



## **Keane's Global Code of Business Conduct**

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# 1. Welcome

## A Message to all Keane Employees

Keane has built its strong reputation on exceptional delivery ability, high ethical standards, and a continuing focus on quality of service. I want to thank each of you for your efforts and contributions as we continue to grow our Company and look to the future. To that end, it is essential that each of us commit to conducting business in accordance with the highest ethical principles, and to complying with all applicable laws, regulations and Company policy.

To further this commitment, the Company has established these global standards for business behavior and practice. This document is intended to assist Keane Employees in honoring their obligation to uphold high ethical standards and obey all applicable laws and regulations in the conduct of our business. Because the Code cannot address every situation and issues continue to evolve in our rapidly changing environment, you can seek assistance, discuss concerns or report violations through numerous channels, as discussed in the Code.

Each employee should read the Keane Global Code of Business Conduct carefully and act in accordance with these policies. I am confident that each of you will share and honor our commitment to the high principles contained in this document.



Brian T. Keane  
President and Chief Executive Officer

## **1.1 Policy Statement**

It is Keane's policy to conduct its affairs in accordance with the highest moral and ethical principles and to comply with all applicable laws and regulations, both domestic and foreign. This Code of Business Conduct (the "Code") sets forth legal and ethical standards of conduct for officers and employees (collectively referred to as "Employees") of Keane, Inc. Although it is the purpose of the Code to present a clear statement of what is expected of all Employees, the Code cannot address all possible situations of concern that may arise. Accordingly, the Company has put a number of other policies and procedures in place to try to fill these gaps.

Employees are expected to be aware of this Code and the Company's policies and procedures, and to act in accordance with them at all times. You are expected to use good judgment and common sense in seeking to comply with this direction, and to ask for advice when you are uncertain. This Code applies to the Company and all its subsidiaries and other business entities controlled by it worldwide.

## **1.2 Responsibilities**

- The Company has the duty to communicate to all Employees the standards of ethics and conduct set forth in this Code and to enforce these standards at all levels.
- Every Employee of the Company has the duty to read, understand, and comply with this Code. Any Employee who has questions about, or suspects violations of, the Code has the duty to contact his or her supervisor or any member of the Keane Compliance Team. Suspected violations may also be reported anonymously at the Ethics Hotline, 1-877-888-0002 (International locations can call collect at 770-810-1147).
- Keane requires that all Employees, directors, contractors and agents comply with all laws, rules and regulations applicable to the Company wherever it does business. If you become aware of the violation of any law, rule or regulation by the Company, whether by its officers, employees, directors, or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor or to the Compliance Team or if necessary to the Board of Directors. While it is the Company's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an Employee because he or she in good faith reports any such violation. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.
- Managers and supervisors of the Company have the duty to make certain that all Employees under their supervision are advised of the current provisions of this Code and are periodically reminded of the importance of adhering to the principles set forth in it, and to create and maintain an environment where each Employee feels responsible for and comfortable with complying with this Code and reporting actual or suspected violations of it, without fear of retribution or retaliation.

## 2. Our Work Environment

### ***2.1 Equal Opportunity***

Keane is dedicated to the fair and equal treatment of its Employees and to providing employment opportunities on the basis of individual merit. To that end, Keane condemns and will not tolerate discrimination against its Employees or applicants on the basis of race, color, national origin, religion, sex, sexual orientation, disability, age, genetic information, ancestry, marital status, veteran status, or other basis protected by federal, state or local laws. Keane's nondiscrimination policy applies to recruitment, hiring, training, compensation, benefits, promotion, demotion, transfer, termination and all other terms, conditions and privileges of employment.

Additionally, Keane will make reasonable accommodation for qualified individuals with disabilities unless doing so would result in an undue hardship to the Company. An applicant or Employee who requires an accommodation in order to perform the essential functions of the job should contact his or her management team, or a human resources representative, to request such an accommodation.

It is the responsibility of every manager and Employee to conscientiously follow this policy. Any Employee who has any questions, issues, or suggestions concerning this policy should contact their manager, their local or Corporate Equal Employment Opportunity (EEO) Point of Contact (the Corporate EEO Officer can be contacted at [EEOOfficer@Keane.com](mailto:EEOOfficer@Keane.com)) or their local or Corporate Human Resources Department.

### ***2.2 Security Obligations***

All Employees have a right to work in an environment that is safe, secure, and free of violence. Employees have an obligation to work with the Company to achieve this goal by supporting access control practices, wearing Company identification, escorting visitors, and reporting unauthorized or suspicious activity and persons to their management or to the Director of Corporate Services if at the Corporate offices.

### ***2.3 Investigations***

Employees have an obligation to cooperate fully, truthfully, and candidly with all Company investigations into theft, fraud, misconduct, sexual harassment, and other violations of Company policy. Retaliation against anyone that makes a good faith complaint of improper conduct or who cooperates with an investigation into such conduct will not be tolerated.

### ***2.4 Policy Against Harassment***

The Company is committed to providing a productive and professional work environment. Accordingly, harassment of Employees occurring in the workplace or other work-related settings that is based on race, color, national origin, religion, sex, sexual orientation, disability, age, genetic information, ancestry, marital status, veteran status, or other basis protected by federal, state or local laws will not be tolerated by Keane. Each Employee is responsible for ensuring that his or her personal conduct and comments in the workplace support a professional environment that is free from unlawful harassment.

