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Sapient Corporation Code of Ethics and Conduct

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Introduction

We have adopted this Code of Ethics and Conduct so that every person at Sapient will clearly understand the ethical and legal standards that we expect Sapient people to observe. These standards apply to every aspect of your role at Sapient – whether you happen to be dealing with our clients, our suppliers, our business partners, our people or others who interact with the Company. For clarity, this Code applies to all Sapient people, including our officers and directors. It also contains standards of conduct specifically applicable to our Company’s senior financial officers, including our CEO and CFO.

When you face an ethical or legal issue and are not certain what “doing the right thing” means in that situation, you should refer to our Strategic Context (including our Core Values) and the principles described in this Code to guide you on how to move forward.

This Code will guide you on the following topics (among others):

- **Conflicts of interest and how to avoid them**
- **Using Sapient assets responsibly**
- **Giving and receiving gifts and entertainment**
- **Keeping accurate and complete records**
- **Protecting our confidential and proprietary information**
- **Following the laws and regulations that apply to us**
- **Working with government clients**
- **Your responsibility to report suspected Code violations**

Because both the industries in which we operate and the laws that apply to them can change quickly, new ethical and legal issues often surface unexpectedly. We cannot create a Code that will cover every one of these situations or answer every single question. Instead, this Code is meant to serve as your guidepost, to be used along with common sense and good judgment. When you are not clear on what “the right thing to do” is — even after you have consulted this Code — you should ask your manager or our General Counsel for guidance.

In order to achieve our Strategic Context, we need all Sapient people to be 100% committed to acting ethically and legally. Unethical or illegal behavior violates our Strategic Context, our culture and our commitments to our clients, our people and our shareholders. Simply put, unethical behavior shakes the Company’s foundation.

The policies and standards of conduct contained in this Code have been developed and are intended to deter wrongdoing by promoting:

- Compliance with governmental laws, rules and regulations applicable to Sapient and its business;



- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (“SEC”) and in other public communications made by the Company;
- Prompt internal reporting of violations of the Code to the Audit Committee of the Board of Directors or the Company’s General Counsel; and
- Accountability for adherence to the Code.

If you believe that someone you work with may be violating our ethical or legal standards, you have a responsibility to tell us about it – *even if* you are not 100% certain, but only have a well-placed suspicion that a violation is happening. This responsibility to tell us is part of *your* acting ethically. **If you don’t tell us about the suspected violation, your silence will mean that you, too, have violated the Code.** To help you report any violations you think may have happened, we have contracted with an independent company to provide a “Speak Up” ethics telephone hotline and Website. You may use either the hotline or the Website to report suspected violations. If you wish, you may remain anonymous when you make your report. (See the Section of this Code titled “Following this Code and Reporting Violations” for more details.)

Definitions

In this Code, we use the terms “we,” “us,” “our,” “the Company” and “Sapient” to refer to Sapient Corporation and its subsidiaries. The terms “you,” “your” and “Sapient person” refer to every person who works at the Company, including contractors, or who serves on its Board of Directors. The term “Code” means this document, as amended from time to time.



Conflicts of Interest

A. General

All Sapient people have a duty of loyalty to act in the best interests of the Company. We expect you to avoid situations and relationships that involve actual, or *potential*, conflicts of interest. A “conflict of interest” generally arises whenever your personal interests diverge from the Company’s best interests or from your responsibilities to the Company. Put another way, a conflict of interest is created whenever an activity, relationship or connection of yours might cloud your ability to exercise judgment independently or to act in the Company’s best interest.

Below are some examples of situations that could be seen as conflicts of interest and that you should avoid. You should not:

- Do Sapient business with a company that you or members of your family own or control.
- Own more than 5% of the stock of a company that:
 - Competes with us.
 - Does business with us.
- Go to work for our competitors.
- Do any of the following (except, of course, in connection with performing your Company role):
 - Go to work for our clients.
 - Approach our clients, or have any discussions with them (regardless of who initiates the conversation), about the possibility of your going to work for them.
- Do work outside the Company that could harm your ability to make judgments or to perform at the level your Company role requires.
- Divert -- either to yourself or to others -- business opportunities or ideas that the Company might reasonably want to explore or pursue.

