



Code of Conduct and Business Ethics

We want to create a more sustainable, better world that helps our communities thrive.

We're purpose-led and performance-driven and pride ourselves on our reputation for conducting business in an ethical, open, and honest way, in line with our core values, and commitment to high standards. Our values and Code of Conduct and Business Ethics (our Code) guide our actions in conducting business in a sustainable, socially responsible, and ethical way.

Our Code applies to NTT Ltd. and its subsidiaries globally (NTT). It applies to everyone at NTT including our employees, directors and third parties. We are all responsible for ensuring that we understand our Code and uphold the ethical standards of NTT.

Failure to comply with our Code, NTT policies and any applicable laws and regulations may result in disciplinary action and/or any action permitted under law.

Your Responsibilities and SpeakUp

We want to create an ethical culture that empowers our people to do the right thing and feel comfortable to SpeakUp when they see unethical conduct or misconduct.

Your Responsibilities

We hold ourselves accountable for our actions and expect you to:

- At all times act in a way that **supports our values** and those of NTT Holdings, our Code and our policies, standards, and processes
- Read and **understand our Code**;
- Read and **understand our policies, standards and processes** and your responsibilities
- **Comply with relevant laws** and regulations that apply to our business and your role
- **Act within the limits** of your authority
- Complete your **mandatory compliance training** each year
- Familiarize yourself with our **business conduct and ethics portals** and resources
- Look out for **business conduct and ethics updates**
- **Reach out** to your line manager, HR, local Governance, Risk and Compliance or Legal team, or Group Governance, Risk and Compliance if you have any questions
- **SpeakUp** when you see unethical behaviour or misconduct in the business

[> Business Conduct and Ethics Portal](#)

Our Values



Speed

We are agile in our actions



Execute

We execute with excellence



Together

We are best when we work together

A message from Abhijit Dubey

At NTT, we're purpose-led and performance-driven and pride ourselves on our reputation for conducting business in an ethical, open, and honest way, in line with our core values and commitment to high standards. Our values and Code of Conduct and Business Ethics guide our actions in conducting business and distinguishes us in the eyes of our people, clients, and communities.

In short, our Code helps us to:

1. Empower our people to SpeakUp:

We want to create a culture where our people always feel empowered to do the right thing. We want their voice to be heard when they see unethical behaviour or misconduct and to feel safe to report wrongdoing.

2. Ensure we're a responsible business:

We put people first, always showing respect when interacting with each other. We welcome ideas from all, harnessing diversity and ensuring inclusion to create a more sustainable, better world that helps all our people, clients, and communities to thrive.

3. Act with integrity:

We take ownership and hold ourselves and others accountable and do the right thing even when no one is watching.

4. Manage information risk:

We enable a secure and connected future by using "tech for good" and embedding security and privacy in everything we do.

It is essential, therefore, that all our people adhere to the same ethical standards and values that NTT upholds. In a competitive global environment, we may encounter

situations that will test our judgment and integrity. When those situations arise, **we can use our Code to help us answer the following questions before we act:**

- Is this action legal, ethical, and socially responsible?
- Is this action in line with our Code and policies?
- Is this action in line with our values?
- Am I authorized to take this action according to my job description?
- How does this action reflect upon NTT's reputation?
- Could this action be misinterpreted by clients, colleagues, or the public?
- Would I be comfortable if this action were reported in news headlines?

I encourage you to read and understand our Code. When faced with an ethical dilemma, we have a responsibility to take action – to do the right thing, not the easy thing. **SpeakUp if you see or suspect any activity that violates our Code** and never hesitate to seek help if you're faced with legal, compliance, or ethical issues.

Sincerely

Abhijit

> If you have any questions please contact:

Sean Meisel, Senior Vice President, Group Governance and Risk
sean.meisel@global.ntt | +27 11 5750068

Ashleigh van Kerckhoven, Vice President, Data Privacy & Protection
ashleigh.vkerckhoven@global.ntt | +27 11 5757726

SpeakUp

It is your duty to speak up if you know of or suspect any unethical behaviour or misconduct that could be a breach of our Code or any other NTT policy.

