



CONFFLICT OF INTEREST GUIDEBOOK FOR EMPLOYEES

VERSION 1, JUNE 2021

OBJECTIVE:

Conflict of interest (COI) guidebook for employees is:

- to provide guidance for employees to determine whether a situation needs to be declared using Declare; and
- guidance for various actors (N+1, N+2, HRBP) to help provide business decision/inputs while managing COI declarations.

The scenarios and possible outcome(s) mentioned in this guidebook are only indicative and for reference and should be considered as guidance and not as a rule or precedent for potential outcome for any submission of declaration in Declare since the assessment and recommendations in each situation will be contextual. Further, requirement to submit declarations under certain categories may also be subject to local regulations.

What happens after a declaration is submitted?

After a declaration is submitted, employee's N+1 and ECO will review the declaration; they may reach out to the employee to seek additional information (if needed). Employee's N+1 will provide business decision on the declaration which will be endorsed by ECO after assessing whether the decision is aligned to Capgemini Values & ethical principles. The ECO may also reach out to employee's N+2 and/or HRBP for further consultation.

For more details and videos access the [Declare Hub](#)



OUTSIDE BUSINESS INTEREST:

Do you have or plan to have a second job or side business, or to participate in other activities that may conflict with the performance of your duties for Capgemini?



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- how would they feel if they had to review, audit, or sanction a direct report in a similar situation?
- how might this situation look to someone outside Capgemini?

If the answer to any of these questions is uncertain or makes the employee uncomfortable, then chances are they might be involved in an actual, potential, or perceived conflict of interest situation. Further, if the employee is still in doubt or has questions, or if the situation seems to be "a gray area", they should exercise caution and declare the situation using Declare.

Guidance for employees (declaring employee's N+1, N+2, HRBP) to manage the declaration

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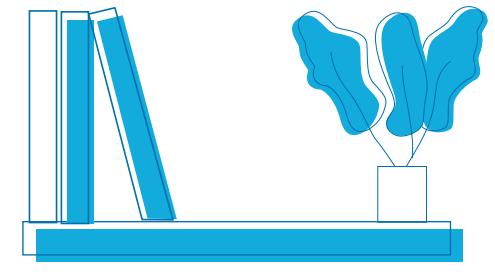
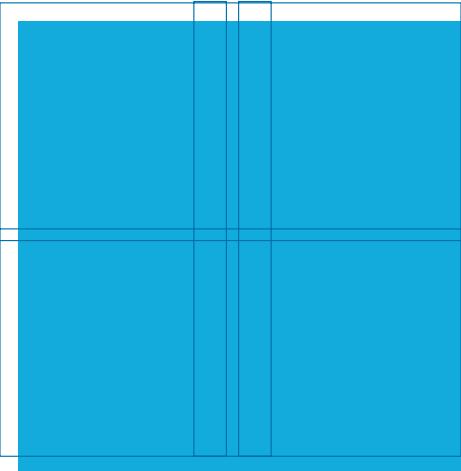
- taking inspiration from our 7 Values, our Code of Business Ethics, and other relevant policies;
- asking themselves simple questions such as,
 - would other Capgemini employees or an outsider think whether the decision they are about to take is appropriate to protect Capgemini?
 - would they be embarrassed if tomorrow the decision they are about to take were in the newspaper?
- making sure the decision does not result in Capgemini being in a questionable position that gives rise to a reputational risk;
- checking if the declaring employee's private interests influence, or could influence, the impartiality and objectivity of their professional duties and responsibilities;
- lastly but most importantly, using common sense.

Scenario 1A

Neil works in London office for Capgemini UK. On weekends he works as a freelancer (not more than 8 hours in a week) for an entertainment radio presenting on a local music station. The media group for which he is working do not compete in any way with Capgemini business interest. Does Neil need to declare his outside business interest to Capgemini?

Possible outcome(s):

- *Neil should not work on weekdays as it may impact his work at Capgemini; or*
- *Neil can continue to work on local music station on weekends for not more than 4 hours a day.*



Scenario 1B

Ashish, an Indian employee from Capgemini Pune office, started a YouTube channel few weeks as a hobby but expects it to develop into a side income for him in due course. He also owns and manages few websites and android apps and Games (published on Google Play store). Does Ashish need to declare his outside business interest to Capgemini?



