




Sopra Steria Group



CODE OF CONDUCT

FOR THE PREVENTION OF CORRUPTION

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MESSAGE FROM THE CHAIRMAN



The Sopra Steria Group's future success and performance depend on the confidence that it inspires in its clients, its employees, its shareholders, and all of its partners, both private and public. It is only through an honest, fair approach towards them that we are able to grow.

This confidence stems in particular from the fact that we follow rules of conduct: after consulting the Board of Directors' Selection, Ethics and Governance Committee, I took the decision to combine these rules into a Code of Conduct to be issued to all Group staff. The Code illustrates the Group's commitment to observing the most stringent standards in

all of our business activities.

This Code should be a mobilising factor for our organisations, helping ensure ongoing improvement in our behaviour. The goal is to build even stronger relationships between managers and staff, centred on our common values: focus on customer service, professional excellence, respect for others, team spirit, proactive approach, and openness and curiosity.

There is no substitute for common sense and striving for a personal ethic based on respect and responsibility. Our values will be your best guide towards identifying the correct approach. However, as this Code sets out the Group's commitments with a list of clear and specific principles, it will assist staff in deciding how to respond in particular situations.

Since the Code of Conduct represents a fast track towards progress and excellence, compliance is a matter that concerns all of us.

Pierre Pasquier
Chairman of the Board of Directors



MESSAGE FROM THE CHIEF EXECUTIVE OFFICER



Disseminating the Sopra Steria Group Code of Conduct and ensuring compliance with the rules set out are the responsibility of management and are part of an overall commitment that concerns everyone across all entities of our Group.

The Executive Committee and I are counting on each and every one of you to apply this Code of Conduct to your work.

You can contact the Corporate Governance & Risk Management Department if you have any questions about how to implement this Code, or for help in making the correct decisions when carrying out your duties.

Together, driven by our values and confident in our actions, we are now in a position to move forwards - with enthusiasm and determination - in pursuit of our goal:

To help businesses and services evolve by channelling the full potential of the digital revolution and harness technological innovation to achieve economic efficiency and human progress.

Vincent Paris
Chief Executive Officer





ABOUT THE CODE OF CONDUCT

What is the Sopra Steria Group Code of Conduct?

The Code of Conduct sets out the Group's policy for preventing and fighting corruption and influence-peddling.

It lists and describes the various types of behaviour to be adopted by all members of staff, both internally and with our stakeholders. It also acts as a point of reference to guide you in your decisions.

The Code of Conduct is not intended to provide an answer to every ethical question that may arise. It lays down the fundamental rules and guidelines that should govern all your decisions. Additional information may sometimes be needed to gain a better understanding of a particular subject.

The rules set out in this Code do not replace the national and international legislation and regulations that apply in each country, with which the Group complies insofar as these rules are more stringent.

If need be, the principles of this Code can be adapted, clarified or supplemented in consideration of local legislation and regulations, or where there are other codes or charters that apply locally.

Whom does this Code concern?

Each and every one of us, without exception. It applies to all directors, managers, staff, and company officers of Sopra Steria and the companies under its control.

All Group staff members, regardless of their role and geographic location, and all company officers, are personally responsible for implementing the values and principles set out in this Code and following the rules specified. This Code is disseminated across the entire Group, including via the intranet and at training sessions.

Managers have a particularly important role concerning their teams in terms of upholding the Code of Conduct, as they must exemplify its values, promote awareness, follow the rules, and ensure that others follow the rules.

Therefore, everyone is responsible for reading and taking on board this Code, and demonstrating judgement and common sense when responding to the various situations that may arise.



OUR FUNDAMENTAL PRINCIPLES



OUR VALUES

The Group has six core values that guide its activities and its relationships with all stakeholders.

FOCUS
ON CUSTOMER SERVICE



RESPECT
FOR OTHERS



PROACTIVE
APPROACH



PROFESSIONAL
EXCELLENCE



TEAM
SPIRIT



OPENNESS
AND CURIOSITY



RESPECT FOR BASIC RIGHTS

For almost 50 years, the Group has been built on solid and sustainable fundamentals, based on ethical principles and on the defining values that represent it.

