

At Sungard Availability Services (Sungard AS), we believe that business thrives best in an environment of open and fair competition.

Bribery and other corrupt acts undermine free and fair competition and violate anti-corruption laws in every jurisdiction where we do business. Offering or accepting bribes is also inconsistent with our Core Value of Integrity and can have severe consequences for both Sungard AS and anyone involved in the conduct. No one—either employees or others acting our behalf—is permitted to offer or accept a bribe or to make any improper payment to further Sungard AS' business.

This Policy contains important information to help employees comply with anti-corruption laws, and to prevent, detect, and respond to anti-corruption issues when they arise.

Policy Details

1.0 Bribery and Corruption Generally

Sungard AS has a straightforward rule regarding corruption: *we never pay bribes or act corruptly*. Employees must never offer, make, or promise any bribe or take any corrupt action on Sungard AS' behalf.

- ▶ A **bribe** is any payment (regardless of its form or value) made to improperly influence a decision-maker or to obtain a business advantage through means other than fair competition and legitimate, transparent conduct.
- ▶ An act is **corrupt** if it is performed to secure an improper advantage, either by paying a bribe or through other means.

All bribery is prohibited; however, employees must pay close attention to interactions with non-U.S. government entities or officials, as these

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Definitions

Bribe: Any payments, regardless of its form or value, made to improperly influence a decision-maker or to obtain a business advantage through means other than fair competition and legitimate, transparent conduct

Corrupt: Performing an action in order to secure an improper advantage, either by paying a bribe or through other means

Non-U.S. government entity: Refers to any non-U.S. government; public organization; department, agency, or instrumentality of such a government or organization; non-U.S. political party; or, company or entity owned or controlled by or acting on behalf of any of the listed entities

Non-U.S. government official: Any individual working for or on behalf of a non-U.S. government entity

Hosting: Anything of value given in connection with a business event

Gift: Any item of value given or received on Sungard AS' behalf

Facilitation payment: Payment made to a non-U.S. government official in accordance with local custom for the purpose of securing or expediting a routine, nondiscretionary government action

Charitable contribution: Any payment or other support given to a charitable organization or to a formal or informal entity organized to provide a public benefit

transactions may present higher corruption risks and implicate severe penalties under applicable law.

- ▶ The term **non-U.S. government** entity refers to any:
 - non-U.S. government;
 - public international organization;
 - department, agency, or instrumentality of such a government or organization;
 - non-U.S. political party; or
 - company or entity owned or controlled by or acting on behalf of any of the above.
- ▶ Examples of non-U.S. government entities include foreign governments, a foreign labor or environmental regulator or taxation authority, the Communist Party of China, the United Nations, and state-owned banks or utilities.
- ▶ A **non-U.S. government official** is any individual working for or on behalf of a non-U.S. government entity. Examples include an employee of an inspector from a tax agency; an official responsible for negotiating government contracts; a procurement officer at a state-owned manufacturer; a journalist employed by a state-owned media company; and a professor or researcher at a state-owned university.

Making payments to relatives, friends, or colleagues of a private individual, a U.S. government official, or a non-U.S. government official to improperly influence the individual with whom the recipient is affiliated is a corrupt act and is prohibited.

2.0 Relatives, Friends, and Colleagues

Making payments to relatives, friends, or colleagues of a private individual, a U.S. government official, or a non-U.S. government official to improperly influence the individual with whom the recipient is affiliated is a corrupt act and is prohibited.

3.0 Hosting and Gifts

3.1 Providing Hosting & Gifts Generally

Hosting and gifts are important ways that Sungard AS strengthens relationships with its business partners, and employees may appropriately provide hosting and gifts when acting on Sungard AS' behalf.

- ▶ **Hosting** refers to anything of value given in connection with a business event. Examples include travel, lodging, meals, and tickets for entertainment (if an employee of the entity providing the hosting will accompany the recipient to the event).
- ▶ A **gift** is any item of value given or received on Sungard AS' behalf. Examples include gift baskets, a bottle of wine, and items (such as golf balls or coffee mugs) imprinted with the Sungard AS logo.

