

BearingPoint®

Working safely and successfully within our

# Standards of Business Conduct

*Supporting document*

## **Contact**

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# BearingPoint. Our shared values

## Beliefs and behaviors that should guide our actions

These are the core values and principles that must provide the template for our future success.

- Commitment: we must all take personal responsibility for enabling and safeguarding the future success of our clients and our people.
  - Commitment to clients' success. We are focused on delivering a client service experience that is responsive, enabling and valued. Our clients' business results must remain our top priority. We succeed only when they succeed.
  - Commitment to each other's success. We strive to create an environment where we attract, nurture and retain talented people. It is our responsibility to ensure that every employee has the opportunities and support they needed to reach their full potential.
- Excellence: we shall continually seek to deliver the highest standards of service. We will achieve this through exceptional productivity, efficiency and continual improvement.
- Teaming: teaming leads to greater cooperation, collaboration and inspiration. It is the driving force behind the attainment of ever more impressive results.
- Passion: we must feel passionate for what we do, what we achieve and what we deliver. Our passion must be sustained throughout our employment and evident in all that we do.
- Stewardship: we must continue to develop our people and our capabilities in order to build a stronger, healthier and wiser organization for the benefit of future generations of employees.

# Respect for the law

Laws, rules and regulations vary according to geographies and cultures. All employees and operatives acting on behalf of BearingPoint have a duty to comply with all of the laws, rules, and regulations in force wherever they may be required to perform their duties.

BearingPoint's core values, principles, and policies are non-negotiable and apply wherever we operate. This ensures that we provide fair and consistent treatment for our employees, customers and stakeholders at all times, in all territories.

## What we must all make sure we do

In order to help BearingPoint meet its commitment to conduct its business in the most ethical and transparent way, we must be sure to:

- Always conduct BearingPoint's business with complete honesty and integrity, and refrain from any conduct that could damage BearingPoint's reputation
- Be sensitive to situations that could lead to inappropriate business conduct and take action to avoid them
- Report any known or suspected inappropriate business conduct, or illegal behavior, promptly to the BearingPoint management or BCO
- Seek appropriate guidance as soon as you become aware that business conduct issues may have arisen

Business conduct covers an extremely broad spectrum of behavior. It is, therefore, difficult to anticipate and define every situation where a problem could arise. Should you encounter a situation that is not covered in our Standards of Business Conduct, simply ask yourself the following questions:

- Is it ethical and legal?
- Is it in conflict with BearingPoint's values, policies and Standards of Business Conduct?
- Is it the "right thing to do"?
- How will this action appear to your management, peers, family or the media?
- Could this action prove to be damaging to BearingPoint's longterm interests?
- Who else could be impacted by this decision?
- If this were your own business or organization, would you act in this way?
- Are you aware of any local customs or practices that this action might be in conflict with?
- Does this action show concern and respect for your fellow employees, customers, suppliers, partners and the firm

# 1. Relationships with your fellow employees

*At BearingPoint, we respect and value the rights and dignity of others.*

## **1.1 Maintaining integrity, professional interaction and mutual respect**

We want to foster a culture of mutual respect for the rights and dignity of our fellow employees.

We encourage inclusion. Therefore we must demonstrate that we recognize and value the unique contributions that people with different characteristics and experiences, and from different backgrounds, have to offer.

Our employment decisions must be based purely upon the needs of the business. They must respect local laws and be free from discriminatory intent.

Discrimination on the basis of a person's race, nationality, gender identity, family status, ethnic background, age, religion, political affiliation, sexual orientation, or disability are prohibited. The harassment of any person must not be tolerated or ignored by any of us.

# What is harassment?

*Generally speaking « harassment » is any form of behaviour with the purpose or effect of violating the dignity of a person and of creating an intimidating, hostile, degrading, humiliating or offensive work environment*

## 1.2 Keeping our workplace safe

We are committed to maintaining a safe, healthy and rewarding working environment. We do not tolerate threatening language or behavior, or acts of violence, against our fellow employees, visitors, clients or any other person at any time.

Every employee has an obligation to report to work free from the effects of any substance that could prevent them from operating safely and effectively in the workplace.

## 1.3 Environmental stewardship through sustainable operations

Environmental stewardship is an extension of BearingPoint's Stewardship principle. We are committed to delivering measurable and sustainable results for our clients and our business. We believe that it is our corporate responsibility and social duty to meet our commitments in a way that is sustainable and has the minimum impact on our environment. We shall continually search for new ways to improve efficiency, reduce waste and minimize our carbon footprint wherever we operate. BearingPoint will aspire to be an exemplary global corporate citizen.

