



## Code of Conduct & Ethics Policy

### Code of Conduct & Ethics Policy Statement

NTT Managed Services Americas, LLC provides comprehensive managed information technology services for its customers across the world. NTT Managed Services Americas, LLC and our subsidiaries throughout the world continue to grow and evolve to meet the changing needs of our customers and industry, just as we have since our foundation in 2001. Through ongoing change, we maintain our commitment to meeting the highest ethical and legal standards. NTT Managed Services Americas, LLC's Code of Conduct and Ethics sets forth the standards by which we conduct our operations and grow our business.



## Open Door Policy & NTT Managed Services Americas, LLC Employee Hotline

NTT Managed Services Americas, LLC fosters open communication by all parties with whom it conducts business, including employees, consultants, vendors, business associates and customers. All parties are expected to act ethically and with integrity. We understand that we have a duty to report illegal, fraudulent, dishonest, or unethical behavior by any employee, consultant, vendor, business associate, customer or other individual or organization in a business relationship with NTT Managed Services Americas, LLC. NTT Managed Services Americas, LLC has an open-door policy and individuals can raise any concern to the management of NTT Managed Services Americas, LLC, the Compliance Department, the HR Department, or the Legal Department at any time.

NTT Managed Services Americas, LLC is always available to listen, investigate and respond as may be required. Employees who report known or suspected violations and make reports in good faith are protected from retaliation. Should an individual desire to remain anonymous, NTT Managed Services Americas, LLC has established a toll-free number (877-327-2185) to report ethics concerns or alleged violations of this Code, which is available 24 hours / 7 days per week. The NTT Managed Services Americas, LLC Employee Hotline is truly an anonymous way to report known or suspected violations or ethical concerns. If in doubt about proper conduct, call the Employee Hotline.

Because the code is integral to meeting our commitments, NTT Managed Services Americas, LLC Management must investigate possible violations of the Code. Violations of the Code may carry serious consequences, including disciplinary action, up to and including termination, and possible civil or criminal liability for ethical and legal misconduct. NTT Managed Services Americas, LLC also retains the right to apply disciplinary action in response to acts of misconduct.

## NTT Managed Services Americas, LLC's Commitments

NTT Managed Services Americas, LLC values integrity and honesty, and truly partnering with our customers. We are passionate about our business and providing products and services of high quality and security. NTT Managed Services Americas, LLC fosters an environment that promotes honesty and fairness in everyday engagements, integrity in decisions, ethics in action, respect for all individuals, compliance with laws, rules and regulations, compliance with licensing requirements, and compliance with our contract commitments to our customers and vendors.

These goals and ideals form NTT Managed Services Americas, LLC's basic core values. We are committed to putting our customers first by providing excellence in information technology services and experiences. Striving for excellence, daily, is what defines NTT Managed Services Americas, LLC from our competitors and what creates a meaningful and challenging work environment for our employees.

Our mission is simple: to help enterprises turn IT challenges into business opportunity. Our mission governs the way we do business and is at the thrust of every technology investment — from employing top technologists to providing world-class infrastructure. NTT Managed Services Americas, LLC's vision is to become the premier global leader in quality and automation in the information technology services field fostered by the drive and ambition of the best, brightest and most passionate customer-focused professionals in the industry. NTT Managed Services Americas, LLC deeply cares about each person with whom it conducts business and strives to never disappoint an employee, customer, business associate or friend. In its basic context, NTT Managed Services Americas, LLC empowers its employees to make a difference in other people's lives.



## Our Commitment to Respect

**Respect is critical at NTT Managed Services Americas, LLC.** Respect is given to and by everyone at every level of its business. NTT Managed Services Americas, LLC embraces diversity and individuality, and listens carefully to other's opinions, ideas and concerns.

## Our Commitment to Performance Excellence

**NTT Managed Services Americas, LLC strives to achieve very high standards of performance.** NTT Managed Services Americas, LLC embraces innovative ideas and solutions and is dedicated to the commitment of its employees to make the ideas and solutions a reality for its customers. In addition to our code, please see our Quality Policy and Information Security Management System for how we deliver performance excellence.

