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Code of Ethics  
and Standards of Conduct



## Foreword

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**T**he pursuit of technical excellence and the highest standards of professionalism are the hallmarks of Computer Sciences Corporation. The Code of Ethics and Standards of Conduct, which apply to all members of the CSC Board of Directors and all employees of CSC and its subsidiaries, confirm our commitment to ethical behavior in the conduct of all CSC activities. We take pride in our dedication to integrity, fairness, and social responsibility.

Every level of management has the responsibility to monitor and vigorously enforce the Code of Ethics and Standards of Conduct. No one at CSC is authorized to engage in or condone unethical or illegal action, or to direct others to do so. We must also be aware of the damage that can result from the appearance of questionable conduct, even if innocent by intent. We are all held accountable for our actions as individuals and as representatives of CSC.

The principles set forth in our Code of Ethics and Standards of Conduct reflect the type of behavior that has helped us earn the respect and success that we enjoy today. As we target even higher levels of achievement for CSC, it is imperative that we continue to require ethical conduct in all our business relationships. Anything less is unacceptable.



Michael W. Laphen  
Chairman, President and Chief Executive Officer

# Management Principles

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*The mission of Computer Sciences Corporation is to be a global leader in providing technology enabled business solutions and services. This demands that we make an absolute commitment to excellence in our performance. We will achieve our mission by observing these principles:*

**W**e commit to client satisfaction as our most important business objective.

**W**e recognize that CSC's accomplishments are the work of the people who comprise CSC. We will encourage initiative, recognize individual contribution, treat each person with respect and fairness, and afford ample opportunity for professional growth.

**W**e require the highest standards of professionalism and technical competence from our people.

**W**e will maintain the highest standards of ethics and business conduct and operate at all times within the laws of all countries in which we do business.

**W**e will proactively pursue new business opportunities, and commit to success in each undertaking.

Our success as a company requires that we achieve financial performance consistent with these principles and commensurate with a leadership position in our industry.

# Code of Ethics

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Stated in their simplest form, CSC's fundamental ethical principles are:

- Each of us is responsible for the propriety and consequences of our actions.
- Each of us must conduct all aspects of CSC business in an ethical and legal manner, and obey the laws of all places where CSC does business or seeks to do business.
- Our conduct on behalf of CSC with customers, suppliers, the public and one another must reflect our high standards of honesty, integrity and fairness.

Adherence by each of us to this Code and to the Standards of Conduct set forth on the following pages is essential to the continued vitality of CSC. Compliance with

and effective enforcement of the Code and Standards is one of your key responsibilities, and will be addressed as an element in the regular evaluation of each director and employee.

Failure to comply with the Code or Standards will result in appropriate disciplinary action, which may include termination of directorship or employment, reimbursement to CSC for any resulting losses or damages, and referral for civil or criminal prosecution. Principles of fairness will apply. You will be provided an opportunity to explain your actions. The CSC Board of Directors must approve any waiver of a CSC director or executive officer's compliance with the Code or Standards, and such waiver must be promptly disclosed to CSC stockholders.

# Standards of Conduct

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## CONFLICT OF INTEREST

You must be careful to avoid situations that might involve a conflict of interest or appear questionable to others. In general, there are two major areas of concern:

- ❖ Participating in activities that conflict or appear to conflict with CSC responsibilities, and
- ❖ Giving or receiving anything that might influence the recipient or cause another person to believe that the recipient may be influenced – this includes offering or accepting bribes, kickbacks, illegal payments, or gratuities.

You must avoid any actions that may appear to involve a conflict of interest with CSC activities. These include any business, financial or other relationships with suppliers, customers or competitors by you, your close family or your close associates outside of CSC. Questionable activities include serving on the board of directors of a competing or supplier company, significant ownership in a competing or supplier company, or consulting with or working for a competing or supplier company.

CSC employees must observe the following CSC ethical standards, as well as applicable laws and regulations, when providing or accepting

meals, entertainment or gifts to or from people in business situations.

**Commercial Business** – It is permissible for CSC or CSC employees to pay for meals, refreshments, and other ordinary or necessary expenses relating to company business with commercial entities. However, employees should use good judgment, observe all civil and criminal laws, and follow guidelines that apply to recipients.