Possible outcome(s):

- If it continues to be a hobby, Ashish should not use weekdays for managing his YouTube channel, websites and android apps and games as it may impact his work at Capgemini, but he can do it on weekends; or*
- If Ashish is earning considerable income from this activity which is similar to his responsibilities at Capgemini and there is a possibility that his outside business interest would impact his work at Capgemini, then he may be advised to put his outside activities on hold while he is employed with Capgemini.*

Scenario 1C

John is an expat in Capgemini China wishes to work as English language personal tutor for 25 hours per week. Additionally, he will also need 10 hours of study time per week to prepare for the tutoring. John believes his teaching assignments work would help Capgemini identify pool of talent to provide more language translation capabilities which can be used for Capgemini's business operations in China. Does John need to declare his outside business interest to Capgemini?



Possible outcome(s):

Considering the number of hours John would be required to dedicate for his outside business activities, there is a risk it will impact John's ability to discharge his responsibilities of Capgemini. Therefore, such activity may not be permitted.

Scenario 1D

Lynn, employee from Capgemini Singapore is doing a side business of selling floral based honey wine by forming her own small private company. This company do not compete in any way with Capgemini business interest. Does Lynn need to declare her outside business interest to Capgemini?



Possible outcome(s):

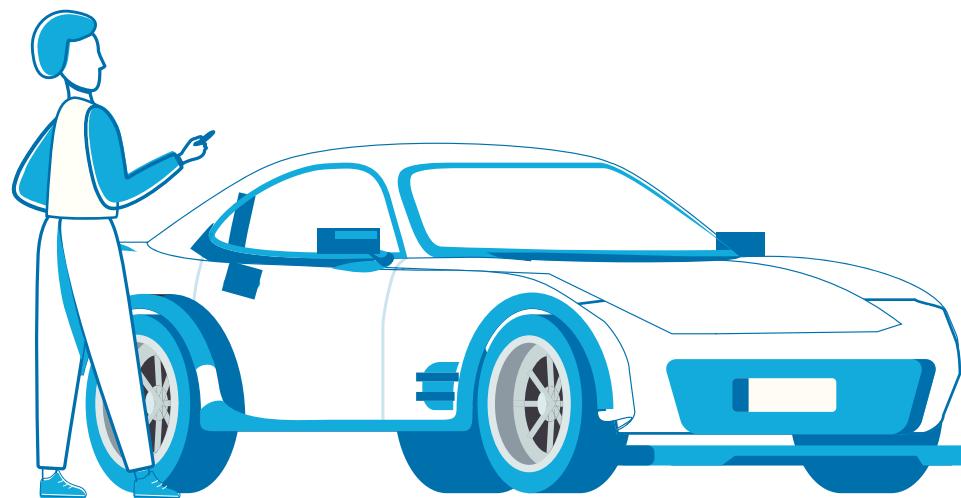
- *However, if Lynn's involvement (in terms of time spent) in her outside business interest increases over time, she will need to edit her declaration and the situation will need to be reassessed.*
- *Lynn should not work on weekdays as it may impact his work at Capgemini; Lynn can continue to work in this company on weekends for not more than 4 hours a day.*

Scenario 1E

Peter an employee of Capgemini New York office, is helping his wife on weekends for a car rental business. Peter seeking approval about his involvement in this side business. Does Peter need to declare his outside business interest to Capgemini?

Possible outcome(s):

Peter can continue to support his wife in this side business on weekends for not more than 4 hours a day.



CLOSE RELATIONSHIP:

Do you, or any person with whom you have a close relationship, have a close relationship with: (i) an employee or a board member of Capgemini and/or (ii) a trustee, board member, owner, partner, employee, or consultant of an organization that receives services from Capgemini, or provides services to Capgemini, or competes with services provided by Capgemini?

