorize a payment on behalf of EDS, which I think involves an “ethics” issue. Can you provide me with some guidance on how to analyze this issue?*

**A:** *Life and business are complicated, and not all decisions are clearly right or wrong. When faced with a decision-making dilemma, apply the Ethics Quick Test and ask yourself:*

- *Is the action legal?*
- *How would it look in the newspaper?*
- *Does it comply with EDS values and policies?*
- *Am I treating others the same way I would choose to be treated?*
- *If I do it, will I feel bad?*

*If you’re still uncertain about the best course of action, consult your leader or the Office of Ethics and Compliance.*

## Consulting Resources/Ethics Helpline

If you have a question or concern, your leader or your leader's leader is an excellent resource. If you prefer, you can exercise the Open Door Policy, which allows you to talk to any leader in the company about any work-related issue without fear of retribution. Additionally, you can raise your work-related issues with Human Resources, Legal Affairs, or with the Office of Ethics and Compliance. The Office of Ethics and Compliance can offer you guidance on the content of the Code as well as EDS' policies and business practices.

At times you may want confidential advice about a business ethics dilemma. You can speak with a member of EDS' Office of Ethics and Compliance by calling 972 605 5607 or 972 605 5564. You may also contact the Office of Ethics and Compliance through use of the Ethics Inquiry electronic message function on the Ethics and Compliance Web page. All calls and Ethics Inquiry electronic messages will be treated confidentially to the extent reasonably possible. EDS prohibits retaliation in any form against employees for seeking advice or for making good faith reports of suspected misconduct.

You may also contact the Office of Ethics and Compliance through use of the Ethics Helpline by calling toll-free 1 888 337 3845 (888 EDS ETHK) if you are in the U.S. or Canada. Callers from other countries can dial toll-free by entering their country's access number + 888 337 3845. Click here to view country access codes. Helpline staff is available 24 hours a day, every day, and language translation services are available.

Although you are encouraged to identify yourself, you may remain anonymous when calling the Ethics Helpline or when using the Ethics Inquiry electronic message function. Local laws may limit the use of anonymous reporting to specific types of matters, and EDS processes incorporate these limits. Whether you identify yourself or not, all inquiries and discussions will be kept confidential to the extent reasonably possible. Your name will be used only on a "need-to-know" basis.

EDS' Corporate Policies discuss many of the laws and regulations that govern our business, and may assist you in determining the best course of conduct in a given situation. Please visit [http://infocentre.eds.com/workplace/corp\\_policies](http://infocentre.eds.com/workplace/corp_policies) to access those policies.

The Ethics Helpline: It is Accessible, Immediate and, if you choose, Anonymous.

**Q:** *When I call the Ethics Helpline, who is on the other end of the phone?*

**A:** *EDS has contracted with an outside company to run the Ethics Helpline for us. This company has a staff of professionals who have been trained to listen and appropriately document your questions and reports. These professionals may ask you questions to gather more information. You will be given a report number and specific date to call back to get a response to your question or to check the status of your report. The outside company then sends information about your matter to the Office of Ethics and Compliance for action.*

**Q:** *When I call the Ethics Helpline, is it really confidential?*

**A:** *Questions and suspected misconduct reported to the Ethics Helpline are kept confidential to the extent reasonably possible, given EDS' need to answer your question or to conduct an investigation and appropriately resolve any issues. Investigations of suspected misconduct may involve asking questions of your colleagues or others, where information is sometimes disclosed. You can be assured, though, that the company will disclose information only on a need-to-know basis. And you should remember the company's over-arching commitment to prohibit retaliation in any form.*

## Reporting Concerns

If you know of or suspect a violation of EDS policy or the law, you **must** report it to your leader, Legal Affairs, the Office of Ethics and Compliance, or the Ethics Helpline. EDS strictly prohibits discrimination or retaliation in any form against employees for making good faith reports.

You can harm EDS not only by acting inappropriately, but also by NOT acting when it is your responsibility to do so. If you suspect misconduct, it is your obligation to report it.

**Q:** *We just finalized and signed a three-year contract with a big new client, and it means a lot to our team. The contract that we signed states that the work will begin in four months, after the client's fiscal year ends, but there is a side letter that clarifies that the work is actually to begin immediately. I suspect that the contract is drafted that way so that the client doesn't have to report any expenses related to the contract in this fiscal year. I know the deal was reviewed and approved by senior management and the finance committee, so I don't think I need to report this to anyone. Besides, the reporting issue really is an issue for the client, and not EDS. Is that correct?*

**A:** *No, it is not. Any time that you suspect misconduct, you must report it. It may be that senior management approved the deal without knowledge of the side letter. If you suspect senior management knew about the side letter and nevertheless approved the deal without inquiring into the appropriateness of the arrangement under applicable laws, you must report it. And if you're uncertain about whether a particular arrangement is improper, or whether senior management had knowledge of certain information, it is your obligation to ask appropriate personnel. EDS' commitment to acting with integrity means that we do not knowingly assist a client, supplier or anyone else in violating or avoiding legal obligations, including disclosure obligations under the securities laws.*

*If you don't feel comfortable talking to your leader about the issue (because he or she already knows of and has approved the conduct in question), then you should talk to Legal Affairs, the Office of Ethics and Compliance, or the Ethics Helpline. Remember that EDS strictly prohibits retaliation against employees for making good faith reports of suspected misconduct.*

## The Role of EDS as a Global Citizen/Compliance with Laws

EDS acts as a proactive, responsible citizen everywhere it does business. We conduct business in a manner consistent with EDS' guiding set of values, principles and high ethical standards, irrespective of local culture and customs. Valuing what is ethical and doing what is ethical transcend national boundaries and laws. Regardless of the minimums established by local law and custom, EDS will always seek the higher ethical ground when it comes to global issues such as bribery, environmental protection and human rights.

We comply with all laws and regulations that apply in the countries and localities where we do business. Although we may not personally know the details of each of these laws, we should know enough to determine when to seek advice from leaders, local Human Resources or Legal Affairs. Violations of applicable laws and regulations can result in serious civil and criminal penalties for EDS and the individuals involved.

EDS is a global corporation, and we respect the laws in every country where we do business. We also adhere to our own standards everywhere we do business. If you encounter a conflict between the applicable laws of two or more countries, consult with Legal Affairs to determine the best course of action.

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## Serving Our Clients

At EDS, we strive to treat our clients fairly, honestly, and with respect and dignity. We conduct ourselves professionally and adhere to high standards of integrity everywhere EDS does business.

We are committed to excellence in performance. Our specific commitment to each client is documented in the client agreement. You should be familiar with the terms and conditions of each agreement that governs the work you do.

Our clients are the center of our business. Meeting their needs - honestly and ethically - is essential for our success.

**Q:** *My client contact asked me for some confidential information about another EDS client. What should I do?*

**A:** *While you should always be respectful and courteous, you should absolutely refuse to provide one client with information about another client. Providing information in a situation like this could violate the terms of our agreement with the other client, and it would be unprofessional. If you find yourself in a situation like this, consult your leader or Legal Affairs for guidance.*

## Preserving Confidentiality

We must maintain the confidentiality of confidential EDS information and the confidential information entrusted to us by our clients and other parties, except when disclosure is authorized or legally mandated. When using and managing confidential EDS information, refer to the Security Policy. When using and managing confidential client or other party information, follow the specific rules and obligations that are set forth in the written agreement with the client or other party.

We should be particularly careful when discussing or conducting business in public places such as airplanes, restaurants, social gatherings, elevators and taxis. Use good judgment and comply with company security requirements when using mobile phones, the Internet, wireless communication devices, speakerphones and other forms of unsecured communications.

Our obligation to protect confidential EDS, client and other party information does not end when we separate from EDS employment. We have a continuing obligation - even after we leave EDS - to protect confidential EDS, client and other party information obtained while employed.

For more information on this topic, see the Security Policy, the Information Handling Security Policy, the Use of Corporate Assets Policy, the Financial Integrity Policy and the section titled "Obligations Relating to Prior Employment" contained in this Code.

Do not discuss confidential information with family members or social acquaintances or in places where the information may be overheard. Do not disclose confidential information to another EDS employee unless the employee needs the information to carry out business responsibilities.

**Q:** *What is confidential information?*

**A:** *Confidential information is information about things such as business plans, operations or "secrets of success" that is not known to the general public or to competitors. It includes all non-public information that might be of use to competitors or harmful to the owner of the information, if disclosed.*

## Communicating Openly (Open Door)

Occasionally, each of us will have suggestions for improvements at work or the need to discuss an issue affecting our work lives. You are encouraged to use the Open Door to make suggestions, share insights, or obtain advice and guidance in challenging work-related situations.

For more information on this topic, see the Open Door Policy.

It is only through the invaluable input of our thousands of employees that EDS has grown to what it is today. Every time you make a suggestion, seek guidance or report misconduct, you help EDS become a better place to work.

**Q:** *What is the Open Door?*

**A:** *The Open Door Policy allows you to talk to any leader in the company about any work-related issue or idea without fear of retaliation. You can also use the Open Door to discuss questions about EDS policy and practices.*

## Personal Privacy/Data Protection

EDS respects the privacy and dignity of all individuals and complies with applicable privacy and data protection laws. As an employer and data user and as a provider of information technology services, EDS takes the responsibility associated with data protection seriously.

Personal information of EDS employees, suppliers and directors necessary for effective business operation is collected, shared as appropriate for legitimate business needs and retained in compliance with applicable law. EDS limits its sharing of personal information to other employees and to third parties who have written agreements with EDS to protect personal information or who are legally required to protect personal information. Employees who are provided access to personal information must not disclose or use personal information in violation of applicable law or EDS policy.

With regard to employment verifications, as may be required in many countries, certain employee information may be disclosed without the written consent of the current or former employee. Such information includes verification and dates of employment, job titles and work locations. In addition, EDS will disclose any information required by law or court order.

Employee privacy can become an issue when personal use is made of EDS resources. We should have no expectation of privacy when using EDS resources such as company equipment and computer or telephone systems, whether for business or personal use. EDS reserves all rights, to the fullest extent permitted by law, to inspect the company's facilities, property, records and systems, including electronic systems, and the information contained in them with or without advance notice to employees.

While EDS may from time to time take or use photographs, videos or audio recordings of its employees for business purposes in compliance with applicable law, you may not take or distribute photographs, videos or audio recordings of EDS employees, unless specifically authorized by your leadership or the Chief Security & Privacy Office for business purposes. Photographing, videotaping or audio recording employees without their awareness or consent may jeopardize their privacy and may violate applicable laws.