### Our pillars of excellence are:

- Automation
- Customer Service
- Process Improvement
- Quality
- Security

## Our Commitment to Integrity

**Integrity is at the heart of NTT Managed Services Americas, LLC.** NTT Managed Services Americas, LLC operates honestly and with high ethical standards to prevent fraud, and maintains these standards because trust is at the foundation of its relationships with customers, communities, employees and its business and vendor associates.

## Our Commitment to Accountability

**NTT Managed Services Americas, LLC is aware of our accountabilities and takes responsibility for its actions as an organization, as does each of its employees as individuals and team members.** As a team, NTT Managed Services Americas, LLC remains accountable, successfully working together and supporting one another to ensure that NTT Managed Services Americas, LLC never disappoints its customers, vendors or fellow employees.

## The Code of Conduct and Ethics

## Our Commitment to Respect

- **Diversity and Inclusion.** NTT Managed Services Americas, LLC believes that diversity in the workplace is a valuable asset and promotes cultural and individual differences. In an ever-changing global market, NTT Managed Services Americas, LLC requires all employees to foster respect, dignity and fair treatment of all. By embracing diversity, NTT Managed Services Americas, LLC further encourages growth, innovation and leadership. NTT Managed Services Americas, LLC does not discriminate in employment or employee treatment based upon any of the following characteristics: race, color, religion, gender, age, ethnic or national origin, veteran status, disability, sexual orientation or preference, gender identity, marital status, citizenship status, genetic information, or any legally protected personal characteristic or status.



- **Harassment and Abuse.** NTT Managed Services Americas, LLC will not tolerate any form of harassment including harassment based on race, color, religion, gender, age, ethnic or national origin, veteran status, disability, sexual orientation or preference, gender identity, marital status, citizenship status, genetic information, or any legally protected personal characteristic or status.
- **Preventing Workplace Violence.** Acts or threats of physical harm or violence, hostile physical contact (including intimidation, harassment, coercion), or any other actions that are threatening or hostile in nature that occur on NTT Managed Services Americas, LLC premises or affect NTT Managed Services Americas, LLC business will not be tolerated.
- **Safety and Health.** NTT Managed Services Americas, LLC actively seeks to provide a safe work environment. To support this commitment, employees, consultants, vendors, business associates and customers are responsible for observing the safety and health rules, policies, practices, laws and regulations that may apply to protect themselves and other persons while present at NTT Managed Services Americas, LLC facilities. All accidents, injuries, occupational illnesses and unsafe practices or conditions must be reported immediately to the management of NTT Managed Services Americas, LLC.
- **Impairment and Substance Abuse.** NTT Managed Services Americas, LLC requires a drug-free workplace to ensure the health and safety of its work environment. Being drunk or impaired by alcohol consumption or using, possessing, distributing or being under the influence of an illegal or illicit drug, while onsite or working, is prohibited.

## Our Commitment to Performance Excellence

- **Communications.** All marketing and external communications prepared by NTT Managed Services Americas, LLC or prepared for NTT Managed Services Americas, LLC by any vendor, contractor, customer or person are required by NTT Managed Services Americas, LLC to be truthful and factual and must avoid misleading or unfair representations. Any response to requests for information from NTT Managed Services Americas, LLC must be directed to the Marketing Department or the Legal Department. These requirements apply to information conveyed in any form and are subject to the NTT Managed Services Americas, LLC Privacy Policy, including but not limited to, print advertising, marketing, publications, audio, web-based media, radio, television, press releases, interviews, NTT Managed Services Americas, LLC's website, and electronic advertisements.
- **Information Security.** NTT Managed Services Americas, LLC and its employees and vendors have an obligation to maintain the privacy of the Non-Public Personal Information (NPPI) of its customers and other privacy related information in accordance with applicable laws (see the NTT Managed Services Americas, LLC Privacy Policy). NTT Managed Services Americas, LLC's Information Security Program must comply with all applicable federal and international laws, rules, mandates and regulations which may include, but is not limited to, the Health Insurance Portability and Accountability Act (HIPAA), EU-U.S. Privacy Shield and Swiss-U.S. Privacy Shield, Export Administration Regulations (EAR) and International Traffic in Arms Regulations (ITAR), Sarbanes-Oxley (SOX), Payment Card Industry Data Security Standard (PCI DSS) and the United States Federal Gramm-Leach-Bliley Act (GLBA). NTT Managed Services Americas, LLC employees and vendors understand their responsibilities in protecting such information and take the appropriate steps to maintain information security in accordance with NTT Managed Services Americas, LLC's Information Security Program.