Any incident of harassment should be reported promptly to the Employee's supervisor, any other member of management, the EEO Officer or the Senior Vice President of Human Resources. It may also be reported through the Ethics Hotline. Managers who receive complaints or who observe harassing conduct should inform their HR representative. The Company emphasizes that an Employee is not required to complain first to his or her supervisor if that supervisor is the individual who is harassing the Employee. Every reported complaint of harassment will be investigated thoroughly, promptly, and in a confidential manner. In addition, the Company will not tolerate retaliation against any Employee for cooperating in an investigation or for making a harassment complaint in good faith to Human Resources or to any other manager.

## ***2.5 Drugs and Alcohol***

It is the intent of the Company to maintain a workplace that is free of illegal drugs and alcohol and to discourage drug and alcohol abuse by its Employees. The Company specifically prohibits the following acts while in the workplace or on Company business:

- The unauthorized use, possession, purchase, sale, manufacture, distribution, transportation, or dispensation of alcohol, illegal drugs, or other controlled substances;
- The purchase, sale, manufacture, distribution, transportation, or dispensation of any legal prescription drug in a manner inconsistent with law;
- Being under the influence of alcohol, or illegal drugs; or
- Working while impaired by the use of a legal drug whenever such impairment might endanger the safety of the Employee or some other person, pose a risk of significant damage to Company property, or substantially interfere with the Employee's job performance.

If an Employee occupies a safety-sensitive position, the Employee may be requested to take a drug test, to the extent permitted by applicable laws and regulations. Employees and applicants may be required to submit to drug and alcohol testing, to the extent permitted by applicable law, before being permitted to work on certain customers' projects, at the customers' request.

All Employees should familiarize themselves with Keane's Drug-Free Workplace Policy. Among other requirements, if you are convicted of violating a drug statute while on Company property or business, and you are assigned to work under a government contract, you must report this fact to your supervisor within five days of the conviction.

## 3. Conflicts of Interest

### **3.1 Activities Outside the Company**

Generally, Keane has no interest in preventing Employees from engaging in lawful activities during non-working hours. However, Employees must make sure that their outside activities do not conflict or interfere with their responsibilities to the Company. A conflict of interest occurs when your personal interest interferes, or is perceived to interfere, with the interests of the Company. A conflict of interest can arise whenever you, as an Employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively. For purposes of considering conflicts of interest, the term "Family Member" includes immediate family members or members of the Employee's household.

For example, Employees generally may not:

- Engage in self-employment or perform paid or unpaid work for others in a field of interest similar to or competitive with services provided, or products sold, by Keane.
- Use proprietary or confidential Company information for personal gain or to the Company's detriment.
- Use Company assets or labor for personal use.
- Acquire any interest in property or assets of any kind for the purpose of selling or leasing it to the Company.
- Appear to represent Keane as the participant in an outside activity unless Keane has explicitly authorized the Employee to represent Keane.

Employees should exercise caution before deciding to serve on the Board of Directors of a public company, or on the Customer Advisory Board or Technical Advisory Board of any for-profit enterprise. If you have any questions as to whether such a position constitutes a conflict of interest you should discuss it with your manager or a member of the Compliance Team. Officers of the Company must follow the approval requirements in Keane's Conflict of Interest policy.

### **3.2 Community Activities**

Keane encourages all Employees to be actively involved in their communities through volunteer service to charitable, civic, and public service organizations and through participation in the political process.

Employees must make sure, however, that their service is consistent with their employment with Keane and does not pose a conflict of interest. This is particularly important before accepting any leadership position (such as membership on the board of a charitable or civic organization) and before seeking or accepting political office.

### **3.3 Relationships with Suppliers and Customers**

In dealing with suppliers, vendors, customers and members of the financial community (such as underwriters and analysts), Employees may not engage in any activity which creates or appears to create a conflict between their personal interests and the interests of the Company.

It is not feasible to describe all situations in which a conflict of interest could arise in the course of dealing with suppliers, vendors, customers, or members of the financial community. Some of the more common conflicts that Employees should avoid include the following:

- Accepting inappropriate personal gifts or entertainment from competitors, customers, suppliers, potential suppliers, or members of the financial community. This Code contains a separate section entitled “Gifts, Gratuities, Entertainment, and Other Considerations” that addresses this subject in detail.
- Participating in, effecting, or influencing a transaction where the supplier, vendor, or member of the financial community is a relative or Family Member of the Employee.
- Serving as an Employee, consultant, advisor, or director of, or maintaining a material financial investment in any supplier, vendor, customer, or member of the financial community.

### **3.4 Relationships with Competitors**

Employees must avoid even the appearance of a conflict of interest in their relationships with competitors. Employees may not:

- Maintain, or permit any Family Member to maintain, a material financial investment in the business of a Keane competitor.
- Provide compensated or uncompensated services to a competitor, except for services rendered under a valid Keane contract.
- Disclose any Company proprietary information to a competitor unless the competitor is also an actual or potential supplier or customer of the Company and the disclosure has been approved by appropriate Keane management and a Nondisclosure Agreement is in place.
- Utilize for any unauthorized purposes or disclose to a competitor or other third-party any proprietary data that has been entrusted to the Company by a customer or supplier.