For more information on this topic, see the Use of Corporate Assets Policy, the Global Privacy and Data Protection Policy, the Financial Integrity Policy, the Security Policy, the Information Handling Security Policy, Enterprise Security Policies & Standards (ESPS), the Employment Verification site for U.S., and the section of the Code titled "Computers and Equipment, Network Security, Photographic and Audio Devices."

As a world leader in the provision of information technology services, and with employees and clients spanning the globe, EDS recognizes the importance of protecting personal data.

**Q:** *Will personal information that I put on EDS' computer systems remain private if I password-protect it?*

**A:** *No. To the extent permitted by applicable law, EDS reserves the right to review all information stored on its computer and other systems, even if it is stored under a personal identification code or password.*

## Obligations Relating to Prior Employment

In your previous employment, you may have learned, or been given access to, confidential information belonging to your prior employer and its clients or suppliers, and you may have entered into certain enforceable agreements. You are required to honor any such agreements and abide by any applicable laws, including those regarding: (1) disclosure or use of confidential information; (2) hiring/soliciting from the prior employer, and; (3) soliciting the prior employer's clients.

If you have confidential information from a previous job, do not use it for your job at EDS and do not disclose it to your EDS colleagues.

**Q:** *Someone from a competitor just joined our organization. I would love to get some information about a proprietary business process that I know her former employer uses. Is it okay if I ask?*

**A:** *No, it is not okay for you to ask, and it would not be okay for her to tell you. It is inappropriate to try to obtain our competitors' proprietary information from their former employees.*

## Treatment of Employees

EDS is an equal opportunity employer and strives to treat its employees with respect and dignity. Our diverse workforce provides many benefits including creativity, variety in approaches to problem solving and the ability to work effectively as a global company. EDS selects and places employees, without discrimination, on the basis of their qualifications for the work to be performed. This policy applies to all personnel actions, including recruitment, hiring, placement, promotion, separation, compensation, benefits administration, training, education, social and recreational programs, and the use of EDS facilities. The laws of different countries vary regarding employment requirements and practice; therefore, please check with the local Human Resources organization for details specific to your geographic region.

For more information on this topic, see the Diversity and Equal Employment Policy.

EDS is a global and extremely diverse company. We respect and value our differences, both because it is the ethical thing to do and because these differences add value to the company.

**Q:** *I've been passed over for several promotions, which I thought I should get. I'm starting to feel as if I'm being discriminated against. What should I do?*

**A:** *First, try speaking with your leader about the qualifications and performance necessary for the promotion and what you need to do to be considered. If you do not get the information you need or you still feel as if you are being discriminated against, you are encouraged to utilize the Open Door or contact Human Resources or the Ethics Helpline right away.*

## Sexual Harassment and Other Unlawful Behavior

EDS does not tolerate sexual harassment or other unlawful behavior in the workplace, whether committed by a co-worker, leader, client, contract laborer, supplier or anyone else. Actions, words, jokes or comments that are derogatory and based on any person's gender, race, ethnicity, sexual orientation, gender identity, age, religion or disability will not be tolerated at EDS. Although sexual harassment appears in various forms and degrees, it generally consists of unwelcome sexual advances, unwelcome requests for sexual favors or other unwelcome verbal or physical conduct of a sexual nature. Sexual harassment occurs when submission to or rejection of sexual advances adversely affects your employment (for example, promotion or termination) or when unwelcome sexual conduct unreasonably interferes with your job performance or creates an intimidating or hostile work environment.

If you feel you have been subjected to harassment at EDS, you must report the conduct to any EDS leader with whom you are comfortable speaking about the matter, Employee Relations, the Office of Ethics and Compliance, Human Resources, Legal Affairs, or the Ethics Helpline. No matter which method you use to report your concerns, EDS prohibits retaliation against you in any way for making a good faith complaint.

Complaints of sexual harassment or other unlawful behavior are serious matters. EDS expects employees to report such behavior and leaders to promptly act upon such allegations. If an investigation confirms improper conduct occurred, EDS will take appropriate action.

Contact Employee Relations or the Office of Ethics and Compliance for training and materials on sexual harassment.

For more information on this topic, see the Sexual Harassment Policy and the Violence in the Workplace Policy.

Regardless of legal definitions or requirements, EDS expects every member of its global family to treat every other member with dignity and respect. If you feel you or a colleague is being subjected to workplace harassment, it is extremely important that you notify the appropriate people.

**Q:** *A colleague often tells sexually explicit and other questionable jokes. I'm not comfortable saying anything to my colleague. What should I do?*

**A:** *If you don't feel comfortable talking to your colleague about the need for this inappropriate behavior to stop, contact your colleague's leader or any EDS leader, Employee Relations, the Office of Ethics and Compliance, Human Resources, Legal Affairs, or the Ethics Helpline.*

## Maintaining a Healthy Work Environment

EDS wants its employees to have a healthy, safe and secure work environment as free as possible from known health and safety hazards. Every employee is responsible for using EDS equipment and materials (including cell phones and other portable devices) in a safe manner, exercising good and practical judgement. You are also responsible for immediately reporting accidents, unsafe practices or conditions, and potentially volatile workplace situations to your leader. Other avenues for reporting include the Chief Security & Privacy Office, Human Resources, the Office of Ethics and Compliance, and the Ethics Helpline.

To help maintain an environmentally safe and healthy workplace, EDS complies with all applicable environmental laws and regulations. You are encouraged to contact your leader for assistance if you are concerned about environmental issues or conditions at work.

If you become aware of any potential safety hazard, immediately notify your leader.

## Violence in the Workplace

EDS does not tolerate violent acts or threats of violence made by an employee against another person or that person's family or property.

Possession of weapons or other dangerous devices by any person, excluding authorized security personnel, at any time on EDS or client premises is strictly prohibited (unless such prohibition is contrary to local law).

For more information on this topic, see the Security Policy and the Violence in the Workplace Policy.

You may not bring weapons or firearms, including but not limited to rifles, onto EDS' or our clients' property (including all grounds and parking areas).

**Q:** *If I'm concerned about a violent situation in the workplace, what should I do?*

**A:** *If it is an emergency situation, you should first contact local law enforcement. If your concern does not relate to an emergency, you should contact your leader, the Chief Security & Privacy Office, Human Resources, the Office of Ethics and Compliance, or the Ethics Helpline.*

## Drugs and Alcohol

EDS is committed to maintaining a drug-free workplace and prohibits the possession, sale, distribution, manufacture, use, transportation or purchase of any illegal drug or unauthorized controlled substances. You also may not use, obtain or be under the influence of any prescription drug while working other than as medically prescribed. Mood-altering chemicals may impair our abilities and may contribute to a variety of work-related problems.

If you have information regarding the possession, sale or use of illegal drugs or unauthorized controlled substances on EDS or a client's premises, you are obligated to contact your leader, the Chief Security & Privacy Office, the Office of Ethics and Compliance, or the Ethics Helpline.

EDS prohibits working while under the influence of alcohol. However, consuming alcohol during work hours or after-hours at an EDS-sponsored or client-sponsored event, regardless of location, is permissible provided the event has prior approval from the senior leader of your business or support organization, as designated in the EDS Organization Chart published on infoCentre, and proper business decorum is maintained. Contact Human Resources or Employee Relations for more comprehensive and regional details regarding the use and possession of alcohol on EDS or client premises.

For more information on this topic, see the Substance Abuse Policy.

Employees must be free from the effects of alcohol or illegal drugs while working. If you are having a drink at a company function or business dinner, use good judgment. Do not drive while under the influence of alcohol - if you have any doubt about your ability to drive, ask a colleague for a ride or take a taxi. Similarly, if you have doubt about someone else's ability to drive, provide the person a ride home or call a taxi.

**Q:** *Can we serve alcohol at an EDS party or special event?*

**A:** *With appropriate authorization from the senior leader of your business or support organization, as designated in the EDS Organization Chart published on infoCentre, you can serve alcohol. It is important when alcohol is served at company functions that you not drink excessively and that you behave appropriately.*

## Conflicts of Interest

EDS considers its reputation for integrity a priceless asset. To protect EDS' reputation and our own personal integrity, we must ethically handle conflicts of interest and even the appearance of a conflict. A conflict of interest is just what the name implies - it occurs when you have an outside (non-EDS) interest that conflicts with the best interests of EDS. A conflict of interest can arise from any type of relationship, arrangement or situation that impairs our ability to make decisions on behalf of EDS. The responsibility to ethically handle conflicts requires that you always fully disclose any conflicts' situation to your leader and abide by any conditions placed on you to control or eliminate the conflict. Appropriate conditions may include, for example, removing you from decision-making on behalf of EDS when the decision will or appears to affect your outside interest or having you dispose of the outside interest that creates the conflict or another action.

While most EDS employees must notify their leaders regarding any actual or apparent conflict of interest, special rules apply to certain officers and directors of EDS. Before engaging in any conduct or transaction that creates a conflict of interest, such executive officers and directors must make full disclosure of all facts and circumstances to the General Counsel. If it is not possible to disclose the conduct or transaction before it arises (e.g., in the event that a conflicting interest is unexpectedly inherited), then the officer or director must make full disclosure as soon as possible under the circumstances.

What follows are some common examples of conflicts. It is impossible to specify every situation where a conflict could arise or when it might appear to others that a conflict exists. It is also impossible to specifically address all the potential responses to any given situation. As such, the following represent only examples of appropriate company responses. If you have a question, you should consult your leader, the Office of Ethics and Compliance, or Legal Affairs.

For more information on this topic, refer to the Conflicts of Interest Policy.

As an EDS employee, you make business decisions on behalf of EDS every day. Every decision should be based on the needs and best interests of EDS, and not on any personal interest or relationship.

**Q:** *We are looking for a company to supply our building with coffee, tea and other beverages. We've already spent a lot of time looking. My sister owns a company that provides just this type of service, and I know she would give us a good deal. Can't we just go with her company?*

**A:** *No. Hiring a company because your sister owns it or because you trust your sister violates EDS policy. The situation poses a conflict between your desire to get the best deal for EDS and your desire to help your sister. If, however, you disclose your relationship with your sister's company and remove yourself from the selection process, it may be possible for your sister's company to compete for the business along with other suppliers, so long as no one who reports to you is involved in the selection process and you have approval from your leader to submit your sister's company to the appropriate parties for consideration.*

## Outside Employment

Because EDS has clients, suppliers and other business relationships in different industries and settings, outside employment may create or appear to create a conflict of interest. As a result, while working for EDS, you must obtain approval from your leader before accepting an additional job outside of EDS.

You may not serve as a director, officer, employee or consultant to a competitor of EDS.

If your leader approves outside employment, remember that your primary commitment is to EDS. You should not use EDS time or resources in any outside employment, and the employment should not adversely affect your judgment, decisions or ability to meet EDS responsibilities.