In line with these values, the Group is a signatory of the United Nations Global Compact and upholds the ten principles in relation to human rights, international labour standards, environmental protection, and anti-corruption.

The 10th principle, in particular, asks businesses to work against corruption, rejects corruption in all its forms, and calls for a zero-tolerance policy to be applied in this area.



PREVENTING AND FIGHTING CORRUPTION AND INFLUENCE-PEDDLING

The Group prohibits all forms of corruption and influence-peddling across all of its activities. The Group complies with international conventions against corruption, as well as the anti-corruption laws in the countries in which it operates.

The rules of the Code of Conduct are aimed at preventing and fighting corruption and influence-peddling. The Group requires its staff to follow the rules of this Code.



OBSERVANCE OF LOCAL LAWS AND REGULATIONS

The Group is present in many countries, which means many different laws, rules and cultures apply.

The Group complies with the laws and regulations in force in the countries in which it operates, and expects the same of its staff.

The principles and rules contained in this Code may not correspond exactly to local laws and regulations. In such cases, where local legislation or regulations specify more stringent anti-corruption standards than the Code provides, the local legislation or regulations will take precedence. However, where the rules of the Code are more stringent, these will prevail.



DEFINITIONS: CORRUPTION AND INFLUENCE-PEDDLING



WHAT IS CORRUPTION?

Corruption is generally defined as an activity whereby someone who holds a specific role, either public or private, seeks/offers or accepts/concedes to any form of unfair advantage/consideration, at any time, with the aim of carrying out or refraining from carrying out an act which falls directly or indirectly within their role or is facilitated by their role. Corruption involves both the person who corrupts and the person who is corrupted.

Be aware that simply promising or conceding to an offer for something of value could constitute an act of corruption. A mere attempt also counts as corruption.

Violations may concern government officials, public sector staff or elected representatives, as well as those working in the private sector. Corruption can be carried out by a person as part of a private or public role.

The law makes a distinction between active and passive corruption.

- ◆ Specifically, active corruption relates to the actions of the person offering or granting the unfair advantage. This means that the person in question is taking the initiative to act or is conceding to a request, regardless of the point at which this happens (before or after the benefit obtained in return).

Example: On behalf of a candidate company in a public procurement process, offering to a Regional Council member and Chair of the Bid Committee to meet the costs of personal expenditures.

- ◆ Passive corruption relates to the actions of the person accepting or receiving the unfair consideration. This means that the person in question is taking the initiative to request or is conceding to an offer, regardless of the point at which this happens (before or after the benefit obtained in return).

Example: Accepting a gift from a supplier in return for favourable action in connection with the placing of an order.

Bribes are the most widely known form of corruption. These involve offering payment in exchange for a favourable decision or unfair advantage. However, corruption can take other forms, as shown in the examples provided in this Code.





WHAT IS INFLUENCE-PEDDLING?

Influence-peddling is generally defined as the practice of offering someone an unfair advantage to abuse their influence, whether genuine or supposed, in order to obtain special treatment, jobs, contracts or any other favourable decisions from an authority or public service. The law makes a distinction between active and passive influence-peddling.

- ◆ Active influence-peddling relates to the conduct of the person who suggests to a third party holding an influence, or accepts an offer from a third party holding an influence, to make use of that influence.

Example: Hiring a public sector official as a consultant to help the company obtain a favourable decision from the authority, by virtue of this person's influence over the decision-maker at the authority.

- ◆ Passive influence-peddling relates to the conduct of the person who holds influence and offers or agrees to use it.

Example: Agreeing to abuse one's influence over a public sector official to ensure that a contract is awarded to the Group.



OUR RULES



CONTRACTS, AGREEMENTS AND PUBLIC SECTOR OFFICIALS

Corruption and influence-peddling are prohibited in both the public and private sectors. As the Group's activities have a significant role in the public sector, its staff must demonstrate a higher level of scrutiny as regards public contracts and agreements, as well as in their dealings with public sector officials.

Public contracts - agreements with state governments or with national, regional or local public bodies - are subject to strict rules and procedures.

The Group is committed to ensuring that all its activities comply with the laws and regulations governing the purchase of goods and services by governments, including laws that prohibit any attempts to influence public authorities' representatives. The Group is committed to following the rules and procedures for public contracts that apply in the different countries in which it operates, and carries out regular monitoring to ensure these procedures are being followed.