However, employees may never provide hosting or gifts if they are given:

- ▶ to exert influence over a business decision;
- ▶ to gain an improper advantage with customers or service providers;



- ▶ to facilitate government approvals or exert influence over a government official or entity; or
- ▶ with the expectation of receiving something in return.

Before providing any hosting or gifts, employees must ensure that they comply with the **Gifts & Business Entertainment Policy**. Employees may not provide hosting or gifts if doing so would violate any applicable law or regulation. Employees should also refrain from offering hosting or gifts if they are aware that accepting those benefits would violate a code of conduct or policy applicable to the recipient.

3.2 Hosting & Gifts Provided to Non-U.S. Government Officials

Employees must pay particular attention to hosting and gifts provided to non-U.S. government entities or officials, as these transactions sometimes entail heightened corruption risk. For this reason, most hosting and gifts provided to these entities and officials require preapproval. The process for obtaining preapproval is set forth in the **Hosting & Gifts for Non-U.S. Government Officials Anti-Corruption Review Procedure**.

Employees may not use personal funds, regardless of whether they seek reimbursement from Sungard AS, to provide hosting or gifts that do not comply with this Policy.

4.0 Third Parties

Sungard AS may at times retain **third parties** to conduct business or perform services on its behalf. Examples of third parties include resellers, services delivery partners, consultants, lawyers, technical support providers, accountants, lobbyists, visa processors, and public relations representatives.

Retention of third parties can pose corruption risks, especially when the third parties are likely to interact with non-U.S. government entities or officials on behalf of Sungard AS. Sungard AS and its employees may be held liable for bribery or other corrupt conduct performed by third parties regardless of whether they knew about or authorized the improper action.

Third parties retained by Sungard AS must certify that they have adopted a policy that sets forth standards consistent with the **Sungard AS Global Code of Business Conduct**, or that they will act in accordance with that Code when acting on its behalf.

Before engaging certain third parties, employees must screen and obtain preapproval as set forth in the **Third Party Anti-Corruption Review Procedure**.

5.0 Interactions with Non-U.S. Government Entities and Officials

Employees may, at times, interact directly with non-U.S. government entities or officials while performing their duties for Sungard AS.

Employees may conduct transactions with a non-U.S. government entity without obtaining preapproval if the transaction is a routine government interaction.

A transaction is a **routine government interaction** if:

Before engaging certain third parties, employees must screen and obtain preapproval as set forth in the Third Party Anti-Corruption Review Procedure.



- ▶ It involves the payment of taxes or fees, the purchase of goods or services, or a request that that a non-U.S. government entity perform an action or refrain from doing so;
- ▶ The amount of payment (if any) is objectively calculated, such as by a predetermined fee schedule or a published tariff; and
- ▶ The government entity lacks discretion to refuse payment or withhold the goods/services for reasons other than the customer's inability to pay or the entity's inability to provide the goods/services at the time or place requested.

Examples of routine government interactions include payment of taxes, business registration fees, opening an account with a state-owned bank, and purchasing electricity from a state-owned utility.

Employees must obtain preapproval for all other transactions with non-U.S. government entities and all transactions with non-U.S. government officials by contacting AskASCompliance@sungardas.com.

Charitable contributions help Sungard AS generate goodwill and give back to the communities where it operates.

6.0 Facilitation Payments

A **facilitation payment** is a payment made to a non-U.S. government official in accordance with local custom for the purpose of securing or expediting a routine, nondiscretionary government action. Facilitation payments are prohibited.

7.0 Charitable Contributions

A **charitable contribution** is any payment or other support given to a charitable organization or to a formal or informal entity organized to provide a public benefit. Charitable contributions help Sungard AS generate goodwill and give back to the communities where it operates. Examples include donations educational institutions, sponsorship of community events, and contributions in the form of cash or other in-kind donations.

Charitable contributions can present corruption risks, especially if a non-U.S. government entity or official controls or has influence over the organization that receives them. All charitable contributions must be preapproved in accordance with the **Charitable Contributions and Sponsorship Guidelines**. If a charitable contribution will be made for use outside of the United States, the employee making the contribution must also obtain approval from the Compliance Office.