**Q:** *My dad has a small business that I occasionally do work for. Can I use EDS computers to do work for my dad's business?*

**A:** *No. You cannot use EDS resources - including e-mail and telephones - to do work for outside business interests, even if the business interests belong to you or members of your family. Limited and reasonable use of EDS resources for the purpose of performing duties associated with approved service on professional and trade associations, charities and community service organizations, and outside directorships is permitted.*

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## Professional and Trade Associations

EDS encourages participation in professional and trade associations in accordance with personal and company interests. If you participate in an outside organization, be sure you understand whether you are representing the company or acting in your personal capacity and make sure the organization understands your role. Only the senior leader of your business or support organization, as designated in the EDS Organization Chart published on infoCentre, can authorize you to act as a company representative to an outside organization.

As a member of a trade or professional group, you may come in contact with competitors' employees. Never discuss proprietary or sensitive competitive issues such as prices, costs, terms or conditions of sale or service, product plans or any other competitively sensitive or non-public information in these settings.

## Charities and Community Service

You are encouraged to make contributions of personal time or financial resources to charitable, educational and community-service organizations. You must, however, be alert to possible conflicts of interest between EDS and the organization. If an organization you are involved with seeks to do business with EDS - for example, a charity that is contemplating retaining EDS' services - you must make full disclosure to your leader. You will likely be required to disqualify yourself from making or participating in any decision on behalf of EDS that concerns or impacts the charity. For more information on contributions to charities and community service organizations, contact EDS Global Community Affairs.

Even contributions to charities and community organizations can create conflicts of interest and require compliance with applicable laws.

**Q:** *I would like to donate some of EDS' outdated computers to a charity that is supported by one of our clients. Can I do that?*

**A:** *Possibly, but you must obtain approval from EDS' Global Community Affairs before making any contribution of corporate resources for charitable or community purposes in any location. Contributions of EDS' time and financial resources to non-profit organizations can create conflicts of interest as well as present legal and regulatory concerns.*

## Outside Directorships

EDS considers your time, talent and energy essential to our success. Generally, EDS does not encourage its employees to serve on boards of directors of outside, for-profit organizations. Such service, however, may be approved in selected cases. Prior to joining the board of any external for-profit organization, you must obtain approval in accordance with our policy for approving board seat service by employees. As a condition to approval, terms may be imposed on your outside board service, including remuneration, indemnification and insurance coverage.

For more information on this topic, see EDS' Conflicts of Interest Policy.

When serving as a director or officer of any non-EDS entity, you must avoid any conflicts of interest between your roles at EDS and the other organization.

Service as a director of a for-profit organization requires prior approval. Service as a director of a competitor is prohibited. Service as a director of a civic, charitable or other not-for-profit organization does not require leadership approval but does require that you notify your immediate leader prior to accepting the position.

**Q:** *One of my fraternity brothers from college owns his own business, and he has asked me to serve on its board of directors. They do not do business with or have any connection with EDS. Can I help him out?*

**A:** *Possibly, but you must first obtain approval in accordance with the policy for approving board seat service by employees.*

## Personal Investments

Personal investments can create conflicts of interests if you need to make a decision for EDS concerning companies in which you or an immediate family member has a personal economic interest. Such conflicts could arise if you own stock in a company that already is or seeks to become a supplier, client or strategic ally of EDS. A conflict of interest arises if:

- The investment is significant to you and a reasonable person would conclude that your judgment in making decisions for EDS could be affected, or
- The transaction with EDS that you have decision-making authority for is such that it could affect your economic interest in the other company.

If you or an immediate family member has a substantial pre-existing investment in a company and then you become the EDS decision-maker with respect to that company, you should promptly disclose that ownership interest to your leader. Your leader will then determine what measures are necessary to control or eliminate the conflict.

You should not make substantial investments in another company at a time when you are making decisions for EDS concerning the other company.

**Q:** *I own shares in a company that has recently become a supplier to EDS. Is that a problem?*

**A:** *It may be, if the investment is substantial enough and you make or participate in making decisions for EDS that concern the supplier. Conflicts may arise if you or an immediate family member has a substantial interest in or relationship with a company involved in a transaction with EDS and you are a decision-maker with respect to the transaction.*

## Business Opportunities

You must not take for yourself opportunities that are discovered through the use of EDS' property or information or through your position at EDS (such as from an EDS client) without first offering the opportunity to EDS. Such opportunities could include options to purchase stock in other companies, the opportunity to purchase stock in other companies at below-market prices, and other investment opportunities. Business opportunities are corporate assets, and they should not be taken personally without disclosure and approval of your immediate leader and the Office of Ethics and Compliance. You also must not use EDS' property or information or your position at EDS for improper personal gain.

You must not engage in any activity, directly or indirectly, that competes with EDS' interest. If you become aware of any such activity, you should bring it to the attention of your leader or the Office of Ethics and Compliance.

If you learn of a business opportunity through your work at EDS, before you or an immediate family member acts on the opportunity for personal benefit, you must first disclose the opportunity to your leader and offer the opportunity to EDS.

**Q:** *I've been working on-site at a client's offices for the last six months, and I've become friends with its head of business development. When I was at the client's offices yesterday, my friend told me about a great opportunity to invest in a small, privately held company that the client often uses. The client is also planning to invest. Can I make the investment?*

**A:** *Not without first presenting the opportunity to your leader and obtaining the approval of the Office of Ethics and Compliance. Because you learned of this investment opportunity through your work for EDS, the opportunity belongs to EDS and should first be offered to EDS.*

## Family and Personal Relationships at EDS

The employment of relatives may raise questions regarding confidentiality, objectivity and integrity in work relationships. In order to promote integrity in our employment relationships, and unless contrary to applicable law, you must immediately disclose to your leader any relative or personal relationships with others who work at EDS or who are being considered for employment by EDS. EDS may permit relatives or those in a personal relationship to work in the same unit provided that neither of these individuals is the immediate manager of the other or directly involved in employment-related decisions, such as assignments, compensation, performance reviews, disciplinary actions or promotions, of the other person. Where one of the employees is an EDS leader in the same reporting line, the potential for the appearance of improper influence is high and therefore, at least three levels of supervisory authority should exist between the leader and the relevant employee, if possible.

For more information, see the Conflicts of Interest Policy.

You may not make or participate in a hiring or placement decision if the applicant or employee is a member of your immediate family or in a personal relationship with you. If you find yourself in such a situation, disclose the situation to your leader and refrain from participating in the decision.

All employment-related decisions - including hiring, promotion, compensation, employment reviews, disciplinary action and termination - must be made objectively and without regard to personal interests, including the interests of family members. Even if you believe a decision involving a relative or other personal relationship is based on EDS' best interests, you must avoid the appearance of impropriety.

**Q:** *Does EDS' Conflicts of Interest Policy apply to distant relatives, such as cousins, or to friends?*

**A:** *The policy typically applies only to members of your immediate family, which includes any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and any person sharing your household or dependent on you or your spouse for financial support. For purposes of conflicts of interest, people with whom you are in a personal relationship are also considered immediate family. The general rule, however, is that you should avoid the appearance of impropriety. If conduct or decisions on behalf of EDS that involve a distant relative or friend look inappropriate, you should abstain from the conduct or from making the decision without first disclosing it to your leadership and getting appropriate approval.*

## Family and Personal Relationships Involving Other Companies

You may have an immediate family member who works for a competitor, supplier or client of EDS. Such situations are not prohibited, but they call for extra sensitivity to confidentiality and conflicts of interest.

Unless prohibited by law, if you have an immediate family member who works for a competitor, supplier or client, you must disclose your specific situation to your leader to assess the nature and extent of any concern and how it can be resolved.

If a member of your immediate family is employed with any business selling to, buying from or competing with EDS, you must be especially careful not to disclose EDS confidential information. Your leader may also impose other controls, including requiring that you not be involved in decisions on behalf of EDS that involve the other company. EDS will work with you to ensure everyone's interests are protected.

## Exchanging Gifts and Other Business Courtesies

While the exchange of business courtesies can help build business relationships, accepting or providing business courtesies that are excessive or inappropriate can harm your reputation and the reputation of EDS. You must use your judgment to distinguish between appropriate situations that build relationships and inappropriate situations that create or appear to create conflicts of interest or violate applicable law.

The following rules, together with those set forth in the Conflicts of Interest Policy, should guide you in accepting and giving gifts or other business courtesies.

With respect to non-government business, you may accept or offer gifts and business courtesies, including meals and entertainment, so long as they are customary and commonly accepted business courtesies, not excessive in value, and given and accepted without an express or implied understanding that the recipient is in any way obligated by acceptance of the gift. Gifts that are excessive in value should not be accepted or given without the approval of your leader or the Office of Ethics and Compliance. If you have a question about the value of a gift, consult with the Office of Ethics and Compliance. You must never ask for gifts, entertainment or any other business courtesies from people doing business with EDS.

See the “Bribery and Improper Payments” section of this Code for more restrictive rules that apply to EDS individuals doing business with political parties, governments and government-owned entities (including gifts and business courtesies exchanged between private companies that are working on a government contract as a prime contractor and subcontractor).

For more information on this topic, see the Conducting Business with Government Entities Policy, the Financial Integrity Policy, the Conflicts of Interest Policy and the EDS Policy for the Prohibition of Corrupt Payments.

Gifts and entertainment that are typically okay:

- Pens
- Calendars
- Memo pads
- T-shirts
- Coffee mugs
- Occasional lunch or dinner at a restaurant
- A local sporting event or entertainment

Gifts and entertainment that require pre-approval:

- Travel expenses (such as airfare and lodging) paid by a third party
- Trips or tickets to extravagant sporting events, such as the Super Bowl, the World Cup, the Masters, the Olympics, etc.
- Frequent gifts from the same source, even if each individual gift is moderate
- Gifts exchanged with government officials
- Gifts exchanged between prime contractors and subcontractors on a government contract

Cash is never okay.

**Q:** *In my country, refusing a gift from a business associate can be considered an insult. What should I do if I am offered an expensive gift and know that I will cause offense if I don't accept it?*

**A:** *If it is customary to exchange gifts in the local culture and you believe that you will harm EDS' business relationships if you do not accept a gift, you may accept the gift on behalf of the company. You must then disclose the gift to your leader to determine appropriate disposition.*

**Q:** *Do all government agencies have the same rules regarding accepting meals and entertainment?*

**A:** *No. The rules differ among different governments and government agencies. This area can be extremely complicated. Before providing any meals, entertainment or other business courtesies to a government official, you must check with Legal Affairs.*

## Solicitation/Distribution

In the interest of a professional work environment and to protect EDS' employees and directors from unwanted solicitations, you may not solicit or distribute any non-work-related literature for any purpose during your working time or the working time of the person(s) you are soliciting. You may not distribute literature at any time in any work area. In addition, selling, trading, or bartering of services or merchandise to others is prohibited on EDS premises during work time. Consistent with federal law, the company may permit a small number of solicitations for charitable causes, as determined by the senior leader of your business or support organization, as designated in the EDS Organization Chart published on infoCentre. Participating in or soliciting for organized or commercial lotteries or other gaming or gambling activities is prohibited.