## 1.4 Protecting our personal information

We respect the privacy of our employees and will do everything in our power to protect the personal information that they share with us and our business partners. This includes any information by which they can be identified, such as, but not limited to, their name, address, telephone number, email, date of birth and salary.

# 2. Our relationship with BearingPoint and the Partnership

All people, systems, or processes that collect, access, use, share, store, transfer, or destroy personal information that relates to BearingPoint employees must do so in strict accordance with our privacy and security policies and guidelines.

*Safeguard the integrity of BearingPoint's business decisions*

## 2.1 Avoiding conflicts of interest

*"Integrity has no need of rules"*  
*- Albert Camus, French Philosopher*

We all have the responsibility to safeguard the integrity of BearingPoint. This means all business decisions must be made solely on the basis of what is best for the company and are not improperly influenced or corrupted by our personal interests.

Any action or activities undertaken in a situation where a conflict of interests exists is unacceptable. It is difficult to define every situation where a conflict of interest could arise within this summary document. However, it is important that we remain aware of our responsibilities to the company and alert to any activities that could lead to a potential conflict of interest.

Should we become aware that a potential conflict of interest may, for any reason, arise, we must seek guidance from our manager and, where considered necessary, the BCO and BearingPoint's Conflict of interest Review Board.

You are encouraged to consult the Conflict of Interest Policy at <https://together.bearingpoint.com/bu/services/Legal/compliance/Pages/Firmwide-Policies.aspx> which provides you many examples of conflict of interests situations that you may face in your professional life.

## What is a conflict of interest ?

*A conflict of interest arises in any situation where there is an actual, or potential, competition between our personal interests and our obligations to BearingPoint.*

*A conflict of Interest may also exist when there is an appearance of interference between our own interests with our ability to perform our job without bias in BearingPoint's best interests.*

### 2.2 Protecting BearingPoint's information, resources and property

We all rely upon BearingPoint's information technology and management resources to perform our duties. It is important to remember that these are to be used for business purposes only. We all have the obligation to protect BearingPoint's property and assets from loss, damage, misuse, or theft.

*BearingPoint's patents, trademarks, copyrights, and trade secrets are all considered BearingPoint's intellectual property and employees have an obligation to protect them.*

### 2.3 Copyrights and Illegal downloading

We take the protection other companies' intellectual property as seriously as we do our own. Therefore, we are all prohibited from downloading, distributing, publicly displaying, publicly performing, or deriving modifications of copyrighted documents, graphics, software, music or video games without permission from the copyright owner when using BearingPoint time, property and resources.

## 2.4 Safeguarding confidential information

Any information concerning BearingPoint, its clients, products, services or its business that is not in the public domain must be treated as confidential and be safeguarded.

The improper disclosure of confidential information can significantly damage BearingPoint's reputation. For this reason, any intended use of one client's confidential information, including client specific deliverables, in another client's project is likely to be improper and, therefore, a breach of confidentiality. If in doubt, we must seek guidance from BearingPoint's Legal and Compliance team in advance of any disclosure or use.

Our obligation to safeguard the confidentiality of BearingPoint and the confidential information of its clients continues beyond our employment with BearingPoint. Similarly, BearingPoint expects all new employees to honor any continuing confidentiality obligations that they may have with their previous employers.

Any work developed by employees or contractors within the scope of their employment with BearingPoint remains the property of BearingPoint. When dealing with contractors and other third parties, we must ensure that an appropriate agreement is in place covering their work outputs and products.

## 2.5 Maintaining accurate business communications and records

BearingPoint must maintain clear, truthful, complete and accurate business records in order to meet its financial, legal and commercial obligations. All reports and documents filed with, or submitted to, European or foreign regulators, tax departments or other regulatory bodies, and any public communications made by BearingPoint, must be complete, clear, accurate and timely. They must also meet all applicable legal requirements and generally accepted accounting practices.

Should you become aware of any omission, inaccuracy, or falsification regarding BearingPoint's business records or the information supporting such records, you must bring it to the attention of BearingPoint's BCO immediately.