All bids, public contracts and public agreements are reviewed by the relevant entity's Legal Department, in accordance with Group rules.

The Group renounces all forms of corruption and influence-peddling towards public sector officials, whether from an authority or a public service.

The concept of a public sector or government official is given a broad definition so as to include all persons who hold public authority or work for a public body, all political party candidates, and/or all companies wholly or partly owned or managed by the State or by a State representative.

The following persons are deemed to be public sector officials:

- ◆ Any person who holds a legislative, administrative or judicial mandate, whether by election or appointment.
- ◆ Any employee, agent or representative, member, officer or elected or appointed employee of a government, ministry, ministerial or presidential cabinet, parliamentary assembly, national, regional or local authority or entity reporting to such an authority, whether devolved or decentralised, government agency, regulatory or administrative authority, or commission with the power to impose sanctions.
- ◆ Any manager or employee of a publicly-owned company which is State-controlled or a public service concession holder.
- ◆ Any manager or employee elected or appointed by an international public organisation (e.g. the United Nations).
- ◆ Any person acting in an official capacity for or on behalf of a government or ministry, administrative or judicial entity, government agency, or international public organisation.
- ◆ Any politician standing for public office.
- ◆ Any other person deemed to be a public sector official by virtue of the laws and regulations.

IN PRACTICE

When dealing with public sector officials, Group staff should act with integrity and transparency.

It is prohibited to offer anything to a public sector official that constitutes or could constitute a personal advantage for that person or their close family or friends (gifts, services, job offers, etc.).

All bids submitted and contracts entered into in a public procurement context must abide by the internal rules and procedures, particularly with regards to prior review by the Legal Department.

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QUESTION

As part of a consultation process for obtaining a public contract, I am preparing a bid for a contract for the Group. A representative with close links to the client has offered to provide information about the assessment criteria and the bids submitted by competitors, in return for paying a commission.

Can I pay this commission?

ANSWER

No.

Retain evidence of this conversation and inform your manager or Legal Department or your compliance manager.

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QUESTION

I understand that the Group should not offer gifts to public sector officials or anyone closely connected to them.

However, am I allowed to buy a gift for these officials using my own funds, to thank them for their help in obtaining a contract with the authority?

ANSWER

No.

This type of gift could be deemed illegal, irrespective of whether it was purchased by yourself, using your own funds, or by the company. By giving such a gift, you would be taking risks not only for yourself but also for the Group.

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QUESTION

I am going to participate in an international trade show at which the Group will be exhibiting. We plan to give out promotional items featuring its logo.

Does this contravene anti-corruption laws and Group rules?

ANSWER

It is permissible to give promotional items to clients, and even to public sector officials, as long as the purpose of these items is to promote our brand or our goods and services. However, always make sure that the value of these items is moderate and complies with the internal rules on gifts and invitations. It is also important to ensure that all expenditures are duly logged under the corresponding accounts in the accounting records, in the interests of transparency and record-keeping.



CONFLICTS OF INTEREST

A conflict of interest can arise when a member of staff carries out an activity or holds a financial, commercial or personal interest, whether direct or indirect, that may interfere with the Group's interests.

Personal interest may concern the actual member of staff or their close family or friends, their business partners, or an organisation in which they occupy a position (voluntary or paid). Personal interest may consequently affect their judgement and/or decisions.

A conflict of interest can contribute towards corruption, influence-peddling, and/or other types of violations, if not handled correctly.

IN PRACTICE

It is important to remain alert to any potential conflicts of interest.

You should inform your manager or your compliance manager of any situations involving a conflict of interest, or a potential conflict of interest.

It is recommendable to seek advice from the compliance manager for your entity to find out how to handle these situations.

If you become a member of the board of directors, or you take up office at a company that is a competitor, partner (supplier or subcontractor), client or potential client of the Group, you should first inform your manager and your compliance manager.

The Group rules and the purchasing procedure must be complied with in all situations. In particular, it is not permitted to support or place an order with suppliers or subcontractors where there is an existing or unmanaged conflict of interest (family relationship, share ownership, etc.).