Persons who are not employees may not solicit or distribute literature for any purpose on EDS premises at any time, unless they have the approval of the senior leader of the business or support organization, as designated in the EDS Organization Chart published on infoCentre.

This policy should not be construed as prohibiting or restricting solicitation/distribution that is otherwise permissible under federal labor law.

EDS maintains a professional work environment. Do not solicit your colleagues or EDS clients for non-EDS products or services or for religious, political or charitable causes during work time.

**Q:** *I sell cosmetics on the weekends and in the evenings. Can I sell to other EDS employees or clients?*

**A:** *You cannot sell to other EDS employees in the workplace or on work time, and you should never solicit EDS clients for personal business interests during work time.*

## Media Inquiries/Public Speaking/Published Works

Before answering any questions or speaking with the media, you must contact EDS Corporate Public Relations. They will advise you on the proper action and may handle the contact directly and/or be present during any conversation. In matters of litigation or potential litigation, only the Office of the Chairman, Legal Affairs and EDS Corporate Public Relations are authorized to speak with the media. In these cases, you must refer media directly to EDS Corporate Public Relations.

Speeches and published works, such as books and magazine articles, offer excellent opportunities for EDS to present topics and ideas of interest to business and professional audiences. Any speech or published work on a professional topic by an EDS employee could be perceived to represent EDS' position. Therefore, such speeches and published works must be pre-approved before any company time or resources are committed to them and before they are released. Pre-approval must be obtained from the Office of the Chairman if there is the possibility of a national audience. Pre-approval must be obtained from the senior leader of your business or support organization, as designated in the EDS Organization Chart published on infoCentre, if there will only be a local audience.

Because EDS is a publicly traded company, we are governed by laws and regulations regarding how we disclose significant events to the public. That is one reason why it is important that we confer with authorized personnel before answering the media's questions.

**Q:** *A local reporter called asking for information about EDS. Can I talk to the reporter?*

**A:** *Not without first consulting EDS Corporate Public Relations. Talking to reporters can be harmful to the company if you don't have all the facts, and it can also implicate securities laws.*

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## Contracting and Signing on Behalf of EDS

When we enter into agreements or sign documents on behalf of EDS, we can create legal obligations and legal and financial risks for the company. Correspondence, reports and other documents that contain substantive opinions, conclusions or determinations or that legally bind EDS must be signed by or under the control of EDS leadership. Before you sign an agreement for EDS, be certain that you have the legal authority to obligate the company and that you have all required corporate authorizations, including any required authorizations under the Signatory Authorization Process.

Special issues arise when we contract with the U.S. government. For more information on this topic, see the Financial Integrity Policy and the section titled "Contracting with Government Entities" contained in this Code.

Never sign on behalf of EDS unless you have the appropriate signatory authority and approvals.

## Assisting Others in Misconduct

EDS is committed to acting with the utmost integrity in all of our business dealings. We will not knowingly assist a client, supplier or any other person or entity in violating or avoiding legal or regulatory obligations, including disclosure and financial obligations under the securities laws. Our business dealings should be transparent, and the documents we use to record a transaction should accurately reflect the deal that was negotiated. This means, for example, that we will not provide false or misleading statements about our business dealings with a client to its auditors, nor will we put portions of our business arrangements into separate “side letters” if we believe a client’s purpose is to hide the letter from its auditors or otherwise keep it from receiving appropriate visibility within the client’s organization. If you are asked to participate in or become aware of any such arrangements, or if you are not sure whether a particular arrangement may be improper, discuss it with your leader, Legal Affairs, the Office of Ethics and Compliance, or contact the Ethics Helpline right away.

Ask questions to ensure that you are not assisting others in conduct that will violate or avoid legal or regulatory obligations.

**Q:** *I've been negotiating a two-year contract with a potential client for the last five weeks. Recently, the client requested that we agree to a contract provision that states EDS will provide certain services to the client only in year two of the contract - yet it is well understood that EDS will provide services in both years of the contract. Can EDS agree to this term and nevertheless provide services in both contract years?*

**A:** *No, to agree to this term would be inconsistent with the underlying business arrangement and may allow the client to inappropriately account for the transaction. You should question contract terms, including statements of work and payment arrangements, which seem to distort or conceal the underlying business arrangement.*

## Protecting EDS Assets

You must safeguard EDS assets from loss, misuse, waste, damage and theft and use them efficiently. Failure to do so has a direct impact on EDS' profitability. "Assets" are all the resources owned or controlled by EDS.

Examples of EDS assets, which we all have a responsibility to protect, include:

- Offices
- Buildings
- Equipment
- Computer systems
- Supplies
- Corporate funds
- Financial data
- Corporate records
- Intellectual or intangible property, such as technologies, ideas, information, inventions, concepts, business practices and methods, strategies and plans, client and employee lists, and business opportunities
- The time and talent of EDS employees

**Q:** *I am an administrative assistant, and I am filling out my leader's expense report for a recent business trip. I know my leader's spouse, who is not an EDS employee, went on the trip and that the spouse's expenses are included in the report. What should I do?*

**A:** *If you're comfortable doing so, you can ask your leader if the spouse's expenses were included by mistake. If you're not comfortable asking, you must report the matter to your leader's leader, Legal Affairs, the Office of Ethics and Compliance, or the Ethics Helpline. Remember that part of your job is to help EDS protect its assets and resources; reporting this matter is one of your responsibilities as an EDS employee.*

**Q:** *After work, I sometimes go directly to the gym. I always take my laptop home, so while I'm in the gym, my laptop is on the front seat of my locked car in the parking lot. Is this okay?*

**A:** *No, it is not. First, you should only take your laptop home if it's necessary for your EDS work. Second, you must safeguard your laptop and the data it contains; leaving your laptop on the front seat of your car in this situation is not safe. If you need your laptop at home, take it there first or go back to your office and get it after you're finished at the gym. If these options won't work, and you think it's safe, lock the laptop in the trunk of your car when you leave work rather than when you get to the gym, park in a highly visible section of the parking lot and keep an eye on your car.*

## Proper Use of Corporate Assets and Resources

EDS permits limited and reasonable personal use of basic office services and systems such as telephones, photocopiers, facsimile machines, personal computers, and access to the Internet and other public networks. Personal use of corporate resources is a limited privilege, not an entitlement. When using EDS assets or resources for personal use, you should exercise good judgment and keep personal use to a minimum. Where not prohibited by law or regulation, EDS reserves the right to monitor the use and content of its assets and resources.

Personal use of EDS assets or resources must:

- Comply with laws and regulations and EDS corporate policies
- Not interfere with work responsibilities or service to clients
- Not interfere with required business communications
- Not be used in the support or operation of a business other than that of EDS
- Never be used in a manner or for a purpose that would reflect unfavorably upon EDS' reputation, such as use in pursuit of illegal, unethical or otherwise questionable goals

You must also abide by all security procedures and controls to protect the integrity and security of EDS data and networks.

Limited and reasonable use of EDS resources for the purpose of performing duties associated with approved service on professional and trade associations, charities and community service organizations, and outside directorships is permitted.

For more information on this topic, see the Use of Corporate Assets Policy, the Financial Integrity Policy and the Security Policy.

EDS assets are intended to help us achieve business goals. Careless or inefficient use of company assets hurts all of us.

**Q:** *I use my Internet connection at work to check my stock portfolio. Is there any problem with that?*

**A:** *Limited personal use of the Internet - such as checking your stock portfolio on occasion - is acceptable. You should not, however, spend more than a very limited amount of time doing personal tasks at work. Your use of the company's time and resources in this manner takes away from the time that you would otherwise be devoting to EDS.*

## Software and Other Protected Intellectual Property

You should not use unlicensed or illegal copies of software. In addition, EDS licenses many computer programs owned by third parties. Our policies require you to respect the copyrights of others and use software licensed to EDS in conformance with applicable license agreements. Violation of a software license agreement could result in legal liability against both EDS and the responsible individual.

Other types of intellectual property, such as music, literary works, photographs, film, video and other published material, also have legal protection under most countries' laws. Before you download, use, distribute or copy such property, check with Legal Affairs to be sure that EDS has the legal right to do what you propose.

For more information on this topic, see the Use of Non-EDS Software Policy, the Financial Integrity Policy and the Security Policy.

As a provider of information technology services, it is important for EDS to comply with copyright and intellectual property laws. Do not violate license agreements and do not use unlicensed software on EDS' systems.

**Q:** *Our organization purchased a site license from a software company for a new computer program. A friend in another organization wants to use it and asked if I would make a copy. It would be for business use. Can I make the copy?*

**A:** *No. When a license agreement with a software supplier restricts the use of a program to a particular organization or site, we cannot make copies that violate the license agreement. Even copies for other EDS organizations may violate a license agreement.*

## Computers and Equipment, Network Security, Photographic and Audio Devices

Public electronic networks such as the Internet raise the potential for unauthorized access to e-mail and other files transmitted over such networks. Data security over public networks simply cannot be guaranteed. Therefore, take care to ensure sensitive information is sufficiently protected before it is routed through the Internet or other public networks.

The physical security of our network and equipment is everyone's responsibility. You must protect and secure this equipment at all times. You must protect the confidentiality and integrity of information used to access our networks, including IDs and passwords, hand-held authentication devices, pass codes, and building-access key cards. The same precautions should be taken to protect computer systems, including client, supplier and EDS data, application software and audit logs, and files for audit and recovery. You should log off the network or activate a password-protected screensaver whenever you leave your computer terminal or data device unattended or unsecured.

You may not use any type of photographic, video or audio recording device at an EDS or client facility unless specifically authorized by your leadership or the Chief Security & Privacy Office. This restriction applies to cameras and audio recording equipment incorporated into cell phones, personal digital assistants or other combination devices that can record. Carrying or using one of these devices for its primary purpose (e.g., as a cell phone) is not a violation; however, unauthorized use of all photographic and video or audio recording equipment is strictly prohibited.

The unauthorized use of these devices in the workplace poses a serious risk to both information security and employee privacy. Photographic images and audio recordings of EDS proprietary information regarding business processes, software designs and so forth could allow third parties to access and misappropriate our intellectual property or compromise the integrity and availability of our resources.

For more information on this topic, see the Use of Corporate Assets Policy, the Global Privacy and Data Protection Policy, the Security Policy, the Information Handling Security Policy, and the section of the Code titled "Personal Privacy/Data Protection."