The reason you should avoid situations like these is that they can compromise your loyalty to the Company. If you think that you may have a potential conflict of interest, you should discuss the situation with your manager. Unless, as a result of your discussion with your manager, it becomes absolutely clear that no conflict of interest exists, you must take the issue to our Chief Executive Officer or General Counsel, or, if the conflict of interest situation is addressed in an agreement between you and the Company, such as a fair competition agreement, to the person designated in that agreement. If he or she determines that there is a conflict and that the Company should not waive it, we may ask you to remove yourself from the conflict situation or to leave the Company.



B. Working for Others

In order for us to achieve our Strategic Context, we need you to be committed to the Company's and our clients' success. As part of this commitment, we expect that, while you are working at Sapient, you will refrain from working (even indirectly — and even without pay) for anyone that competes with us.

Similarly, we believe that a conflict of interest could arise if you go to work for a competitor or client of ours after you leave the Company. This conflict is especially likely in situations where you are discussing employment possibilities with our competitor or client while we are relying on you to be acting in Sapient's financial best interests. In the client situation, an additional ethical complication can arise in situations where you are discussing possible employment with the client at the same time you are part of the Sapient team interacting with that client. Our client may justifiably question whether you are acting in the client's interest (as a dedicated member of the Sapient team) or in your own personal interest (as someone wanting to get a new job). Our clients need to know that we — including our client teams — are 100% committed to helping them succeed.

For these reasons, we encourage you — before you discuss the possibility of going to work for one of our competitors or clients — to let your Business Unit or GSS Lead (or, alternatively, the Chief Executive Officer) know that you are interested in exploring this possibility. Any of them will be happy to openly discuss the situation — and its ethical implications — with you. In some situations, they may be able to offer their full support behind your efforts.

C. Soliciting Others

Our relationships with our clients form the foundation of our business. These relationships are Company assets that offer ongoing “returns on investment”— both by serving as a baseline for generating future revenues for us from that same client and by serving as a marketing testament of our work quality and client satisfaction. In order for us to preserve and grow our client relationships, we count on your loyalty and expect that you will *not*.

- Approach any of our clients about the possibility of their doing business with you (outside of your Sapient role) or with a third party associated with you.
- Encourage any of our clients to sever or diminish their business relationship with us.

An equally important asset to our business is our people. We invest heavily in making certain that we hire the right people for the right positions and that, throughout their careers at the Company, they receive the training and experience necessary to provide a stellar “Sapient experience” for our clients. For these reasons, we expect that (unless you have the Chief Executive Officer's prior approval) you will *not*.



- Encourage any of our people to leave the Company or to stop working for us.
- Encourage or hire any of our people to work (outside of their Sapient role) for you (or a third party associated with you) in the markets where we do business, or for a competitor or client of ours.

D. Nepotism or Favoritism for Family Members

Sapient hires its people based on their experience, skills and merit. If you have a family member who is interested in a job with Sapient, he or she should apply to Sapient through our normal hiring process and identify the personal relationship to Sapient. The foregoing applies, regardless of whether your family member wishes to perform work for Sapient as an employee or contractor. Anyone who is related to you by blood, adoption or marriage, or who resides in the same household as you, may work at Sapient, so long as he or she does not directly report to you, or to someone within your reporting “chain of command.” In other words, your family, or household, member may not work for you or for any of your direct reports when his or her work responsibilities, salary, hours, career progress, benefits, or other terms and conditions of employment could be influenced by you. You must promptly disclose your family relationship to your manager and your People Strategist, even if you and your family member do not report to each other. In order to ensure that potential conflicts of interest in this area are properly reviewed and considered, the General Counsel must approve the hiring of any family or household members of Sapient people with a title of Vice President or a more senior title.

E. Family or Dating Relationship in the Workplace

Individuals who engage in a personal relationship with, or reside in the same household with, a fellow employee or contractor while employed at Sapient must promptly disclose the relationship to their manager or to their People Strategist if such individual (i) reports to another individual with whom he or she has such a relationship, (ii) reports to someone within such other individual’s “chain of command” or (iii) has the ability to approve or otherwise influence such other individual’s job performance. If Sapient’s leadership determines, in its sole discretion, that a conflict could arise as a result of a personal relationship, Sapient will make a reasonable effort to offer a suitable alternative role to one or both of the individuals involved in the relationship, to avoid a potential, or actual, conflict of interest, but the availability of such role is not guaranteed by Sapient.



