
Anti-Corruption Policy

NTT DATA Europe & LATAM

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1 Introduction

1.1 Purpose

This Policy has been prepared by NTT DATA Europe & Latam, S.L.U. (“**NTT DATA EMEAL**” or “**the Company**”) to prevent and punish corrupt behavior which, in addition to possibly being classified as a crime by the Spanish Criminal Code, go against the Company’s ethical values.

The organization expresses its clear will and intention to comply with all anticorruption laws, expressly prohibiting any type of corruption, whether active or passive, direct or indirect, in the public (national or international) or private sector. NTTDATA EMEAL applies the Policy to its business strategy and to all its decisions.

This Policy defines the behavioral principles and guidelines that employees and third parties associated with the Company must follow at all times during the performance of their work and any related to NTT DATA EMEAL, with the aim of avoiding any action that could be classified as corrupt.

Gifts and hospitality issues are regulated separately in the **NTT DATA EMEAL Gifts and Hospitality Policy**.

1.2 Scope of application

This Policy applies to NTT DATA EMEAL, and to all those entities in which NTT DATA EMEAL holds a majority interest. The Policy has been prepared from the perspective of Spanish legislation, taking into account that the holding parent company NTT DATA EMEAL is based in Spain. Best practices, standards and

national and international anti-corruption guidelines have also been taken into consideration.

This Policy also applies to all administrators, executives, employees (including temporary employees or those hired under a collaboration agreement and volunteers) (“NTT DATA EMEAL **Professionals**”). The Company expects that third parties (customers, suppliers, business partners, etc.) with whom maintains relationships will exhibit behaviors that are in line with this Policy and, consequently, the Company may extend compliance to these third parties when deemed appropriate.

2 Prevention and the fight against corruption: Everyone’s duty

2.1 What do we understand by “corruption”?

The term “corruption” includes any conduct that is aimed at requesting, granting, or receiving any unjustified gift, benefit, or advantage, as consideration for obtaining favorable treatment.

Corruption may be:

- **Private**, if the person requesting and/or in favor of whom the gift, benefit or advantage is granted is an executive, administrator, employee or collaborator of a company, association, foundation or national or foreign organization.
- **Public**, if the person requesting and/or in favor of whom the gift, benefit or advantage is granted holds the status of national or foreign public official.

A **public official** is understood to be any person who holds a legislative, administrative, or judicial office of any kind (whether appointed or elected) or who carries out a public function on behalf of a country or territory or for any public body or entity. It also includes officials or agents of any organization whose members are countries or territories, governments of countries or territories, or public international organizations.

A **Public Company** is understood to be any entity, institution, body or agency of Spain, whether of the Executive, Legislative or Judicial Branch, or of the national, European or local government, or international public organizations (for example, World Bank, UN, etc.) and companies under the ownership or control of the Spanish State or jointly owned companies.

Any form of direct or indirect corruption in the public or private sector could have serious consequences for both the Company and for the employees of NTT DATA EMEAL, and may be a crime that could be subject to various penalties, including a fine, imprisonment, disqualification from contracting with the public sector, loss of the possibility of obtaining subsidies or public assistance, as well as the right to enjoy tax and Social Security benefits or incentives, among others.

2.2 Measures taken by NTT DATA EMEAL in this area

The Company states its clear will and intention to comply with all anti-corruption laws, expressly prohibiting any type of corruption, whether active or passive, direct or indirect.

The Company wishes to extend the above to its strategy and to all its decisions. It will be able to define, where appropriate, the different internal responsibilities with respect to the fight against corruption, especially with regard to making sensitive decisions or those related to contracts and permits.

Within the framework of its Compliance Program, NTT DATA EMEAL promotes several actions and measures to internally prevent any crime, particularly any direct or indirect corruption of any type. These actions can be classified as: a) awareness and training, b) communication, c) prevention, d) detection, e) supervision and control, f) monitoring, g) audit and h) correction. These actions will be updated as a result of the periodic review of the Compliance Program.

NTT DATA EMEAL professionals must always consult and follow the guidelines that the organization advocates on anti-corruption matters when performing any Company business activities, especially when any contracts or agreements are to be concluded with third parties (i.e., agents, mediators, commission agents, external advisors, partners in a consortium, mergers, acquisitions or joint ventures, distributors, contractors, subcontractors, etc.).

NTT DATA EMEAL may implement the anti-corruption and control measures that it deems appropriate at its discretion and in compliance with the regulations that may be applicable at any time, using any technology or other tools, in order to prevent or detect the occurrence of any crime.

Senior management will thus make the decisions deemed appropriate, entrusting the necessary work to the EMEAL Compliance Department, which must necessarily receive the assistance of all areas at the organization, especially the managers in the Business area, who will be considered key figures. The measures adopted will be regularly reviewed and updated by the Compliance Department, both at EMEAL and local level, in coordination with the collaboration of the rest of the areas at the organization, in accordance with the top management's instructions.