- Our network security is the responsibility of every employee who uses the network. Safeguard your passwords and IDs and all hand-held devices, and take your responsibility seriously.
- Do not install or use unauthorized software on any EDS computer.
- Never provide your password to anyone - inside or outside the company - nor record it somewhere that it might be accessible by others.
- Do not use photographic, video or audio recording devices without proper authorization.

**Q:** *I found some free software on the Internet that I would like to use on a project. Can I install it on my company laptop?*

**A:** *You may only use public domain or freeware software if you first obtain your leader's approval. Note that "shareware" software is not in the public domain and is not necessarily free; it generally is subject to license terms. Do not use shareware without first obtaining your leader's approval and advice from Legal Affairs.*

## Electronic Communications

Whether communicating face-to-face or by means of electronic communication tools such as the computer, telephone, fax, voice mail, mobile messaging or other wireless communication devices, each of us must communicate professionally. EDS will not tolerate the use of its communications and messaging tools (including the Internet and intranet) to send, retrieve or store harassing, threatening, derogatory, defamatory or obscene messages or other such communications to anyone. Use of communication tools to send "chain letters," hoax notices or other such communications is not professional business behavior and is prohibited.

Sending technical data via the Internet or intranet to another country or, in some instances, to a national or citizen of another country, involves the export/import laws of both the transmitting and receiving countries. Similarly, many jurisdictions restrict certain commercial uses of electronic communications (like spam or telephone solicitations), and privacy laws may be impacted if any personal information is communicated. Never use electronic communication tools for commercial uses, such as mass faxing, mailings or telephone solicitations without first checking with Legal Affairs.

For more information on this topic, see the Export/Import Laws Policy, Use of Corporate Assets Policy, the Financial Integrity Policy, the Global Privacy and Data Protection Policy, the Security Policy, and the Information Handling Security Policy.

Remember that when you are using company resources to send e-mail or to access Internet services, you are acting as a representative of EDS. Any improper use of these resources may reflect poorly on EDS, damage its reputation, and expose you and the company to legal liability.

**Q:** *I sometimes use e-mail to send personal messages when I'm at work. Is that okay?*

**A:** *Occasional personal use of e-mail is acceptable. You should, however, have no expectation of privacy if you send e-mail using company computers. You also must abide by all company policies when using company computers. You must never send harassing or inappropriate e-mails, chain letters, personal advertisements or solicitations.*

## Accurate Books and Records and Disclosure

We must each ensure that financial information within our control is recorded accurately and in a timely manner in the company's financial accounts. No false, artificial or misleading statements or entries will be made in reports, business plans, books, records, accounts, documents or financial statements, including the omission of entries if such omissions could be misleading. You must accurately separate and report business and personal expenses. You must record all transactions in a manner that maintains accountability for all EDS assets and permits preparation of accurate financial statements.

EDS' chief executive officer and its senior financial professionals (including its chief financial officer, controller and chief accounting officer) have a special role to play in ensuring appropriate public disclosure of EDS financial information. These executives must adhere to policies and practices that promote full, fair, accurate, timely and understandable disclosures in reports and documents that are filed with or submitted to the United States Securities and Exchange Commission and in other public communications. At the same time, each of us must support such disclosures by ensuring information within our control is not only properly recorded, but fully, fairly and accurately communicated in a timely fashion to appropriate company personnel.

We all have a role in helping to ensure the books and records of the company and its subsidiaries comply with EDS accounting practices and generally accepted accounting principles. No lesser standard is acceptable. Detailed guidelines regarding accounting controls and financial reporting are available to EDS employees on the Finance Web site.

**Q:** *The quarterly reporting period ends in two weeks. Our numbers are slightly off-target, and my leader has asked that I record a few sales now that won't be finalized until next month. The sales are pretty much certain to happen. Is there any problem with this?*

**A:** *Yes, there is. Revenues must be reported during the appropriate reporting period, and the company's compliance with generally accepted accounting principles may not be compromised. You must report the request to your leader's leader, Legal Affairs, the Office of Ethics and Compliance, or the Ethics Helpline.*

## Document Retention

Various laws and regulations and the EDS Records Retention Policy require retention of certain EDS records, including electronic records, for specific periods of time. The subject matter of the record - not its form - determines the appropriate retention period.

You must not destroy records relevant or potentially relevant to pending or expected litigation, tax positions, audits or investigations. If EDS receives a subpoena to produce such records, you must not in any way modify or destroy the records. Unauthorized destruction or falsification of any relevant or potentially relevant records may lead to prosecution for obstruction of justice. If in doubt about the legality or propriety of destroying or changing any document or other record, you should consult the Corporate Records Center and Legal Affairs.

For more information on this topic, see the Records Retention Policy, the Documents and Records Archival site, and the Financial Integrity Policy.

**NEVER** destroy or alter records that are the subject of litigation or an investigation. It can get you and EDS into serious trouble.

**Q:** *Are electronic records, like e-mail, covered by the Records Retention Policy?*

**A:** *Yes, all EDS records - including electronic records - are subject to the policy. If you have any questions about specific retention periods, you should consult the EDS Corporate Records Retention Schedules on the Document and Records Archival site or contact the Corporate Records Center. In the case of employment records, you should contact Employee Relations or Legal Affairs.*

## Insider Trading

“Insider trading” can occur when a person buys or sells securities of a company while aware of material non-public information about that company. Material non-public information is any information that is not yet public and could reasonably be expected to affect the price of a company’s securities or be considered important by a reasonable investor.

The law and company policy prohibit insider trading. This prohibition on insider trading applies not only to trading in EDS securities, but also securities of EDS’ clients and suppliers or other entities having a business relationship with EDS. These rules also forbid sharing material non-public information regarding EDS or other companies with others who then trade in securities using the information.

The law and company policy may, however, permit you to trade in EDS securities regardless of your awareness of material non-public information if the transaction is made pursuant to a prearranged trading plan complying with applicable law. For additional information on trading plans, contact Legal Affairs.

If you have any doubt as to whether particular conduct may violate the restrictions on insider trading, you should contact the Office of Ethics and Compliance or Legal Affairs.

For more information on this topic, see the Insider Trading Policy and the Financial Integrity Policy.

Do not disclose material, non-public information about EDS, our clients, suppliers or other entities having a business relationship with EDS to anyone, including co-workers, who do not have a legitimate need to know such information for business purposes. Examples of material information include unannounced financial results and may include information concerning the following situations: sizable new or lost contracts; important personnel changes; major lawsuits; and possible mergers, acquisitions, divestitures or joint ventures.

**Q:** *In working with one of our clients, I’ve learned that the client is on the verge of a big breakthrough that I think will really help the client increase its sales. I want to purchase some of the client’s stock. Can I?*

**A:** *No. You cannot purchase stock in the client company until the information you have is disclosed to the public.*

## Communication with Outside Legal Counsel

Legal counsel representing other companies, government agencies or individuals may contact you seeking information about EDS business, our clients, employees or suppliers. To protect employees, directors, clients and EDS in connection with litigation and other legal matters, and ensure any information released is complete and accurate, you must, as a general rule, immediately refer all contacts from legal counsel outside the company to EDS Legal Affairs. Special issues may arise if you are contacted by government investigators. For additional information, see the "Government Investigations" section in this Code.

If in connection with EDS business you receive a subpoena to provide documents or appear as a witness, you must immediately contact Legal Affairs for assistance.

Generally, all contacts from outside legal counsel should be referred to Legal Affairs.

**Q:** *I got a call from a lawyer for one of our former clients, asking me questions about my work for this client. The lawyer's questions do not concern EDS; they concern a dispute between the former client and one of the client's former employees. Should I answer the lawyer's questions?*

**A:** *No, you should not speak with the lawyer without assistance from Legal Affairs. You should refer the lawyer to Legal Affairs.*

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## Obtaining Competitor Information

EDS participates in a highly competitive market. We will compete vigorously and fairly and always in an ethical and legal manner. We can gather information about our competitors from sources such as published articles, advertisements, brochures, other non-proprietary materials and surveys by consultants. We will avoid any practice that could result in or be perceived as inappropriately obtaining competitive information, such as theft, spying, bribery or breach of a competitor's nondisclosure agreement.

If there is any indication information you are offered was not lawfully obtained, you should refuse to accept it. If you receive any competitive information anonymously or that is marked confidential, you should not review it and should immediately contact Legal Affairs. Be aware that there are very strict rules that restrict obtaining non-public information from the government.

It is entirely proper for us to gather information about our marketplace, including information about our competitors and their products and services, but we must do so only in legal and appropriate ways.

**Q:** *It would be very helpful to me in repricing some of our services to know what our main competitor in this area is charging for the same services. I can't seem to find the information in public documents or on the competitor's Web site. Is it okay if I call the competitor - from home - pretending to be a customer?*

**A:** *No. You should never misrepresent yourself in order to obtain competitive information.*

## Maintaining the Highest Standards of Integrity in Contracting with Government Entities

Providing services to government organizations is a significant part of EDS' business. The laws, regulations and ethical considerations affecting our interactions with government entities often differ from dealings with non-government clients. We must maintain the highest standards and abide by all pertinent government contracting laws, rules and regulations. Failure to follow applicable rules can result in penalties, contract cancellation, suspension and debarment from future government contracting opportunities.

Anyone involved in selling, implementing or working on government contracts must be familiar with both the general rules of government contracting and the specific requirements applicable to their government contracts. Specific regulations, which may vary with different government entities, will dictate the contracting procedures to be followed. Government contracts do not exempt contractors from complying with the export/import regulations of the countries involved.

For more information on this topic, see the Conducting Business with Government Entities Policy and the EDS Policy for the Prohibition of Corrupt Payments.

Misconduct in government transactions, even when it results from lack of knowledge, can have serious consequences for our business. The rules governing government contracting are complicated. If your organization does not regularly do business with government entities, you should contact Legal Affairs before responding to a request for proposal to provide services to a government entity.

**Q:** *The government contract I'm working on requires us to purchase a particular product from a specific supplier. I found a cheaper source of supply. Can I switch?*

**A:** *No. You must follow the contract specifications exactly unless you first get the government's written approval to make a change.*

**Q:** *I discovered some inaccurate information was mistakenly provided to the government agency client in connection with a contract between EDS and the government agency. What should I do?*

**A:** *You should promptly inform your leader, Legal Affairs, or the Office of Ethics and Compliance. They can help you disclose the mistake in the appropriate way.*

## Classified and National Security/Official Secrets

Various laws and regulations govern the acceptance, protection, handling, disclosure and control of classified documents and information. You must adhere to all government regulations regarding classified information. You must also respect the strict rules of the government regarding those who may properly have access to and possession of copies of classified or other government data, including classified information entrusted to EDS by governments and their contractors. Each of us who has access to government-classified information must safeguard the security of that information. Report any breach of security immediately to Legal Affairs or the Chief Security & Privacy Office.

