



# Code of Business Conduct: Connecting with Our Core Values

Our Code of Business Conduct embodies and reinforces our commitment to integrity and helps us resolve ethics and compliance concerns consistent with our core values. Our core values are a set of beliefs beyond compromise. They have been our North Star for over 40 years. They are a part of our heritage and are a part of our future. Connecting with our core values is a shared responsibility.



Ursula Burns  
Chairman and CEO

### A Message from Ursula Burns

This updated version of our Code of Business Conduct represents an exciting and innovative way to connect with our core values—the backbone of who we are and all we do at Xerox. The connection with our core values makes it easier to understand our responsibilities.

We are committed to being a role model for corporate ethical behavior. This commitment is enabled by the personal actions and accountability of each and every one of us. Our greatest successes over the years have been driven by our allegiance to our long-standing core values. Our reputation rests on what we do and how we act every day.

I am looking to each of you to meet or exceed compliance requirements and ethical expectations. Nothing we do is more important than maintaining our personal integrity and our collective financial and business integrity in the name of Xerox.

This Code of Business Conduct is a guide. It is not intended to be a compendium of all policies. Use it as a tool to enable dialogues with co-workers and managers and to find the appropriate policies, tools and other resources to help you do the right thing every day.

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### Ethical Decision-Making Framework

You should assess the following criteria to determine whether a specific behavior or activity is appropriate:

1. **Common sense.** Generally speaking, the appropriateness of a practice or activity should be guided by common sense and sound business judgment.
2. **Public scrutiny.** Take the public scrutiny test: If you wouldn't want to read about your action on the front page of your local newspaper, don't do it.
3. **Company Policy.** Does the action comply with Xerox policies or public law?
4. **Core Values.** Does it align with our Core Values?
5. **When in doubt, ask!** Your manager, Human Resources and the Ethics Office and Helpline are available to help you do the right thing. See the Resources section for additional information.

### Our Mission Statement

Our strategic intent is to help people find better ways to do great work by constantly leading in document technologies, products and services that improve our customers' work processes and business results.

### Our Core Values

Our core values are the key principles that guide our conduct and our relationships. They define how we engage with each other and our customers, how we deliver value and how we behave. They connect us to each other and make our successes possible. Each of us is accountable to align our conduct with our core values.

- We succeed through satisfied customers.
- We aspire to deliver quality and excellence in all we do.
- We require premium return on assets.
- We use technology to develop market leadership.
- We value our employees.
- We behave responsibly as a corporate citizen.

While there is an elegant simplicity in these enduring attributes of our Company, they are quite powerful. They create the moral and ethical compass that permits us to do business with integrity and honesty.

### Purpose and Scope

The Code of Business Conduct is designed to assist us in aligning our actions and decisions with our core values and compliance requirements as we pursue our Xerox mission. It is intended to help us recognize ethics and compliance issues before they arise and to deal appropriately with those issues that do occur. The Code is not intended to be a compendium of policies or an exhaustive list of legal and compliance requirements. We have many policies that impact your job, and you should be aware of those that affect you. A compilation of many of these policies is accessible at the [Ethics & Policies Web Page](#) on our intranet. The Code is intended to set the tone for how we work at Xerox. It is more than words written on paper. It is how we do business.

The Code of Business Conduct applies to all Xerox employees. Members of the Xerox Board of Directors are also subject to a separate [Board of Director's Code of Conduct](#), which creates additional obligations based on their responsibilities as Board members. Similarly, our financial personnel are also subject to a separate [Xerox Finance Code of Conduct](#). Finally, our contractual agreements require that third parties, such as agents, resellers and independent contractors, comply with our Code of Business Conduct when acting on our behalf.

## Legal and Policy Controls

As a global enterprise, we operate in over 160 countries worldwide. We conduct our business activities in compliance with our Code of Business Conduct, policies, standards, guidelines and procedures as well as with the laws and regulations of the countries where we do business. Our Code is designed to meet or exceed existing legal and compliance requirements. If legal and compliance requirements are found to be less than what is required by our Code of Business Conduct and our policies, we must take the higher ground and follow our Code of Business Conduct and our policies. If following our Code or compliance requirements conflicts with local laws and regulations, please contact the Business Ethics & Compliance Office at [ethics@xerox.com](mailto:ethics@xerox.com).

We are each accountable to know the legal and policy controls that apply to our jobs. If we have any questions about our obligations under our Code of Business Conduct or about our policy or legal obligations, we should seek guidance from our local management, Human Resources, the Office of General Counsel (OGC) and/or the Business Ethics & Compliance Office. If we become aware of any questionable activity or potential violation, we must report it to our management or other appropriate channel.

## Expectation for Compliance

We each have an individual responsibility to live up to the highest ethical standards of business conduct. This Code outlines our expectations regarding our behavior. Failure to live up to our values and compliance standards may result in disciplinary action, which could include termination for serious offenses.

## Reporting a Concern and Obtaining Guidance

Ethical breaches and non-compliance must be reported. You should only report concerns or suspected violations if you are doing so in good faith. Abuse of the Ethics Helpline or another reporting process to intentionally harass someone or to knowingly file false information will not be tolerated. We provide a variety of channels for employees, suppliers and customers to receive guidance regarding ethics and compliance issues and to report suspected ethical violations. These channels include the Ethics Helpline, e-mail, Internet reporting and both internal and outside mail addresses.

The Ethics Helpline is available globally 24 hours a day, seven days a week via toll-free telephone numbers. There is also an Ethics Office Web-reporting tool. We have contracted with an independent third party that specializes in helpline reporting to manage the reporting via the Helpline and the Web-reporting tool. The third party's call specialists document reports made via the toll-free telephone numbers and transmit the reports to the Xerox Business Ethics & Compliance Office, which is responsible for ensuring that all reports are appropriately addressed.

If you report a concern or violation, you are encouraged to provide accurate, complete information to permit a thorough investigation or response. Omissions or errors in the initial data reported (who/what/when/where) may cause a delay in the case intake process and/or may delay or negatively impact the case assignment and/or investigation process.