2.3 General principles

In order to protect the organization and avoid any type of corruption, the following must be fulfilled:

- All Company professionals must engage in ethical and integrity behavior and comply with anti-corruption laws. Any failure to do so will be understood to be a violation by the professional of the duties/functions of his/her job or position and an unfair and disloyal action.
- All NTT DATA EMEAL Professionals must comply with the provisions of the EMEAL Code of Ethics and Professional Conduct (hereinafter referred to as the “Code of Conduct”), as well as all policies, protocols and other internal procedures that are in force at any given time.
- Certain areas in which the risk of corruption may be greater, such as the Finance, Procurement or Business departments, must expressly comply with the specific anti-corruption actions/measures that the organization considers appropriate in each moment, such as, among others, awareness, information and training, by the person responsible for the area, or prevention and consideration of the existing anti-corruption regulations in the case of the development or expansion of a certain business in countries considered conflictive at the international level.
- Together with the EMEAL Compliance Department, perform all necessary verification of the Due Diligence work regarding any third party when a contractual relationship is to be established. Investigative or “screening” actions may be performed as part of that Due Diligence on the third party in order to verify whether they are involved with any court proceedings, have been convicted of a crime, are related to people associated with corruption, etc.

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- NTT DATA EMEAL undertakes to evaluate the risks of possible bribery and corruption affecting a third party and within the framework of any potential relationship with that party, taking all necessary steps prior to establishing such a relationship.
 - If it is necessary to provide confidential information regarding NTT DATA EMEAL to third parties, always sign an appropriate Confidentiality Agreement in advance, or include the relevant Confidentiality clause in the contract to be signed, so that the information is legally and duly protected.
 - All agreements to be signed by any NTT DATA EMEAL company must be formalized in writing. Consequently, the Company does not authorize any verbal agreements.
 - Regardless of the contractual relationship concerned, always use the contract models that are in place at any given time that have been prepared by the Legal Department. These models must at least reflect the reason and purpose of the relationship, the services to be performed, the price/consideration and the final beneficiary, as well as the form of payment in a way that does not involve any corruption whatsoever.
 - Whenever it proceeds through an internal procedure, as well as in all cases in which the supplier, client or third party imposes another contract model, send it to the Legal Department so that a legal review of the contract in question can be performed.
 - The agreements that any NTT DATA EMEAL entity wishes to conclude with third parties (mainly agents, mediators, distributors, commission agents and external advisors) must comply with the contract models that the Legal

Department has prepared and that are in force. These contract models must include the Anti-Corruption Commitment to be signed by the third party, as provided by the EMEAL Compliance Department. This guideline must be observed, in any event, in cases of “Revolving Door” contracts or those concluded with external advisors, in anticipation of any possible action by the advisor in the public sector, if in the past the advisor has worked at companies or in organizations in that sector or has some type of connection, incompatibility or conflict of interest in this respect.

- The Company's professional, or the third party acting on behalf of NTT DATA EMEAL must first ensure that they fully understand the reason for any requirement to assume a financial commitment of another type, or to approve or make a payment, and that it is legal. Should there be any doubt, a query should be sent to the EMEAL or local Compliance Department.
- Only the collection or payment of commissions that comply with current legislation and that are common practice in mediation or similar operations will be accepted, when involving a legal purpose and underlying reason, as well as only when ethically appropriate and in line with the Code of Conduct.
- All organization transactions that involve payments made or received must be entered into the accounting or other appropriate records in a faithful, orderly and punctual manner. Any type of irregular action that may involve the falsification of an invoice or an accounting entry, or their alteration, or incompleteness, is strictly prohibited and all entries must comply with the legal and official accounting requirements at all times.
- Any payments that may be illegal or irregular are also prohibited. Any expense borne by the organization must be duly justified and approved by the

appropriate person, and properly recorded and entered into the accounting records.

2.4 Are charitable donations allowed?

NTT DATA EMEAL may grant financial assistance to entities that engage in legitimate causes, including solidarity projects, to foundations or charitable or non-profit organizations, as long as any such grant or sponsorship has been communicated in advance to, and approved by, the Compliance Department at EMEAL or local level by the country CEO (subject to review by the C&RM Head/Champion of the cluster/country, who may consult the EMEAL Compliance Department if necessary). Such contributions or donations must comply with the internal guidelines that exist at the organization at any given time, and, in any case, the EMEAL Chief Compliance Officer must be informed.

Any cash or other donation will require a prior investigation of the organization or non-profit institution to internally verify the following, with the support of the EMEAL Compliance Department:

- The actual existence of the non-profit foundation/institution that will receive the funds or donation, as well as that it is legally formed in accordance with the regulations of the country in question.
- That the foundation or entity is qualified under applicable regulations to receive donations for charitable or non-profit purposes.

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- Its specific activity must be real, and it must effectively pursue its goals established by its founding statutes or the rules that govern its operations. The background of the entity, the members of the foundation's Board of Trustees or directors of the organization will be investigated in order to verify that they are not associated with any action that could involve corruption.
 - If necessary, it must be entered into the relevant Registry of Foundations or the one that is most appropriate under the law for its stated purpose.
 - The NTT DATA EMEAL entity that wants to make the donation cannot associate it in any way with the company's activity or business.
 - The NTT DATA EMEAL entity that is going to make the donation must provide the pertinent written request from the foundation or non-profit institution describing the purpose for which it is requested and the nature of its activities.
 - In addition, the internal approval system established in the EMEAL authorization matrix (ERAM) must be followed for donations over €50,000.

Donations must be necessarily and adequately reflected in the internal accounting records, stating the manner in which they were made (bank transfer, bank check, etc.), so that they are properly recorded and documented.

Any donation must be made directly in the name of the foundation or entity that will be the beneficiary and never made to a natural person or individual.

If NTT DATA EMEAL makes a donation, the receiving foundation or non-profit institution must provide written certification that the donation has been used to

effectively fulfill the intended purpose, once that objective has been fulfilled, by the charitable or non-profit organizations in the pursuit of their activity as stated in their statutes or operating rules.

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2.5 And donations to political parties?

Donations to political parties and unions are understood to be the delivery of cash or in-kind items (such as the concession of the use of facilities, products, or services) that is made with the intention of supporting political parties, candidates or initiatives of a political nature.

Any type of direct or indirect donation to political parties or unions in the name of NTT DATA EMEAL, or when it could be inferred that it is made for the benefit or on behalf of the company, is strictly prohibited.

2.6 And relationships with lobbies?

When making public decisions, NTT DATA EMEAL undertakes to comply with all specific regulations that may be applicable (international, European, and local) regarding lobbying, as well as with regard to public registries of lobbies and other existing transparency mechanisms in other countries. The Company also undertakes to comply with existing legislation in the European Union (notably the Transparency Registry, created as a public and voluntary registry by the European Parliament and the European Commission, without there being any obligation or any incentive to register with that registry) and with the local legislation in each country.

NTT DATA EMEAL will not participate in pressure group activities that lead or may lead to criminal offenses, such as corruption or influence peddling, and will tailor its actions to meet best practices and the principles of transparency and integrity.

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3 Conflicts of Interest: How should we act?

3.1 What is a conflict of interest?

A conflict of interest occurs when the interests of the Company may be compromised by the personal interests of any member of the Company, its partners, employees, executives, or members of its Board of Directors, in such a way that objectivity is lost. In the event of a particular activity or transaction where an employee is in a real or potential conflict of interest situation, they must immediately communicate this situation to the EMEAL Compliance Department, in order to be informed on how to proceed.

3.2 How should we act?

Employees and others associated with the Company **must avoid conflicts of interest**, and **the interests of NTT DATA EMEAL must always take precedence** over their individual interests. In this respect:

Any employee who does business with NTT DATA EMEAL must provide a written report on any conflict of interest they have, including any conflict involving any related person, with respect to that business.

Whenever NTT DATA Professionals find themselves in a situation that they foresee may cause a conflict of interest, they must contact the EMEAL Compliance Department so that they can be instructed on how to proceed.

Employees who, due to their job or position, must make financial or strategic decisions will request the pertinent authorization to make payments and/or contracts from commercial entities, associations, or charitable organizations outside of NTT DATA EMEAL and of which they are administrators, directors, managers and/or advisors.

4 Relationships with third parties

4.1 What procedure must be followed to select and contract with potential suppliers?

NTT DATA EMEAL's commitment is to initiate and maintain business relationships only with **qualified, reliable, and upright suppliers**. To fulfill this commitment, reasonable measures must be implemented to verify the qualification and integrity of each supplier before entering into binding business relationships.

The Company's EMEAL Procurement Department only approves those suppliers that meet the required criteria that are deemed necessary. These are, among others, primarily and unavoidably, those that have a Compliance Program or crime prevention model. Such approval will be provided by the Procurement area in accordance with the provisions of the Procurement Policy and after the completion by the supplier of the pertinent document that the area concerned has prepared for this purpose.

The selection of suppliers will always comply with the principles of impartiality, transparency, and sustainability, in accordance with the EMEAL Procurement Policy. Contracting with those suppliers and, consequently, the contracting for external supplies and services must be carried out using transparent procedures in

line with approved criteria regarding publicity, objectivity, and concurrence. The above procedures will also apply to contracting/relationships with clients.

NTT DATA EMEAL advocates only interacting with suppliers and customers who engage in legal business activities and whose financing or economic support comes from legitimate sources.

In order to achieve maximum impartiality and objectivity when selecting suppliers, the following minimum requirements must be met:

- The suppliers concerned carry out legal commercial activities.
- Their financing or economic support comes from legitimate sources: assess whether the suppliers' financing is legal.
- There are no conflicts of interest between employees and suppliers.
- Obtain sufficient offers that meet the requirements demanded by the area in question, which must clearly specify the price of the good or service offered.
- Comply with supplier assessment processes and promote, to the extent possible, the invitation of new bidders. Documentary evidence must always be kept regarding bidders and their offers.
- Select the most favorable offer (that is, the one that offers the best quality/price ratio), specifying the reasons or reasons for that choice if not due to price.

All acquisitions of goods or services must be documented in the pertinent contracts, which must be filed with the corresponding registry once they have been concluded.

In order for the Company to safeguard and protect its reputation, when circumstances suggest that initiating or maintaining a professional relationship with a supplier, client or any third party may harm or negatively affect NTT DATA EMEAL, that relationship must be suspended or, where appropriate, submitted for the consideration and review of the appropriate department.

In addition, if suppliers request payment of their invoices through bank transfers to current accounts other than the usual ones that appear in the Company's records, NTT DATA EMEAL will require, prior to payment, a bank certificate that prove ownership of the new supplier account.

4.2 Due diligence with business partners

The conduct of business partners with whom the Company maintains relationships and, especially, over whom it can exercise certain control, may lead to criminal liability for NTT DATA EMEAL.

The selection of business partners with which the Company maintains relationships therefore becomes a key process. Accordingly, the areas involved with the selection and approval of business partners must follow the relevant due diligence procedure.

When selecting business partners that represent a risk that is higher than low, the Company must take into account not only their technical capabilities but also their possible background and profile in terms of criminal compliance, and the suitability of the selected business partner with respect to the requirements must be documented in accordance with the Company's compliance criteria.

In the event that the contract is appropriate, but involves a higher than low criminal risk, the relevant department will use a contracting formula that includes a formal statement of conformity with the values indicated in the Company's Code of Conduct and other appropriate documentation regarding Compliance. You cannot contract with any business partner if the procedure indicated above has not been followed.

Due diligence does not only cover the process of selecting and approving business partners with whom the Company has a relationship or plans to have one. It is also necessary to monitor its actions in order to detect changes that may affect its business relationships.

4.3 Can I deal and/or negotiate with the public sector on behalf of NTT DATA EMEAL?

Only people expressly authorized by NTT DATA EMEAL may deal and/or negotiate with national or international public officials, in accordance with the power-of-attorney granted to them in each case.

In any event, **so-called “facilitation payments” are prohibited**, as their purpose is to expedite procedures, routine official acts or facilitate the supply of a service, even if they are not intended to obtain an undue benefit.

The Company's business activities are also prohibited from entering into any situation involving any conduct or actions that could be construed to be **extortion** in the pursuit of a benefit through bribery, violence or intimidation.

Ultimately, no Company professional is permitted to engage in behavior that may possibly be a crime of **influence peddling** and, consequently, this includes a public official or authority when taking advantage of any situation derived from a personal relationship with that official or authority, or any other, to obtain a decision that may generate a direct or indirect financial benefit for the professional, the official or the Company.

5 Compliance with this Policy

5.1 Approval and amendment of the Policy

This Policy and any amendments must be approved by the EMEAL Board of Directors or the EMEAL Audit & Compliance Committee.

5.2 Dissemination and training

NTT DATA EMEAL will adopt appropriate measures to ensure that this Policy is accessible and generally known by all those affected by its content. The Company also undertakes to provide the necessary awareness training to all its Professionals to ensure compliance with this Policy.

5.3 Questions, suggestions, and violation of the Policy

Any **questions and/or suggestions** regarding the scope or application of the content of this Policy must be raised to the EMEAL Compliance Department using the following email address created for this purpose:

EMEALcompliance@emeal.nttdata.com

However, **reporting or communicating information regarding inappropriate**, irregular, or criminal conduct, or any that is likely to violate the content of this Policy, must take place using the EMEAL Whistleblowing System established for this purpose by the Company, at a global level, (or the local Whistleblowing System in Italy) which is independently managed by an external law firm. This communications channel is accessible through the NTT DATA corporate website, under the heading “*Whistleblowing*”, as well as at the corporate intranet.

Any failure to comply with this Policy may entail disciplinary measures in accordance with the internal, notwithstanding other consequences that may arise in accordance with the legislation applicable in each country.

Annex I. Approval and Modifications

Version number	1
Approver	EMEAL Board of Directors
Responsible party	EMEAL Compliance Department
First approval date	March 2024