

## Introduction

As a Unisys employee or director, you are expected to always act in accordance with our Code of Ethics and Business Conduct. Four key principles form the basis for our Code:

- Integrity** We are honest in all our dealings and stand for what is right.
- Respect** We show respect for one another by treating everyone with dignity and fairness.
- Accountability** We are accountable for our actions and honor our commitments.
- Responsibility** We conduct our business as responsible citizens in accordance with applicable laws and regulations in each country where we operate.

While the Code does not cover every situation you may encounter, it provides general guidance. If you have questions about how to handle a work situation, refer to the Code and, most importantly, seek guidance from the Corporate Ethics Office or the Office of the General Counsel.

As a Unisys employee you have the obligation and responsibility to report any suspected, potential or actual violation of the Code to your manager, the Corporate Ethics Office or the Office of General Counsel. As a manager, if you receive such a report, you must immediately notify the Corporate Ethics Office or the Office of the General Counsel. The Corporate Ethics Office, working with the Office of the General Counsel, has the responsibility to review and investigate every ethics matter.

If in doubt, contact the Corporate Ethics Office.

## The Code applies to everyone.

The Code applies to all Unisys employees worldwide, including employees of Unisys subsidiaries, as well as members of the Unisys Board of Directors.

The Code also applies to third parties representing Unisys, including consultants, agents, sales representatives and lobbyists. Employees working with these third parties must provide them with a copy of the Code and obtain their agreement to comply with it.

Any request for a possible waiver of any provision of the Code for an employee must be submitted to the Unisys Corporate Ethics Office for approval. Any request for a possible waiver for a corporate officer or director should be submitted to the Unisys General Counsel for consideration by the Audit Committee of the Unisys Board of Directors. Any waivers for corporate officers or directors will be disclosed to the extent required by law or regulation.

## Comply with applicable laws, rules, regulations and Unisys policies.

Unisys is a global company strongly committed to conducting our business in full compliance with the law. You are expected to comply with all applicable laws, rules and regulations in every country, state or locality in the world where we do business. No Unisys employee or director shall commit an act in violation of applicable laws or the Unisys Code of Ethics and Business Conduct, or directly or indirectly instruct, encourage or facilitate others to do so, for any reason.

The laws governing our business have grown in number and complexity. It is not practical to think that every employee will be fully versed in every law affecting his or her work responsibilities. However, you are expected to have a working knowledge of permissible activities in your area of work and to be familiar with the laws pertinent to your activities. You should be aware of laws in the areas of antitrust and competition, export controls, anti-bribery, financial reporting, insider trading, trade secrets, environment, health and safety matters, privacy and data protection, confidentiality and workplace practices. If you have any questions as to what laws or regulations apply to a particular situation or need an interpretation of a specific legal or regulatory requirement, contact the Corporate Ethics Office or the Office of the General Counsel.

In addition to complying with the Code and applicable laws and regulations, you also are responsible for complying with Unisys policies and procedures. Unisys policies and procedures are available on the Unisys internal website. If you have any questions about Unisys policies and procedures, contact your manager, the Corporate Ethics Office, or the Office of the General Counsel.

## Avoid conflicts of interest.

A conflict of interest occurs when you have a personal interest that conflicts with the best interests of Unisys. Employees and directors must avoid relationships, arrangements, investments or situations in which loyalties are divided between Unisys interests and personal interests. It is important to avoid even the appearance of a conflict of interest.

Employees must review with their manager and the Corporate Ethics Office any situation that may involve a conflict of interest. Directors should raise possible conflicts of interest with the Chief Executive Officer or the General Counsel.

Set out below are particularly sensitive areas that require careful review. Further information about conflicts of interest can be found in Ethics policy ETH 11.0.

### **Outside employment.**

Employees are expected to devote their full efforts to performing their jobs at Unisys. Avoid obligations that interfere with your ability to perform your job effectively, including any obligations that reduce the alertness or efficiency normally expected of employees. Additionally, avoid any outside employment or obligation that conflicts, or even appears to conflict, with your obligations and responsibilities to Unisys.

An employee's manager and the Corporate Ethics Office must approve all outside employment and involvement in outside obligations that raise any possible conflicts of interest.

## Consider the following:

**You are considering starting an outside computer repair business offering services similar to those you provide through your Unisys position. Is this permissible?**

This arrangement could present a conflict of interest if it interferes with your ability to perform your job at Unisys effectively and objectively or takes time away from your job at Unisys. It could also be a problem if you are competing against Unisys for the same business, or your customers might think that you are representing Unisys when in fact you are representing your own business. You must get the approval of your manager and the Corporate Ethics Office before starting this outside business.