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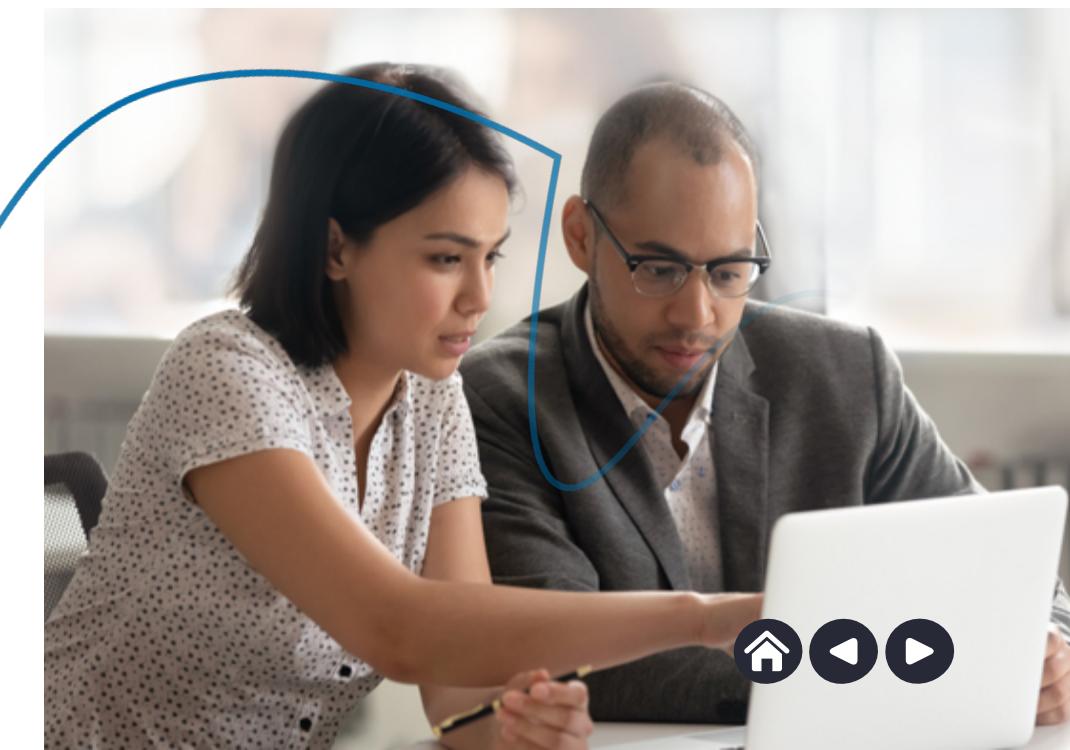
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duties and responsibilities; if they do then:

- exclude the employee from any decision process that may be impacted by the employee's close relationship, or
- if you decide to maintain the employee in the decision process, to protect Capgemini, you need to (i) precisely document your decision and (ii) put in place measures to protect Capgemini, such as a dual control on the employee's decisions
- lastly but most importantly, using common sense.



Scenario 2A

George works as a Finance Controller for a Business Unit in Capgemini's USA office. His sister, who has just graduated in Finance, is looking for an opportunity with Capgemini. George has an opening in his team for fresh recruits, a couple of grades below his own; he forwards his sister's resume to HR and informs HR about his relationship with candidate. Does George require to declare the fact that he is recommending his sister for a job in his team?

Possible outcome(s):

George or anyone in his reporting line should not be part of the interview panel which will take a decision about her employment. Further, if George's sister is selected, she should not be in George's reporting line whereby George may be able to influence her salary, increments, promotions, etc.