As is the case with all business records and communications, written agreements must document the terms of business accurately and completely. To ensure this happens, all client and supplier business agreements must be recorded on approved BearingPoint document templates. Any non-standard terms and agreements requested by the client, or the supplier, must be reviewed and approved by an appropriate line of business manager and be in accordance with applicable policies. We must not authorize or issue any extracontractual promises, commitments or 'side letters' on behalf of BearingPoint without prior review and approval by management.

We must also ensure that we always record and document our hours and expenses fully and accurately, and in accordance with the BearingPoint time and expense reporting policies, procedures and processes that apply within the region or country in which we are operating.

## 2.6 Working on cross-border engagements

In order to minimize BearingPoint's exposure to legal and financial risks when engaged in cross-border activities, we must comply fully with all BearingPoint Rules of Global Engagement (RGE) and related procedures. These include the completion and submission of the eC600 form. When travelling between countries, we must be in possession of all appropriate travel documentation, including visas where applicable. We must also ensure that we comply at all times with national and local laws and regulations regarding export controls.

# 3. Our relationship with customers, business partners and suppliers

*Uphold the commitment to always*

## 3.1 Privacy for all

In addition to respecting and protecting Employee privacy, we are committed to respecting and protecting the privacy of third parties, such as our customers and business partners. BearingPoint's privacy and security policies and guidelines apply to all personal information entrusted to BearingPoint by any individual and must be followed by all employees, contractors and business partners who work on our behalf.

*All BearingPoint employees are prohibited from trading while possessing material, non-public information.*

## 3.2 Material, non-public information, stock trading and market Communication

In order to protect our interests and comply with applicable laws, trading in our clients' stocks and shares while possessing material, non-public information is strictly prohibited. This could include unreleased financial results or forecasts, major product launches that are yet to be announced, potential mergers, acquisitions, or strategic partnership plans.

The prohibition against 'insider trading' also extends to the disclosure of material, non-public information to another party as this could result in the recipient trading stocks or shares on the basis of this information, which may also violate company policy and the law.

### **3.3 Making representations regarding BearingPoint products, services and solutions**

In order to protect BearingPoint's reputation and avoid exposing the company to contractual liability, all representations made concerning BearingPoint products, services and solutions must be current, accurate and clear, and not misleading or false. This applies when communicating via any medium including press releases, marketing materials, and social media such as Facebook, LinkedIn, twitter, weblogs, and internet posts.

When responding to external requests for company, product or service information, we must refer the request to our Marketing and Communications teams for assistance or guidance.

### **3.4 Steering clear of corruption and bribery**

Anticorruption laws prohibit the offering or receiving anything of value in order to influence an act or business decision, or to gain an improper business advantage. Such a bribe or incentive may include money, stock, services, products, travel, entertainment or the promise to employ relatives.

If we are in any doubt whether a payment offered is appropriate, we must seek advice or approval in writing from BearingPoint's Legal and Compliance organization.

If we are asked to make or accept an improper payment, or know or suspect corrupt activity has occurred, we must report such instances to the BCO or to the BearingPoint' Legal and Compliance organization immediately.

Further information on this subject can be obtained in the Standards of Business Conduct Policy and related policies.

## **What is a bribery?**

*The promise, offering or giving, soliciting or receiving – directly or indirectly – of any undue monetary or other advantage to or from another person so that this person, in breach of his or her duties, acts or refrains from acting to obtain or retain business or other improper advantage in the conduct of business.*

*A business courtesy should not be accepted, offered or provided if it is intended, or considered to be intended, to influence a business, commercial or legal decision.*

### **3.5 Business courtesies, gifts and entertainment**

It is often customary for people conducting business together to offer ‘business courtesies’.

Business courtesies, such as meals and entertainment at sporting or social events, which BearingPoint personnel attend with clients, business partners or prospects for the purpose of conducting legitimate business, are acceptable. However, the cost of such entertainment must be moderate and not excessive.

If there is any doubt whether a particular business courtesy is appropriate or may be considered excessive, we must seek guidance from management or the BCO.

The appropriateness of providing business courtesies to Government and public sector entities may be governed by the rules and regulations in force within each country. We must therefore seek approval from the Regional Leader and the BCO before offering any business courtesy to an employee or contractor of a public entity.

It is imperative that we abide by all applicable laws as well as BearingPoint’s policies and procedures governing business courtesies.

## **What about facilitating payments?**

*They are small unofficial payments to low-level Government officials to speed up or obtain routine administrative process.*

*Even if tolerated by some local laws, under no circumstances can a facilitating payment be done.*

### **3.6 Working with government and public sector customers**

When dealing with government and public sector entities we must keep in mind that special rules may apply to many areas of business conduct including protection of proprietary information, marketing events, conferences, promotional programs, lobbying activities, and hiring former government personnel.