Using Sapient Assets Responsibly

We expect you to use the Company's assets properly. These assets include our physical property, information systems and proprietary information (including intellectual) property.

We realize that you may sometimes need to handle personal matters while you are at work and that you may need to use Company property to do this. This can, on occasion, be fine so long as the extent of your personal activities and property use is reasonable and is permitted by law, and so long as you do not impact your ability (or the ability of other Sapient people) to deliver the performance we expect.

We expect you to use good judgment in determining whether to use Company property to handle personal matters, but there are some areas that are clearly *not* appropriate:

- Sapient-issued credit (or debit) cards should *not* be used for your personal expenses. You should use these cards only for Company-related business expenses that are allowed under our expense policy.
- Use of Sapient computers or the Sapient network to download, view or disseminate pornographic, vulgar, violent, racially or sexually offensive materials (whether in or out of the workplace) or to illegally download, store or share copyrighted material, such as movies and music, is never permitted.

If you have any questions about what is appropriate, ask your manager or our General Counsel for approval beforehand. For more information about use of our computers and information systems, see our Acceptable Use Policy located on the People Portal at: <https://peopleportal2.sapient.com/Content/GSO/Pages/Acceptable-Use-Policy.aspx>.

Please note that persons using Company property should not maintain any expectation of privacy with respect to information transmitted over, received by or stored in any electronic communications device owned, leased or operated in whole or in part by or on behalf of the Company. To the maximum extent permitted by applicable law, the Company retains the right to gain access to any such information, by and through its employees or other persons, at any time, either with or without the employee's or third party's knowledge, consent or approval, and all such information is and will remain the property of the Company.

If you take (or try to take) Company property that you are not authorized to have, we may terminate your employment with the Company immediately and may take legal action against you. The same applies to property that is not yours, but belongs to another Sapient person. If you know, or suspect, that someone else has stolen (or tried to steal) property from the Company or another Sapient person, we expect you to immediately report the theft or attempted theft to your manager or our General Counsel.



Gifts, Favors and Entertainment

A. Giving Gifts; Providing Favors or Entertainment

The Company has many existing and prospective clients, suppliers and other business partners, all of whom are vital to our success. All of our relationships with them must be based entirely on sound business decisions and fair dealing. While gifts, favors and entertainment can build goodwill and be part of normal business relationships with others, they can also create an actual — or perceived — conflict of interest or run afoul of global anti-corruption laws.

We expect you not to offer gifts, favors or entertainment to others if doing so could create the appearance of impropriety or be perceived as a *quid pro quo* “payback” in return for receiving business or other favorable treatment. When you have questions about whether offering a gift, or providing a favor or entertainment, is appropriate, ask your manager for guidance.

In order for you to be reimbursed for a gift, favor or entertainment, your expense report must accurately disclose its value, its business purpose and the name and business title of the recipient.

Below are some general guidelines for you to use in evaluating whether it is appropriate to extend gifts, favors or entertainment to an existing or prospective client, supplier or other business partner:

- You should *not* extend a favor, gift or entertainment (such as meals, beverages, event tickets or trips), *unless* doing so:
 - Is consistent with customary business practices.
 - Will likely be viewed as “appropriate” by others, both inside and outside the Company.
 - Complies with applicable laws and regulations.
- In general, you should *not* give gifts, favors or entertainment:
 - In the form of cash, checks, money orders, gift certificates, or any form of money.
 - To the same person or company on a frequent basis.
 - If you are doing so to make the recipient feel obligated to do business with the Company.

If you have any questions or concerns about whether a gift or entertainment is appropriate, you should discuss with your manager. If, after discussions with your manager, it is not completely obvious that a gift or entertainment is appropriate, then you must consult the General Counsel.



Because gifts, favors and entertainment may be perceived as bribery under some laws, you must familiarize yourself with the Anti-Corruption Policy located on the People Portal at <https://peopleportal2.sapient.com/Content/Legal/Pages/Anti-Corruption-Policy.aspx>, which contains additional guidelines concerning gifts, favors and entertainment for government officials. Please consult the Legal Team if you have any questions about gifts and entertainment.