Relationships with competitors may, under some circumstances, give rise to antitrust concerns. This Code contains a separate section entitled “Antitrust” that addresses this subject in detail.

### **3.5 Questions About and Reporting Conflicts of Interest**

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to rise to a conflict of interest to the Compliance Team. Employees at the “Director” level and above must certify that they do not have any conflicts, or have obtained the necessary approvals for certain relationships, in the annual certification process required by Keane’s Conflict of Interest policy. These certifications are summarized and reported to the Audit Committee of the Board of Directors annually.

## 4. Technology Use and Privacy

Keane provides various Technology Resources to authorized Employees to assist them in performing their job duties for the Company. Each Employee has the responsibility to use the Company's Technology Resources in a manner that increases productivity, enhances the Company's public image, and is respectful of other Employees. Failure to follow Company policies regarding Technology Resources may lead to disciplinary measures, up to and including termination of employment.

### **4.1 Technology Resources**

Technology Resources include all electronic devices, software, and means of electronic communication, including but not limited to: personal computers and workstations; laptop computers; mini and mainframe computers; computer hardware such as disk drives and tape drives; peripheral equipment such as printers, modems, fax machines, and copiers; computer software applications and associated files and data, including software that grants access to external services, such as the Internet; electronic mail; telephones; cellular phones; pagers; Palm Pilots and other handheld devices; and voicemail systems.

### **4.2 Authorization**

Access to the Company's Technology Resources is within the sole discretion of the Company. Generally, Employees are given access to the Company's various technology resources consistent with their job functions. The Company reserves the right to limit such access by any means available to it, including revoking access altogether.

### **4.3 Use of Technology Resources**

The Company's Technology Resources are to be used by Employees only for the purpose of conducting Company business. Employees may, however, make use of the Company's Technology Resources for the following incidental personal uses so long as such use is reasonable, does not interfere with the Employee's duties, is not done for pecuniary gain, does not conflict with the Company's business, and does not violate any Company policy or any law or regulation.

- To send and receive occasional personal communications, including using the telephone system to make occasional brief personal calls;
- To prepare and store incidental personal data (such as personal calendars, personal address lists, and similar incidental personal data) in a reasonable manner; and
- To access the Internet for brief personal searches and inquiries during meal times or other breaks or outside of work hours, provided that Employees adhere to all other usage policies.

Any incidental use must not impede or overload the performance of any Company or client system or network.

The Company assumes no liability for loss, damage, destruction, alteration, disclosure, or misuse of any personal data or communications transmitted over or stored on the Company's Technology Resources. The Company accepts no responsibility or liability for the loss or non-delivery of any personal electronic mail or voicemail communications or any personal data stored on any Company property. The Company discourages Employees from storing important personal data on the Company's Technology Resources.

#### ***4.4 No Expectation of Privacy; Company Right of Access to Technology Resources***

Employees should understand that they have no right of privacy with respect to any messages or information created or maintained on the Company's Technology Resources, including personal information or messages. All messages sent and received, including personal messages, and all data and information stored on the Company's Technology Resources, including the Company's e-mail system, voicemail system, and computer systems, are Company property regardless of the content. The best way to guarantee the privacy of personal information is not to store or transmit it on the Company's Technology Resources.

The Company does not routinely monitor or examine Employee use of its Technology Resources. The Company reserves the right, however, to access, retrieve, review, intercept, read and disclose any information stored or available in any of its Technology Resources, including Employee computer files, electronic mail, voicemail, and usage information, at any time, at its sole discretion. The Company also reserves the right to monitor its Technology Resources at any time in order to determine compliance with its policies, for purposes of legal proceedings, to investigate misconduct, to locate information, or for any other business purpose.

#### ***4.5 Prohibition Against Harassing, Discriminatory, Threatening, and Defamatory Use of Email***

Electronic mail is generally a less formal method of communication than written memoranda. Employees must therefore take special care to avoid permitting informality to deteriorate into improper use. Under no circumstances may an Employee use the Company's Technology Resources to transmit, request and receive, or store any information that is discriminatory, harassing, threatening, or defamatory in any way, or that in any way violates the Company's policy against harassment.

#### ***4.6 Prohibition Against Violating Copyright Laws***

Employees may not use the Company's Technology Resources to copy, retrieve, forward, or send copyrighted materials unless the Employee has the author's permission or is accessing a single copy only for the Employee's reference. The downloading of software, tools or other copyright protected material from the Internet without prior approval from the Company's IT Department management is prohibited.

#### ***4.7 Other Prohibited Uses***

Employees may not use any of the Company's Technology Resources for any illegal purpose, violation of any Company policy, in a manner contrary to the best interests of the Company, in any way that discloses confidential or proprietary information of the Company or third parties, or for personal or pecuniary gain.

#### ***4.8 Passwords***

Some of the Company's Technology Resources can be accessed only by entering a password. Passwords are intended to prevent unauthorized access to information. Employees are expected to maintain their passwords as confidential. Employees must not share passwords and must not access coworkers' systems without express authorization.

#### **4.9 The Internet and Online Services**

The Company provides authorized Employees access to online services such as the Internet. As noted earlier, the Company expects that Employees will use these services in a responsible way and for primarily business-related purposes. Under no circumstances may Employees use the Company's Technology Resources to access, download, or contribute to the following:

- Gross, indecent, or sexually oriented materials;
- Illegal drug-oriented sites;
- Gambling and game sites; or
- Job-search sites (other than in connection with Keane business).