- **Conflicts of Interest.** In daily dealings, whether with employees, consultants, vendors, customers, business associates or competitors, all individuals must act in the best interest of NTT Managed Services Americas, LLC and not based on personal relationships or personal advantage. Any appearance of a conflict of interest must be scrupulously avoided. NTT Managed Services Americas, LLC employees are not to hold a position in a business or other enterprise outside of NTT Managed Services Americas, LLC that interferes with or compromises his or her performance of duties or conflicts with the interests of, competes with or relates to the business of NTT Managed Services Americas, LLC, unless permission from NTT Managed Services Americas, LLC management is granted in advance.
- **Separation of Duties.** In daily activities, NTT Managed Services Americas, LLC employees and agents acting on behalf of NTT Managed Services Americas, LLC must maintain a separation of duties. NTT Managed Services Americas, LLC has implemented processes and control procedures that, to the extent feasible, segregate duties among employees and that include effective oversight of activities and transactions. Separation of duties are implemented and conducted such that company functions are separated into distinct jobs to prevent a single person from harming NTT Managed Services Americas, LLC, its customers, or the services it provides; whether by an accidental act, omission, or intentional act. Any person who has concern that proper separation of duties has not been maintained should report it to management, or the Human Resources Team or the Employee Hotline.
- **Company records, data protection and disclosures.** All of NTT Managed Services Americas, LLC's business records, including its books, time cards, expense reports, accounts, contract reports and financial reports must be maintained in an accurate, honest, timely and auditable manner in conformity with generally accepted accounting and statutory accounting principles. No entries will be made which intentionally conceal or distort the true nature of the transaction and/or information recorded. All records must be maintained according to the guidelines set forth in the Document and Record Retention Policy.
- **Confidentiality.** NTT Managed Services Americas, LLC employees, consultants, and vendors must maintain the confidentiality of proprietary, privileged and/or sensitive information entrusted to them by NTT Managed Services Americas, LLC and/or its customers, business associates and vendors, except when disclosure is authorized pursuant to the contract terms between the parties, or by the applicable laws or regulations.
- **Protection and Proper use of Company Assets.** NTT Managed Services Americas, LLC employees, consultants, and vendors shall protect the company's assets and assets of our customers. Company assets include NTT Managed Services Americas, LLC proprietary information such as business and marketing plans, designs, databases, records, salary information and other financial data. NTT Managed Services Americas, LLC company assets may only be used for company purposes. Customer assets may only be used in support of the specific customer. Any suspected theft, damage or misuse, including intentional or unintentional personal or fraudulent misuse, should be reported immediately. Unauthorized use and/or distribution may be illegal and result in criminal penalties. Appropriate use of all technology provided by and/or used by NTT Managed Services Americas, LLC must be maintained at all times.



## Our Commitment to Integrity

- **Corporate Opportunities.** When business opportunities arise, employees must advance the legitimate interests of NTT Managed Services Americas, LLC over their own interests. Employees are prohibited from using NTT Managed Services Americas, LLC property, information or position for personal gain.
- **Fair Dealings.** NTT Managed Services Americas, LLC selects its vendors in a fair, equitable and nondiscriminatory manner based upon appropriate criteria such as quality, price, service, delivery, financial strength, capabilities, terms, security and risk assessments and other similar competitive factors. At all times, NTT Managed Services Americas, LLC deals fairly with vendors, customers, employees, consultants and competitors. NTT Managed Services Americas, LLC shall not take unfair advantage through improper manipulation, concealment, abuse of privileged information, misrepresentation of material facts or through other unfair dealing practices.
- **Corporate Responsibility in Supplier Contracts and Outsourcing.** NTT Managed Services Americas, LLC is committed to complying with the commercial terms within a customer contract. In addition, NTT Managed Services Americas, LLC is committed to following this Code in the performance of all contracts with vendors and business partners. NTT Managed Services Americas, LLC expects its vendors, consultants and representatives to perform in accordance with this policy, as well.
- **Bribes, Kickbacks, Gifts and Entertainment.** NTT Managed Services Americas, LLC prohibits the giving, offering, solicitation, or receipt, directly or indirectly, of any bribes, “kickbacks”, gifts or other things of value designed to influence or compromise the conduct of the recipient.

With few exceptions, these are generally prohibited. Gifts or entertainment generally available to the public and of a nominal value may be offered and accepted only to the extent such are ordinary and customary, reasonable in the context, not lavish as measured by reasonable standards in the business community, properly reflected in NTT Managed Services Americas, LLC financial records and consistent with laws and policies of NTT Managed Services Americas, LLC.

Gifts to, or entertainment of, domestic and foreign government officials and employees involve special rules, laws and regulations.

- **Political contributions.** In support of the democratic process, NTT Managed Services Americas, LLC encourages its employees to exercise their rights and participate as individuals in the political process, but such activity should always be kept separate from their work. If an employee is engaged in a political activity, he or she must be careful not to use the name of, or any resource of, NTT Managed Services Americas, LLC and ensure that such activities do not adversely affect any business relationships of the company. Any employee’s personal and lawful political contributions will not influence their compensation, job security or the opportunity for advancement. Furthermore, NTT Managed Services Americas, LLC will comply with all applicable laws and regulations concerning lobbying and will only make contributions to political parties or candidates to the extent permitted by the applicable law.



## Our Commitment to Accountability

- **Insider Trading.** Individuals may, while performing duties or engagements, come into possession of information that would affect securities prices, either positively or negatively, and that is not generally available to the investing public about companies with whom NTT Managed Services Americas, LLC conducts business, typically referred to as “insider information.” Buying or selling stocks in violation of the law using “insider information” is also a violation of this Code.
- **Antitrust.** NTT Managed Services Americas, LLC is subject to and complies with applicable antitrust and competition laws, which prohibit agreements or actions that may restrain trade or reduce competition, such as fixing or controlling prices, boycotts of vendors or customers, disparagement of competitors, coordination with competitors to gain market share and certain exclusive dealings arrangements.
- **International Sanctions, Export Control and Customs.** NTT Managed Services Americas, LLC complies with trade sanctions that restrict trade with certain specified countries, persons and entities, in accordance with the U.S. trade restrictions specifically stated in government websites. NTT Managed Services Americas, LLC also complies with, and expects its customers and agents to comply with, all applicable national and multinational export control laws and customs laws.
- **Environment.** NTT Managed Services Americas, LLC cares about the quality of the environment and complies with all applicable environmental laws, rules and regulations in all countries in which it operates.

### Waiving the Code

Our Board of Directors is responsible for monitoring that this Code is followed and must approve any amendment of this Code. Our Board must also approve any waiver of our Code for our directors and executive officers, including the Chief Executive Officer and Chief Financial Officer. Any amendment or waiver of our Code must be reported to the Company’s Human Resource Executive and General Counsel, and will be disclosed publicly, if and as required by law or stock exchange rules.

### Violation of the Code

Any violation to the Code of Conduct & Ethics is subject to discipline including and up to termination of employment.

## I. Records

Employee Handbook Acknowledgement

HR Team SharePoint

## II. Attachments

N/A



### III. Revisions

	To review the previous revision history, please see the hardcopy of this document located in the Compliance file cabinet.
02.01	Marcia Liverance, Manager HR <ul style="list-style-type: none"><li>• Separation of Duties Section - Reworded</li></ul> Aaron Williams, Compliance Specialist <ul style="list-style-type: none"><li>• Format updated</li></ul>
03.00	Marcia Liverance, Manager HR <ul style="list-style-type: none"><li>• Updated Mission Statement</li></ul> Nicole Mathews, Compliance Specialist <ul style="list-style-type: none"><li>• Updated format</li></ul> Shawn Peralta, Chief Financial Officer <ul style="list-style-type: none"><li>• Reorganized Bribes, Kickbacks, Gifts and Entertainment section</li><li>• Added Violation of the Code section</li></ul>

-----SIGNATURE ON FILE----- 19AUG2020  
Owner: David Piowar Approval Date

-----SIGNATURE ON FILE----- 20AUG2020  
Compliance Approver: Erin Boomer Approval Date