Our obligation to safeguard classified information continues until the information is declassified.

**Q:** *I know I can only disclose classified information to my colleagues who have the appropriate level of security clearance and a need to know. How do I verify security clearance?*

**A:** *Contact the Chief Security & Privacy Office before disclosing the information. They can verify a security clearance level for any EDS employee.*

## Government Investigations

As a general rule, investigation and litigation matters are handled exclusively by EDS Legal Affairs, and any documents that relate to an investigation or litigation should be immediately referred to that office. EDS fully cooperates with all government investigations.

While EDS cooperates with government investigations, it also has important interests to protect. EDS, for example, has confidentiality obligations to its clients, including, in some cases, the obligation to provide notice to the client when requested or ordered to provide information about the client. Accordingly, if a government representative contacts you with respect to an investigation, in most instances, you should politely advise the representative that EDS' policy is to fully cooperate in all government investigations and that responses must be coordinated through Legal Affairs. You should then immediately contact Legal Affairs to receive further advice. This process will help ensure the accuracy of the information EDS provides to the government.

There may be instances where contact with government investigators is appropriate. If you have any doubt or concern about the appropriateness of speaking with a government investigator, you may seek guidance anonymously through the Ethics Helpline. Please keep in mind that you are required to report any suspected wrongdoing to the company, and the company strictly prohibits retaliation against employees for making good faith reports of suspected misconduct.

**Never destroy or alter documents in anticipation of a request for them from the government, and always be honest in dealing with government agents and investigators.**

**Q:** *I just received a subpoena for certain EDS records from a government agency. What should I do?*

**A:** *If you receive a subpoena or other request for EDS, client or supplier documents, you should notify your leader and immediately forward a copy of the subpoena or request to Legal Affairs.*

## Political Contributions and Activities

Laws of certain jurisdictions prohibit the use of company funds, assets, services or facilities on behalf of a political party or candidate. To ensure compliance with applicable laws, each of us, including those who work at company operations located outside the United States, must obtain written consent from the Office of Global Government Affairs prior to committing any company time or resources for political purposes.

EDS does not restrict your personal participation in political activities or use of personal funds for political purposes. EDS will not reimburse you for any personal political contribution.

The EDS PAC (Political Action Committee) is a bipartisan, non-profit political action committee that makes contributions to federal, state and local candidates for elective office. This committee's activities are driven by employee membership in the form of voluntary contributions. All EDS PAC contributions and disbursements are publicly disclosed in accordance with election laws.

For more information on this topic, see the Political Contributions and Activities Policy and the Financial Integrity Policy. Also see the EDS Policy for the Prohibition of Corrupt Payments.

The laws and regulations governing corporate political activities are complex and vary dramatically in different countries and localities. Before engaging in any political activities on behalf of EDS, consult with the EDS Office of Global Government Affairs. This will help ensure the activity or contribution is legal and cannot be misconstrued as having been for any improper purpose.

**Q:** *My leader asked me and some others in our group to make a contribution to a friend's campaign for city council. Is that appropriate?*

**A:** *No. Even if your leader is not pressuring you, the request is inappropriate. If you are not comfortable speaking to your leader about this, you can speak with your leader's leader, the Office of Ethics and Compliance, or the Ethics Helpline.*

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## Anti-Money Laundering

Money laundering is the process by which large amounts of illegally obtained money (from drug trafficking, terrorist activity or other crimes) is given the appearance of having originated from a legitimate source. Money laundering is not limited to cash transactions; it also can include, among other things, checks (including traveler's, cashier's or third-party), money orders and all forms of electronic transfers, including transfers of currency and securities. EDS takes seriously its obligation to help close off the channels that money launderers use. If you observe or suspect a money laundering transaction, immediately contact Legal Affairs.

Money laundering is a problem of global proportions with potentially devastating consequences.

**Q:** *One of our clients called to say that it is changing banks and needs to pay its most recent bill in cash, because its new account isn't ready. What should I do?*

**A:** *Contact Legal Affairs, which will help you assess the situation. Cash payments should typically be considered suspicious and be investigated. Other types of potentially problematic payments include money orders, traveler's checks, cashier's checks, third-party checks or transfers from third-party accounts.*

## Bribery and Improper Payments

The laws of many countries, including the U.S. Foreign Corrupt Practices Act (FCPA), and EDS policy prohibit us from directly or indirectly giving or offering anything of value to government officials or officials of public international organizations for the purpose of gaining business or favorable government action. Payments need not take the form of cash to be prohibited. They may be anything of value, including gifts or services. Generally speaking, small business courtesies such as reasonable expenses for meals directly related to business promotion or contract performance are not prohibited. Determining what gift or payment may be permitted may involve difficult legal judgments. Therefore, do not make any payments or give gifts related to EDS business activities to government officials or officials of public international organizations unless the transaction is approved first by Legal Affairs.

In every case, we are required to maintain accurate records and internal controls.

For more information on this topic, see the EDS Policy for the Prohibition of Corrupt Payments, the Conducting Business with Government Entities Policy, the Financial Integrity Policy and the Contractor Compliance Process.

You must not, directly or indirectly, offer, pay or receive a bribe.

**Q:** *While I understand and appreciate EDS' desire to abide by high ethical standards, it is sometimes tough to do that and maintain our competitive standing. I will likely lose a big contract if I don't pay a local official a bribe. Does EDS really want me to lose the business?*

**A:** *Yes, EDS would rather lose business if gaining business requires bribery or other improper means. The short-term gain of winning that contract will be more than offset by the long-term loss of reputation and credibility if you get caught, and, more importantly, the contract is just not worth violating the law and our high standards of business ethics. If you are faced with a situation like this, speak to your leader, Legal Affairs, or the Office of Ethics and Compliance. EDS places great value on your decision to act appropriately in difficult circumstances.*

**Q:** *I am working with a foreign agent in Asia, who is helping me navigate some of the intricacies of contracting with a government there. I have some concern that some of the money EDS is paying the agent may be going toward paying bribes to government officials, but I have no actual knowledge bribes have been paid. Is this of any concern to EDS?*

**A:** *Yes, it is. EDS can be liable for bribes made to foreign government officials, even if they are made by an agent or subcontractor. We cannot avoid liability by "turning a blind eye" when circumstances indicate a potential violation of anti-bribery laws. You should report the matter to Legal Affairs immediately to get assistance in determining if any bribes have been paid. Remember it is also necessary to perform due diligence on agents or contractors prior to hiring them to help assure no bribes will be paid.*

## Export-Control Regulations

EDS conducts its international business in strict compliance with all applicable export laws and regulations. Under regulations administered by various export control agencies, the export of goods, services or technology from the United States or another country in which EDS conducts business may require a specific export authorization. U.S. export laws will continue to apply to the movement of U.S. origin items or technology, even after the items or technology have been exported from the U.S.

An export of any item or technology that was created in the United States may occur by sending, taking or transmitting commodities, software or technology across any national boundary or by disclosing technology to a non-U.S. person inside or outside of the United States. Information for the design, development, production or use of any product is defined as technology and includes design specifications, instructions, skills training, working knowledge and consulting services. Consult with the Office of Export Compliance, Legal Affairs, or the Office of Ethics and Compliance whenever questions on this subject arise.

For more information on this topic, see the Export/Import Laws Policy.

Export controls is a complex legal area with a host of regulatory requirements. Please consult with appropriate EDS personnel if you have any doubts about whether a conversation or exchange may be an export.

**Q:** *I am a software engineer located in the United States, and I sometimes deal with clients in other countries. Are all of my conversations with clients outside the U.S. "exports" of technology?*

**A:** *Your conversations with clients in or from other countries may constitute "exports," depending on what the conversation concerns. You should consult the Export/Import Laws Policy for detailed information, and consult Legal Affairs, the Office of Export Compliance, or the Office of Ethics and Compliance when specific questions arise.*

## International Boycotts

U.S. anti-boycott laws apply to economic boycotts of other countries that are not sanctioned by the U.S. These laws require U.S. companies and all their controlled subsidiaries to report most requests to support an unsanctioned boycott, whether the requests are oral or in writing. So that EDS can comply with these laws, you must report any suspicious requests or contract terms to the Office of Export Compliance and Legal Affairs even if you do not intend to comply with the request.

Examples of boycott requests we generally cannot comply with and must report:

- Certify the goods are not from a particular country.
- Certify EDS does not have an office in a particular country.
- Identify the race, religion and sex of all employees who will work on this project.

**Q:** *How do I know if I am being asked to engage in illegal boycott activity?*

**A:** *In attempting to identify boycott-related requests or restrictions, pay particular attention to requests for information or contract terms that require:*

- *Information about a person's past, present or prospective relationship with what the other party might refer to as "boycotted countries" or "blacklisted companies";*
- *Information about a person's race, religion, gender or national origin; or*
- *Discrimination against individuals or companies on the basis of race, religion, gender or national origin.*

*In recent times the Arab League boycott of Israel has been the primary boycott that leads to companies being prosecuted for participating in an unsanctioned boycott.*

## U.S. Embargoes and Restricted or Denied Parties

Currently, the U.S. and its allies maintain embargoes against a number of countries. In addition, the U.S. also prohibits commercial activities with parties that have violated the U.S. export laws or that have been specially designated as having intentions harmful to the U.S. EDS complies with applicable U.S. laws regarding these embargoes and with the restrictions against doing business with any prohibited party. Always screen the names of clients, suppliers or subcontractors by selecting the Denied Parties List from the "Quick Links" drop-down menu on the Export Compliance Web site.

See the Defense Trade Controls-Embargo Reference Chart for a list of countries who are also restricted from receiving defense articles and services. Consult the Office of Export Compliance or Legal Affairs if there are any questions about EDS' ability or the ability of EDS subsidiaries to do business involving a particular country or party.

When required by law, we must abide by embargoes and sanctions maintained by the U.S. and its allies.

**Q:** *I would like to send some products to a potential client in a country that is subject to a U.S. embargo. Would it be okay if I send the products to a company outside the U.S. and that company then sends them on to the potential client?*

**A:** *No. It is illegal to try to "get around" the embargo laws or to attempt to accomplish indirectly or through third parties what the embargo laws prohibit us from doing directly.*

## Fair Competition

Antitrust laws and trade regulations are designed to encourage healthy competition in a fair and reasonable business climate. Most antitrust laws and trade regulations apply to both the marketing of products and the marketing of services.

Generally, antitrust laws prohibit any activity that may improperly reduce or inhibit competition. We compete vigorously and fairly in the conduct of business matters and always in compliance with applicable antitrust laws. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices, restrict output or control the quality of products, or to divide a market for clients, territories, products or purchases. You should not agree with any competitor on any of these topics as these agreements are virtually always unlawful.