**You are home-based and work as a help-desk technician that requires you to be on-call during the day for customer contacts. You are considering taking a second full-time position that would also allow you to work from home. As long as you can handle both positions is it acceptable to hold two full-time jobs simultaneously?**

No, this is not acceptable. Full-time Unisys employees are expected to devote their time and efforts during their Unisys work schedule to their Unisys position only and are being paid to do so. You may not accept a second position of any type that requires you to work during the same period as your Unisys position.

### **Outside directorships.**

Employees who are interested in serving as a director of an outside company must obtain approval in accordance with Ethics policy ETH 11.0, which details the procedures to secure the required approvals.

Unisys outside directors who serve, or are interested in serving, on the Board of Directors of another company should consult with the Chief Executive Officer or the General Counsel.

### **Family and personal relationships.**

A conflict of interest may arise if a family member of a Unisys employee or director does business with or is employed by competitors, customers or suppliers of Unisys. Avoid conducting Unisys business with family members.

The employment by Unisys of family members, relatives or others with whom you have a personal relationship may raise questions as to the integrity and objectivity of work relationships. Further, while Unisys does not prohibit the employment of relatives or those in a close personal relationship, we do not allow employees to be involved in the hiring or supervision of family members or close personal friends.

In these situations, you must disclose the relationship to and obtain approval from your manager and the Corporate Ethics Office.

## Consider the following:

**Your cousin is employed by a Unisys supplier and your position involves directing business to suppliers and other third parties. Does this represent a conflict of interest?**

As a general matter, it would be inappropriate for you to be in a position to decide to award business to a company where a family member or relative works. A conflict could arise if you were influenced in your decision to award the work by the fact that your cousin is employed by the supplier. This should be disclosed to your manager and the Corporate Ethics Office. Depending on the circumstances, such as the size of the supplier and the cousin's position, it may be necessary for you to be removed from procurement decisions involving that particular supplier, or to have any decision awarding business to that supplier reviewed by another manager.

### **Personal investments.**

Depending upon the facts and circumstances, ownership by employees or directors of stock in a competitor, customer or supplier of Unisys can create a conflict of interest. Ownership by employees of one percent or more of the stock of a competitor, customer or supplier should be reviewed with the Corporate Ethics Office. A director must remove himself or herself from any Board activity that directly affects the relationship between Unisys and any supplier, customer or competitor in which the director has a financial interest.

Ownership by employees or directors of less than one percent of the securities of a company that is a competitor, customer or supplier of Unisys is not considered a conflict of interest under this provision.

### **Personal loans.**

The Company is prohibited from, directly or indirectly, extending or maintaining credit (or arranging for an extension of credit) in the form of a personal loan to or for any corporate officer or director. The Chief Executive Officer must approve any loan for any other employee.

### **Using corporate opportunities for personal gain.**

Employees and directors may not personally (1) take for themselves opportunities that are discovered through the use of corporate property, information or position; (2) use corporate property, information or position for personal gain; or (3) compete with the Company.

### **Insider trading.**

Insider trading laws prohibit trading in securities of a company by a person who is aware of material nonpublic information about the company. These laws also prohibit disclosure of material nonpublic information to others who then trade, commonly called tipping.

Unisys has established Insider Trading Policy, LEG 3.1, to promote compliance with insider trading laws by Unisys and our employees, officers and directors. The policy limits the ability of our employees, officers and directors (and family members sharing their households) to trade in Unisys securities, including certain Unisys Savings Plan transactions involving the Unisys common stock fund, and in some circumstances, the securities of other companies. It also prohibits tipping.

Refer to the Insider Trading Policy, LEG 3.1, for more specific guidance on insider trading or contact the Corporate Ethics Office or the Office of the General Counsel.

## Consider the following:

**You are assigned to a customer site and have become personal friends with the Information Technology manager. She confides in you that her company is in merger discussions with Company X and suggests that you buy some Company X stock before the news is made public.**

You may not purchase the stock in Company X until the news is public. Insider trading laws prohibit you from trading in Unisys stock or in the securities of our customers, partners or suppliers when you have information about these companies that could be viewed as significant to an investor and is not yet in the public domain.

## Maintain accurate books and records.

All Unisys payments and other transactions must be properly authorized by management and be timely and accurately recorded on Unisys books and records in accordance with generally accepted accounting principles and established corporate accounting policies. You also must comply with the applicable accounting requirements of each country in which Unisys operates. Our financial representations to the external markets are based on our books and records and it is critical that they be accurate.

All payments and other transactions must be processed in a timely fashion and through established Company accounting systems. These systems incorporate internal controls that safeguard our assets and protect us from fraud. The Unisys internal control policies and procedures are described in more detail in the Unisys Financial Manual (UFM).

Information must always be disclosed and reported in an accurate, timely and honest manner. This includes invoices, sales records, travel expense reports, time records and all public reports and filings. False, incomplete or misleading entries or records must not be created under any circumstances. All transactions must be supported by complete and accurate documentation.

Internal time records must accurately reflect all hours worked and time must be charged to the proper code (administrative code or project code.) In no cases should time be applied to different projects or codes other than those for which the time was actually spent. In addition, it is not acceptable to record only part of the time worked on a project. Time records must be accurate in all respects.

No undisclosed or unrecorded corporate funds should be set aside or designated for any purpose, nor should Unisys funds be placed in any personal or non-corporate account.

If you have a complaint or concern regarding accounting, internal accounting controls or auditing matters, promptly contact the Corporate Ethics Office or the Office of the General Counsel.

Consider the following:

**You believe that a Unisys sales invoice being sent to a customer overstates the services performed and is not accurate. You raise this with the responsible manager and Finance Director, who advise you to pay no attention to the matter. How should you handle the situation?**

This is a serious matter that must immediately be reported to the Corporate Ethics Office or the Office of the General Counsel. Company records must always be completed accurately and truthfully. Failure to do so can have serious consequences to the Company and to the individuals involved.

**A business unit already has made its numbers for the year and will be receiving additional revenue before year end. Management would like to hold back the additional revenue and report it in the first quarter next year. Is that permissible?**

No. All revenue must be recorded in the period it is actually realized.

**It is the last day of the quarter, Friday, September 30, and you have reached agreement with the customer on all essential terms but are waiting for final confirmation of a few minor provisions. On Saturday, October 1, you receive confirmation of the additional provisions and both parties sign the agreement but agree to date their signatures with the date of September 30. Is this OK?**

No, even though only minor issues remained open, you did not sign the agreement until October 1 and you must represent the date of your signature to be the true date.

**A customer asks you to delay invoicing for goods already delivered so he can postpone payment until the following quarter. What should you do?**

The request is improper and you should tell the customer that Unisys will invoice them in the normal course, in accordance with our established policies and procedures.

**You work full time on a project but your manager tells you to only charge 30 hours to the project and 10 hours to an administrative account that is not connected to the project. Is this acceptable?**

No. You must accurately charge all of the hours you work to the proper project codes at all times. Doing otherwise creates a false record and is a violation of Unisys internal controls. Each employee is responsible for his or her time record and must always report their time accurately and honestly.

## Deal honestly and fairly with others.

Employees and directors must deal honestly and fairly with our customers, partners, suppliers and competitors as well as with each other.

### **Meals, gifts, entertainment and other business courtesies.**

#### **Providing gifts, entertainment or other business courtesies.**

While exchanging business courtesies for the purpose of creating good will and promoting sound business relationships is a common and accepted practice, it is important that it be done in a careful and measured way. It is Unisys policy to permit the giving of reasonable and customary business courtesies to current and prospective Unisys customers in accordance with applicable laws and regulations, the Unisys Code of Ethics and Business Conduct and ethics policy ETH 6.0, which is a separate Unisys policy covering business courtesies.

Business courtesies must never be given for the purpose of obtaining an improper business advantage or to influence the customer inappropriately. Providing excessive and non-customary business courtesies could be viewed as improper and even illegal and should not be done. Careful attention should be given to the frequency of business courtesies given to the same individual to avoid the appearance of impropriety.

If you are considering providing a business courtesy, you must first consult ethics policy ETH 6.0 to be sure the proposed business courtesy is allowed. Specific guidance by country, including monetary ranges for gifts, meals and entertainment, and other country specific information is provided in Schedule A to ETH 6.0 and posted at the Unisys Ethics website.

Any questions regarding the policy or the applicability of the country guidance should be directed to the Office of the General Counsel or the Corporate Ethics Office.

**Consider the following:**

**A public sector customer is visiting a Unisys facility for a product demonstration. Can you provide lunch?**

The rules differ among the various public sector customers and by country around the world. In many instances, it would be permissible to provide lunch for the public sector customer as long as the cost of the lunch was reasonable and customary and not excessive. You should confirm the customer is permitted to accept lunch under their internal guidelines and review the country level guidance found in ethics policy ETH 6.0 to ensure the cost of the lunch is within reasonable and customary guidance for the country and otherwise permitted. If it is not permitted under the country guidance, approval from the Office of the General Counsel or the Corporate Ethics Office must be received before offering the lunch invitation.

**Unisys is planning a large marketing event for our major clients and you are asked to nominate customers you would like to be invited to this event. You recommend that two commercial customers and one public sector customer be invited. Unisys would be paying for travel and lodging.**

The decision on whether to invite the customers (both the public sector and the commercial customers) depends on the value of the invitation being offered and whether the customer's internal guidelines allow the customer to accept the invitation. Under ETH 6.0, travel and lodging for any customers must be approved in advance by the Office of the General Counsel and business unit head. If the value of the invitation is reasonable and customary and there are no internal restrictions on the customer, it is likely that approval would be given.

**In your country it is common and considered appropriate to offer gifts to customers during the holiday season. You would like to send gifts to your public sector and commercial customers. Is there any problem with this?**

As long as the value of the gifts are reasonable and customary, do not exceed the values provided for in the country guidance that are a part of ethics policy ETH 6.0, are not prohibited by the customer internal guidelines and the gifts are not intended to improperly influence any business decisions, you may go ahead and send the gifts with your management's approval. If the gifts do not meet the standards in the country guidance you should review it with the Office of the General Counsel or the Corporate Ethics Office before sending the gifts.

## Accepting gifts, entertainment or other business courtesies.

You may accept gifts of nominal value only, and may only accept business courtesies that are reasonable in amount, appropriate, infrequent and in accordance with customary and accepted business practices. Gifts, entertainment or other business courtesies should relate to the business interests of the Company. Employees should not accept reimbursement for lodging or travel expenses, except for limited local travel, without the approval of your business unit head and the Office of the General Counsel or the Corporate Ethics Office.

Do not accept any gifts, entertainment or other business courtesies that may be perceived as influencing your judgment.

You may never accept any gift of cash or cash equivalents such as gift cards or securities.

If you receive a gift that you may not accept under the provisions of the Code, you should immediately inform management. You should return the gift with an explanation that the Unisys Code prohibits your acceptance of the gift. Where local custom outside the United States would make refusal of the gift awkward or insulting, you may accept the gift on behalf of the Company, if lawful. Such gifts should be turned over to the Corporate Ethics Office for appropriate disposition, such as Unisys internal use, general employee benefit or donation to charity.

### Consider the following:

**You and your spouse are invited to attend a customer appreciation event at a resort with all expenses paid for by the supplier. Can you and your spouse attend?**

You should not attend if the event is designed for recreational and personal benefit and does not have a genuine business purpose. If there is a real and significant business purpose and the value of the invitation is reasonable, you should obtain the approval of your manager and the Office of the General Counsel. In most instances, the costs of your spouse would be at your own personal expense.

**We are in the middle of an open procurement and considering several proposals from various suppliers. You are on the team that will decide which proposal is selected. One of the suppliers bidding on the work invites you to play golf. Can you accept the invitation?**

In this case, you should not accept the invitation given the pending open procurement and your role as a decision maker with that procurement. The invitation could be an attempt by the supplier to influence your judgment in the supplier's favor. While playing golf with a supplier might be a customary business practice and may be acceptable in some cases, in this example, accepting the invitation could create the perception of a conflict of interest and should be avoided.

## Bribery is prohibited.

Unisys expects employees, agents and directors to use only lawful and ethical practices in obtaining business opportunities, selling its products and services, and representing the Company.

Unisys strictly prohibits bribes, kickbacks, payoffs or any other form of improper payments. We must comply with all anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (the “FCPA”), the U.K. Bribery Act, and other anti-bribery laws in the jurisdictions in which we operate.

In accordance with anti-bribery laws, you must not directly or indirectly give, offer or promise an improper payment to others for the purpose of obtaining an improper business advantage or to influence any person inappropriately. Improper payments can include, among other things, providing excessive or frequent business courtesies (such as meals, entertainment and gifts), making charitable donations, paying travel expenses or making facilitating payments. You are prohibited from making improper payments to both public sector and commercial sector customers and prospective customers as well as to public officials. This prohibition also applies to third parties who are retained to represent Unisys. In addition, all payments and other transactions must be properly authorized and accurately recorded and made in accordance with Unisys internal controls.

Unisys has a separate Anti-Bribery policy, ETH 2.0 that all employees should review and be familiar with. Contact the Office of the General Counsel with any questions concerning the Anti-Bribery policy.

### Consider the following:

**To help win a major foreign government contract, Company Z is considering offering the government procurement official an all-expenses-paid vacation trip. To avoid the appearance of impropriety, Company Z plans to use a government marketing consultant to serve as the intermediary between Company Z and the government official in offering the vacation trip.**

This is prohibited. Company Z would be offering something of value (all-expenses-paid vacation) to a government official (government procurement official) for a business advantage (to ensure a successful bid). The fact that Company Z uses a consultant does not relieve it of responsibility or liability. Anti-bribery laws prohibit Company Z from using a third party to facilitate making a payment or gift to a government official.

**Company X is pursuing a large contract with an insurance company. Two other companies are competing for the contract. The CIO tells the Company X sales person that he is leaning towards awarding the contract to Company X, but wants Company X to give Company B a contract for \$100,000 in services. The CIO tells the sales person that his brother owns Company B and this is a way for Company X to show its loyalty to him.**

This is improper. The CIO is soliciting a contract for his brother’s company in exchange for awarding Company X the contract. Even though the thing of value is not given directly to the CIO, it appears that this would be an indirect benefit for the CIO and he is soliciting this as something of value in exchange for awarding Company X the contract.

Marketing consultants, lobbyists and other third parties.

Before retaining lobbyists, consultants and other third parties to assist in marketing our products and services to government customers, we must take special steps to ensure that these third parties adhere to the various laws and regulations that apply in this area. We should consider only reputable and qualified agents or firms. We must ensure that we know what work they will be doing on our behalf and that the compensation to be paid is reasonable for the services provided. Consultants will be required to abide by the standards of the Unisys Code of Ethics and Business Conduct and must never be retained to circumvent our ethical standards.

Ethics policy ETH 3.0 governs the retention and renewal of government marketing consultants and lobbyists. This policy must be complied with before retaining any government marketing consultant or lobbyist.

### **Hiring of government employees.**

In some countries, local laws, regulations, or governmental policies may restrict the recruitment and employment of current and former government employees, both military and civilian, by private industry. Various rules and requirements limit both pre-hiring and post-hiring activities. Usually these restrictions apply to government employees who are hired for senior level positions in private industry and who will have left their governmental positions within the last one or two years. If you are considering hiring a person currently or recently employed in a governmental position, you must first consult with your Human Resources representative to be certain all applicable regulations are understood and complied with. Cases where hiring may be restricted must be reviewed by the Office of the General Counsel or the Corporate Ethics Office to ensure that all applicable laws and regulations are being followed. Any questions should be directed to the Office of the General Counsel or the Corporate Ethics Office before taking any action.

### **Charging of costs/timecard reporting.**

Employees working with government or public sector customers must use special care to ensure that hours worked and costs incurred are accurately recorded and applied to the contract or project for which they were incurred. No cost may be billed to a contract with any government or governmental entity if the cost is not allowed by law or the terms of the contract. A separate policy on timekeeping that all Unisys Federal Systems employees must comply with can be found at UFS.FIN.201.01.

### **Respect your workplace.**

#### **Diversity and workplace practices.**

We at Unisys are committed to creating a business environment where diversity is respected, sought and valued. We want to create an inclusive environment where different perspectives are welcomed and the individuality of all employees is respected. For more information, refer to the Company's Human Resources policies.

Harassment or discrimination of any kind related to race, color, religion, gender, age, national origin, citizenship, disability, sexual orientation and veteran or marital status is unacceptable and will not be tolerated. In addition, laws in various countries, states and localities expressly forbid this discrimination.

#### **Environmental, health and safety guidelines.**

Unisys is committed to providing a safe and healthy workplace. It is Unisys policy to comply with all applicable environmental, health and safety laws and regulations. Each employee is responsible for observing posted warnings and regulations and for reporting any accident or injury sustained on the job to management. Specific environmental, health and safety issues are addressed in the Company's Environmental, Safety & Health policies.

## Use Company resources properly.

All Unisys employees and directors must protect and ensure the proper use of Company assets. You should exercise care and not be wasteful with Company assets or resources.

### **E-mail, voice mail, instant messaging and the internet.**

Unisys provides telephone, E-mail, voice mail and instant messaging systems, as well as Internet access, for Company business-related purposes. From time to time employees may use these systems for personal communications but these should be brief and kept to a minimum.

Company-provided access to these resources is to be used as a tool to accomplish business tasks. For example, employees may not use these systems:

- for any illegal activities;
- to view or communicate obscene, hateful, discriminatory or harassing material;
- for an outside business;
- for gambling;
- for uploading or downloading software in violation of its copyright and uploading or downloading software that is subject to export controls; or
- for non-business related streaming media such as Internet radio, portable music files, or sports video.

All electronic communications transmitted and/or stored via E-mail, voice mail, instant messaging systems and information of any kind stored on Unisys equipment are considered Unisys property. Unisys has the right to audit or monitor these systems. Users should not have any expectation of personal privacy for messages or information using Company telephone, E-mail, voice mail, Internet or other systems. For more information on this subject, see Information Technology Worldwide policies BETT 2-2, 2-3 and 2-4.

### Consider the following:

**From time to time you use your Company-provided Internet and E-mail access for personal use, like communicating with family members, checking on your investment portfolio and shopping on-line. Is this acceptable?**

E-mail, voice mail, instant messaging and Internet access are provided by the Company to facilitate the performance of Company work and are intended for business related purposes. We recognize that employees may occasionally use these systems for personal reasons. The key, however, is that this must be done only on an occasional and limited basis. Regular and extended use of these systems for personal reasons is not acceptable.

### **Political contributions and activity.**

Company funds, products, services, or other Company resources may not be contributed directly or indirectly to any elected officials, political candidates or parties at the U.S. federal level. Unisys has established a Political Action Committee (PAC) in the United States called the Unisys Employees Political Action Committee. The Unisys PAC accepts employee contributions in order to make political contributions to U.S. federal candidates supportive of the interests of Unisys employees. All contributions to the PAC are voluntary, and employees may choose not to contribute without fear of reprisal.

Outside the United States, and within the United States at the state and local level, corporate resources may in certain circumstances be contributed to elected officials, political candidates or parties to the extent permitted by law. Unisys support of any activity under the sponsorship of a political party, an elected official, an announced candidate for elected office, or any group of such entities must be approved in accordance with the delegation of authority, Unisys Financial Manual policy UFM 2.1, and Ethics policy ETH 7.0. For further information, consult Ethics policy ETH 7.0 or contact the Corporate Ethics Office or the Office of the General Counsel.

Unisys encourages employees to participate in an individual capacity in the political process outside of the workplace. Personal contributions must never be represented as coming from Unisys or as reflecting Unisys sponsorship. Employees and directors may not seek reimbursement from Unisys for any personal political contribution.

### **Support of non-profit organizations and other activities.**

Unisys support of any (1) non-profit organization or event that benefits a non-profit organization or (2) sports or other event must be approved in accordance with the Unisys Delegation of Authority, Unisys Financial Manual policy UFM 2.1 and Communications policies COM 2.1 and 2.3. For further information, consult Communications policies COM 2.1 and 2.3 or contact the Corporate Ethics Office or the Office of the General Counsel.

## **Protect confidential information and properly maintain Unisys records.**

### **Unisys confidential information.**

Unisys confidential business information is Company property. Employees and directors should take appropriate steps to ensure that any Company confidential information is safeguarded against external disclosure as well as from unauthorized disclosure within Unisys. This requirement applies to information stored on personal computers, servers or workstations, as well as information in employees' offices. Confidential information includes business, financial or marketing plans, customer lists, proposal or pricing information, employee personnel information, technical designs, pending or potential acquisitions or divestitures, business methods, manufacturing processes and internal discussions. Consult with the Corporate Ethics Office or the Office of the General Counsel if you are unsure whether information is confidential and must be protected.

If business needs dictate releasing or sharing sensitive information, appropriate protection should be obtained. You should consult with the Corporate Ethics Office or the Office of the General Counsel to assist you in protecting the confidentiality of the information. Refer to Legal policy LEG 6.1 for further guidance on these issues.

You may not use any Company confidential information for your own personal benefit. This restriction extends indefinitely, even beyond your employment or service on the Board of Directors.

Each of us has a responsibility to prevent information from being used inappropriately. Be careful – in casual conversation, in E-mail messages and on the Internet in blogs, video sharing web sites or social networking websites – that you do not disclose confidential information. Do not talk with family, friends and co-workers about confidential Company matters. Do not leave memoranda, documents, drawings, laptop computers, data CD's or DVD's, flash drives or other sensitive information in open or public areas. Protect user ID's and passwords from the view of others and do not share them with others under any circumstances.

## Consider the following:

**You are at a social event and a friend asks you if now would be a good time to purchase some Unisys stock. What can you tell him?**

You may only discuss information that has already been made public. You may not discuss any inside or confidential information about Unisys that has not been released to the public. Even giving your personal opinion could be a problem. Employees should avoid giving any investment advice on the purchase or sale of Unisys stock to family or friends.

## Confidential information of others.

Just as we endeavor to protect our information, other companies do so as well. Employees may not solicit, receive or use any confidential information belonging to others without proper authorization. Acceptance of confidential information can give rise to significant legal obligations and potential liability for both you and Unisys. If you handle confidential information of others in the course of performing your duties for Unisys, you should apply at least the same degree of care to avoid loss, misuse or unauthorized disclosure of such information as you apply to Unisys confidential information of a similar kind. If you receive confidential information of another company that is not already subject to a nondisclosure agreement or other form of protection, contact the Corporate Ethics Office or the Office of the General Counsel to assist you in handling the information.

Information about our customers, suppliers, competitors, partners and consultants that is already published, in the public domain, or independently developed, is not considered to be confidential. However, if that information has any confidential or proprietary markings, you must contact the Corporate Ethics Office or the Office of the General Counsel before using or distributing the information.

You may not use third parties to improperly acquire the confidential information of others.

If you have questions in this area, refer to Legal policy LEG 6.1 or contact the Corporate Ethics Office or the Office of the General Counsel.

## Consider the following:

**While in the process of preparing our bid for a large public contract, a member of the bid team is offered a copy of a competitor's bid that includes their pricing and cost information. The document is labeled "Confidential". Can we accept and use the information?**

The fact that the confidential legend was included on the documents indicates that the information is expected to be treated in confidence and that the other company has placed limitations on its use. Having access to this information gives Unisys an unfair and unacceptable advantage over the other bidders. The prudent course of action would be to not accept the materials or to obtain them under a written nondisclosure agreement that has been approved by the Office of the General Counsel. Acceptance of confidential information of others without adequate protections could cause us to be disqualified from the bid and subject both the employee involved and Unisys to penalties.

## **Privacy protection of personal data.**

Personal data is any information that can be used directly or indirectly to identify a specific living individual (including without limitation, information such as an individual's name, address, phone number, E-mail address, employee number, Social Security number, national identifier or credit card number). Personal data may include sensitive categories of information (including without limitation, racial or ethnic origin, political opinions, religious beliefs, trade union membership, health or sexual orientation).

We at Unisys are committed to complying with our Global Privacy Policy on Personal Data. This means each employee, and others acting on the Company's behalf, are required to be responsible for understanding what personal data they are handling and ensuring that such handling complies with applicable law, contractual agreements and all Company policies.

For more information regarding how to handle and protect personal data, visit the Global Privacy Program website on the Unisys internal website or contact the Chief Privacy Officer or the Office of the General Counsel.

## **Software and copyright compliance.**

Unisys obtains licenses for many of the software products used in its business. U.S. and international copyright laws protect a software owner's rights in its programs by prohibiting the copying, distribution and use of such software without the owner's express permission (for example, a license agreement). You have a responsibility to help ensure that software on your computer or on network storage devices under your control has been installed, and is being used, in a lawful manner. You may not copy, install, distribute or otherwise use software in a manner that violates applicable laws (such as copyright law), applicable license agreements, or Company policies (including Legal policy LEG 4.1).

Any questions concerning copyright compliance or licensing of software should be directed to the Corporate Ethics Office or the Office of the General Counsel.

## **U.S. government classified information.**

We have special obligations to comply with laws and regulations that protect U.S. government classified information. Employees and directors with valid security clearances who have access to classified information must handle such information in accordance with applicable U.S. government procedures. If you have questions about handling classified information, consult your security supervisor.

## **U.S. government source selection information.**

You may not solicit or receive any U.S. government source selection information other than with proper authorization and through official channels. U.S. government source selection information includes: listings of offerors and prices, identification of bidders prior to bid opening, source selection and technical evaluation plans, technical evaluations of competing proposals, competitive range determinations, rankings and source selection board reports, evaluations and recommendations. If you gain access to U.S. government confidential information or source selection information, immediately contact the Corporate Ethics Office or the Office of the General Counsel.

## **Unisys records management.**

Unisys records are a valuable corporate resource. Unisys "records" are any written, printed or electronically recorded information. To protect this resource, you must take steps to be sure that Unisys records are managed and controlled in accordance with accepted recordkeeping practices, as established by the Unisys Records Management Policy and Program.

Records should be kept only as long as needed for business purposes, but should not be kept more than three years after their creation or three years after the completion of the project or ongoing activity to which they relate (whichever occurs later). There are a few exceptions to this rule. If litigation or an outside investigation is imminent or pending, you should not discard or destroy records related to the matters. In addition, a different retention period may be dictated by contract and certain records may require different retention periods depending on the type of record or local laws. The Unisys Retention Schedule in Records Management policy RMP 1.0 provides the different retention periods, organized by record type.

Each employee is individually responsible for implementing the Records Management Policy with respect to records within his or her control. To assure you are properly managing your records, refer to the Records Management policy RMP 1.0 and the Retention Schedule. Contact your manager or the Unisys Records Program Manager with any questions.

### Consider the following:

**You are cleaning your office and deciding which business files to keep and which to discard. The files are maintained in your office, so it's OK to do whatever you want with them, right?**

No. The Unisys Records Management Program has specific guidance regarding the retention and disposition of records. Review the Records Management Policy and consult first with your manager and then with the Unisys Records Management Program Manager if you have questions.

### Employee responsibility to promptly report potential or suspected violations.

#### *For all employees outside of Continental Europe*

You have a responsibility and an obligation to report promptly any suspected, potential or actual violation of the Code to your manager, the Corporate Ethics Office or the Office of the General Counsel. If any manager receives such a report, the manager must immediately notify the Corporate Ethics Office or the Office of the General Counsel. The issue should be reported even if you believe the issue may have been resolved or if you are not sure whether it constitutes a violation or not. Do not attempt to investigate the issue yourself. In addition, you must promptly report any complaint regarding any accounting, internal accounting control or auditing matter to the Corporate Ethics Office or the Office of the General Counsel.

You may contact the Corporate Ethics Office on a confidential or an anonymous basis, without fear of retaliation. **No adverse action or retribution will be taken against anyone for making a good faith report of a suspected ethics violation.** Anyone taking or attempting to take any such retaliation will be subject to disciplinary action.

#### *For all employees in Continental Europe*

We expect you to report promptly any suspected, potential or actual violations of the Code. Any suspected, potential or actual violation of the Code related to finance, accounting (including internal accounting controls and auditing matters), banking, or applicable anti-corruption or competition (anti-trust) laws should be immediately reported to the Corporate Ethics Office or the Office of the General Counsel.

Any suspected, potential or actual violations of the Code relating to all other matters should be raised with your local or regional Office of the General Counsel representative.

The issue should be raised even if you believe the issue may have been resolved or if you are not sure whether it constitutes a violation or not. Do not attempt to investigate the issue yourself. You may raise issues on a confidential basis without fear of retaliation. **No adverse action or retribution will be taken against anyone for making a good faith report of a suspected ethics violation.** Anyone taking or attempting to take any such retaliation will be subject to disciplinary action.

### Contacting the Ethics Office.

E-Mail Address: [EthicsOfficer@unisys.com](mailto:EthicsOfficer@unisys.com)  
U.S. Locations Ethics Helpline: 800-732-3247  
Non U. S. Locations Ethics Helpline: 215-986-7765  
Mail Address: Corporate Ethics Office  
Unisys Corporation  
801 Lakeview Drive, Suite 100  
Blue Bell, PA 19422  
MS 2NW

### Ethics investigations and discipline.

The Corporate Ethics Office, working with the Office of the General Counsel is responsible for investigating possible violations of the Code, including any complaint regarding accounting, internal accounting controls or auditing matters. You are required to cooperate fully with any internal investigation. Corrective measures, including disciplinary actions, will be taken for violations of the Code. Disciplinary action can include a warning or reprimand, suspension without pay, demotion or termination. You will be given an opportunity to explain your actions before any disciplinary action is imposed.

With respect to complaints regarding accounting, internal accounting controls or auditing matters, the investigation findings and any recommendations for corrective action will be reported to the Audit Committee of the Board of Directors for its review and approval. Other Code violations and the corrective actions taken will be reported periodically to the Audit Committee.

### Note for all Unisys employees located in the United States.

Nothing in this Code of Ethics and Business Conduct is intended to create an express or implied contract of employment. The maintenance of this Code or other policies, procedures, or benefit plans does not modify the employment-at-will relationship that exists between Unisys and its employees. Any claimed exception must be in writing and signed by the Senior Vice President, Worldwide Human Resources.