You can report your concerns to our anonymous and confidential SpeakUp platform, online or over the phone:



For our people:

www.speakupfeedback.eu/web/ntt



For our clients, third parties and other stakeholders:

www.speakupfeedback.eu/web/nttexternals



Over the phone by dialing your country specific SpeakUp number in our [SpeakUp Policy](#)


We operate a strict non-retaliation policy for all reports made in good faith.

Our Dress Code

We’ve designed our dress code policy to provide a consistent and appropriate appearance to our clients, partners, and colleagues.

- We should always:
- Present a **clean and professional** appearance.
 - The general rule is that if in doubt; always choose to **dress up rather than down**.
 - **Dress appropriately** for the work situation.
 - Avoid wearing clothing with **inappropriate or offensive slogans and graphics** and/or clothing that is too revealing.

Being a Responsible Business

 **We’re purpose-led and together we enable the connected future.**


- This means that we:
- **collaborate** with our people, clients, and communities to make the **world a better place** through technology
 - enable our people, clients, and communities to **fulfil their potential in a constantly changing world**
 - **celebrate our differences** and strive to be an inclusive and diverse organization that **brings together** the best skills, resources, and minds
 - connect people, ideas, and technology to ensure we **make a difference to the world today** and a sustainable future for the next generations

Anti-Money Laundering

We’re committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable clients and third parties involved in legitimate business activities and transactions.

This means that we must:

- never knowingly deal with any client or third party involved or suspected of involvement with **criminal activity or the proceeds of crime**
- **follow and perform all due diligence requirements** when sourcing new third parties or engaging new clients to ensure that we only deal with legitimate and ethical companies
- ensure that any business transactions conducted on behalf of NTT never involve acquiring or using the **proceeds of criminal activity**

 **Report any suspicions of money laundering immediately to the Senior Vice President, Governance and Risk**


[➤ Anti-Money Laundering Policy](#)

Diversity and inclusion at work

Equity and inclusion are crucial to the wellbeing of our people and each of us is responsible for creating a culture of trust and respect that promotes a positive work environment, free from discrimination of any kind.

We prohibit discrimination in employment, employment-related decisions, or in our business dealings based on an individual's:

- race and **ethnicity**
- **nationality**
- **socio-economic** background
- religion and philosophical **beliefs**
- **political** affiliation and beliefs
- **age**
- **sex, gender,** and sexual orientation
- **marital status**
- **pregnancy**
- state of health and **disability**
- **veteran** status

 **We have a zero-tolerance policy for any form of discrimination in the workplace.**

Harassment, bullying, and discrimination

We have a zero-tolerance policy for any form of actual or threatened violence, harassment, bullying, or discrimination.

Prohibited conduct includes:

- **harassing or threatening** phone calls, email, social media posts, or messages
- **written or verbal communication** directed towards an employee or their friends or family members
- **stalking**
- **destruction** of personal and/or company assets
- verbal or physical **bullying**
- sexual **harassment**
- any hostile, disrespectful or **abusive behaviour**

 **Maintaining a welcoming and inclusive culture means that we:**


- always treat others with **respect**
- avoid comments or behaviours that could **humiliate or intimidate** others
- avoid comments or jokes that could be considered **inappropriate, offensive or culturally insensitive**
- challenge anyone who exhibits **disrespectful, hostile or intimidating behaviour**
- **SpeakUp** if we experience or witness any harassment, bullying or discrimination in the workplace.


Health, safety, and security in the workplace

We’re committed to providing a safe working environment for all our people and visitors.

Each of us has a duty to support NTT in achieving a healthy and safe workplace by ensuring that our actions never harm or endanger anyone around us. At all times we must observe all health and safety rules, practices and laws and take precautions to protect ourselves and others.

Any accidents, injuries, occupational illnesses, potential dangers, hazardous practices, or harmful behaviours should be reported to your line manager and/or local HR team immediately.