In addition, Employees may not use the Company's Technology Resources, or that of any client, to post messages, or respond to postings, on message or "chat" boards relating to the Company's business, even to correct misinformation. Similarly, Employees should not sign "guest books" at Web sites or post messages to Internet news groups or discussion groups at Web sites using the Company's or client's Technology Resources.

#### **4.10 Software Use License Restrictions**

All software in use on the Company's Technology Resources is officially licensed software. No software is to be installed or used that has not been duly paid for and licensed appropriately for the use to which it is being put. No Employee may load any software on the Company's computers, by any means of transmission, unless authorized in advance by the Company's Information Technology Department. Authorization for loading software onto the Company's computers will not be given until the software to be loaded has been thoroughly tested for compatibility with installed or accessed Company business systems and software is scanned for viruses.

#### **4.11 Confidential Information**

Keane is very sensitive to the protection of trade secrets and other confidential and proprietary information of both the Company and third parties, including suppliers and customers ("Confidential Information"). Employees are expected to use good judgment and to adhere to the highest ethical and legal standards when using or transmitting Confidential Information on the Company's Technology Resources. Examples of Confidential Information include, but are not limited to, non-public information pertaining to: business and strategic plans; pricing information and rate structures; merger and acquisition activity; financial plans and forecasts; plans for new service offerings or products; customer lists; customer proposals; presentations; methodologies; marketing and sales plans and forecasts; Company phone lists, organization charts and e-mail lists.

Unauthorized copying, use, disclosure or circulation of Confidential Information is strictly prohibited. Confidential Information may only be used within the ordinary course of your employment with the Company. Confidential Information should not be accessed through the Company's Technology Resources in the presence of unauthorized individuals. Similarly, Confidential Information should not be left visible or unattended. Employees should use caution when sending Confidential Information over the Internet. Employees also should verify electronic mail addresses or facsimile numbers before transmitting any messages or Confidential Information.

Any Confidential Information transmitted via the Company's Technology Resources should be marked with a confidentiality legend.

## 5. Gifts, Gratuities, Entertainment, and Other Considerations

### 5.1 Gifts

Except as set out below, Employees should refrain from giving and receiving business-related gifts. Any exceptions to this guideline must be approved in writing by the appropriate Senior Vice President and a member of the Compliance Team.

- Employees should never solicit or accept any gift of any amount of cash, loans, or other financial favors.
- No Employee may solicit any business-related gift or accept such a gift with a value of more than \$250 from a person or organization seeking to have or having a business relationship with Keane, or which has interests that could be substantially affected by actions of Keane.
- No Employee may give a business-related gift of more than \$250 to any person or organization on behalf of Keane. Note that the rules relating to U.S. and foreign government personnel are more stringent. This Code contains separate sections entitled "Offering Hospitality to U.S. Government Employees," "Doing Business Internationally" and "Government Contracting" that address this subject in greater detail.
- No Employee should accept a customer, vendor, or supplier discount for themselves unless it is approved and available to all Keane Employees.

Invitations to participate in so-called "directed shares," "friends and family," and similar stock purchase programs of customers, vendors, or suppliers of Keane are considered to be gifts. Employees should decline to participate in such programs unless they have sought and received written approval to participate from the appropriate Senior Vice President and the Compliance Team. Such approval may be granted where the offer to participate was made to the Employee irrespective of any past, present, or future connection with Keane and without the actual or apparent intent to influence the Employee's objective business judgment.

### 5.2 Business-related Meals, Entertainment, and Travel

Employees may provide or accept business meals, entertainment, lodging, and travel, including attendance at sporting or cultural events, as long as it is associated with an occasion at which business is discussed, and is provided as a normal part of business. The value of the activity must be reasonable and permissible under Keane's expense account procedures, regardless of whether or not Keane is paying for the activity. Employees must obtain prior approval from their manager before accepting or offering business-related lodging, travel, or attendance at sporting, cultural, or other business entertainment events the value of which exceeds \$250.

### **5.3 Offering Hospitality to U.S. Federal and State Government Employees**

Employees may not give or offer to give to any government employees (Federal, State or local) who are prohibited from accepting such consideration any entertainment, meal, travel, gift, or other item of value.

If government employees are present at conferences or meetings at which the Company is providing refreshments or a light meal, a contribution basket should be placed conspicuously next to the refreshments so that the government employees may contribute an appropriate amount for the cost of any refreshments or meals they consume.

Employees may entertain socially any friends or relatives employed by government agencies provided that the entertainment is clearly not related to Company business. No expenses of such entertainment are reimbursable by the Company. For a further explanation of guidelines applicable to doing business with the government, see the section entitled "Government Contracting" in this Code.

### **5.4 Bribes and Kickbacks**

The use of Company funds, facilities or property for any unlawful or unethical purpose is strictly prohibited.

- No Employee or agent is permitted to offer, give, or cause others to give, any payments for the purpose of influencing the recipient's business judgment; for instance, to buy a Keane product or service. Such payments include, but are not limited to, money, favors, entertainment, or gifts.
- Employees may not solicit or accept a kickback or bribe, in any form, for any reason.