Certain laws and government regulations may prohibit discussions of employment opportunities between government contractors and government personnel who may have influence over procurement decisions.

Government contracts often require us to certify that we have complied with certain contractual requirements, or that we comply with equal employment opportunity laws. Failure to abide by such rules may be judged to be a violation of their bribery and anticorruption laws. This could result in suspension or debarment from government business and lead to criminal and civil enforcement.

*Antitrust laws generally protect against any activities that could restrain free trade.*

### 3.7 Fair competition

Most of the countries where we do business have laws designed to promote and enforce fair competition. While we are conducting business in one country, we may still be subject to the laws of another country. As these laws are complex we must seek the guidance of the Legal and Compliance organization, especially before deviating from existing pricing and contractual policies.

These laws generally prohibit any activities that may restrain free trade, such as:

- Agreements with competitors to:
  - Set prices and price-related terms and conditions (such as credit terms and discounts)
  - Allocate customers or sales territories
  - Restrict the development or production of products or solutions
  - Refuse to deal with particular customers or suppliers
- Imposing certain types of contractual restrictions on resellers regarding how and where they may resell our products or Services
- Agreeing with customers or competitors regarding the selection of customers or the termination of customers
- Under certain circumstances, requiring a customer to purchase one product or solution in order to be eligible to purchase another product or solution

We are not authorized to provide support in cases where such activities are being pursued, whether internally or via third parties.

*Employees are prohibited from obtaining competitive information through improper or illegal means.*

### **3.8 Gathering and using Competitive Information**

We are generally permitted to use information about our competitors in order to compete successfully within our marketplace. However, we must exercise caution in the way we collect, manage and use competitive information.

While it is necessary and proper to obtain information about our competitors through market research, product evaluation and information that is already in the public domain, we must not obtain competitive information by improper or illegal means, such as industrial espionage.

In particular, we may not acquire, or attempt to acquire, a competitor's confidential information from their current or former employees. Nor must we acquire, or attempt to acquire, confidential information from BearingPoint business partners, customers, or suppliers who have business dealings with a competitor. Should we, at any time, be offered or receive competitor information that we believe to be confidential, or that may have been acquired by improper means, we must contact the BCO immediately to determine the most appropriate course of action.

# 4. Relationship with communities and governments

## 4.1 Compliance with import and export laws

Certain national import and export controls apply to the physical, verbal, and electronic transfers of software, services and technology throughout the world. We must always comply fully with the import and export laws and regulations that are in force in every country in which BearingPoint conducts its business.

## 4.2 Our commitment to improving communities

An essential component of BearingPoint's corporate social responsibility is our commitment to being good corporate citizen within the communities where we do business.

BearingPoint encourages the development of local programs and activities aimed at improving communities. We also encourage our management and staff to pursue opportunities to contribute their time, experience, skills and resources to local community development initiatives. BearingPoint regularly

BearingPoint regularly provides support in response to major disasters and medical emergencies. However, use of BearingPoint funds for charitable contributions must be made strictly in accordance with our policies and procedures.

### **4.3 Communication and Company Representation**

Positive and consistent communication of accurate information about BearingPoint to the public is vital to maintaining our organization's positive image and to meeting our regulatory and legal obligations. Therefore, we must refer all enquiries and requests for information from the media to the Corporate Marketing & Communication Director.

All requests for information received from financial institutions or creditors must be referred to the Chief financial Officer.

All enquiries relating to potential litigation should be referred to BearingPoint's Legal and Compliance organization.

Should we be contacted by any person or organization requesting information about BearingPoint's financial position, business performance or legal liabilities, we should decline to comment and direct the enquirer to the most appropriate BearingPoint contact.

In situations where we are obliged to respond to normal requests for information from government agencies and regulators, or to court orders, we must consult with BearingPoint's Legal and Compliance organization before responding to any such requests. In every case, all any information provided must be complete, honest, and accurate.

### **4.4 Political activities and campaign contributions**

BearingPoint works actively with governments around the world on public policy issues which may affect the firm. All enquiries about public policy positions should be referred to the Marketing & Communication Director and no public policy statements must be made without prior approval.