## Policy References:

**POL 002: Business Ethics**

**ETH 100: Business Ethics and Compliance Office Charter**

**ACC 208: Code of Conduct: Finance Personnel**

- Maintain high standards of ethical behavior.
- Comply with the letter and spirit of all laws.
- Make full and accurate financial disclosures in accordance with the law and Xerox policies.
- Provide prompt internal reporting of Finance Code of Conduct violations.

I have a good relationship with my manager and would prefer to raise any questions or ethical concerns with him versus contacting the Ethics Helpline. Is this acceptable?

**Answer:** Yes, it is. Xerox has always encouraged the Open Door policy. Your best resource is your supervisor or manager. If that is not possible or your supervisor cannot resolve the issue, you can take it up the chain of command in your own organization or to another organization with the appropriate expertise, such as Human Resources or OGC. An additional communication channel the Company has established to assist you is the Ethics Helpline.



### Xerox Business Ethics Helpline

Brazil	0800-891-4092
Canada	1-866-XXR-0001
Chile	1230-020-0619
Colombia	01-800-912-0053
Denmark	80277015
Finland	080098839
France	0800-90-5948
Germany	0800-181-1978
Ireland	1-800-553-735
Italy	800-787468
Mexico	001-888-233-5137
Netherlands	0800-023-2710
Norway	80030551
Peru	0800-52-290
Sweden	0201605726
United Kingdom	0800-028-8018
United States	1-866-XXR-0001
Venezuela	0800-176-6420

**All other countries:** Use local country international access numbers which are available from both local Human Resources representatives and [www.xerox.com/ethics](http://www.xerox.com/ethics)

**Note:** Additional direct-dial phone numbers may become available, so please check [www.xerox.com/ethics](http://www.xerox.com/ethics) for the most current list of country dialing options.

#### Web-based Submission Tool:

This tool is accessible externally via [www.xerox.com/ethics](http://www.xerox.com/ethics) and internally via the Ethics Web site.

**Fax:** (203) 849-2479

#### Internal Mail:

Business Ethics and Compliance Office  
XWHQ, 6-N

#### External Mail:

Xerox Corporation  
Business Ethics and Compliance Office  
45 Glover Ave., P.O. Box 4505  
Norwalk, CT 06856-4505  
U.S.A.

Our Helpline vendor provides a mechanism by which reporters and investigators may engage in ongoing communications, in your local language, while maintaining your confidentiality. Local laws may limit the use of anonymous reporting to specific types of matters, and our processes incorporate these limits.

If you choose to remain anonymous, our ability to investigate the matter may be diminished, and we may not be able to fully address your concerns. All complaints, whether or not reported anonymously, will be handled in a confidential manner, with disclosure limited to conduct a full investigation of the alleged violation, to carry out appropriate disciplinary or corrective actions, or to meet legal requirements.

### Non-Retaliation

Whether you identify yourself or not, each inquiry is treated in a confidential manner, and a closed-loop process ensures the appropriate managers and the complainant are informed of the outcome of the investigation process to the extent possible. Communications with the Ethics Office are highly confidential and should not be discussed with anyone, except as the Ethics Office may direct. Reporting suspected violations of our policies, Code of Business Conduct or other processes benefits the corporation and elevates the expected behavior of all employees. Any form of retaliation against any employee for reporting or participating in the investigation of a suspected violation will not be tolerated.

## The Code At A Glance

### Satisfying Customers

- Conduct sales and marketing activities with integrity
- Avoid conflicts of interest
- Respect gift and entertainment restrictions
- Be aware of special restrictions relative to government customers
- Safeguard customer information

### Delivering Quality and Excellence

- Exercise proper fiduciary control
- Abide by policies, procedures and regulations
- Always ensure proper revenue recognition
- Do not create any side letters
- Follow protocols for external release of information
- Promote proper conduct and procedures throughout the supply chain

### Requiring Premium Return on Assets

- Safeguard all company assets
- Maintain business records in accordance with creation and retention policies
- Protect intellectual property and copyrights
- Prevent insider trading

### Ensuring Market Leadership Through Technology

- Use information systems and tools for business purposes
- Compete fairly
- Do not engage in bribes
- Abide by money laundering laws

### Valuing Our Employees

- Respect differences
- Prevent harassment and bullying—no violence or intimidation of any kind
- Welcome diversity
- Promote safety and health
- Prevent alcohol or substance abuse at work
- Protect privacy rights

### Behaving Responsibly as a Corporate Citizen

- Respect the human rights and dignity of others
- Comply with laws on human trafficking
- Promote responsible community and charitable activities in accordance with policies
- Protect the environment



### Policy References:

#### **HR 101-1: Business Ethics Policy: Outside Business Interests and Conflict of Interest**

- Disclosure
- Request form
- Approval

#### **HR 101-3: Receipt of Employment Related Gifts**

- No cash
- Limited value; business purpose
- Manager approval

#### **HR 101-5: Relationships with Commercial Customers**

- Guidelines for trips and gifts
- No bribes or other undue influence
- Respect customer ethical standards

Generally, items such as coffee mugs, calendars or pens that bear the Company logo are acceptable to be exchanged between customers and vendors, unless specifically prohibited by your department.

A potential vendor has tickets available for a major sporting event and has offered them to you. What would you do? What should you do?

**Answer:** Since the question frames the offer as a major sporting event, we can presume that the tickets are valued at greater than \$100. Therefore, you must graciously decline the invitation. Anytime a third party offers you a gift, you should disclose and discuss the offer with your manager, regardless of the value of the gift.

## Satisfying Our Customers

Our customer-focused culture is vital to our success. We are committed to earning and maintaining our customers' trust through fair, honest and lawful dealings and by delivering great value. We listen to our customers so that we can meet their business requirements and also work to understand how they expect us to interact with their people. We provide timely response and resolution of customer problems and assume responsibility for correcting the underlying cause. We comply not only with Xerox's expectations concerning appropriate business conduct but also with our customers' expectations regarding appropriate business conduct.

### Sales and Marketing Activities

We provide accurate and complete information to our customers so that they may make informed decisions. We do not tolerate misrepresentation, fraud or deliberate omission of information in our sales or marketing activities. We honor our commitments and follow through on our promises, agreements and obligations.