If you may be in a situation where there is a conflict in fulfilling one of your positions of responsibility (an association or political group, for example), it is important that you notify your manager and your compliance manager of this situation, and that you have no involvement in any decisions that directly or indirectly concern the Group.



QUESTION

My brother runs a printing company for promotional documents and they are known for providing a high-quality service.

As I am responsible for organising an information campaign, can I ask him to undertake this project, since his company offers the most attractive solution?

ANSWER

You can send him a proposal. However, Group rules and purchasing procedure must be complied with and followed in full, including the bidding and competitive tendering process. You should also make your manager aware that you have a family relationship with this potential partner, to ensure that the decision is made objectively and transparently. Finally, you should have no involvement in the decision-making process.

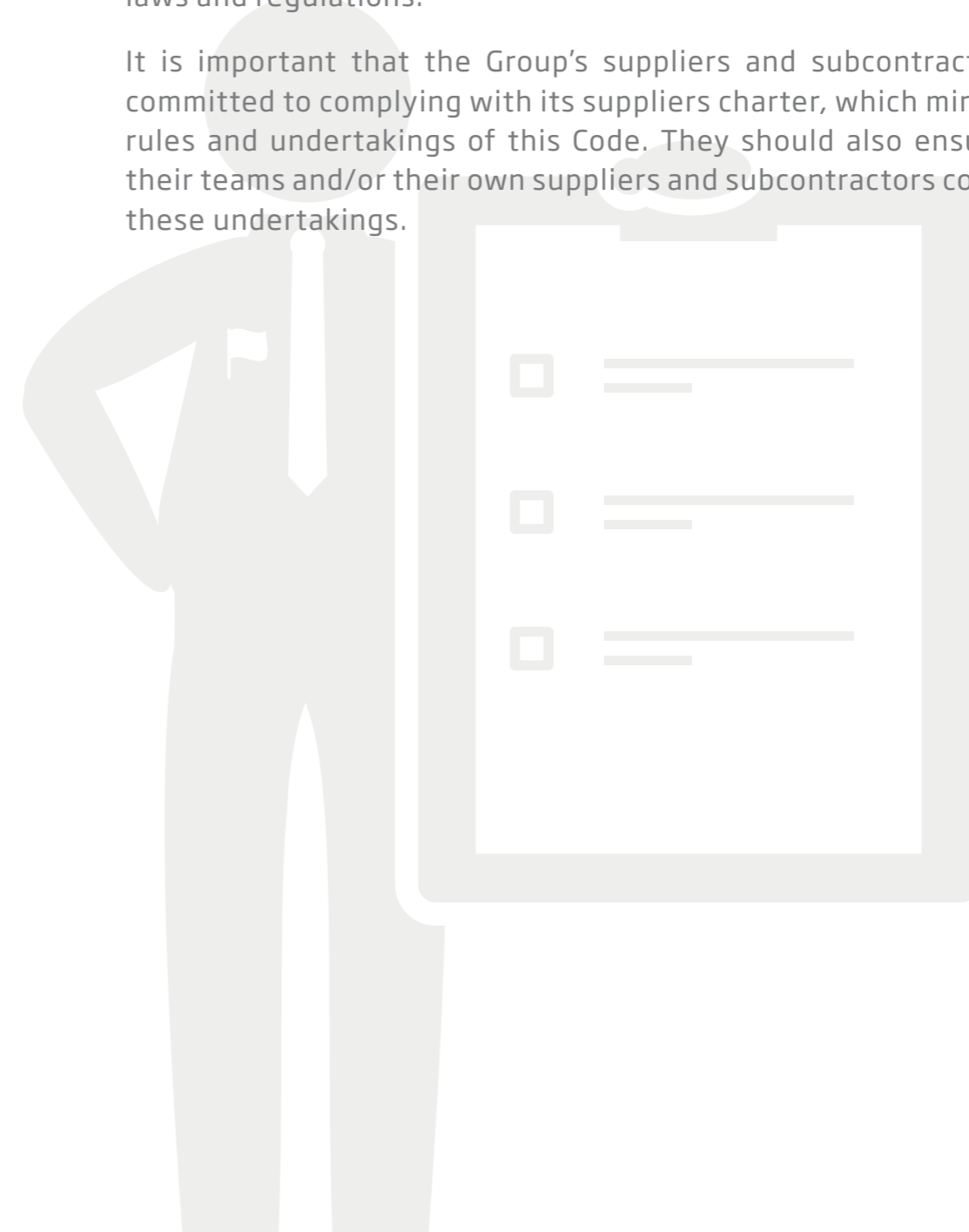


PARTNERS, SUPPLIERS AND SUBCONTRACTORS

The Group may use the services of various partners, suppliers and/or subcontractors. In line with its values, the Group is committed to building a relationship based on trust, transparency, respect, long-term commercial ties, and business ethics.

As it is present in many different countries, the Group expects its partners, suppliers and subcontractors to comply with all international treaties, laws and regulations that apply in each of the countries in which it operates, with particular emphasis on anti-corruption laws and regulations.

It is important that the Group's suppliers and subcontractors are committed to complying with its suppliers charter, which mirrors the rules and undertakings of this Code. They should also ensure that their teams and/or their own suppliers and subcontractors commit to these undertakings.



QUESTION

I am standing for elective public office in my local area.

How should I handle this activity with regard to my colleagues and my place of work?

ANSWER

First of all, you should inform your manager and / or your compliance manager. You must not use Group funds or resources, including telephone, paper, post and any other company property, to carry out or support your own political activities. Furthermore, it is not permissible to carry out political activities in the workplace. In addition, you cannot act or appear as a representative of the Group when taking part in your own political activities. Lastly, you must take care not to create a conflict of interest.

IN PRACTICE

You should follow the Group's rules and purchasing procedures, in particular with regards to third party due diligence, the bidding procedure, and the selection criteria.

Internal rules on purchasing should be followed, and the associated checks should be organised and implemented.

All relations with partners, suppliers and subcontractors must be formally recorded in an agreement which must be reviewed and approved by the Legal Department and must incorporate the anti-corruption undertakings specified in the Code.

The Group rules and the purchasing procedure must be complied with in all situations. In particular, it is not permitted to support or place an order with suppliers or subcontractors where there is an existing or unmanaged conflict of interest (family relationship, share ownership, etc.).

You should document, archive, and record for all contractual relations and payments made and/or received under the corresponding accounts in the accounting records.

In view of its structure, the Group does not intend to use the services of commercial intermediaries. Any agreements with commercial intermediaries or business facilitators must first undergo specific checks in accordance with the Group rules and applicable decision-making levels, including review by the Legal Department.



GIFTS AND INVITATIONS

Gifts and invitations are advantages of any kind, whether given or received, whether direct or indirect, and whether to or from a third party (supplier, partner, subcontractor or client). They especially include presents and miscellaneous items, meals, drinks, accommodation, travel, tickets for shows, concerts or sporting events, training costs, and membership fees (e.g. for a club).

Without imposing a strict ban on gifts and invitations as a concept, particularly where the aim is to follow hospitality conventions and/or promote the Group's image, it should be remembered that such gifts and invitations should be strictly reasonable and kept within certain limits. They must not influence decisions, nor must they compromise independence in the performance or evaluation of the service provided, whether as a supplier or as a client.

Whether they are given or received, all gifts and invitations must comply with the following principles:

- ◆ The cost must be reasonable or modest.
- ◆ They must comply with Group rules and principles.
- ◆ They must be directly linked to the promotion of the company's goods or services and/or serve a professional purpose.
- ◆ They must be given or received with full transparency to the company.
- ◆ They must not take the form of cash or a cash equivalent (e.g. purchase tokens, special discounts).
- ◆ They must never place you in a position of indebtedness or seek to place the recipient in a position of indebtedness, particularly during critical periods of decision-making or bidding procedures or the awarding/negotiating of contracts.

It is important to always keep a written record of the gift and any evidence (e.g. invoices or receipts). Likewise, all invitations should be duly recorded and evidenced.

As a guide to help you decide whether to give or receive a gift, an invitation or any other kind of advantage, ask yourself the following questions:

- ◆ Is it for a legitimate purpose?
- ◆ Does it comply with the laws and regulations?
- ◆ Does it comply with the Code of Conduct and is it in the Group's interests?
- ◆ Am I in any doubt concerning the decision I have made or will make?
- ◆ Would I feel uncomfortable if my manager or my family and friends were informed of my decision, or if it became public knowledge?

22 If you are in any doubt, you can seek advice from your manager and compliance manager, who will look into aspects such as the specific circumstances of the gift.

IN PRACTICE

It is permitted to give or receive promotional items of token or modest value, such as products featuring the Group's logo or the logo of a supplier or provider.

Invitations to cultural or sporting events may be acceptable, provided they are on a one-off basis and of reasonable value, are not liable to influence decision-making, take place in the presence of the client or supplier, and are not extended to the family members of the persons concerned.

It is strictly prohibited to give or receive gifts to or from national and/or foreign public sector officials, or international government officials, irrespective of the significance of the gifts and/or the circumstances.

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QUESTION

While working on a project with a private sector client, I have been invited out for a meal.

Is this allowed?

ANSWER

Yes.

As long as the value of the invitation is appropriate and reasonable.

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QUESTION

A supplier has invited me and my partner for a weekend trip at their expense, to attend a sports competition abroad.

May I accept?

ANSWER

No.

Accepting this type of personal invitation would not comply with the Code of Conduct. You should politely decline the offer and report the situation to your manager and your compliance manager.

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DONATIONS, PHILANTHROPY AND SPONSORSHIP

The Group can lend its financial or material support to a social, cultural or sporting activity or project, to promote the company's values and / or to publicise the brand and company image.

These operations must benefit events or projects that are consistent with the company's values and be in line with Group rules and principles. They must not be used to exert undue influence on decision-making, whether public or private, in the company's favour.

- ◆ Donations are benefits given in the form of money and/or contributions in kind. They are granted for a particular purpose, whether for research or training or for a charitable or humanitarian objective.
- ◆ Philanthropy campaigns can only be run if the Group is not receiving and/or is not perceived as receiving any tangible consideration in exchange, other than the promotion of its image.
- ◆ The expenses incurred in relation to sponsorship campaigns are for the purpose of promoting the company's brand image. Sponsorship therefore has an explicit, reasoned commercial objective, and the consequences must be quantifiable and in proportion to the initial investment.

IN PRACTICE

It is advisable to verify the governance composition in advance, as well as the names of the directors and founders and the purpose of the beneficiary arrangements.

These campaigns should be arranged with full transparency, and recorded for accounting purposes according to the internal rules, indicating the beneficiaries.

It is not permitted to use Group resources, as financial donations or contributions, to support political activities or parties, candidates or political roles of local, national or international scope, in any way whatsoever.

You should never use the Group's premises or equipment for political activities.



QUESTION

I have been asked by a client with whom we are currently involved in a bidding procedure to make a donation from the Group towards a charitable organisation connected with music; they have family members on the board of directors.

Can I do as they ask?

ANSWER

No.

To do so could be considered as an attempt to influence the decision-making process. The simplest solution is to refer the matter to your manager, compliance manager, and Corporate Responsibility Department, to ensure Group procedure is followed.



FACILITATION PAYMENTS

The Group is committed to fighting corruption and influence-peddling in all its forms. To this end, the Group opposes all payments from third parties which do not correspond to a genuine service, for which the amount is not duly justified, and which are not recorded in our accounts.

Facilitation payments are unofficial payments, in small amounts, made directly or indirectly to facilitate or expedite certain administrative procedures, in the normal course of business, for example applications for permits, visas or customs transit.

The Group does not allow facilitation payments, regardless of whether or not they are permitted under local laws. The sole exception to this rule is the situation wherein a staff member faces a threat or danger to themselves and/or their family, and has no other solution than to allow this type of practice.



QUESTION

I wish to obtain a software export licence from the authorities in an African country. All the necessary documents have been supplied and the forms have been completed. The official has no reason to refuse the licence but he is delaying the process and leading me to believe that a small contribution could speed things along.

How should I respond?

ANSWER

You should refuse his offer and alert your manager and your compliance manager. Facilitation payments are prohibited by the Group, irrespective of whether or not they are tolerated under local laws.



LOBBYING

Lobbying can be defined as actions and interventions aimed at influencing laws, regulations or the introduction of standards or public decisions, in the interests (generally business interests) of an organisation, company or individual.

The Group does not intend to organise any lobbying in connection with its activities. In particular, the Group does not grant any kind of support of a financial or other nature towards political parties, politicians or political initiatives.

However, the Group reserves the right to participate in dialogue accompanying the development of regulations in the countries in which it is present, and to participate in working meetings of professional organisations; these activities are performed by General Management or with full transparency to General Management.

IN PRACTICE

If you think your actions could resemble lobbying, or your advice could influence laws, regulations or the introduction of standards, you should quickly alert your manager and your compliance manager.

Any lobbying by staff must comply with all professional ethics rules currently in force and must be duly declared to General Management.

Group staff should take care not to create any conflict of interest situations in connection with lobbying.

Whilst you may participate in political activities, you may only do so in your own name, outside of your working hours and outside of your professional life.



ACCOUNTING RECORDS

Specific attention should be paid to recording of actions for accounting purposes. Finance, Accounting and Treasury are the departments most closely concerned; however, all staff could potentially be affected and should remain mindful.

Purchase orders, time declarations, expense claims, contract registrations, status reports on services carried out, and delivery reports are all finance-related items. All actions should be duly recorded and documented. Each of these items or documents should be drawn up in accordance with the rules and procedures that apply within the Group. Account-keeping and transaction records must be complete, accurate and objective.

IN PRACTICE

All actions should be duly authorised under the rules that apply within the Group entity concerned.

You must follow Group rules and decision-making levels as applicable within your entity.

If you are in any doubt with regard to recording an action or declaring a transaction, speak to your manager.

If you do not understand any action recorded, request an explanation along with all associated documentation.

Inform your manager if you believe that an entry or a declaration does not accurately reflect the corresponding transaction, or if you notice an error.

Report any irregularities to your manager, compliance manager and Finance Department.



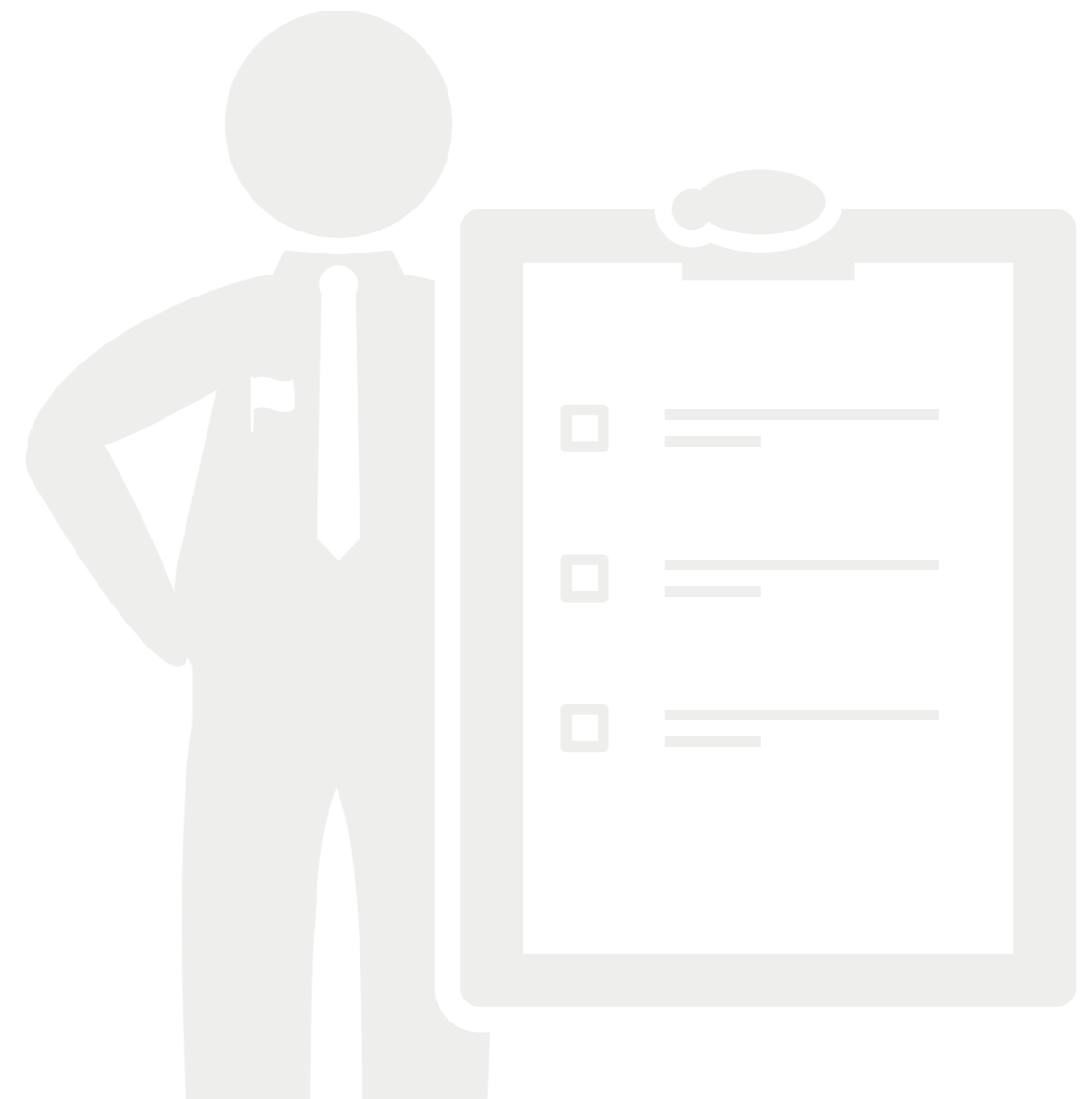
QUESTION

I have discovered that, after an accounting error, costs for services provided have been assigned to a different project from the one concerned. The client has not realised and I would not like to cause problems for the person who made this error.

What should I do?

ANSWER

You must act transparently and tell your manager and your Finance Department.





IMPLEMENTATION



USE YOUR JUDGEMENT

The Code of Conduct cannot specifically cover every single question or problem that you may encounter.

You should use your judgement and act with integrity, by asking yourself the right questions:

- ◆ Do my actions or decisions comply with the law and the Code of Conduct, and are they in alignment with Group values?
- ◆ Could my actions or decisions have a negative impact on my company?
- ◆ Am I prepared to take responsibility for my actions or decisions with full transparency?
- ◆ Am I prepared to speak openly about it with my colleagues, family, and friends?
- ◆ Would I feel comfortable if the situation was made public?



SEEK ADVICE

Do not leave yourself with unanswered questions or problems.

If you have any doubts or queries, do not hesitate to seek advice from your manager or the Legal Department or compliance manager for your entity.

There is also a training system in place to ensure that all staff familiarise themselves with the points covered in the Code of Conduct.



RAISE CONCERNS: WHISTLEBLOWING POLICY

If you observe a violation of the Code of Conduct, or an attempted or successful act of corruption or violation of the law, whether this has already occurred or is yet to occur, you can make use of the whistleblowing policy. You can raise your concerns with the compliance manager for the entity or Group.

Details of the compliance managers and the whistleblowing system can be found on F2F.



SANCTIONS

Any violation of the Code of Conduct may result in disciplinary action, depending on the degree of severity, including dismissal.

In most countries, any act of corruption and/or influence-peddling, whether active or passive, even if simply an attempted act, is liable to result in legal sanctions, for example criminal sanctions, both for the perpetrator and for the company. By way of example, the sanctions for corruption and influence-peddling under French law and its extraterritorial application are as follows:

- ◆ A fine of up to 1 million Euros for individuals or 5 million Euros for legal persons or the equivalent of twice the amount earned through the unlawful acts.
- ◆ Prison sentences of up to 10 years for natural persons.

Other sanctions may be incurred, such as exclusion from public contracts, revocation of civil liberties, prohibition from standing for election, prohibition from engaging in a commercial or industrial profession or public function, confiscation of assets, and publication of the sanction.

The party responsible may also face civil liability action to obtain compensation for the damage caused.

Finally, there may be other sanctions that apply under the corresponding legislation and regulations.