Lobbying activity and contributions to political parties are regulated by law. Before making contributions on behalf of BearingPoint to a political party, political fund-raising organization, or candidate anywhere in the world, we must obtain prior approval from the Managing Partner. All contributions must comply with applicable anticorruption laws and BearingPoint anticorruption policies.

Individual involvement in political activities or groups is a matter of personal choice. However, we must ensure that any political opinions we express are understood to be personal and are not made on behalf of, or may be attributed to, BearingPoint.

# 5. Seeking help, reporting violations and cooperating with investigations

*Seeking help to conduct BearingPoint's business in a professional way.*

Our Standards of Business Conduct provide an overview of BearingPoint's commitment to apply high standards and total integrity in all our business practices and activities. However, they do not cover every possible rule and regulation that applies in every situation imaginable.

In many cases, failure to comply with our Standards of Business Conduct may expose BearingPoint to substantial fines, criminal prosecution, loss of export licenses and government contracts. The employees involved may also face fines, criminal prosecution and imprisonment. Therefore we must be sure to seek help and guidance wherever there is doubt, and we must be report any suspected violation at the earliest opportunity.

The resources available to you in such circumstances include:

## 5.1 BearingPoint's Business Conduct Office

The BCO aims to ensure consistent understanding amongst BearingPoint's management team of our values and responsibilities in all geographies. The BCO achieves this through regular training and communications.

As well as maintaining a focus on integrity throughout our organization, the BCO is also responsible for identifying and avoiding conflicts between personal interests and BearingPoint's best interests.

The BCO is also responsible for managing and implementing our fiduciary and corporate compliance policies and processes; supervising investigations; ensuring quality control; and consistency of reports and documentation of investigations.

Should you have any questions or concerns regarding these Standards of Business Conduct, please contact the BCO by e-mail: [BPT-FMCompliance@bearingpoint.com](mailto:BPT-FMCompliance@bearingpoint.com).

## 5.2 BearingPoint's Business Governance Councils

BearingPoint's Business Governance Councils (BGC) provide all management personnel and infrastructure leaders with strategic direction and support for compliance with our Standards of Business Conduct and other policies and laws via a dedicated forum.

BGC members meet regularly to review activities and identify potential areas of concern, order investigations and resolve compliance, risk management and legal issues, in coordination with the appropriate functional departments such as Finance, Internal Audit, Legal and Compliance etc.

Working closely with the BCO, the BGCs allows company-wide support for BearingPoint's Standards of Business Conduct programs. It also provides advice regarding training needs, risk identification, policy development and program improvement. Most importantly, the BGCs promote and facilitate enforcement of BearingPoint's Standards of Business Conduct policies and programs and promote management accountability for compliance.

## 5.3 Financial Audit Committee

Any BearingPoint employee has the right to contact the Financial Audit Committee (FAC) of the Partnership Board directly if they have concerns regarding any potential financial impropriety within the firm.

The FAC has procedures to receive and deal directly with this type of information. To contact the FAC, you should first contact the BCO or BearingPoint's Chairman of the Partnership Board and ask to speak with the FAC.

## 5.4 Investigations and enforcement

Should an allegation require an investigation, BearingPoint will assign an appropriate subject matter expert to ensure that a full and fair investigation is completed as promptly as possible. Investigations by BearingPoint, or by third parties on BearingPoint's behalf, will be conducted in an ethical manner and in compliance with the law and applicable BearingPoint policies, including those relating to the conduct of investigations.

Investigations are overseen by the BCO. We all have a duty to cooperate fully with investigations and to do so promptly, completely, and truthfully. We must comply with all requests for information, interviews, or documents during the course of an investigation. In the case of an investigation by persons or agencies outside BearingPoint, such compliance must be under the direction of the BCO.

We must not alter or destroy documents or records in response to an internal or external investigation or other legal request. BearingPoint records and documents are to be retained and destroyed only in accordance with BearingPoint record-retention policies, and never when they are the subject of an investigation or legal request or process. When in doubt, please contact the BCO.

BearingPoint does not tolerate retaliation against any employee who, in good faith, reports a potential violation, or cooperates with an internal investigation.

### Conclusion

Safeguarding the reputation, assets and interests of BearingPoint is the responsibility of every person who conducts business on our behalf. In the majority of cases we can achieve this by applying common sense, professionalism and personal integrity in everything we do. However, we must at all times remain aware of our responsibilities and alert to any situation where a potential problem could arise. Wherever there is doubt or concern, we must seek guidance and advice immediately from our line manager or BearingPoint's Business Conduct Office.