 **Possession of weapons on the job or on NTT’s premises is prohibited.**

 **The use of illegal substances in the workplace is not acceptable under any circumstances.**

Sustainability and social responsibility

We’re committed to sustainable development, whether it’s using technology to make the world a better place by creating smarter cities, more effective hospitals, or building a sustainable business by developing the most energy-efficient data centers in the world.

Human rights and modern slavery



Human rights

We’re committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness, and respect.



Modern slavery

We’re committed to preventing any form of modern slavery within our business and our supply chain. We do not use or condone the use of slave labour or human trafficking , denounce any degrading treatment of individuals or unsafe working conditions, and support our products being free of conflict minerals.

 **If you have any questions please contact:**

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Acting with Integrity

It’s critical that we always act with integrity when we’re engaging our clients, third parties, and other stakeholders.

Internal controls, audit, fraud, and company assets

Our financial and accounting controls ensure that all financial information is handled in an accurate and timely fashion.

Keeping complete, accurate, valid, and auditable records of all transactions is vital to comply with legal requirements and to ensure that investors and the public aren’t misled.


 We must guard against the waste and abuse of company assets, as this harms our business and risks our reputation.

Third party relationships

Our procurement decisions are made on a competitive basis based on total value, which includes quality, suitability, performance, service, technology, and price.

- This means that we:
- use **established** global or regional master services agreements
 - obtain **competitive bids** when global master services agreements don’t exist
 - confirm the **financial and legal status** of the third party
 - verify the **quality and service claims** of the third party on a regular basis
 - ensure that agreements **clearly state the services or products** to be provided, the basis for earning payment, and the applicable rate or fee
 - verify that invoices **clearly and fairly represent goods** and services provided
 - avoid **reciprocal agreements** or exchange of favours


- We’ll never knowingly use third parties who participate in the following activities:
- supply **unsafe** products or services
 - **violate** applicable laws or regulations
 - use **child or slave labour**
 - use **physical punishment** to discipline employees

 Our third parties are part of the team and we believe in doing business with third parties that embrace and demonstrate high principles of ethical business behaviour and uphold our values.

Anti-bribery and corruption

You must never offer or accept any bribe or facilitation payment when doing business on behalf of or representing NTT.

If you witness any corrupt behaviour or suspect that bribery may be taking place, either within our own organization or on the part of a third party or client, you must report it immediately. You may also report your concerns through our anonymous SpeakUp platform.


 Bribery whether direct or indirect, regardless of location, is illegal and a severe violation of our Code, which will result in disciplinary action potentially leading to dismissal and, in some countries, criminal prosecution.

> Anti-Bribery and Corruption Policy

Conflict of interest

Whenever we are in a situation where we have an actual or perceived conflict of interest, we must declare it in accordance with our Conflict of Interest Policy. Conflicts of interest may arise due to our:

- **Financial** interests
- **Outside employment** and other interests
- **Board** memberships
- Recruitment of **family members and friends**
- Employment of **family members and friends**
- **Gifts** and hospitality
- Incentives and **commissions**
- **Corporate** opportunities
- **External** seminars

 At all times, we must act in the best interest of NTT, free from any external influences.

If you believe that you may have a conflict of interest, complete a Declaration of Interest Form promptly and truthfully.

> Conflict of Interest Policy

> NTT Conflict of Interest Declaration

Gifts and hospitality

We must not give, offer, promise, or receive any gift or hospitality of any value that is intended or perceived to induce improper performance, retain business, or gain an advantage.

- Gifts and hospitality may be offered and accepted in the ordinary course of business in the following circumstances:
- the gift or hospitality offered is **reasonable and proportionate**
 - **authorization** has been obtained in writing
 - gifts or hospitality offered to public officials are **permitted under local laws**
- any direct or indirect **financial payment**
 - offering any **financial gifts** to clients, third parties, or organizations
 - where gifts or hospitality **exceed the monetary cap** and have not been approved in writing
 - where gifts or hospitality are **offered to your family members or close friends** from a client, third party, or organization that does business, seeks to do business, or competes with NTT

Gifts and hospitality are prohibited and must be denied and/or returned in the following circumstances:

- where gifts or hospitality offered are intended to or may be interpreted as being for the purpose of **influencing the recipient**
- where gifts, hospitality, or other financial advantage is given, offered, or promised to **public officials, auditors, or any relatives** or close friends of such officials or auditors
- where gifts, hospitality, or donations of any kind are **offered or made to a political party**, unless prior written approval has been obtained from the NTT Ltd. Board

> Gifts and Hospitality Policy

Truth in advertising, marketing, and go-to-market

It is your responsibility to accurately represent NTT and our products, services and solutions in our marketing and go-to-market materials. Deliberately misleading messages, omissions of important facts or false claims is inconsistent with our values and a breach of our Code.

our NTT brand identity and messaging guidelines as outlined on our [brand portal](#); and sales catalogues and key go-to-market collateral on our [sales enablement portal](#).

Our marketing, advertising, and go-to-market materials must be aligned to

We keep our promises to our clients and the communities in which we operate.

> If you have any questions please contact:

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SpeakUp

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Anti-Trust and Competition

In most countries in which we operate there are strict laws in place that prohibit collusive or unfair business behaviour that restricts free competition with which we must comply.

There are almost no circumstances allowed by law to enter agreements whether written, informal, verbal or implicit, with competitors to:

- **fix prices** or terms of service
- **rig bids** or production output
- **divide or allocate** markets, territories, or clients
- **boycott** third parties or clients

Depending on business justification and effect on competition, other practices not involving competitors may result in violations of anti-trust or competition laws.

- These practices include:
- **exclusive** dealing
 - **reciprocal** business arrangements
 - bundling or **package offerings**
 - resale **restrictions**
 - **selective** discounting

Insider Trading

During your employment with NTT, you may receive confidential company information about NTT, its clients or third parties before it is made publicly available. Some of this information may be considered significant, or ‘material’, and could be important to investors making investment decisions.

It is illegal to buy or sell securities in any company based on material, non-public information that you know about that company. Furthermore, you may not share this information with others.

Competitive Intelligence and Market Analysis

Gathering information about our competitors helps us to remain competitive in the market. We must never use any illegal or unethical means to get information about our competitors.

You may gain competitive information from clients and other third parties (unless they are prohibited from sharing the information) and by obtaining a license to use the information or purchasing the ownership of the information.

Public Sector Clients and Contracting

When doing business with public sector or government entities, we must ensure all statements and representations to the public sector or government procurement officials are accurate and truthful, including costs and other financial data.

Whenever you engage public sector or government entities, you must ensure that you are aware of and comply with any special rules or laws that apply to our business dealings with them.

International Trade Compliance

As a global business, we must comply with all relevant import restrictions, customs and export controls, trade sanctions and other applicable laws and regulations.

To ensure that all compliance requirements are met, you should:

- never cooperate with or participate in **illegal boycotts**
- actively **maintain a working knowledge** of the customs or export control classification for any goods, hardware, or software that you manage
- obtain **appropriate documentation for items subject to controls**, such as certificates of origin and end-user certificates
- **follow company-specific policies** for trade and travelling with any company-owned equipment
- ensure that any third parties with whom we work have been **screened against sanctions lists**
- ensure that you are **aware of any country-specific sanctions** and embargoes that may apply
- comply with all **record-keeping requirements** when transacting

Government Requests and Subpoenas

We may be requested by law enforcement or other authorities to provide information regarding possible violations of applicable laws and regulations and/or support in the investigation of criminal activities.

When we receive these requests, we must immediately report it to the Senior Vice President, Governance and Risk (where permitted) and ensure that any information provided is honest and truthful.

Managing Information Risk

It’s critical that we embed security and privacy in everything that we do to ensure that we protect our information assets and our clients against any reputational damage resulting from unauthorized access, loss, or misuse of information assets.

Acceptable use

Our Acceptable Use Policy describes the proper and effective use and protection of our information assets.