B. Receiving Gifts, Favors or Entertainment

Similarly, you should not accept gifts, favors or entertainment from our existing and prospective clients, suppliers and other business partners, *if* doing so could create the appearance of impropriety, influence, or be perceived as influencing your business objectivity when you make decisions on the Company's behalf.

Below are some general guidelines to use in considering whether it is appropriate to accept gifts, favors or entertainment from an existing or prospective client, supplier or other business partner:

- You should *not* accept gifts, favors or entertainment (such as meals, beverages, event tickets or trips), *if* doing so:
 - Is likely to influence your business objectivity.
 - Will likely be viewed as “inappropriate” by others, either inside or outside the Company.
 - Violates applicable laws or regulations.

When you have questions about whether accepting a gift, a favor or entertainment is appropriate, ask your manager for guidance.

The receipt of gifts, favors and entertainment may be perceived as the acceptance of a bribe under some laws. Again, you must familiarize yourself with the Anti-Corruption Policy located on the People Portal at <https://peopleportal2.sapient.com/Content/Legal/Pages/Anti-Corruption-Policy.aspx>. Please consult the Legal Team if you have any questions about gifts and entertainment.

Ultimately, you must apply good business judgment in deciding which situations are unacceptable. If you have any doubt, ask our Chief Financial Officer or General Counsel to help you with your decision. Some of the factors they will consider in guiding you include:

- Whether the favor, gift or entertainment is likely to influence your business objectivity.
- Whether a business purpose exists (*e.g.*, whether business will be discussed at part of the event).
- What kind of precedent might be set for other Sapient people.



- How the situation will appear to other Sapient people or to people outside the Company.

C. Bribes and Kickbacks

Bribery is illegal and subject to criminal penalties in the U.S. and in most other countries where we do business. The U.S. Foreign Corrupt Practices Act (the “FCPA”) (which applies inside and *outside* of the U.S.), the UK Bribery Act (the “UKBA”) and other laws and regulations in the countries where we do business impose severe penalties for companies that violate bribery laws. Also, these laws and regulations often include equally severe penalties for the individual people involved -- including jail time and criminal fines. See our Anti-Corruption Policy located on the People Portal at <https://peopleportal2.sapient.com/Content/Legal/Pages/Anti-Corruption-Policy.aspx> for more information.

You should not give any bribes, kickbacks or payments of money or anything of value to improperly obtain business or any other advantage for the Company or yourself. The decisions you make, on the Company’s behalf, in purchasing materials, supplies and services must be made with integrity and take into account competitive pricing, quality and performance.

You should *never* use payments to others in order to accomplish indirectly what the Company cannot properly or legally do directly. Any fees, commissions or other amounts you pay to outside consultants, agents or other third parties must be legal, proper and reasonable in relation to customary commercial practice. We expect you to fully disclose these amounts to our Chief Financial Officer or Controller.

See our Anti-Corruption Policy located on the People Portal at <https://peopleportal2.sapient.com/Content/Legal/Pages/Anti-Corruption-Policy.aspx> for a complete description of our required practices to ensure compliance with all anti-corruption laws.



Maintaining Accurate and Complete Company Records

A. Accounting and Financial Records

Under securities laws and the generally accepted accounting principles (“GAAP”) that apply to publicly traded U.S. companies like Sapient, we must keep books, records and accounts that accurately reflect all transactions and must provide an adequate system of internal accounting and controls. We expect you to ensure that those portions of our books, records and accounts for which you have responsibility are valid, complete, accurate and supported by appropriate documentation in verifiable form.

You should *not*:

- Improperly accelerate or defer revenues or expenses to achieve financial results or goals.
- Improperly accelerate or defer revenues or expenses to achieve performance targets or goals that the Company has set for you personally (whether under the Company’s bonus plans, compensation system or otherwise).
- Maintain any undisclosed or unrecorded funds or "off the book" assets.
- Establish or maintain improper, misleading, incomplete or fraudulent accounting documentation or financial reporting.
- Record revenue for any project that has not fully complied with our revenue recognition guidelines.
- Make any payment for purposes other than those described in the documents supporting the payment.
- Submit or approve any expense report where you know or suspect that any portion of the underlying expenses were not incurred or are not accurate.
- Submit erroneous time cards.
- Sign or cause to be signed any documents believed to be inaccurate or untruthful.
- Do anything that would cause any inaccuracy in our books and records.