### Conflicts of Interest

We carry out our duties and responsibilities in a fair, objective manner. We make business decisions in the best interest of our Company, free from personal or external influences. Conflicts of interest can occur anytime your personal interests might benefit from your actions or influence as a Xerox employee. Outside business interests with our vendors, suppliers, customers or competitors are a particular cause of concern. Having outside business interests that interfere with your obligation to devote your time and attention to your job responsibilities or behaving in a manner that reflects adversely on Xerox can result in a conflict of interest.

Employees are obligated to disclose any outside business interests that they, or their immediate family members, have to their manager. It is important both to disclose relevant facts before you, or your immediate family members, become involved in or acquire a financial interest in an outside business and to take any actions we require to resolve any potential conflict of interest that is identified.

### Gifts and Entertainment

The propriety of giving or receiving employment-related gifts depends on the value and intent of the gift. We define gifts broadly to include tangible items and cash or cash equivalents as well as favors, special considerations, gratuities and discounts. The only acceptable purpose of gifts and entertainment is to create goodwill or strengthen business relationships.

We, or members of our immediate family, may only accept or receive an employment-related gift if it comfortably falls within the range of common business courtesies. Gifts that make the recipient feel obligated to repay the favor by doing business with the giver are always improper. We will not extend a gift or entertainment to customers if doing so would violate their own policies. Gifts and entertainment may never be lavish, unusual or extravagant in the eyes of a third party. Under no circumstances do we give or accept cash or cash equivalents, such as gift certificates or gift cards, regardless of the amount, from anyone who has business dealings with Xerox.



Local operating units are authorized to establish limits on the monetary value of gifts according to local geographic customs. Our employees are accountable to ensure we know the monetary limits for gifts that apply to our operating units. You must let your manager know if you receive any gift, regardless of its value. The appropriate manager must approve the giving of a gift or payment of business expenses (provided it does not violate a customer's own policy) to any person who has business dealings with us. Stricter standards, where required by law or deemed appropriate by group management, may be necessary either for organizations, such as Global Purchasing, or for specific employee job classifications.

#### Public Sector Customers

We understand and comply with public sector contracting and procurement laws. The public sector includes governments and government-owned entities, even if they are only partially owned by a government. Legal requirements relative to public sector customers prescribe business practices that vary significantly (generally stricter) from the way we do business with commercial customers. In general, we never offer employment to any public official involved in the purchasing process. Similarly, we never offer gifts, entertainment, bribes or improper payments to public officials. The applicable laws for doing business with public sector customers vary by country. We are accountable for knowing these legal requirements and their impact on our work.

#### U.S. Federal Government Customers

When Xerox contracts with the United States Government, additional legal requirements apply to Xerox and to Xerox employees involved in the performance of those contracts. We are responsible for knowing and complying with these requirements, as well as for detecting and reporting occurrences where these legal requirements may have been violated.

We do not give U.S. Federal employees—regardless of where those employees are located—any item of value, whether it's tangible or intangible. In addition, we do not offer or give anything of value in exchange for favorable treatment between prime and subcontractors (wherever they are located) to the Federal Government. This type of exchange is known as a “kickback.” If you suspect that a kickback involving Xerox has occurred, you should report it to the Xerox Ethics Helpline immediately.

When Xerox is pursuing a business opportunity with the U.S. Federal Government, employees must be aware that the Procurement Integrity Act imposes certain restrictions on employee conduct once a procurement has begun. A procurement begins when a public official initiates a buying decision, and this may be even before a solicitation is made public. When a procurement has begun, Xerox employees may not: 1) offer employment or business opportunities to procurement officials; 2) offer gratuities to procurement officials; or 3) request source selection information. “Source selection information” is data not otherwise available to the public and used by procurement officials in making procurement decisions, such as: competitor data, internal Government analysis reports. Violations of the Procurement Integrity Act carry serious criminal and civil penalties both for the individual and for the company.

Finally, doing business with the U.S. Federal Government requires us to be aware of and comply with the False Claims Act. Under that Act, it is illegal to knowingly and willfully falsify information to the U.S. Government, conceal a significant fact, and/or make false, fictitious or fraudulent claims. For purposes of the False Claims Act, a claim includes requesting payment or approval from the Government, as well as making statements to the U.S. Government. Examples of false claims include, but are not limited to: billing for services outside the scope of the contract, billing for

#### U.S. Federal Government Contractor Compliance Requirements

- [Click here](#) for more information about the U.S. Federal Government Contractor Requirements
- The Procurement Integrity Act provides that **once a procurement has begun**, Xerox employees are prohibited from:
  - Offering employment/business opportunities to procurement officials
  - Offering gratuities to procurement officials
  - Requesting source selection information or other “procurement sensitive” information
- The False Claims Act, provides that it is illegal to
  - Knowingly and willfully falsify
  - Knowingly and willfully conceal a material fact
  - Knowingly and willfully make false, fictitious or fraudulent claims
- **Gratuities/Gifts:** Xerox employees may not offer or give a gratuity (anything of value, whether tangible or not) of any type to any U.S. Government employee
- **Bribery:** It is illegal to give anything of value to any government official to influence present or future favorable federal procurement actions
- Violations of U.S. Government contractor compliance requirements may result in any and all of the following:
  - Civil penalties and fines
  - Personal criminal sanctions
  - Corporate criminal sanctions
  - Contract cancellation, return of all payments received

## Policy References:

### **HR 101-4: Relationships with Government Customers and Officials and Political Contributions**

- No gifts or entertainment
- No bribes or other undue influence
- No trips or outings
- Hiring restrictions

### **InfoPriv 001: Personal Information Privacy**

- Properly classify information
- Protect employee personal information
- Use vigilance against data breaches

### **InfoPriv 002: Safe Harbor Privacy**

- Respect local government rules on data privacy and protection
- Provide notice and choice
- Safeguard data transfers

### **InfoPriv 003: Prohibitions on Unsolicited Commercial E-Mail**

- Knowledge of the law
- Transparency of sender
- Opt-out options

Anytime you have a doubt or concern about an issue concerning a public sector customer, contact OGC or Ethics right away. You must be sure you are on safe ground in this area.

labor before services have been provided, misrepresenting the country of origin of products we supply to federal customers. Violations of the False Claims Act may result in serious criminal penalties. If you suspect a violation of the False Claims Act, it should be reported immediately to the Xerox Ethics Helpline.