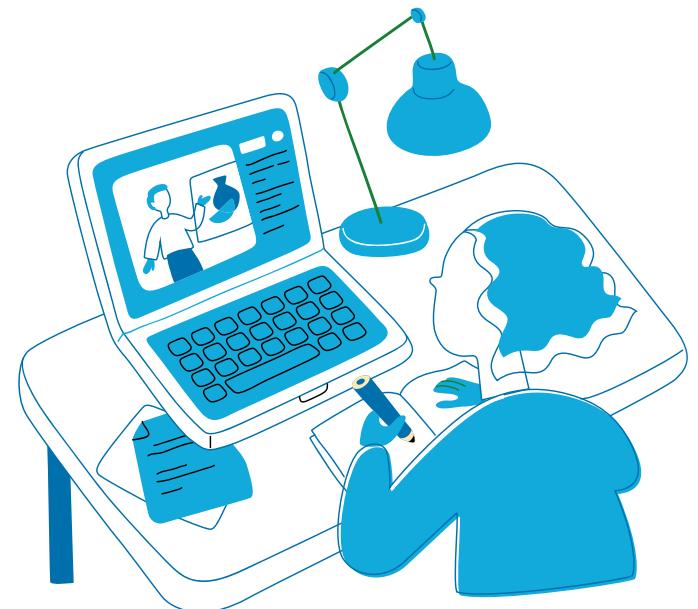


Scenario 2B

Maria, in-charge of learning & development in Capgemini Spain, is responsible for managing training programs for all employees in the country. Maria wishes to engage services of a firm owned/managed by her college batchmate for meeting training needs of a business unit. Does Maria need to declare this situation to Capgemini?

Possible outcome(s):

Maria or anyone in her reporting line should not be part of the evaluation panel which will take a decision about contracting with this firm. Further, if the firm is selected for providing services, Maria or anyone in her reporting line should not be in responsible for reviewing the services of the firm and approving its payments.

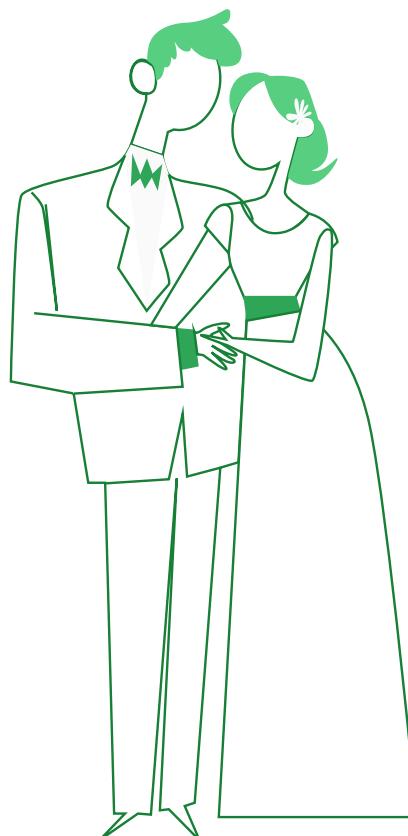


Scenario 2C

Ann and Lance working for Capgemini France were part of different teams. Recently they got married and now both are working in the same team. Do Ann and Lance need to declare their relationship to Capgemini?

Possible outcome(s):

If Victoria and Clive have sufficient arrangements to have separate workstations whereby they would not be able to hear or overhear each other and if their respective responsibilities do not overlap (i.e. if they or their teams do not work with each other) then the situation should be fine.

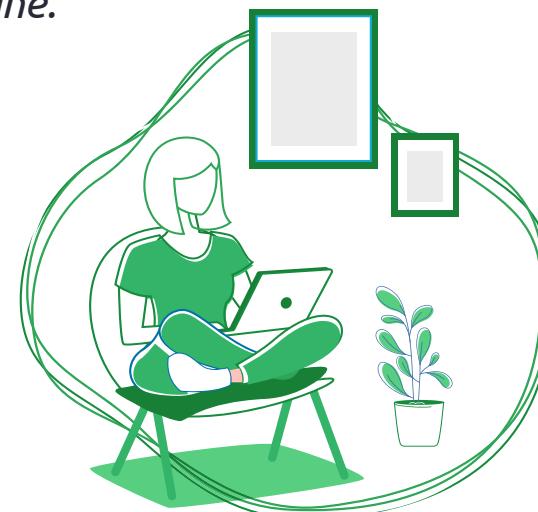


Scenario 2D

Victoria works for Capgemini and her husband Clive is employed with organization that buys services from Capgemini. While working from home, they have made arrangements to take sensitive business calls in separate rooms (in order to minimize the risk of information disclosure).

Possible outcome(s):

It is advisable that Ann and Lance should not be part of the same team and one of them can look for another opportunity within Capgemini; however they could still be part of the same team if it's a big team and they are not part of each other's reporting line.

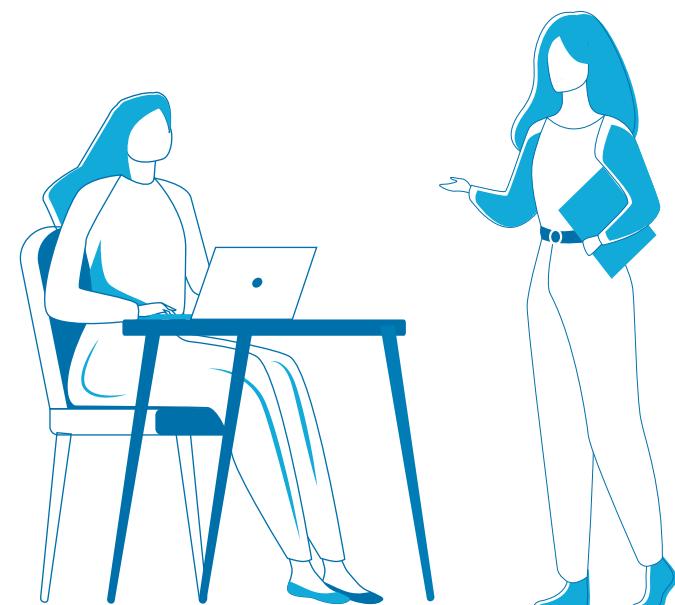


Scenario 2E

Sam and Pamela (Sam's sister in law) both work for Capgemini Canada; Sam works for Sales and Pamela works for Legal. Do they need to declare their relationship to Capgemini?

Possible outcome(s):

Controls need to be put in place to ensure that Sam and Pamela do not work on the same deal/transaction.

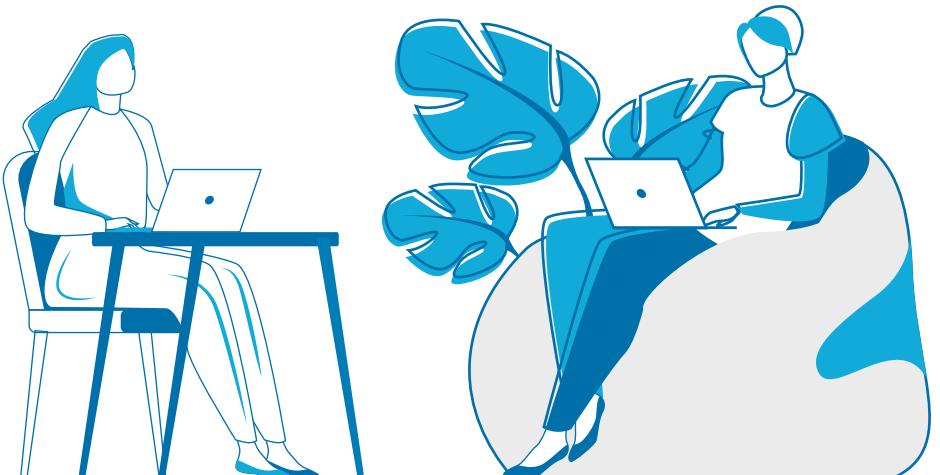


Scenario 2F

Chandra is working for Capgemini for more than 5 years, Anita (his daughter) joined Capgemini few months back through campus hire program. Recently, Chandra changed his role and has become head of a business unit; now Anita is part of Chandra's business unit.

Possible outcome(s):

It is advisable that Chandra and Anita should not be able part of the same business unit as Chandra might be able to influence the career growth for his daughter; however, they could still be part of the same business unit if it's a big unit and if Chandra or any of his directs reports are not be part of the evaluation panel which may have influence on Anita's progress and promotion in the business unit.



BOARD MEMBERSHIP:

Are you a board member of any organization that conducts business that may, or may not, compete with Capgemini's business interests?

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Scenario 3A

Victoria is Senior Vice President in Corporate Real Estate Services (CRES) in Capgemini's Melbourne office. In her regular course of work, she is responsible for smooth operations of offices in Australia and APAC in terms of facilities and maintenance. She is also an independent director in a company registered in Sydney which provides housekeeping services to companies in Australia. Does Victoria need to declare the fact that she is a director in a company?