When we use our information assets, we must ensure that we:

- use information assets in an **ethical, lawful, and appropriate way**
- only use **authorized systems** and media
- **only access information assets** for which we have authorization
- use **strong passwords** and do not share these with others
- **secure our laptops** and workstations when not in use
- **do not bypass** any information security controls or procedures
- **comply with our information classification** and handling policies and standards and maintain security classification and protection rules for handling electronic and physical information and media
- **comply with the terms of use** of all software licenses
- don’t use **personal services for business purposes**
- only use NTT information assets for **limited private use**
- **immediately** report any information security incidents
- **securely dispose** of all unwanted or unrecognized physical and removable media
- **return all information assets** to NTT when no longer required for business use

> Acceptable Use Policy

> Information Security Policies

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Data Privacy and Protection

At all times we must ensure that we collect, use, store, share, transfer, and destroy information about individuals in a transparent, fair, ethical, and lawful way. We call information that identifies individuals ‘personal data’.

This means that we:

- **are clear, open, and honest** with individuals and our clients about how, why, where and when we use personal data
 - use personal data in ways that individuals and our clients **would reasonably expect**
 - use personal data in a way that **empowers our people, clients, and communities** and promotes universal values and human rights
 - comply with the **requirements of data protection laws** and regulations, and other laws that may apply to us, when we use personal data
- When using personal data in a transparent, fair, ethical, and lawful way, we ensure that:
- **we respect the rights of individuals** to privacy and the information they entrust to us
 - **we comply with data protection laws** and regulations that apply to our business and avoid penalties and fines
 - **we protect** our brand

! The General Data Protection Regulation (GDPR) is our global benchmark for data privacy and protection and must be applied throughout our business.

You can find our policies at the following links:

- > Data Subject Rights Policy
- > Data Privacy and Protection Policy
- > Personal Data Breach Notification Policy

Confidentiality and Information Security

During your employment you may have access to information relating to NTT, its clients or third parties, as well as applications, systems, databases, computing and mobile devices, infrastructure and network resources.

! We must take care to ensure that we handle these information assets in accordance with our information security and classification policies and standards and protect them against breaches of confidentiality, integrity and availability.

Workplace surveillance

We may conduct surveillance and monitor individuals in the workplace (including other places of work) to protect against misconduct, manage productivity, and increase workplace safety.

Guided by applicable jurisdictional laws and regulations, we’re committed to ensuring that any workplace surveillance or monitoring is performed in a transparent, fair, ethical, and lawful way and is consistent with generally accepted business practice.

> Workplace Surveillance Policy

External Communications

Only authorized employees may speak with the media, investors, and analysts on behalf of NTT, in accordance with our External Communications Guidelines.

! Unless authorized, don’t give the impression that you’re speaking on behalf of NTT Ltd. in any communication that may become public.

> External Communications Guidelines

Intellectual Property

Our intellectual property is among our most valuable assets. Each of us is responsible for ensuring that we protect the intellectual property of NTT, our clients, and third parties by:

- using the NTT brand and trademarks **in compliance with our corporate guidelines**
- **not knowingly infringing** upon the intellectual property rights of others
- **not reproducing** any copyrighted materials or trademarks
- **reporting any new products**, services, solutions, or other innovations to the relevant management and/or legal team
- ensuring that all relevant **product information or licenses are provided** when marketing items directly to an end-user
- ensuring that our intellectual property and trademarks **are protected when shared with third parties**
- never accepting any **third-party confidential information** without permission and appropriate agreements being in place
- complying with all **relevant local laws** on the protection of intellectual property

Social Media

Social media is key to how we communicate as a company and as individuals.

Social media – business use
Only authorized employees who have completed relevant training and been approved as a spokesperson are permitted to post material on a social media website under the NTT Ltd. name. Posting without approval could lead to disciplinary procedures.

Social media – personal use
When posting content on social media we expect you to ensure that you do not:

- bring NTT into **disrepute**
- breach **confidentiality**
- breach **copyright**
- break any **applicable laws or regulations**
- bully or **harass anyone**
- publish **offensive or discriminatory** content or opinions

! We encourage all our people to participate in social media activities in accordance with our Social Media Policy.

> Social Media Policy

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