## **Safeguarding and Using Customer Information**

We respect and are committed to safeguarding the confidentiality, data privacy and security of information that our customers have entrusted to us, including confidential information, personally identifiable information, proprietary information and trade secrets. We exercise appropriate care at all times to prevent unauthorized disclosure and use of customer information. We take our responsibilities for customer confidentiality, data privacy and security seriously and implement appropriate safeguards for the use and handling of this information in accordance with our information security and privacy policies, and in accordance with all applicable laws.

## **Delivering Quality and Excellence**

We have a passion for quality and excellence in all that we do. We set high expectations for ourselves. Delivering high quality products, services and solutions is critical to our business success. It's what we expect of ourselves, and it's what our customers expect from us. To consistently meet these expectations, we comply with all applicable legal, policy and financial controls.

## **Controllership**

Effective controllership is necessary to maintain our integrity, our commitment to shareholder value and the health of our business. Three major elements make up the Controller function:

1. Compliance with applicable laws, regulations and Company policies;
2. Rigorous business processes to ensure adequate information for management decisions and safeguarding of physical, financial and intellectual assets belonging and entrusted to us by customers and third parties; and
3. Integrity in communicating forecasts, projections and performance in a timely manner.

A supplemental [Finance Code of Conduct](#) sets forth the unique stewardship responsibilities of Xerox Financial Personnel.

We exercise due diligence in ensuring compliance with applicable Xerox policies and laws.

We never take any actions that would not withstand public scrutiny or harm our reputation as an ethical company. We are accountable to ensure accurate financial records that reflect the true nature of transactions. Exerting unreasonable pressure or coercion for certain accounting results is always unacceptable as are any efforts to circumvent required review, approval and control processes.

#### **Revenue Recognition**

Revenue should not be recognized until it is realized or realizable and earned. Revenue is generally realized or realizable and earned when all of the following criteria are met:

- Persuasive evidence of an arrangement exists (contract/order);
- Delivery has occurred and/or services have been rendered (delivery/performance);
- The price to the buyer is fixed or determinable; and
- Collectibility is reasonably assured.

Side letters are strictly prohibited and are considered a violation of our business ethics and zero tolerance policy for which severe repercussions, including termination, are possible. Passive acceptance or knowledge of such letters will likewise be considered a violation of this policy. *Side letter* refers to any agreement or correspondence between a Xerox representative and a customer, supplier or partner, which modifies or amends any of the terms and conditions specified in the original contract, agreement or purchase order and are prepared outside or apart from an Operating Unit's standard process and procedures for contract/order amendment,

which must include sending it immediately to the Operating Unit's accounting and financial control organization. (This includes but is not limited to clauses to offer programs such as stock rotation rights or rights of return.)

#### **Representing Xerox to the Public and Investment Community**

Xerox Corporation is a global company that makes news all over the world. The goal of Public Relations is to ensure consistency—to speak to the public with one voice. Public Relations professionals work with broadcast and print reporters every day to ensure that reporters have the right information to create accurate stories.

We comply with the U.S. Securities and Exchange Commission (SEC) Fair Disclosures Rules and other laws governing the disclosure of material information to the investment community. Information is considered material if a reasonable investor would consider it important in deciding whether to buy, sell or hold the Company's securities, e.g., quarterly or annual earnings; mergers and acquisitions; and new products, discoveries or patents.

Side letters are strictly prohibited. Contact Corporate Accounting or the Ethics Office if you think you see evidence of an existing or potential side letter situation.

#### **Policy References:**

##### **POL 001: Quality Value and Lean Six Sigma**

- Customer-focused employees
- Teamwork based on trust, learning and recognition
- Disciplined use of Lean Six Sigma

##### **ACC 1203: Revenue Recognition**

- Proper revenue recognition: earned, arrangement, delivery, price, collectibility
- No side letters
- Respect for and adherence to all revenue and accounting controls—no shortcuts!

##### **ACC 1205: Revenue Recognition—Services**

##### **ACC 1206: Revenue Recognition—Software**

##### **CAF 107: Corporate Announcements**

- Follow the protocol for external release of Company information
- Check with Public Relations
- Do not engage media

##### **ACC 202: Preparation and Control of Financial Information for External Release**

- Keep financial data confidential
- Follow the protocol for external releases
- Safeguard data prior to release

##### **ACC 208: Code of Conduct: Finance Personnel**

### Policy References:

#### **PUR 001: Purchasing Policy**

- Engage Global Purchasing
- Follow protocols
- Obtain approvals

#### **AAP 100: Approval Authority**

- Only engage in authorized transactions
- Ensure proper approvals

My manager has asked me to purchase some equipment we need in our testing lab. The equipment will cost more than he is authorized to approve. He told me just to split the order so that he can approve the purchase without obtaining his manager's approval since his manager is traveling for the next two weeks and we really need the equipment ASAP.

**Answer:** Taking shortcuts in the purchasing process to save time may get you and your manager in a lot of trouble. One example is splitting requisitions. Let's say your manager can only sign up to \$25,000, but you need \$32,000 worth of goods. Splitting the purchase requisition into two separate requisitions that are each below the \$25,000 approval level is against corporate policy and could lead to both you and your manager facing disciplinary action, up to and including termination. If you are doing business with a supplier, be sure both to submit a requisition for the entire dollar amount that represents the full nature of the transaction and to get the right level manager to approve it in total.

### Purchasing Integrity

We base our vendor and supplier relationships on the fundamental principles of fairness, honesty and mutual respect. We honor our commitments and follow through on our promises and agreements with vendors and suppliers. We only do business with vendors and suppliers that have high standards of conduct. We expect our vendors and suppliers to adhere to ethical and legal requirements in their business dealings with their employees, their local communities and Xerox. As a member of the [Electronic Industry Citizenship Coalition](#), we use the [Electronic Industry Code of Conduct](#) (EICC) as our vendor code of conduct.