Possible outcome(s):

Victoria can continue to be a Board Member in the company (provided she does not receive compensation except sitting fees for directors for board meetings as prescribed under law) since the nature of services provided by the other company is not competing with the services Capgemini provides. Further if anytime her company bids for a business opportunity at Capgemini, she or anyone from her reporting line should not be involved in bid evaluation and vendor selection process.



Scenario 3B

John is an appointed director in profit-based organization (Midlands 3D printing) receives no compensation from the business via Payroll; he is director only to meet statutory requirements of having two directors. John's wife is the managing director of this company and responsible for all day to day running of the business along with the company employees. However, John does provide his inputs/guidance outside of Capgemini business hours.

Possible outcome(s):

John can continue to be a Board Member in the company (provided he does not receive compensation except sitting fees for directors for board meetings as prescribed under law) since the nature of services provided by the other company is not competing with the services Capgemini provides.



Scenario 3C

Kate is considering joining as a Board member for profit-based organization (Market Street Trust) which manages family trusts; the nature of services of this organization is not competing with the services provided by Capgemini, however Kate would be receiving compensation in form of sitting fees.

Possible outcome(s):

Kate can continue to be a Board Member in the company (provided she does not receive compensation except sitting fees for directors for board meetings as prescribed under law) since the nature of services provided by the other company is not competing with the services Capgemini provides.



OUTSIDE FINANCIAL INTEREST:

Do you or any person with whom you have a close relationship have a financial interest (ownership or equity interests greater than 5%) in an organization that may be providing services to Capgemini or receiving services from Capgemini?

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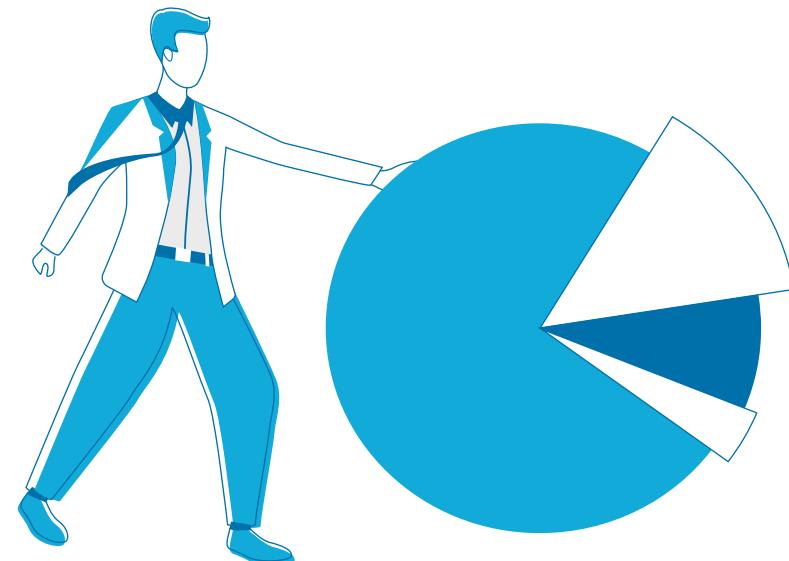


Scenario 4A

Phil holds equity interest (25%) in his family business which is manufacturing perfumes; he is not involved in daily operations of the business.

Possible outcome(s):

While Phil holds more than the prescribed equity interest in an outside business, since he is not involved in business operations, he can continue his equity holding in his family business.



Scenario 4B

Karon holds equity interest (more than 5%) in a company X. Karon recently comes to know that company X is a client of Capgemini even before she invested in this company.

Possible outcome(s):

Karon can continue to hold equity interest in company X if she is not involved in any business relationship with company X as part of her role and responsibilities at Capgemini.





About Capgemini

Capgemini is a global leader in partnering with companies to transform and manage their business by harnessing the power of technology. The Group is guided everyday by its purpose of unleashing human energy through technology for an inclusive and sustainable future. It is a responsible and diverse organization of 270,000 team members in nearly 50 countries. With its strong 50 year heritage and deep industry expertise, Capgemini is trusted by its clients to address the entire breadth of their business needs, from strategy and design to operations, fuelled by the fast evolving and innovative world of cloud, data, AI, connectivity, software, digital engineering and platforms. The Group reported in 2020 global revenues of €16 billion.



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