## 6. Business Relationships

### **6.1 Customer Relationships**

Our customers are of the utmost importance to Keane. Employees should always treat customers and potential customers according to the highest standards of business conduct.

It is Keane's policy to always sell our solutions and services on their merits and to avoid making disparaging comments about the goods and services of competitors. Employees should refrain from commenting upon the character, financial condition, or potential legal or regulatory problems of competitors. Employees should follow the following guidelines in selling our products and services:

- Sell on the strength of our Company and our solutions, not on the weaknesses of our competitors.
- Do not make claims about our products or services unless the claims are both factual and complete and can be fully substantiated.
- Do not make claims about a competitor's products or services unless the claims are based on the competitor's current published materials or other factual data approved for selling purposes by Keane.
- If a customer or potential customer has a contract with a competitor or has placed a firm order with a competitor, do not suggest that the customer revoke, rescind or breach that contract or order.

### **6.2 Privacy of Customer Communications**

Our customers trust us with one of their most important assets — information. We must honor this trust by protecting the privacy of customer communications, whether the communication is in electronic, voice, written, or other form.

Keane has established the following guidelines to protect privacy of customer communications:

- Do not eavesdrop, record, or divulge the contents of any customer conversation, electronic message, or other transmission. Never let anyone else do so.
- Do not divulge to any other individual, except an authorized Employee requiring the information for a legitimate business reason, any information about the customer's (or their customers') communications, identity, or other business information or records.
- Do not use any customer information from any communication transmitted over Keane facilities for your personal benefit or that of anyone else.
- Do not access customer records or information in any system, for any reason, except for official Keane business.

### **6.3 Selecting Suppliers**

Keane's suppliers — companies and individuals that sell products and services to Keane — are vital to our business. Employees should always treat suppliers and potential suppliers in accordance with the highest standards of business conduct.

Suppliers should be selected on the basis of objective criteria, such as value (quality for price), price, technical excellence, service reputation, and production/service capacity. Employees should never say or write anything that a supplier or potential supplier may interpret as a commitment to do business unless expressly authorized to do so.

### **6.4 Working with Existing Suppliers**

Employees should follow the following rules when working with existing suppliers:

- Never interfere with a supplier's contracts or business relations with a competitor of Keane.
- Never reveal confidential information about one supplier to another supplier or to anyone outside of Keane. This includes information about services or products supplied, pricing, Service Level Assurances, purchase volumes, and other terms and conditions.
- Follow Keane's guidelines concerning gifts, gratuities, entertainment, and other considerations of value. This Code contains a separate section entitled "Gifts, Gratuities, Entertainment, and Other Considerations" that discusses this subject in greater detail.
- Avoid any interest that conflicts with, or appears to conflict with, the Employee's responsibility to Keane. This Code contains a separate section entitled "Conflicts of Interest" that discusses this subject in greater detail.
- Reject any agreement with a supplier that restrains, or may appear to restrain, competition. Such agreements violate Keane policy and may violate the law. Individuals with procurement responsibility should review the sections of this guide concerning antitrust and should be familiar with applicable laws. If you are unsure whether a proposed agreement violates this guideline, contact the Corporate Legal Department.

### **6.5 Sales Agents, Representatives, Distributors, and Consultants**

Agreements with sales representatives, agents, marketing consultants, distributors, and other parties require adherence to Keane policies and applicable U.S. and foreign government laws and regulations. The Company requires appropriate management approval and a review by the Corporate Legal Department prior to entering into any such agreements.

The Company and its Employees shall take the necessary steps to ensure that Keane's intermediaries, consultants, distributors, agents, or representatives are familiar with, understand, and adhere to the policies contained in this Code.

### **6.6 Contracts and Commitments**

No Employee may agree to or sign any contract or agreement binding Keane without express authorization.

The Company has instituted contract and signature approval policies that identify those individuals who have authority to approve and sign certain contracts binding Keane and its subsidiaries. If there are any

questions about which Employees have signature authority for a given contract, contact the Corporate Legal Department.

An Employee should never say or write anything — including, for example, entering into a Letter of Intent or Memorandum of Understanding — that could be construed by another party as a commitment by Keane, unless expressly authorized to do so. Any questions about what constitutes a legal commitment should be referred to the Corporate Legal Department.

## 7. Doing Business Internationally

Keane is committed to the highest business conduct standards wherever it operates. Keane observes these standards worldwide, even at the risk of losing business. While no one can anticipate all the situations that may present challenges to Employees doing business in the worldwide marketplace, the following guidelines always apply:

- Observe all laws and regulations, both U.S. and non-U.S., that apply to our business abroad.
- Paying bribes to government officials is absolutely prohibited, even if those bribes are common practice. Employees may not give, promise to give, or authorize giving to a foreign official, a foreign political party, an official of a foreign political party, or a candidate for foreign political office any money or gift to: (1) influence their acts or decisions; (2) induce them to do or omit to do any act in violation of their lawful duty; or (3) induce them to use influence with a foreign government or agency.
- Do not cooperate with illegal boycotts.
- Observe all licensing requirements and the requirements of applicable import and export control laws, as well as all laws and regulations pertaining to privacy and data transfer.
- Do not enter into an agreement with an agent or consultant that relates to Keane's business outside the United States unless all appropriate approvals have been obtained as set forth in Keane policies and policies of its foreign subsidiaries.
- The laws governing Keane's business in foreign countries are extensive and complex and may be different from those in the United States. No new Keane services should be offered in any new country without the prior approval of the Corporate Legal Department and then only in accordance with the local country's applicable regulations and requirements.