Before entering into any contract, we seek assistance from the Purchasing organization and ensure we follow purchasing and approval authority policies. We make all purchasing decisions in the best interests of our Company and not on personal considerations.

## Requiring Premium Return on Assets

We earn our customers' trust the only way we know how—by delivering on our commitments. We are resolved to use our assets effectively to advance our success. Our future depends on it.

### Safeguarding and Using Xerox Assets

Each of us is accountable both for safeguarding all assets entrusted to us from loss, theft, waste, misappropriation or infringement and for using them to advance the interests of Xerox. We are accountable to classify, protect and handle Xerox, customer and other third-party information in accordance with all applicable laws, Xerox policy and any applicable contractual terms. We have an affirmative duty to immediately report the theft, loss or misappropriation of any Xerox or customer assets, including financial assets, physical assets, information assets and electronic assets, via designated reporting channels.

### Business Records—Creation and Management

Accurately and honestly preparing business records, including expense reports, time reporting and financial statements, is a business and legal imperative. We classify, use and handle business records in accordance with Xerox policies. We take our obligation to maintain business records for operational, legal, financial, historical and other purposes seriously and take appropriate steps to ensure that the content, context and structure of our records are reliable and authentic. We manage records consistent with the retention and destruction guidelines applicable to our functions. We preserve pertinent records after having received legal notice of a pending lawsuit. We give electronic records, including e-mails, the same consideration as hard copy records.

## Protection of Intellectual Property and Copyrighted Material

Among our most valuable assets is our Xerox intellectual property—inventions, patents, trade secrets, trademarks, copyrights, design rights, know-how and other proprietary information. We are accountable to establish, protect, maintain and defend Xerox's rights in all commercially significant intellectual property and original works of authorship (including, but not limited to, computer programs, equipment manuals and databases) and to use those rights in responsible ways. We respect the valid, exclusive, intellectual property rights or copyrighted materials of third parties.

The Xerox Office of General Counsel is an excellent resource for more information on the use and disclosure of Xerox's and third parties' intellectual property.

We are accountable to contact Public Relations for approval before committing to a speech, interview, article, customer endorsement, press release or other published or broadcast statement that references Xerox for external audiences. We do not respond to questions from members of the investment community, but rather we refer them to Xerox Investor Relations.

## Policy References:

**SEC 003: Physical Security—General Policy**

**InfoSec 001: Information Security**

**AUD 001: Internal Audit Charter**

**CAC 101: Capital Appropriations**

**ACC 1701: Xerox Internal Control Framework**

**ADS 002: Business Records Management**

**MIP 001: Management of Intellectual Property Process**

**OGC 014: Licensing Policy**

**OGC 017-1: Proper Use of the Xerox Trademark**

**OGC 017-2: Commercial Use of the Xerox Trademark by Vendors**

**OGC 017-3: Editorial Use of the Xerox Trademark**

**OGC 017-4: Product Nomenclature & Company Names - Selection & Maintenance of Trademarks & Trading Names**

**OGC 018.1: Copyright Registration Requirements**

I worked on developing some software for Xerox, but the Company has decided to abandon the project since there was not a sufficient business justification for further investing in the software. I think the software has much potential to help businesses. May I continue to develop the software, on my own time, and sell it to businesses outside Xerox?

**Answer:** No. Xerox owns the intellectual property rights in any software you worked to develop during your employment with the Company. All Xerox Intellectual Property is the property of the Corporation as a whole, and ultimate responsibility for its management resides with the Corporation.



#### **Policy References:**

**HR 101-1: Outside Business Interests and Conflict of Interest**

**SRY 001: Purchasing and Selling Xerox Securities By Employees, Officers and Directors**

**SRY 002: Disclosure Policy and Guidelines**

#### **Insider Trading and Insider Information**

We handle insider information appropriately and lawfully. Insider information is defined generally as material, non-public information. Material information is information that is important enough to affect an investor's decision to buy, sell or hold securities. Our employees, their immediate family and anyone living in the same home are considered insiders under Xerox policy. As such, you may not engage in speculative trading of Xerox securities, including Xerox common stock, debentures or notes. You should buy Xerox stock for investment purposes only, generally holding the stock for at least six months.

Xerox policy and securities laws provide for additional rules for insiders who have actual knowledge of market-sensitive information about the Company that has not been disclosed to the public. Examples of market-sensitive information include financial performance, acquisitions, disposals, significant new products or technologies, changes in dividends and lawsuits. Information is considered market sensitive if it would be important to a reasonable investor in deciding whether to buy, hold or sell securities. If you have market-sensitive information, you must not purchase or sell Xerox securities. The words *purchase* and *sell* include any transaction that deals indirectly with the Company's securities. Additionally, you must not reveal market-sensitive information to other individuals, either inside or outside the Company.

Officers and directors, by virtue of their position in the Company, are subject to more restrictive policies and laws relating specifically to them. Corporate-level officers and members of the Xerox Corporation Board of Directors may buy and sell the Company's securities only during a window period. The window period is a ten-business-day period that opens on the third business day after the Company announces quarterly earnings and ends on the twelfth business day. In addition, all such officers and members of the Xerox Corporation Board of Directors are required to contact the Corporate Secretary or the Associate General Counsel, Corporate and Finance **before** engaging in any transaction.

## Ensuring Market Leadership Through Technology

As a company that was founded, built and sustained by leadership technology and innovation, we are committed to ensuring market leadership by harnessing technology. We approach the market from a human perspective that is enabled by technology and do so while complying with all fair competition, anti-trust and international trade requirements.

### Information Systems

We provide electronic information systems to employees to support their achievement of business objectives (appropriate use). Systems include e-mail, computers, personal digital assistants (PDAs), printers, facsimile machines, telephones, voice mail, wireless devices and all associated operating systems and application software. Our information systems may only be used for purposes that effectively and efficiently support Xerox business goals and objectives. Casual personal use is permitted but only if it has negligible or trivial impact (limited frequency, duration or volume) on computer and network resources and does not impact employee productivity.

Inappropriate use includes the transmission of Xerox classified, sensitive personal information to unauthorized individuals or unsecured locations, communicating in a discriminatory, defamatory, derogatory, libelous or harassing manner, infringing on intellectual property rights (including copyright, trademark and trade name), creating or transmitting chain letters, non-business related video/audio material or any information that contributes to a hostile or unproductive workplace, use for any illegal purpose, use in excess of granted authority, or creating, storing, viewing or transmitting pornography or other graphics that are offensive or would otherwise violate Xerox policies or national laws.

Employees who misuse information systems may have their access denied or restricted; they may also be subject to further disciplinary action, in proportion to the nature of the infringement.

### Fair Competition and Trade Practices

Fair competition laws prohibit agreements with any competitor to raise prices or reduce output. Fair competition issues are complex and may arise in dealings with customers, suppliers or competitors. Violations of fair competition laws can result in serious civil and criminal charges and penalties both for the Company and individuals. These penalties include exposing Xerox to substantial fines and exposing individuals to fines and imprisonment.

We avoid contacts with competitors that could create even the appearance of improper agreements, whether the contact is in person, in writing, by telephone or through e-mail. We use care in our writing and speech to avoid any statement that could be misconstrued to indicate an intent to act in an anti-competitive way.

The exchange of benchmarking information with competitors can also create serious competition law issues. We do not acquire commercial information by dishonest or unethical methods. In addition, if we receive questionable information from an outside party about a competitor, we do not examine the information without first contacting the Office of General Counsel. Future pricing plans should never be shared with competitors; exchanging cost or salary information with competitors requires carefully controlled conditions, while the exchange of best practices can enhance competitiveness.

Internal business documents and other communications (including handwritten notes, e-mails and telephone records) are subject to disclosure in competition litigation and investigations by government authorities. Take care to avoid poorly worded communications, since such communications could lead to the erroneous conclusion that improper activity took place.

### Policy References:

**IM 003: Appropriate Usage Electronic Information Systems**

**IM 005: End User Responsibilities for Software Use**

**InfoSec 001: Information Security**

**OGC 004: The Antitrust Laws, MTR: Multinational Trade Policies**

My colleague has a habit of sending me off-color jokes via e-mail that I find highly offensive. I don't want to get her angry at me, but I really don't care for the material. What's more, I fear I may get in trouble for even having such material on my computer.

**Answer:** You certainly have a right to be concerned. Inappropriate use of Xerox information systems is a serious matter and can have serious consequences. Sending jokes using our e-mail system can potentially create a hostile, unproductive work environment. You should ask your colleague to stop sending you the jokes or if you feel uncomfortable directly confronting her, you should report the behavior to your manager, Human Resources or the Ethics Helpline.

A customer offers to share our competitor's proposal for managing the customer's document center. Is it okay to see this information?

**Answer:** No. The materials provided to the customer would likely be considered by the competitor as confidential information. It would not be appropriate for the customer to share such materials with us.

#### **Policy References:**

**POL 002: Business Ethics**

**HR 101-4: Relationships with  
Government Customers and Officials  
and Political Contributions**

#### **Bribery and Improper Payments**

We do not condone or participate in bribery or other forms of corruption. We never offer anything of value to obtain an improper advantage in selling goods and services, conducting financial transactions or representing our Company interests to governmental authorities or international agencies like the United Nations. All countries prohibit the bribery of their own public officials, and many also prohibit the bribery of officials of other countries.

Xerox policy goes beyond these laws by prohibiting improper payments in all of our activities, with governments, international agencies and in the private sector. Xerox policy requires proper accounting for all financial transactions, including payment of commissions, fees and gratuities, as well as proper record keeping. We maintain a system of internal controls to ensure that all such transactions are properly and fully recorded, and that our records reasonably and fairly reflect these transactions.

Reimbursement for reasonable and bona fide expenditures, such as travel and living expenses incurred by customers and directly related either to the promotion of products or services or to the execution of a contract, may be permitted if properly authorized and recorded. You should consult with OGC.

#### **Money Laundering**

We only do business with reputable customers who are involved in legitimate business activities and whose funds are derived from legitimate sources. People involved in criminal activity, including terrorism, may try to hide the proceeds of their crimes or to make these proceeds appear legitimate by laundering them through a legitimate business. Many countries have laws that prohibit accepting or processing the proceeds of criminal activities. Our Company integrity and reputation can be severely damaged if we fail to detect customer relationships and transactions that place us at risk. If you become suspicious or have questions about money laundering, raise your concerns and questions to your management and to the Business Ethics Compliance Officer or General Counsel. Resolve any concerns before transactions proceed further.

## Valuing Our Employees

Our competitive advantage resides in our people and their energy and creativity. Our employees are a diverse, talented and motivated group of people aligned around a common set of goals. We consider it a business imperative to build, celebrate and nurture a corporate culture that is inclusive, providing equal opportunities to all. We treat all people, internally and externally, with dignity and respect. We conduct our communications among all levels of our employees in an open and honest manner, subject to legal and competitive restraints.

Employees who have work-related concerns may employ Open Door procedures established by the Company to fairly resolve the concerns. These procedures are designed to assist employees who feel that established Company policies and practices have been violated or have not been consistently applied, or who have other serious work-related concerns.

### **Nondiscriminatory Employment Practices and Anti-Bullying**

Each of us plays an important role in ensuring that our fellow employees are treated with dignity and respect. As an equal opportunity employer, we do not discriminate in recruitment, selection, compensation, training, job assignment, promotion, termination or any other employment-related activity with respect to a person's race, color, nationality, religious belief or affiliation, sex, age, ethnic or national origin, marital or family status, sexual orientation, gender identity, trade union membership or activity or current or past disability. At Xerox, diversity is seen as a competitive advantage that goes beyond differences of any kind and embraces other characteristics, such as divergent thinking and different work styles.

Employees are protected from harassment, coercion, intimidation, victimization, reprisal or discrimination for filing a complaint or assisting in an investigation. We do not tolerate harassment, bullying or unlawful discrimination of any kind.