**Government Business** – Rules of conduct with respect to government officials are set forth in applicable laws and government regulations. It is the responsibility of CSC employees to seek out these rules of conduct, understand their application in the specific business setting and comply with them.

In many countries, CSC and CSC employees must not provide meals, entertainment, gifts or anything else of value to government employees; nor may any CSC employee or representative discuss employment opportunities with government employees without the prior approval of the Office of CSC's General Counsel. In all countries, CSC employees must not make any attempt to influence any government employee or member of a governmental body

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with regard to the award of a government contract for which a specific solicitation has been issued, other than through the standard preparation, submission, and discussion of CSC cost and technical proposals in conformance with procurement regulations.

**Other Business** – CSC employees with direct procurement-related responsibilities, regardless of the business sector in which they work, must not accept any meals, transportation, refreshments, entertainment, gifts (other than token marketing items) or anything else of value from suppliers or their personnel or representatives. Other CSC employees may accept modest meals, transportation, refreshments, entertainment or gifts but must not accept anything that might be considered excessive or intended to influence the employee.

### **CSC OPPORTUNITIES**

You must not:

- ❖ take for yourself personally any opportunity that is discovered through the use of CSC property, information or position;
- ❖ use CSC property, information or position for personal gain; or
- ❖ compete with CSC.

You have a duty to advance CSC's legitimate interests when the opportunity to do so arises.

### **PROTECTION OF CSC AND CUSTOMER PROPERTY**

You have an obligation to protect all CSC and customer data, property and funds under your control against loss, theft and misuse.

This includes the proprietary information belonging to CSC and its customers. You must keep this information confidential and not make any of it available to unauthorized personnel.

Security procedures have been established to protect government classified information and many types of unclassified technical information. By law, CSC employees who handle such data are required to know these procedures and strictly adhere to them at all times.

You must use CSC and customer funds, property and data only for their proper and intended purposes. No use of such property or data may be made after termination of your directorship or employment with CSC. It is also imperative to make every effort to prevent the misuse of these assets by any other person. Improper use includes selling, loaning or giving away CSC or

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customer property and modifying, destroying or disclosing customer or CSC data. Use of customer or company property for personal or nonbusiness purposes, other than as specifically permitted under CSC's Policy on Electronic Communication Media, is considered to be improper conduct and is in violation of this Code of Ethics and Standards of Conduct.

Neither you nor any CSC representative may solicit, obtain or utilize Source Selection information relating to a government procurement. In addition to materials so marked by the government, Source Selection information includes bid prices and proposed costs or prices submitted in response to a solicitation, source selection plans, technical evaluation plans, technical evaluations of competing proposals, cost or price evaluations of competing proposals, competitive range determinations, rankings of competitors, reports and evaluations of source selection boards, and government agency planning, programming, and budgeting system information. Similarly, neither you nor any CSC representative may solicit, receive, or utilize any other company's proprietary material other than as authorized by that company.

### **INSIDER TRADING**

If you become aware of material nonpublic information regarding CSC or any other company, including any of CSC's current or prospective customers, suppliers or affiliates:

- ❖ you must keep that information confidential, and not disclose it to anyone except on a need-to-know basis as specifically authorized by CSC;
- ❖ you must not purchase or sell (except purchases and sales of CSC stock specifically permitted under CSC's Policy on Insider Trading), or recommend the purchase or sale of, any securities of that company; and
- ❖ you must cause each of your immediate family members, and each person living in your household, to comply with these restrictions.

These restrictions will continue until the information has been publicly disclosed through appropriate channels or has ceased to be material.

Information is "nonpublic" if it has not been disclosed or made available to the general public.

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Information regarding a company is “material” if it could reasonably be expected to affect the market price of that company’s securities, and is information a reasonable investor would want to know before making an investment decision. Either positive or adverse information may be material.

Common examples of material information include: (i) impending bankruptcy or financial liquidity problems; (ii) financial results or projections of future financial results; (iii) a major change in management; (iv) a significant acquisition or divestiture; (v) the gain or loss of a substantial contract, customer or supplier; (vi) a significant new product or discovery; (vii) an offering, sale or repurchase of securities; and (viii) a change in dividend policy.