If you have any questions about the legality of providing Keane services outside the United States or about any aspect of international law or regulation, contact the Corporate Legal Department.

### ***7.1 Facilitating Payments to Low-Level Non-U.S. Governmental Employees and Officials for Non-Discretionary Action***

As noted, Keane is committed to complying with the laws of the countries where we operate. In some countries, there is a very limited category of small payments condoned by foreign governments and referred to as "expediting payments" which United States law permits outside the United States.

These "facilitating payments" to non-U.S. governmental officials outside the United States are distinguished from payments made to influence a discretionary decision or to cause a violation of, or an act in conflict with, the interests of an individual's employer, which are strictly prohibited.

In addition, the Foreign Corrupt Practices Act prohibits giving money or items of value to a foreign official for the purpose of influencing a foreign government, and such actions are strictly prohibited.

While facilitating payments are allowed, they must be reported annually to Internal Audit. Internal Audit will monitor the amounts and nature of facilitation payments and present an annual summary report to the Audit Committee of the Board of Directors. If you have any questions regarding the reporting of facilitating payments you should reference the Keane Corporate Financial Policy and Standard Practice "Authorization and Reporting of Facilitating Payments at International Locations" or contact a member of the Compliance Team.

## **7.2 Export Regulation**

Because of the international nature of our business, Keane is subject to the export laws and regulations of the United States and certain foreign governments. These laws and regulations govern the international transfer of all products and services of Keane, as well as technology, information and ideas belonging to Keane.

Under U.S. law, no Technology may be exported without the proper government export licenses and documentation. Exports of technology include not only technology shipped via freight, but also technology that is hand-carried (Employees traveling overseas), sent via courier services or U.S. mail, electronically transmitted, or disclosed to foreign nationals in the United States or abroad. "Technology" is defined as hardware, software, technical documentation, product specifications, technical data, etc.

It is the responsibility of Employees to ensure that proper documentation accompanies each export or disclosure. Any export or re-export without the proper export license or documentation can jeopardize Keane's compliance with U.S. export laws, as well as those laws of foreign countries. Non-compliance can result in denial of export privileges, criminal penalties, seizure of commodities, and/or fines to Keane and its Employees.

Any questions regarding this policy or an export in particular should be directed to the Corporate Legal Department.

## **7.3 Anti-Boycott**

The United States has enacted anti-boycott regulations which make unlawful certain actions, including but not limited to furnishing information about business relationships with boycotted countries, or information about race, religion, sex, or national origin.

Anti-boycott compliance issues arise most frequently in connection with the Arab boycott of Israel. In the event that an Employee or agent is asked for any prohibited information or to take any action in furtherance of a boycott, the Employee or agent should respond only with the following statement: "Company policy and U.S. law do not permit me to respond" to the question or request.

Requests for boycott information, or requests to take any actions in furtherance of a boycott, must be reported immediately to the Corporate Legal Department.

## 8. The Government, Securities Laws and the Media

### **8.1 Government Contracting**

Detailed laws and regulations govern virtually every aspect of doing business with the federal and state governments and their agencies. Employees must adhere to the highest standards of honesty and integrity in their relations with government officials and employees. For example, Employees should observe the following principles when bidding or performing government contracts:

- Comply with all federal and state acquisition regulations.
- Obey the requirements of the Federal Acquisition Regulations (FAR), including the Procurement Integrity Act and False Claims Act. No Employee or consultant of Keane may knowingly engage in prohibited discussions, offer gratuities, or solicit or receive proprietary or source selection information from a procurement official. No Employee or consultant of Keane may subject himself or the Company to civil or criminal penalties by knowingly presenting false claims or false statements to an agency or agent of a federal or state government.
- Do not offer or provide meals, transportation, gifts, or other consideration to any government employees who are prohibited from receiving such consideration. If government employees are present at conferences or meetings at which the Company is providing refreshments or a light meal, a contribution basket should be placed conspicuously next to the refreshments so that the government employees may contribute an appropriate amount for the cost of any refreshments or meals they consume.
- Obey all federal and state election requirements with regards to political contributions and any limitations, including reporting requirements, on gifts and travel imposed by federal or state legislatures.
- Obey the regulations governing current and post-government employee conflicts of interests. Obtain all appropriate government approvals prior to recruiting or hiring current or former government employees.
- Obtain appropriate licenses prior to exporting or even discussing certain technologies with citizens of other countries.

These guidelines are not intended to be all-inclusive, and Employees who deal with the government or work on matters relating to government contracts should familiarize themselves with Keane's policies on contracting with government agencies.

Employees who deal with government representatives are responsible for knowing and obeying the laws and regulations applicable to doing business with the government. Questions relating to these laws, regulations, or any other aspect of doing business with the government should be referred to the Corporate Legal Department.

## **8.2 Inside Information and Blackout Periods**

### **Inside Information**

Inside information is material information about a publicly traded company that is not known by the public. Information is considered "material" if it could affect the market price of a security or if a reasonable investor would attach importance to the information in deciding whether to buy, sell, or hold a security. Inside information often relates to financial conditions, such as progress toward achieving revenue and earnings targets or projections of future earnings or losses of the Company. Inside information also includes changes in strategy regarding a proposed merger, acquisition or tender offer, new products or services, contract awards, and other similar information.

Inside information is not limited to information about Keane. It also includes material, non-public information about others, including the Company's customers, suppliers, and competitors.

Insider trading occurs when an individual with material, non-public information trades securities or communicates such information to others who trade. An insider who trades on the basis of material inside information violates the law. An insider who "tips" others violates the law if such persons trade on the basis of material inside information. For purposes of this policy, "Insider" means all officers, directors, Employees, consultants, and contractors of the Company and its subsidiaries, and all members of the immediate families and households of those persons. In addition, anyone who receives inside information from an Insider is an Insider. Insiders should assume that they have material inside information about Keane and its customers or suppliers.

Insiders are prohibited from:

- Buying or selling stock or other securities while aware of inside information.
- Passing inside information to others, including Family Members.
- Trading when in possession of inside information received because of a confidential relationship or permitting others to trade on the information.
- Trading in the securities of other companies, including the securities of our customers or vendors, when in possession of inside information relating to such other companies.

Trading or helping others trade while aware of inside information has serious legal consequences, even if you do not receive any personal financial benefit. You may also have an obligation to take appropriate steps to prevent insider trading by others. Any Insider possessing inside information may not discuss or disclose such information with or to any other Employee or outside contact, unless that individual has a clear right or need to know such information in order to fulfill his or her responsibilities to the Company. Under no circumstances should an Insider make inside information available to his or her Family Members or business or social acquaintances.

Federal law imposes severe sanctions against those who engage in insider trading. Individuals who trade on inside information may be subject to: (1) criminal fines of up to \$1,000,000; (2) prison sentence of up to ten years; and (3) civil penalties of up to three times the profit gained or loss avoided as a result of such sale, purchase or communication. Any Employee of the Company who violates this policy will be subject to disciplinary action. In addition, Employees of the Company are responsible for ensuring that their Family Members comply with this policy. Any failure to do so may result in disciplinary action.

### **Blackout Periods**

To further help Employees avoid insider trading, the Company had instituted “blackout periods” applicable to Employees in certain departments. Employees in the affected departments are “blackout out,” that is prohibited, from buying or selling securities of Keane during certain time periods. The following departments are subject to blackout periods: External Communications, Finance, Corporate Legal, Sales, Strategy, and Treasury. Employees in these departments should contact either the Corporate Legal Department or the appropriate member of Senior Management for the details of the blackout period applicable to them.

The Company reserves the right to determine, in its own discretion and on the basis of information available to it, whether this policy has been violated. It is not necessary for the Company to await the filing or conclusion of a civil or criminal action against the alleged violator before taking disciplinary action.

If you are unsure whether you have material, non-public information, are able to trade in Keane securities, or have any other questions about this policy, contact the Treasury Department or Corporate Legal Department for clarification.

### **8.3 Regulation FD**

In October 2000, the Securities and Exchange Commission adopted Regulation FD — FD stands for “Fair Disclosure” — that prohibits selective disclosure of material information by public companies to analysts, institutional investors or shareholders.

Under Regulation FD, public companies are prohibited from disclosing material, nonpublic information to selective audiences. The rule does not require companies to promptly disclose all material information to the public. Rather, it requires companies, when they do communicate material information, to communicate it in a manner that is accessible to the public — such as by press release, Webcast, or publicly disseminated call-in number.

In order to ensure that our Company complies with Regulation FD, we have limited the number of people who may talk with analysts, investors, the press, and the public. Only the following individuals are authorized to speak on behalf of the Company: the President and Chief Executive Officer; the Chief Financial Officer; and members of the External Communications team. If you are asked about sensitive Keane information, such as trends in revenue, sales, earnings, margins, strategic deals, changes in management or business strategy, or anything else that a potential investor could consider material, you should refer the questioner to the External Communications Department.

### **8.4 Antitrust**

Antitrust rules limit what companies can do with other companies and what companies can do on their own. Generally, the antitrust laws are designed to prohibit agreements or actions that reduce competition and harm consumers. Under no circumstances may an Employee enter into an agreement, or discuss entering into an agreement, with a competitor that restricts competition by fixing or controlling prices, rigging bids, dividing and allocating markets, territories, or customers, boycotting suppliers or customers, or by any other means. U.S. and foreign antitrust laws also apply to imports and exports.

Additionally, you should not engage in the following specific activities without prior approval from the Corporate Legal Department:

- Sharing marketing plans or business policy matters.
- Submitting a joint bid or “teaming” with another company on projects.
- Working with competitors to establish industry-wide standards.
- Requiring a customer to buy one product or service from Keane in order to be able to buy a second product or service from Keane.
- Requiring a customer to buy products only from Keane and not from a competitor.
- Requesting a supplier to buy from Keane in exchange for buying from it.
- Agreeing with a customer or supplier on the price or other terms on which a product or service can be resold.
- Refusing to deal with someone who wants to buy our products or services or cutting off someone who already buys them.
- Refusing to buy from a supplier that deals with one of our competitors.
- Trying to persuade a company to do business with us and to stop doing business with a competitor with whom it has a contract or continuing business relationship.

Any questions regarding these issues or requests for an exception to these rules should be directed to the Corporate Legal Department.

### ***8.5 Political Contributions***

No political contributions are to be made using Company funds or assets, or the funds or assets of any Keane subsidiary, to any political party, political campaign, political candidate, or public official in the United States or any foreign country, unless the contribution is lawful and expressly authorized in writing by Keane’s Chief Financial Officer and Corporate Legal Department. In addition, no Employee may make a political contribution on behalf of Keane or its subsidiaries, or with the appearance that such contribution is being made on behalf of Keane or its subsidiaries, unless expressly authorized in writing by Keane’s Chief Financial Officer and Corporate Legal Department.

Nothing in this policy is intended to discourage Employees from making contributions of their own time and/or funds to political parties or candidates of their choice. However, Employees will not be compensated or reimbursed by Keane for any personal contributions.

Rules and laws concerning political action committees (“PACs”) govern contributions to and by PACs. In the event Keane permits the formation of one or more PACs, Employees must comply with all rules and laws applicable to contributing to those organizations.

## 9. Accuracy of Reports

Keane will comply with all external reporting requirements and regulations wherever Keane does business. All Employees are responsible for the accuracy of the records, time sheets, and reports Keane keeps. Accurate information is essential to Keane's ability to meet legal and regulatory obligations and to compete effectively. The records and books of account of Keane shall meet the highest standards and accurately reflect the true nature of the transactions they record.

No undisclosed or unrecorded account or fund shall be established for any reason. Employees may not create any false or misleading documents or accounting, financial, or electronic records for any purpose, and no one may direct Employees to do so. For example, expense reports must accurately document expenses actually incurred in accordance with Keane policies. Employees must not obtain or create "false" invoices or other misleading documentation, or invent or use fictitious entities, sales, purchases, services, loans or other financial arrangements for any purpose. All invoices issued to customers will accurately reflect the product sold or service rendered. Invoices will be based upon the true and agreed upon sales price and terms of sale, even when a customer may request something different. Employees are also responsible for accurately reporting time worked.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications. The financial statements of the Company shall conform to generally accepted accounting principles and the Company's accounting policies.

If you have any questions, or feel you are being asked to create a document or electronic record in a less than complete, honest, and accurate manner, immediately report this to your supervisor, the Corporate Legal Department, the Compliance Team or the Ethics Hotline.

## 10. Concerns Regarding Accounting, Auditing or Internal Control Matters

Anyone with concerns regarding questionable accounting, internal controls or auditing matters or complaints regarding accounting, internal controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Company's Compliance Team or may use the toll-free Ethics Hotline. A complete listing of all concerns and complaints received will be forwarded directly to the Audit Committee of the Board of Directors in a timely manner. The Compliance Team will investigate, or monitor the investigation of, all concerns and complaints received and ensure appropriate action is taken. The results of these investigations will be reported to the Audit Committee. The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, deemed necessary or appropriate.

The Company will not discipline, discriminate against or retaliate against any Employee who reports a complaint or concern (unless the Employee is found to have knowingly and willfully made a false report).

## 11. Compliance and Reporting

### **11.1 Discipline**

Any Employee who violates the provisions of this Code will be subject to disciplinary action, up to and including termination.

### **11.2 Reporting Procedures and Other Inquiries**

Any Employee having knowledge of, or questions or concerns about, an actual or possible violation of the provisions of this Code is obligated to promptly report the matter to his or her immediate supervisor or to a member of the Compliance Team, or if necessary to Keane's Board of Directors. The names and contact information for the members of the Compliance Team are set out below.

In addition, Employees may report suspected violations of this Code anonymously by calling the Ethics Hotline at 1-877-888-0002 (International locations can call collect at 770-810-1147).

### **11.3 Waivers to Sections of the Code of Business Conduct**

While some of the policies contained in the Code must be strictly adhered to and no exceptions can be allowed, in some cases exceptions may be possible. Any Employee who believes that an exception to any of these policies is appropriate should discuss an exemption with his manager. If the manager agrees that an exemption is appropriate, the approval of the appropriate Senior Vice President and the Compliance Team must be obtained. The Compliance Team shall maintain a record of all requests for exceptions to these policies and the disposition of the request and provide an annual summary to Keane's Board of Directors.

Any executive officer or Director who seeks an exception should contact the Audit Committee directly as well as the Compliance Team.

### **11.4 The Keane Compliance Team**

#### **Betty Black**

VP HR & Organizational Consulting  
(617) 517-1106  
Elizabeth\_L\_Black@Keane.com

#### **Whit Pedersen**

Director Contract Services  
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Manager External Reporting  
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#### **John T. Webber**

Director Internal Audit  
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#### **Martha J. Zackin**

Corporate Counsel  
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## 12. Summary

The Code you have just read states Keane's general policy. It does not and cannot cover all situations that may confront Employees. All Employees are expected to obey the law and to conduct their business relationships in a fair, open, and honest manner. Applying the principles in this Code requires common sense and good judgment. You are encouraged to review this Code periodically, to think about it, and to make sure that every aspect of your daily business life conforms to the standards it sets. If you have questions, either about these guidelines or about other Keane policies, you are encouraged to discuss them with your manager, the Human Resources Department, a member of the Compliance Team or the Corporate Legal Department.