Making unwelcome sexual advances toward or otherwise harassing or bullying any Xerox employee, customer or supplier is never acceptable. Likewise, jokes or displays that disparage specific groups (e.g., nationality or religion) are also never acceptable. Our decisions about people must be fair, free of bias and based on facts.

### **Focus on Diversity**

Diversity celebrates and values differences in age, outlook, cultural background, lifestyle, physical ability and sexual orientation. Our focus on diversity extends to our employees as well as our suppliers. Diversity breeds creativity and innovation; it is instrumental to our business success.

Each of us plays an important role in ensuring that employees, customers, suppliers, vendors and our agents are treated with dignity and respect. We are accountable for displaying behaviors that support our inclusive culture, including monitoring our assumptions and behaviors around others; acknowledging and valuing each of our contributions; creating a supportive work environment; and creating a team atmosphere. We use personal leadership to enact fair practices and create and enforce practices that value diversity.

### **Health and Safety**

We provide a work environment that is safe, secure and free of danger, harassment, intimidation, threats and violence. The health and safety of our employees, customers and neighbors from unacceptable risks take precedence over economic considerations and will not be compromised.

### **Policy References:**

**HR 107.0: Employee Communications**

**HR 107.1: Employee Communications—Open Door**

**HR 201-0: Non-Discrimination**

**HR 201-3: Harassment**

**EHS 002: Workplace Safety & Health**

### Policy References:

**HR 503: Alcohol and Drug Misuse**

**HR 105: Recognition, Recreation and Social Activities**

**SEC 009: Violence-Free Environment**

**InfoPriv 001: Personal Information Privacy**

**HR 300: Personnel Records**

**Administration, such as employee records, external releases, medical information and protected health information**

Sheila receives a call from her good friend, Kathy, a former co-worker who now runs her own business. Kathy's business is growing and she is hoping to hire Ken who used to work with them. Kathy wants to know if Ken is still working at Xerox, what his grade level is, and if Sheila thinks he might be interested in leaving. What should Sheila do?

**Answer:** Refer the call and questions to an appropriate Human Resources manager. Xerox Human Resource policies prescribe that **only** an HR manager can release limited employee information to external parties. Specifically, the HR manager can confirm whether or not an individual works at Xerox, for how long, most recent job title and most recent job location. The HR manager can give additional limited information for government security clearances and other special circumstances.

We take appropriate precautions to prevent injuries or adverse working conditions for ourselves and other Xerox employees. We comply with all government regulations and Xerox Health and Safety (H&S) standards and are responsible for reporting injuries and unsafe work practices or conditions as soon as they become known to us.

Employees, contractors, visitors and suppliers are prohibited from having weapons in their possession on Xerox property, including parking areas. Corporate Security must authorize any exceptions (e.g., armored car employees who deliver cash to on-site ATMs). Each of us has a duty to report any acts or threats of violence against Xerox people or customers of which we become aware.

### Alcohol and Drug Misuse

We prohibit the illegal use (including possession, distribution, dispensation, manufacture or transfer) or being under the influence of controlled substances or alcohol on our property and in Company-owned or leased vehicles or in any vehicle for which the Company provides an allowance or reimbursement for business use. This prohibition also applies both to any other work site where employees may be assigned or to other sites during work hours.

We will assist employees who develop problems related to alcohol or drug misuse. Employees can seek assistance voluntarily or at the suggestion of their managers or supervisors. The goal is to address the problem before it impairs performance or employability.

### Privacy Rights of Xerox People

We collect and maintain personal information only to the extent required for business or legal reasons. We comply with all applicable laws concerning the holding and processing of employee personal information.

Personal information released to parties outside of Xerox for employment or credit references is limited to (1) whether the individual is currently, or was formerly, employed by Xerox; (2) the individual's present job title or in the case of former employees, last position held; and (3) the period of employment. Such information will be released upon a written request from an organization. The consent of employees is required for the release of any additional information that might be requested, such as mortgage references. In addition, data may be released to comply with legal requirements or in circumstances permitted by law.

Xerox Employees have no ownership or privacy rights to any information gathered via, or stored on, Xerox Electronic Information Systems, except to the extent required or permitted by law. For example, we may routinely monitor all usage of Xerox-owned or supplied business equipment, such as computers and fax machines, whether the equipment is used in the Xerox workplace or at another location. In jurisdictions where permitted by law, we may monitor the telephone numbers dialed from Company telephones and will advise employees in advance if their telephone calls or voicemail may be monitored.

All information stored on Company computers or equipment, such as mail servers, belongs to Xerox, and we may inspect it at any time, without notice to or the consent of the employee. Similarly, Xerox has a right of access to all Xerox-owned or supplied offices, furniture, filing cabinets or lockers, even if the employee is supplied with keys. We will not, however, use or disclose personal information collected or observed through monitoring or inspection unless no reasonable employer could ignore it. (For example, it reveals criminal activity or gross misconduct or such information must otherwise be disclosed to meet legal requirements.)



## Behaving Responsibly as a Corporate Citizen

Xerox Corporation and our affiliates and distributors do business in more than 160 countries. Our employees work with customers, suppliers and partners in every corner of the globe. We are truly a global enterprise. With that comes the responsibility to behave responsibly as a corporate citizen in the smallest towns and the largest countries, with every employee engagement, in every partner relationship and at every customer touch point. We have a long-standing, world-wide commitment to behaving responsibly as a good corporate citizen. Good corporate citizenship is good for our people, good for our communities and good for our business.

### Human Rights

Our commitment to behaving responsibly as a good corporate citizen is accomplished by running our global business with great respect for human rights. We are guided by the United Nations Universal Declaration of Human Rights. Our support for these principles is embedded in our codes of conduct, in our position on labor relations, in our employment practices, in our relationships with suppliers and in how we build our business in emerging markets. We inspect for compliance through our management processes including operations reviews, risk management and internal audit systems and supplier assessments.

### Human Trafficking

As a contractor to the U.S. government, Xerox is required by law to notify all employees who work with our federal customers of the government's zero tolerance policy regarding human trafficking. Failure to respect this law and the principle of opposing human trafficking may result in Xerox being barred from work on government contracts and a disciplinary action up to and including termination for any policy violations.

### Personal Community and Charitable Activities

Xerox encourages us to participate, in accordance with our interests and abilities, in community and charitable activities. Xerox will not favor or discriminate against employees who either support or disagree with a position taken by Xerox relating to community activities or organizations. We are not authorized to donate Xerox resources or gifts in kind, such as paper or copiers, to individuals or any organization. Soliciting employees on Company premises or using Company resources is also prohibited. Given the many worthy causes that exist, onsite solicitation of employees would prove disruptive to the work environment and might subject employees to pressure to donate. One exception to this requirement would be Corporate-sponsored campaigns.

Each of us is responsible to make clear that the views expressed through our participation in community activities are our own personal views, not those of Xerox. We are required to refer requests for donations or sponsorship of a community organization to our organization's Corporate Communications Department or local Human Resource Manager.

### Environmental Stewardship

We are committed to protecting the environment and the health and safety of employees, customers and neighbors. We are guided by a number of business practices in the design, manufacture, procurement, marketing, distribution, maintenance, reuse/recycling and disposal of products and related services.

### Policy References:

**POL 007: Human Rights**

**HR102: Civic and Political Activities**

**HR 103: Solicitation of Employees**

### **Human Trafficking Prohibition**

Click here for more information about the prohibition on human trafficking.

- The U.S. government has a zero tolerance policy for trafficking in persons
- Contractors and contractor employees shall not:
  - Engage in severe forms of trafficking in persons during the period of performance of the contract;
  - Procure commercial sex acts during the period of performance of the contract; or
  - Use forced labor in the performance of the contract.

**EHS 001: Environmental Management**

**EHS 005: EH&S Requirements for Xerox Products & Materials**

**OEA 101: Contacts with Governmental Agencies, Legislative Bodies, and Trade Associations**

Every week, a co-worker prints 100 copies of a church bulletin for use at that Sunday's service. Is this appropriate use of Company assets?

**Answer:** The use of any Company equipment (or supplies) in this instance would be considered a donation. By policy, Xerox does not donate to any churches or political organizations. By that definition, the answer would be no.

Our protection of the environment and the health and safety of our employees, customers and neighbors from unacceptable risks take priority over economic considerations and will not be compromised. We conduct our operations in a manner that safeguards health, protects the environment, conserves valuable materials and resources and minimizes risk of asset losses. We are committed to designing, manufacturing, distributing and marketing products and processes to optimize resource utilization and minimize environmental impact. All of our operations and products must, at a minimum, be in full compliance with applicable governmental requirements and Xerox standards. We are dedicated to continuous improvement of performance in environment, health and safety.

**Contact with Government Agencies,  
Lobbying and Political Contributions**

As a corporate citizen, Xerox takes positions on matters of public policy that could have a significant impact on our Company and its global operations. The Xerox Office of External Affairs (OEA), located in Washington, DC, monitors public policy developments that could have a significant impact on our global operations. OEA encourages employees to help identify these issues and assist in the development of the Company's position. OEA must approve any public policy statement, oral or written, on behalf of Xerox. In the U.S., OEA also coordinates all contact with government agencies and legislative groups on behalf of Xerox Corporation.

All contacts with governments, legislatures or multinational bodies, such as the European Union or World Trade Organization, must be cleared with the individual designated by local management and the appropriate legal department. OEA must be notified in advance of any planned actions. OEA is the only organization that has the authority to retain and direct lobbying consultants to advise or represent Xerox in any federal, state or local public policy matter. Only OEA is authorized to make political contributions on behalf of Xerox through the Xerox Political Action Committee (XPAC).

Under no circumstances are we to contribute to or participate in political campaign fundraising or campaigning activities while at work. Prohibited activities include using Company assets, such as facilities, office supplies, e-mail, fax machines and photocopiers. Furthermore, senior managers and directors of the Company may be limited by local law as to their own personal activities relative to campaigning for political candidates and fundraising. They should consult with OEA before participating in any political activities, including those conducted away from work and those that are personal in nature.

## International Trade Controls and Anti-boycott

Many countries regulate international trade transactions—imports, exports and international financial transactions—for national security and foreign policy purposes. Xerox follows applicable international trade control regulations regarding licensing, shipping documentation, import documentation, reporting and record-retention requirements in all countries in which it conducts business. In some cases, these restrictions apply to financial transactions as well as to international trade in goods, technology, software and services. In addition, the U.S. prohibits any cooperation with boycotts against either countries friendly to the U.S. or firms that may be blacklisted by certain groups or countries.

Our people whose job responsibilities involve international trade transactions must learn and follow their business's own procedures regarding international transactions and should consult the local U.S. Export Controls coordinator. The Export Control Office is available to screen international transactions against applicable laws and restrictions; it is available if a conflict arises between U.S. law and the law of another country or region, such as laws blocking certain U.S. restrictions adopted by the European Union.

### Policy References:

**MTR: Multinational Trade Policies**

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## Additional Resources

- [Definitions](#)
- Policies
  - Xerox has many policies that relate to and govern how you do your job. A compilation of many of these policies is accessible at the [Ethics & Policies Web Page](#) on Xerox's intranet.
- [Frequently Asked Questions](#)
- [List of Key Do's and Don'ts](#)
- Helpful Xerox Intranet Links:
  - [Ethics and Policies Web site](#)
  - [Annual Employee Code of Conduct Acknowledgment](#)
  - [Web Board Ethics and Policy Questions](#)
  - [Approval Authority](#)

**Xerox Corporation**  
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Website: [www.xerox.com/ethics](http://www.xerox.com/ethics)

Internal Website: [Ethics & Policies Web Page](#)

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The Xerox Business Ethics and Compliance Web Site may be viewed on the Xerox Corporate Intranet at: <http://xwww.internal.world.xerox.com/Insight/customindex/policy.cfm?SID=20> and via the Internet at [www.xerox.com/ethics](http://www.xerox.com/ethics)