CSC’s Policy on Insider Trading sets forth additional restrictions for all CSC directors and corporate officers, and all CSC employees who have or may be deemed to have early access to CSC’s quarterly or annual financial results.

If you have any questions regarding this Policy, you should contact the Office of CSC’s General Counsel.

## **DATA, RECORDS AND REPORTS**

All CSC employees are responsible for preparing all CSC business documents as completely, honestly and accurately as possible. These records include timekeeping records, expense reports, accounting records, test and progress reports, cost estimates, contract proposals, and presentations to clients, the public or CSC management, and any representation, either written or oral, made by any CSC employee or representative in the conduct of CSC business shall be factual, fully substantiated, and verifiable.

It is essential to maintain accurate timekeeping and expense records, making sure to:

- ❖ Record and allocate charges for time, materials and other business-related expenses to the proper charge number.
- ❖ Check all invoices and payments to customers, consultants and suppliers to confirm the accuracy of information relating to products, services, prices and terms of sale.
- ❖ Submit complete, accurate and current cost or pricing data in all contract proposals.

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### **PROVIDING A PROPER AND PROFESSIONAL WORK ENVIRONMENT**

You must use fairness, honesty, and comply with the law in all business relationships with CSC stockholders, customers, suppliers, employees, and applicants, as well as with local, national and international communities and governments.

You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

CSC employees must observe Human Resources management practices including, but not limited to, those regarding recruitment, selection, job assignment, transfer, promotion/demotion, layoff, return from layoff, discipline (including termination), training, education, tuition, social and recreational programs, compensation and benefits.

Supervisors and managers must understand and abide by the laws and regulations that limit the work that can be done by former government civilian employees and military personnel now working at CSC. Former government employees or members of the armed forces must also be aware of and adhere to these laws and regulations.

You must neither engage in nor permit harassment of CSC employees for any reason by other employees, vendors, clients or anyone else with whom CSC employees come into contact in the course of their CSC business activities.

CSC employees are prohibited from possessing, using, distributing, manufacturing, purchasing, dispensing or selling illegal substances. Because these actions are illegal and counterproductive to our business interests, they will not be tolerated on CSC premises either during scheduled work periods or at any time while conducting company business. Alcohol abuse by CSC employees is an equally serious problem and will not be tolerated by the company, either on CSC premises during their scheduled work period or at any time while conducting Company business.

### **COMMUNICATING WITH CSC**

You are responsible for obtaining the information necessary to follow the directives in this Code of Ethics and Standards of Conduct, and for reporting any observed deviations from policies.

The CSC policies and government rules and regulations referred to in these Standards are available through local management. If

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you are unsuccessful in getting the information needed from local sources, you should contact your business unit Human Resources organization or the Corporate Employment Relations office.

CSC fosters a free interchange between employees and all levels of management through its Open Door Policy. CSC employees are encouraged to contact their immediate supervisor to report or resolve a problem, but are free to contact higher levels of management if necessary.

If CSC employees have reason to believe that a violation of this Code of Ethics and Standards of Conduct, or any other company policy, has occurred or is likely to occur, it is their obligation to report such violation or potential violation to at least one of the following:

- Their supervisor,
- Their department or function head,
- Their (or a higher level) Human Resources organization, or
- The CSC Open Line (800.822.5527).

CSC employees with questions or complaints regarding accounting, internal accounting controls or auditing matters should follow the same procedure.

Callers may use the CSC Open Line to communicate with CSC anonymously, by omitting all identifying information.

If CSC employees choose to identify themselves in the course of reporting a violation or potential violation, or communicating a question or complaint:

- CSC will not allow any retaliation against them for reports or communications made in good faith; and
- CSC will keep their identity confidential to the maximum extent possible, consistent with CSC's obligation to fully and fairly investigate all matters raised.

If CSC directors have reason to believe that a violation of this Code of Ethics and Standards of Conduct, or any other company policy, has occurred or is likely to occur, it is their obligation to inform the Nominating/Corporate Governance Committee of the CSC Board of Directors.



**Computer Sciences Corporation**

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