This Policy does not apply to any contribution given by employees on their own behalf using personal funds. Employees may not make contributions on behalf of Sungard AS using personal funds.

8.0 Joint Ventures, Mergers, Acquisitions, and New Market Entry

Sungard AS may sometimes expand its business by launching new products or services, competing for new business, or entering a new geographic market. Sungard AS may conduct these activities through joint ventures, mergers, acquisitions, or new market entries.

Joint ventures, mergers, acquisitions, and new market entries can all present corruption risks. Sungard AS can be held liable for improper conduct by its joint



venture partners or by a joint venture subject to its control. Sungard AS can also be held liable for past bribery or corruption by a company that it merges with or acquires. New market entries can present unique concerns because Sungard AS may not have prior experience with government regulations, local customs, or local business practices.

Before entering into a joint venture, completing a merger or acquisition, or undertaking a new market entry, employees must contact the General Counsel, who will provide guidance about how to address anti-corruption aspects of the proposed transaction.

Anti-corruption laws require Sungard AS to maintain records that accurately reflect its business transactions.

9.0 Books, Records, and Internal Controls

Anti-corruption laws require Sungard AS to maintain records that accurately reflect its business transactions. Employees who conduct transactions on behalf of Sungard AS must ensure that all transactions (no matter how small) are recorded promptly and accurately, contain sufficient detail, and are supported by accessible documentation. Such records must be retained as required by law and Sungard AS' **Records Management Policy**.

Sungard AS also maintains controls designed to identify and prevent improper transactions. These controls require employees to:

- ▶ Obtain approval before executing transactions on behalf of Sungard AS;
- ▶ Use Sungard AS funds and other assets only as permitted by management;
- ▶ Report and record transactions as required by Sungard AS' accounting department and generally accepted accounting principles; and
- ▶ Maintain procedures to reconcile differences between accounting records and actual assets.

All employees are responsible for complying with these requirements to the extent applicable to their job functions.

10.0 Scope of This Policy

Compliance with this Policy is mandatory. This Policy applies to all Sungard AS employees, officers, directors, business units, and subsidiaries. In addition, we require our joint ventures, and third parties to act consistent with its terms.

Waivers of this Policy for officers or directors must be approved by the Board of Directors or an authorized committee of the Board. Exceptions for any other individual or entity must be approved by the General Counsel.

11.0 Consequences of Violating this Policy

Violation of anti-corruption laws, Sungard AS' Global Code of Business Conduct, this Policy, or its related Procedures is a serious matter and can result in criminal or civil penalties against Sungard AS and the individual involved in the violation, as well as harm to Sungard AS' reputation.

Employees, officers, directors, or others involved in a violation will be subject to discipline, up to and including termination.



Any violation of law, the Code, or this Policy may result in a loss of incentive compensation, stock options, bonuses, or other awards, to the extent permitted by law.

12.0 Reporting Violations or Possible Violations of this Policy

All employees have a duty to detect and report violations or possible violations of law, the Code, this Policy, or its related Procedures. Employees should report violations or suspected violations as described in the “Asking Questions & Responding to Concerns” section of the Global Code of Business Conduct.

Any manager or other individual who receives a report of a violation or a possible violation must promptly forward it to the Legal Department and must refrain from conducting any independent investigation. All investigations must be performed by the Legal Department.

Sungard AS will not tolerate retaliation against any individual who submits a good faith report of a violation or possible violation of law, the Code, this Policy, or its related Procedures. Any employee who is the target of retaliation should promptly report it to one of the resources listed above.

13.0 Asking Questions

Questions regarding how to comply with this Policy should be directed to the employee’s immediate manager. If further guidance is needed, the employee or manager should contact AskASCompliance@sungardas.com.

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About Sungard Availability Services

Sungard Availability Services provides managed IT services, information availability consulting services, business continuity management software, and disaster recovery services.

To learn more, visit www.sungardas.com or call 1-888-270-3657

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