



Insider Trading

Ethics and Compliance

Effective: 5/9/2023

Revision: 4

1. Policy

U.S. federal insider trading laws prohibit trading or recommending a trade in any securities while in possession of material nonpublic information regarding the issuer of those securities. It is the policy of DXC Technology Company ("DXC") to scrupulously comply with these laws.

2. Applicability/Scope

All directors and corporate officers of DXC, and all employees of DXC and its subsidiaries.

3. Requirements

- 3.1. To reinforce its commitment to this policy, DXC has published and distributed a Statement of Policy on Insider Trading (the "Statement"), which is reproduced in the Attachment to this Policy.
- 3.2. All directors and corporate officers of DXC, and all employees of DXC and its subsidiaries, are to receive a copy of the Statement, as it may be amended from time to time, and access to programs of training on the U.S. federal insider trading laws, as such programs are developed and implemented within DXC.

4. Attachment

DXC's published Statement of Policy on Insider Trading

5. Related Documents

[DXC Code of Conduct](#)

William L. Deckelman

Executive Vice President and General Counsel

Attachment: Statement of Policy on Insider Trading

Effective: April 3, 2017

Revision 4: May 9, 2023

Introduction

Directors, corporate officers and certain employees of DXC and its subsidiaries will have access, during the course of their directorship or employment, to material nonpublic information regarding DXC, or its customers or suppliers, or other companies with which DXC has contractual relationships or is negotiating transactions.

Information is “nonpublic” if it has not been disclosed or made available to the general public.

Information regarding a company is “material” if it could reasonably be expected to affect the market price of that company’s securities, and is information a reasonable investor would want to know before making an investment decision. Either positive or adverse information may be material. Common examples of material information include:

- impending bankruptcy or financial liquidity problems;
- financial results or projections of future financial results;
- a major change in management;
- a significant acquisition or divestiture;
- the gain or loss of a substantial contract, customer or supplier;
- a significant new product or discovery;
- an offering, sale or repurchase of securities;
- a change in dividend policy; and
- material impacts on operations, including significant cybersecurity incidents.

U.S. federal insider trading laws impose civil and criminal liability on persons who:

- purchase or sell, or recommend the purchase or sale of, any securities at a time when they are aware of material nonpublic information about the issuer of the securities in breach of a duty of trust or confidence; or
- disclose such information to others under circumstances where purchases or sales of such securities can be anticipated.

If DXC directors, corporate officers or employees violate U.S. federal insider trading laws, civil and criminal penalties may also be imposed on DXC if it both (i) knew or recklessly disregarded the fact that they were likely to engage in such a violation and (ii) failed to take appropriate steps to prevent the violation before it occurred.

DXC’s Insider Trading Policy is designed to prevent directors, corporate officers and employees from engaging in any transaction that violates, or might give the appearance of violating, the U.S. federal insider trading laws. The Policy demonstrates DXC’s commitment to observe both the letter and the spirit of these laws.

1. General Restrictions. It is the policy of DXC that each director and corporate officer of DXC, and each employee of DXC or any of its subsidiaries, who becomes aware of material nonpublic information regarding DXC or any other company, including any of DXC’s current or prospective customers, suppliers or affiliates:
 - (a) must keep that information confidential, and not disclose it to anyone except on a need-to-know basis as specifically authorized by DXC;
 - (b) must not purchase or sell (other than in an Exempt Transaction, as defined in Section 4 below), or recommend the purchase or sale of, any securities of that company; and
 - (c) must cause each member of his or her immediate family, each person living in his or her household, and each entity controlled by him or her to comply with the restrictions in this Section 1.

These restrictions will continue until the information either has been publicly disclosed and absorbed by the marketplace (which generally means until after the close of the first full trading day after the information is disclosed in a press release or SEC filing) or ceases to be material (for example, when a significant, nonpublic potential acquisition or disposition is abandoned).

Each director, Section 16 officer and employee directly reporting to the Chief Executive Officer must only purchase or sell any securities of DXC pursuant to an Approved Trading Plan, unless (i) such purchase or sale is otherwise an Exempt Transaction of the type described in Section 4(b)(i) or (ii) below, or (ii) the Company makes an exception, which shall only occur in limited circumstances. These individuals must discuss their plans to purchase or sell any securities of DXC with the Chief Executive Officer (and in the case of Chief Executive Officer, with the Lead Independent Director of the Board) before seeking applicable Required Approvals.

2. Additional Restrictions for Financial Insiders. In addition, it is the policy of DXC that each director and corporate officer of DXC, and each employee of DXC or its subsidiaries who has or may be deemed to have early access to DXC's quarterly or annual financial results (collectively, "Financial Insiders"):
 - (a) must not purchase or sell (other than in an Exempt Transaction), or recommend the purchase or sale of, any securities of DXC during any Quarterly Restricted Period (as defined in Section 4 below);
 - (b) must not engage in sales¹ of, sales "against the box" or derivative security transactions involving, securities at any time;
 - (c) must cause each member of his or her immediate family, each person living in his or her household, and each entity controlled by him or her to comply with the restrictions set forth in Section 2(a) and (b); and
 - (d) must obtain the applicable Required Approval before the Financial Insider or any person or entity identified in Section 2(c) above engages in any transaction (other than an Exempt Transaction of the type described in Section 4(b)(i) or (ii) below) directly or indirectly involving DXC securities.

The head of HR Global Performance & Rewards or their designee will develop and maintain a list of all Financial Insiders, and will oversee that the Financial Insiders are informed of their obligations under this Section 2.

3. Prohibition on Hedging or Pledging of Company Stock. It is the policy of DXC to prohibit employees, corporate officers and directors from engaging in any speculative or hedging transactions in our securities. DXC prohibits hedging transactions such as puts, calls, collars, swaps, forward sale contracts, exchange funds, and similar arrangements or instruments designed to hedge or offset decreases in the market value of DXC's securities. No employee, corporate officer or director may engage in short sales of DXC securities, hold DXC securities in a margin account, purchase shares of DXC stock on margin or pledge DXC securities as collateral for a loan.
4. Certain Definitions.
 - (i) "Quarterly Restricted Period" means the period beginning at the end of the second week in the last fiscal month of each quarter, and continuing until the close of the first trading day after the day DXC issues a press release reporting its results for that quarter.
 - (b) "Exempt Transaction" means any of the following purchases and sales of DXC stock:
 - (i) the transfer of DXC shares to DXC in payment of:
 - (A) the exercise price of an employee or director stock option, or
 - (B) the mandatory tax withholding obligation arising from the exercise of an employee or director stock option, the vesting of restricted stock or the distribution of shares pursuant to a restricted stock unit, in each case, that do not involve a market sale of DXC securities (the "cashless exercise" of a DXC stock option or other equity award through a broker does involve a market sale of DXC securities, and therefore would not qualify under this exception);
 - (ii) with respect to DXC shares beneficially owned through the DXC Matched Asset Plan or any other Section 401(k) plan sponsored by DXC or any of its subsidiaries:
 - (A) ongoing purchases of DXC shares in connection with new employee and/or employer contributions,
 - (B) any single transfer between accounts not involving the DXC stock fund, or

¹ Gifts of DXC shares during a Quarterly Restricted Period could be suspect as insider trading since a person in possession of insider information could by virtue of a gift be doing indirectly what cannot be done directly.

- (C) any election to completely terminate the investment of both future employee and employer contributions, in DXC shares; and
 - (ii) any purchase or sale of DXC stock through an Approved Trading Plan (as defined below).
- (c) “Approved Trading Plan” means a binding written document providing for the purchase and/or sale of DXC stock, which has been reviewed by the Board Secretary and which is designed to satisfy the safe harbor conditions from U.S. federal insider trading liability provided by SEC Rule 10b5-1. An Approved Trading Plan:
- (i) must be adopted at a time when the director, officer or employee is not aware of material nonpublic information regarding DXC;
 - (ii) must not be adopted during a Quarterly Restricted Period;
 - (iii) must either:
 - (A) specify, or set forth a formula for determining, with respect to each purchase and sale of DXC stock:
 - (1) the date on which the first purchase or sale will occur, which must be:
 - a) For directors and Section 16 officers, the later of 90 days after adoption of an Approved Trading Plan or two business days after filing the Form 10-Q or Form 10-K covering the fiscal quarter in which the Approved Trading Plan was adopted,
 - b) For employees and any person other than directors and Section 16 officers, at least 30 days after the Approved Trading Plan is adopted,
 - (2) the number of shares to be purchased or sold, and
 - (3) the purchase or sales price, or
 - (B) provide that these three parameters will be determined by another person (such as a stockbroker, money manager or trustee), who must not be aware of any material nonpublic information regarding DXC at the time of making such determinations and must not have permitted the director, officer or employee to have influenced these determinations in any way; and
 - (iv) must satisfy the requirements of Rule 10b5-1, including, but not limited to, the limitation on overlapping plans and the limitation on single-trade plans.
- (d) “Required Approval” means approval from the General Counsel or Board Secretary, the Chief Financial Officer and the SVP, HR Global Performance and Rewards, or their designees.

Further Assistance

Any person who has a question concerning any proposed transaction, or who has a question about this Policy generally, may obtain additional guidance from:

- William L. Deckelman, Jr., Executive Vice President and General Counsel of DXC at bill.deckelman@dxc.com
- Zafar A. Hasan, Senior Vice President, Deputy General Counsel and Board Secretary of DXC at zhasan2@dxc.com