EDS must comply with all applicable competition laws. If you become aware of a conflict between U.S. laws and the laws of other nations, consult Legal Affairs.

Because of the complexity of antitrust laws, you must seek advice from Legal Affairs on any question regarding them. The penalties for violating antitrust laws and trade regulations can be extremely severe for both EDS and the individuals involved.

For more information on this topic, refer to the Antitrust Policy.

EDS depends on its reputation for honesty and integrity. The way we deal with our clients, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines our success. We compete vigorously but fairly, and always play by the rules.

**Q:** *A neighbor works for one of EDS' competitors. We have a friendly relationship, and last Sunday my neighbor asked me about pricing for one of our projects. I avoided the issue, but I'd like some guidance in case it happens again.*

**A:** *You must absolutely avoid talking about pricing with any of EDS' competitors. While we understand that, in social situations, it can sometimes be difficult to act appropriately, you need to explain to your friend that EDS' policy strictly prohibits you from talking about price or other terms of sale with competitors.*

## Compliance/Discipline

We are each responsible for reporting known and suspected violations of EDS policy or legal requirements. EDS takes all reports seriously. Each report is reviewed and, if substantiated, resolved through appropriate corrective and/or disciplinary action, which may include verbal reprimand, written reprimand or termination of employment. Subject to applicable law, EDS will consider disciplinary action under appropriate circumstances, including circumstances where someone:

**If you know it's wrong, don't do it. If you see something that seems wrong, report it.**

- Has authorized, condoned, participated in or concealed actions that violate these standards;
- Approves or disregards a violation, or through lack of diligence in supervision fails to prevent or report violations;
- Retaliates directly or indirectly or encourages others to retaliate for reported violations made in good faith; or
- Is uncooperative or untruthful during an investigation into any suspected violation of this Code, any EDS policy or legal requirement.

As part of EDS' procedure for receiving and handling complaints or concerns, EDS has established procedures for:

- The receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters; and
- The confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Such procedures are set forth in EDS' Financial Integrity Policy and at EDS' corporate Web site.

**Q:** *What if my leader asks me to do something that is illegal?*

**A:** *Don't do it! If you know or have a good faith reason to believe that it would be illegal or violate company policy, you should refuse to do it and report the matter to your leader's leader, Legal Affairs, the Office of Ethics and Compliance, or the Ethics Helpline.*

## Substantive Changes to and Waivers of the Code of Business Conduct

Any waiver of the Code of Business Conduct for any director or executive officer must be made by EDS' full Board of Directors or a designated committee of independent directors as required by law or stock exchange regulation. Substantive changes and waivers of the Code for directors and executive officers will be promptly disclosed as required by law or stock exchange regulation.

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## No Rights Created

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS for any specific period or under specific terms and conditions. Unless contrary to applicable law or the terms of a written contract executed by an appropriate officer of EDS, employment at EDS is for no definite period and may be terminated at any time by the company or by an employee for any reason or for no reason at all and with or without notice. EDS, however, cannot and will not terminate employees for any unlawful reason.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time, without advance notice.

## Director's Addendum to the EDS Code of Business Conduct

EDS Directors play a special role in the governance and conduct of EDS' business and affairs. In many cases, the duties and responsibilities and, therefore, the ethical obligations of non-employee (outside) directors are the same as or comparable to those of employees. Non-employee directors should adhere to the Code (including those provisions relating to conflicts of interest, corporate opportunities, confidentiality, fair competition, protection and proper use of EDS assets, and compliance with laws and regulations) in carrying out their duties on behalf of EDS to the extent and in a manner consistent with their special duties and obligations. Because outside directors are not employees of EDS, they are not and should not be subject in all respects to specific portions of the Code. Non-employee directors of EDS, for example, are not expected to obtain approval of any EDS leader before accepting employment with another company.

The conduct of both employee and non-employee directors is, in some cases, governed by additional principles to which employees are appropriately not subject, such as those contained in EDS' Corporate Governance Guidelines. For example, directors are expected to comply with the provisions of those Guidelines before accepting service on another board of directors.

Directors should (a) ethically handle situations that could give rise to a conflict of interest including the appearance of a conflict, (b) fully and promptly disclose any conflict of interest to the General Counsel as set forth in this Code, and (c) take appropriate preventative or corrective actions (e.g., recusal from certain decisions), as determined by the Board or a designated committee.



## Code of Business Conduct Certification

By signing below, I hereby acknowledge that I am aware of the EDS Code of Business Conduct, have access to it, and have read and understand it. I am also aware of how to seek guidance and report violations.

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

EDS NetID: \_\_\_\_\_

Keyword: certify

All employees and directors of EDS companies (except where the local law does not permit) are required to certify annually (new employees within thirty (30) days of hire). You can certify at <http://ethicscertification.eds.com> (preferred), or if EDS intranet connectivity is unavailable, by submitting a hard copy to your leader.

If an employee provides a hard copy, the manual certification is to be retained in the employee's employment file for the duration of his/her employment with EDS and for a minimum of five (5) years (or as required by more stringent applicable law) following the individual's separation from EDS employment. Upon receiving the manual certification form from the employee, the leader is to electronically certify on behalf of the employee at: <http://cobc.legalaffairs.eds.com>.

## Other Country Code Provisions

EDS operates in many countries and many cultures. We respect the laws and regulations of all of the places where we do business. Laws can sometimes differ and even conflict. If there is a conflict between applicable laws or between applicable law and a policy set forth in this Code, you should consult with Legal Affairs before taking any action. The following sections discuss certain provisions of laws of some of the places where EDS does business.

Canadian  
 United Kingdom  
 Australia  
 Danish  
 Irish  
 New Zealand  
 Norwegian  
 Swedish

## Canadian Code Provisions

### Outside Employment

Because EDS has clients, suppliers and other business relationships in different industries and settings, outside employment may create or appear to create a conflict of interest. As a result, and subject to applicable legislation, before accepting employment in addition to your role at EDS, any potential conflict of interest must be reviewed with your EDS leader and approved by that leader before accepting the additional job.

In accepting outside employment, remember your commitment to EDS. You should not use EDS time or resources to benefit the outside employer, and the employment should not adversely affect your judgment, decisions or ability to meet EDS work-assignment responsibilities.

### Psychological Harassment and Bullying

EDS Canada prohibits psychological harassment and bullying in the workplace, which includes repeated and hostile or unwanted conduct, verbal comments, actions or gestures that affect an employee's dignity or psychological or physical integrity, and that result in a harmful work environment for the employee. EDS expects employees to report such behaviour and leaders to promptly act upon such allegations. If an investigation confirms improper conduct occurred, EDS will take appropriate action.

### Application of Laws in the International Arena

Canadian law may govern our practices outside Canada. If you are uncertain, check with the Canadian office of EDS Legal Affairs or your EDS Human Resources representative about Canadian and/or foreign laws that affect your activities abroad.

For example, Canadian law prohibits (1) bribery, (2) export of some goods and technologies without a permit, (3) participating in international boycotts, and (4) trade with certain embargoed countries.

## **Bribery and Improper Payments**

Within Canada, governments seek to prevent and prohibit potential domestic corruption by a combination of statutes, parliamentary rules and administrative provisions. The Criminal Code includes offences that prohibit bribery, frauds on the government and influence peddling, fraud or breach of trust in connection with duties of office, municipal corruption, selling or purchasing offices, influencing or negotiating appointments or dealing in offices, possession of property or proceeds obtained by crime, fraud, laundering proceeds of crime, and secret commissions.

Internationally, Canada has actively participated in anticorruption initiatives in various international forums. In response to these initiatives, the Corruption of Foreign Public Officials Act features the offence of bribing a foreign public official. The offence of bribing a foreign public official is added to the list of offences found in the Income Tax Act to deny claiming bribe payments as a deduction. Amendments to the Criminal Code enable the prosecution of possession and laundering offences in respect of the offences of bribing foreign public officials, conspiracy or an attempt to commit the offence, as well as aiding and abetting and counseling others to commit the offences.

Beyond compliance with these laws, each employee is expected to avoid conduct that could appear to violate the law. Therefore, according to EDS policy, we should not make any payments or give gifts related to EDS business activities to officials of Canada or other countries unless the transactions are first approved by the Canadian office of EDS Legal Affairs.

## **Export-Control Regulations**

EDS conducts its international business in strict compliance with Canadian export laws and regulations. Under regulations administered by the Minister of Foreign Affairs, Export and Import Controls Bureau, the export of goods, services, or technology from Canada may require export permits.

Exports may occur by sending, taking, or transmitting commodities, software, or technology out of Canada. Because Canada is party to a number of international regimes related to the control of the export of “strategic goods”, and controls have been implemented to comply with Canada’s multilateral commitments, consult with the Canadian office of EDS Legal Affairs whenever the question of export arises.

## **International Boycotts**

It is an offence under the Foreign Extraterritorial Measures Act to comply with a foreign state’s or tribunal’s international trade or commerce policy that adversely affects or may adversely affect Canadian interests in relation to international trade or commerce, or that infringes Canadian sovereignty. All requests and contract terms that purport to have EDS comply with the trade restrictions or embargoes ordered by a foreign government or its agencies must be reported to the Director of the Canadian office of EDS Legal Affairs, who will take appropriate action.

## Embargoes

Currently, Canada maintains commercial embargoes against a number of countries. EDS complies with applicable Canadian laws regarding these embargoes. Because the list of embargoed goods and countries maintained by the Minister of Foreign Affairs changes frequently, consult with the EDS Canadian Export Compliance Coordinator 416 814 1543 if you have any questions about EDS' ability to do business with a particular country.

## Fair Competition

Fair competition laws and trade regulations are designed to encourage healthy competition in a fair and reasonable business climate. To provide clients with the best combination of price and quality, and to promote efficiency, companies that do business in Canada must comply with competition legislation.

In Canada, fair competition is governed primarily by the Competition Act, which was enacted to ensure the preservation and protection of free competition and to prevent artificial restraints on Canada's economic system. Individuals, such as EDS employees, must not enter into formal or informal arrangements (expressed or implied) with any competitor that set prices, costs, terms or conditions of sales or services; that assign clients, markets, territories, services, or product plans; or that deal with any other competitively sensitive or non-public information. The Competition Act also states that sellers cannot lessen competition by discriminating in price between the purchasers of commodities of like grade, quality, and quantity, and buyers cannot knowingly purchase commodities in such anticompetitive circumstances. Further, it is prohibited for a seller to pay a commission or to allow other compensation to get around this prohibition.

Most other countries where EDS does business also have laws restricting attempts to monopolise or control competition. It is EDS' obligation to comply with these laws where they are applicable. Conflicts between Canadian competition and trade laws and the laws of other nations will be addressed by the Canadian office of EDS Legal Affairs.

EDS' responsibility as a global corporate citizen requires compliance with these laws. Failure to comply will not be excused by the belief that the act was in the "corporate interest" or that it was "pursuant to instructions" from other people within the organisation. Beyond compliance, each employee is expected to avoid conduct that could appear to violate the law.

Because of the complexity of competition laws, it is imperative to seek advice from the Canadian office of EDS Legal Affairs on any question regarding them. The penalties for violating competition laws and trade regulations can be extremely severe for both EDS and the individuals involved.

### **Private Sector Personal Information Protection Legislation in Canada**

In addition to complying with the Global Privacy and Data Protection policy, EDS in Canada conducts its business in compliance with applicable statutes and regulations regarding protection of personal information. In Canada EDS has implemented, and monitors on a regular basis for changes, a comprehensive program to observe Quebec's An Act respecting the Protection of Personal Information in the Private Sector, B.C.'s Personal Information Protection Act, Alberta's Personal Information Protection Act, and the Personal Information Protection and Electronic Documents Act, each as such legislation applies to EDS with respect to personal information of its employees. This includes disclosing the purpose for which the information is collected and/or being shared with third parties, seeking consent if it is to be used for another purpose, retention for the statutory time periods, a mechanism to review and to correct (and if necessary register a complaint with the EDS Canada Privacy Officer) the personal information about the employee held by EDS.

EDS Canada's Personal Information Protection Policy is available to view in the Human Resources Section of the infoCanada Web site.

### **Substance Abuse Policy**

The testing provisions of the Substance Abuse Policy do not apply to EDS Canada.

### **No Rights Created**

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time without advance notice.

If you require clarification regarding a policy in Canada, please refer to the infoCanada site under Human Resources.

### **Code of Business Conduct Certification**

If an employee provides a hard copy of the Manual Certification Form, the form is to be retained in the employee's employment file for the duration of his/her employment with EDS and for a minimum of one (1) year (or as required by more stringent applicable law) following the individual's separation from EDS employment. Upon receiving the manual Code certification form from the employee, the leader is to electronically certify on behalf of the employee at: <http://cobc.legalaffairs.eds.com>.

## United Kingdom Code Provisions

### Outside Employment

Because EDS has clients in many different industries and has many suppliers and business relationships, outside employment may create or appear to create a conflict of interest. As a result, and subject to applicable legislation, before accepting employment in addition to your role at EDS, any potential relationship or employment must be reviewed with your EDS leader and approved by the leader before accepting the additional job.

In accepting outside employment, remember your commitment to EDS. You should not use EDS time or resources to benefit the outside employer, and the employment should not adversely affect your judgment, decisions or ability to meet EDS work-assignment responsibilities.

### Personal Privacy/Data Protection

Employee privacy can become an issue when personal use is made of EDS resources. Although EDS assets are intended for use in supporting and conducting EDS business, limited and reasonable personal use is permitted. (See the section titled "Proper Use of Corporate Assets and Resources" contained in this Code.) EDS reserves the right to monitor the use and contents of its assets and resources in accordance with applicable legislation. This will include employees, contract laborers and others using EDS' and its clients' facilities. Examples of such monitoring may include interception of e-mails, monitoring Internet access, monitoring telephone calls, monitoring of use of swipe cards, monitoring use of EDS and client computer facilities and systems, and recording activity with CCTV cameras for the purpose of employee safety and security of premises. Monitoring complies with employment contracts and policies and proper business practices.

If EDS is required to disclose data held on its electronic communications systems and networks, information such as employee password protection may be requested and must be provided to EDS.

Where appropriate and in accordance with applicable legislation, EDS reserves the right to pass on information and data obtained in the course of monitoring referred to above to the subject's leader or employer.

For more information on this topic, see the Use of Corporate Assets Policy, the Global Privacy and Data Protection Policy, the Financial Integrity Policy, the Security Policy, the Information Handling Security Policy, Enterprise Security Policies & Standards (ESPS), UK Electronic Communications Policy and the section of the Code titled "Computers and Equipment, Network Security, Photographic and Audio Devices."

## **Solicitation/Distribution**

In the interest of a professional work environment and to protect EDS employees and directors from unwanted solicitation, you may not solicit or distribute any non-work-related literature for any purpose during your working time or the working time of the person(s) you are soliciting. You may not distribute literature at any time in any working area. Selling, trading, or bartering of services or merchandise to others, as well as conducting personal business, is prohibited on EDS premises, except for company-endorsed activities. Participating in or soliciting for organised or commercial lotteries or other gaming or gambling activities is prohibited, except as permitted below.

Persons who are not employees may not solicit or distribute literature for any purpose on EDS premises at any time, unless they have the approval of the senior leader of the business or support organisation, as designated in the EDS Organization Chart published on infoCentre.

In the UK, this section of the Code does not prevent employees from participating in the national lottery or undertaking other gaming or gambling activities so long as such activity does not occur during an employee's working time and does not bring EDS into disrepute.

## **Substance Abuse, Enforcement Testing**

The principles and policy of maintaining a drug-free workplace will apply, but the Enforcement/Testing process will not apply to EDS employees in the UK.

## **No Rights Created**

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Where reference is made to the EDS Disciplinary Procedure this will be the EDS UK Disciplinary Procedure in place. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time without advance notice.

## Australian Code Provisions

### Drugs and Alcohol

The Substance Abuse policy applies, however it is not the practice to apply the Enforcement/Testing process to EDS employees in Australia.

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## Danish Code Provisions

### Substance Abuse, Enforcement Testing

The principles and policy of maintaining a drug-free workplace will apply, but the Enforcement/Testing process will not apply to EDS employees in Denmark.

### No Rights Created

The EDS code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Where reference is made to the EDS Disciplinary Procedure this will be the EDS Denmark Disciplinary Procedure in place. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps are to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time without advance notice.

## Irish Code Provisions

### Personal Privacy/Data Protection

Employee privacy also becomes an issue when personal use is made of EDS resources. Although EDS assets are intended for use in supporting and conducting EDS business, limited and reasonable personal use of company equipment and systems is permitted. (See the section titled “Proper Use of Corporate Assets and Resources” contained in this Code). Where not prohibited by law or regulation, EDS reserves the right to monitor the use and contents of its assets and resources. We should have no expectation of privacy when using EDS resources, whether for business or personal use. EDS may inspect the corporation’s facilities, property, records and systems, including electronic systems, and inspect the information contained in them with or without advance notice to employees - even when information is stored under an individual’s personal identification code or password. EDS employees will be made aware where such monitoring may take place.

For more information on this topic, see the Use of Corporate Assets Policy, the Global Privacy and Data Protection Policy, the Financial Integrity Policy, the Security Policy, the Information Handling Security Policy, Enterprise Security Policies & Standards (ESPS), and the section of the Code titled “Computers and Equipment, Network Security, Photographic and Audio Devices.”

### Sexual Harassment and Other Unlawful Behaviour

EDS does not tolerate sexual harassment or other unlawful behaviour in the workplace, whether committed by a co-worker, leader, client, contract laborer, supplier or anyone else. Actions, words, jokes or comments that are derogatory and based on any person’s gender, race, age, sexual orientation, gender identity, religion, disability, family status, marital status or Membership of the Traveller community will not be tolerated at EDS. Although sexual harassment appears in various forms and degrees, it generally consists of unwelcome sexual advances, unwelcome requests for sexual favours or other unwelcome verbal or physical conduct of a sexual nature. Sexual harassment occurs when submission to or rejection of sexual advances adversely affects your employment in any way (for example promotion, termination or unfavourable work assignments) or when unwelcome sexual conduct otherwise interferes with your job performance or creates an intimidating or hostile work environment.

### Solicitation/Distribution

In the interests of a professional work environment and to protect EDS employees and directors from unwanted solicitations, unless specifically preapproved by the senior leader of the business or support organisation, as designated in the EDS Organization Chart published on infoCentre, employees may not (1) solicit or distribute any non-work related literature for any purpose; (2) sell, trade or barter services or merchandise to others; or (3) conduct a personal business on EDS premises. Soliciting for organised or commercial lotteries or other gaming or gambling activities is prohibited.

Persons who are not employees may not distribute literature or solicit for any purpose on EDS premises at any time, unless they have the approval of the senior leader of your business or support organization, as designated in the EDS Organization Chart published on infoCentre.

### **Drugs & Alcohol: Substance Abuse, Enforcement Testing**

The principles and policy of maintaining a drug-free workplace will apply, but the Enforcement/Testing process will not apply to EDS employees in Ireland.

### **Outside Employment**

Because EDS has clients, suppliers and other business relationships in different industries and settings, outside employment may create or appear to create a conflict of interest. As a result, and subject to applicable legislation, before accepting employment in addition to your role at EDS, any potential relationship or employment must be reviewed with your EDS leader and approved by that leader before accepting the additional job.

In accepting outside employment, remember your commitment to EDS. You should not use EDS time or resources to benefit the outside employer, and the employment should not adversely affect your judgment decisions or ability to meet EDS work-assignment responsibilities.

### **Document Retention**

Laws, regulations and EDS guidelines require retention of certain records for various periods of time. When litigation or an investigation is pending, relevant records must not be destroyed. If EDS receives a subpoena or Order to produce records, EDS may not in any way modify these records. Such records include, but are not limited to, personnel files, working time records and electronic records.

### **No Rights Created**

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Where reference is made to the EDS Disciplinary Procedure, this will be the EDS Irish Disciplinary Procedure in place. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract, and EDS retains the right to unilaterally modify this Code at any time, without advance notice.

## New Zealand Code Provisions

### **Substance Abuse, Enforcement Testing**

The principles and policy of maintaining a drug-free workplace will apply, but the Enforcement/Testing process will not apply to EDS employees in New Zealand.

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## Norwegian Code Provisions

### **Substance Abuse, Enforcement Testing**

The principles and policy of maintaining a drug-free workplace will apply, but the Enforcement/Testing process will not apply to EDS employees in Norway.

### **No Rights Created**

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Where reference is made to the EDS Disciplinary Procedure this will be the EDS Norway Disciplinary Procedure in place. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time without advance notice.

## Swedish Code Provisions

### **Substance Abuse, Enforcement Testing**

The principles and policy of maintaining a drug-free workplace will apply, but the Enforcement/Testing process will not apply to EDS employees in Sweden.

### **No Rights Created**

Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps are to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

Any changes, modifications will be handled in compliance with the Swedish Act on Co-determination at Work (MBL), although EDS retains the right to unilaterally modify this Code at any time without advance notice.

In the event of need for corrective or disciplinary action, EDS Sweden will act in compliance with Swedish legislation and collective agreements.