All Sapient people who exercise supervisory duties over the Company’s assets or records are expected to establish and implement appropriate internal controls over all areas of their responsibility. This will help ensure the safeguarding of our assets and the accuracy of our financial records and reports. We have adopted various types of internal controls and procedures, as required to meet internal needs and applicable laws and regulations. We expect you to follow these controls and procedures to the extent they apply to you, in order to assure the complete and accurate recording of all transactions.

Any accounting entries or adjustments that depart from GAAP must be approved by our Audit Committee and reported to our independent auditors. You must not



interfere with or seek to improperly influence (directly or indirectly) the review or auditing of our financial records by our Audit Committee or independent auditors.

We expect you to report immediately to our General Counsel or Internal Auditor, or to a member of our Audit Committee:

- Any questionable transaction or accounting practice that you learn of concerning the Company or our assets.
- Any “off balance sheet” transactions, arrangements and obligations (contingent or otherwise).
- Other Company relationships with unconsolidated entities or other people that may have material current or future effects on our financial condition or results of operations.
- If you have any concerns regarding our internal controls or internal audits.

This Code tells you how you can make these reports. If you are not comfortable revealing your identity when making a report, you may remain anonymous.

B. Disclosures to Investors

Because Sapient is a publicly traded company on the U.S. markets, we must comply with the U.S. securities laws. These laws require us to provide the public with periodic disclosures about our business and financial condition (e.g., quarterly and annual reports and annual stockholders’ meeting materials). We also make disclosures to the public during our quarterly earnings calls and in our press releases. All Sapient people who help prepare or distribute these disclosures (or who provide information that they know may be used in this preparation) have a legal and ethical duty to make certain that the content of the disclosures is accurate, complete and timely.

We have created disclosure controls and procedures which are designed to ensure that all public disclosures are accurate, complete and timely. We have also created a Disclosure Committee to ensure compliance with the disclosure controls and procedures and to evaluate the effectiveness of those controls and procedures on a regular basis. If you become aware that our public disclosures are not accurate, complete and timely, or become aware of a transaction or development you believe may require disclosure, you should report the matter immediately to a member of the Disclosure Committee. Our Disclosure Committee includes our General Counsel, our Controller, our Corporate Counsel and certain other appointed people. If you would like to know the other members of the Disclosure Committee, please contact our General Counsel.



C. Retention of Documents

We must retain certain types of documents and records for specific periods of time, because this is required under various laws and under our contracts with clients and others. These periods of time, and the types of documents and records covered, may vary among the different countries in which we do business. We expect you to comply with the document retention requirements that apply in the country in which you are working.

If you are working with documents or records that must be retained (or if you are uncertain whether the “retention” requirements apply), please consult your manager or a member of the Legal Team.

Whenever you learn that documents or records of any type may be required in connection with a lawsuit or government investigation of the Company or our people, you must, by law, preserve all possibly relevant documents. This means that you must *immediately* stop disposing of, or altering, those documents pertaining to the subjects of the litigation or investigation — *even if* this disposal or alteration is something you ordinarily or routinely do. If you are uncertain whether documents or records under your control should be preserved because they might relate to a lawsuit or investigation, you should contact a member of our Legal Team.

For more information on Sapient’s document retention policy, please see such policy located on the People Portal at <https://peopleportal2.sapient.com/Content/Legal/Pages/Document-Retention-Policy.aspx>.



Protecting Confidential and Proprietary Information

A. Sapient Confidential Information

You will often have access to information that is private to Sapient, has not been made public and constitutes confidential or proprietary information. This information helps us create a competitive advantage in the marketplace and represents a valuable asset to the Company. Protecting this information is critical to our ability to compete and grow.

Under the laws of most countries where we do business, confidential and proprietary information is legally protected property as long as it remains “secret” (*i.e.*, not generally or publicly known).

With respect to our confidential and proprietary information, you must *not*:

- Disclose this information outside of the Company.
- Use this information for any purpose other than to benefit our business.
- