



Conflicts of Interest

Ethics and Compliance

Effective: 9/08/2018

Revision: 1

1. Policy

DXC Technology's ("DXC") directors, officers, executives, and employees have a duty of loyalty to DXC as our employer, and a responsibility to avoid real or apparent conflicts of interest. A conflict of interest arises when personal, private interests conflict with the official responsibilities of a person or organization. Left unchecked, conflicts challenge our objectivity and cast doubt on the impartiality of our decisions and actions. This policy requires that we disclose and avoid or otherwise mitigate any such real or apparent conflicts of interest.

2. Applicability/Scope

As allowable by law, this policy applies worldwide to all directors, officers, executives, employees, and representatives of DXC, its wholly-owned subsidiaries, and their affiliates.

3. Requirements

3.1. Disclosure and Evaluation

- 3.1.1. DXC directors, officers, executives, employees, and representatives shall timely disclose all known, apparent, or potential conflicts of interest to DXC as they arise.
- 3.1.2. Conflict disclosures shall be notified to management and Ethics and Compliance.
- 3.1.3. Conflict disclosures shall be timely evaluated and dispositioned. Agreements to eliminate/avoid or otherwise mitigate conflicts interest shall be documented.
- 3.1.4. Material changes to any conflicts mitigation plans shall be notified to management and Ethics and Compliance for revaluation.
- 3.1.5. In addition, all DXC employees through management layer 3, and others at the company's discretion, shall complete a periodic Conflicts of Interest Acknowledgment and Certification.

3.2. Common Conflicts of Interest

While the case-by-case circumstances of any particular conflict will naturally differ, those which must be avoided or mitigated will each expose a real or apparent bias that may improperly influence our judgment, decisions, and actions or otherwise divide individual and employer loyalties. Conflicts of interest may or may not be obvious and easy to identify; however, there are relationships and circumstances in which workplace conflicts of interest typically present. For example:

- 3.2.1. Non-DXC business relationships in which we serve as director or advisor, employee, consultant, contractor, owner, investor, or volunteer.
- 3.2.2. DXC supervisory relationships in which family members or individuals with close personal relationships are direct reports as employees, contractors, or contingent labor resources.

- 3.2.3.** Circumstances in which family members or individuals with close personal relationships are called upon to take employment-related decisions for one another, as in whether to hire or fire, and how to assign work, evaluate performance, promote, compensate, reward, or discipline.
- 3.2.4.** Circumstances in which family members or persons with close personal ties either own or are employed by clients or competitors or by third-party businesses—like business partners and suppliers—with which DXC has a commercial relationship.
- 3.2.5.** Circumstances in which family members or persons with close personal ties are government officials who have regulatory authority over DXC business or who have authority to make or influence any decision about whether DXC is awarded or will retain business.
- 3.2.6.** Personal or family financial interests, including investments, ownership or creditor rights, or any other revenue- or profit-sharing arrangements in clients, competitors, or third-party businesses with which DXC has a commercial relationship.
- 3.2.7.** Circumstances in which personal benefits accrue because of our DXC affiliation. Such circumstances include the receipt of improper or frequent business amenities, commissions or any other form of compensation from any business partner for any DXC transaction, kickbacks or any other improper payment prohibited by DXC policy, or any participation in any customer loyalty programs from DXC suppliers which award cash, merchandise, services, or other benefits.
- 3.2.8.** Circumstances in which we would take for ourselves, or advise others to take, any potential business opportunity that would otherwise be unavailable were it not for our DXC affiliation. For example, if we were to become aware that DXC were interested to purchase property for a new facility, we may not take for ourselves an opportunity to purchase the property and resell it to DXC.

3.3. Organizational Conflicts of Interest

As a government contractor, DXC and its personnel are required to abide rules that govern Organizational Conflicts of Interest (OCI) which must be avoided or neutralized. In the United States and other countries, DXC may be disqualified from future opportunities or otherwise restricted from competitive bidding if, as a result of existing business interests, we're thought to have an unfair competitive advantage, impaired objectivity, or a diminished ability to render impartial advice and perform satisfactorily.

Typical organizational conflicts that DXC must avoid include:

- 3.3.1.** Circumstances in which DXC would supply a system or its major components if it had previously been called upon to provide the related consulting and technical direction.
- 3.3.2.** Circumstances in which DXC would bid a contract it had earlier aided in or developed the statement of work, technical specifications, the "ground rules," or the source selection criteria.
- 3.3.3.** Circumstances in which DXC would be required to evaluate its own products and services, or those of a competitor, without adequate safeguards.

In general, OCI restrictions apply to both DXC and our subcontractors. To avoid disqualifications and other damaging OCI consequences, DXC employees must be familiar with applicable OCI rules and must require third parties to disclose any potential conflict situations before third parties are engaged and when such situations arise.

DXC is careful to avoid or otherwise mitigate Organizational Conflicts of Interest. When OCI conditions are suspected or discovered, consult with DXC Legal or Ethics and Compliance.

4. Violations

Any DXC employee who knowingly violates or attempts to violate this Policy shall be subject to disciplinary action, up to and including separation from DXC.

5. Related Documents

[DXC Code of Conduct](#)

[DXC Gifts and Hospitality Policy](#)

[Insider Trading Policy](#)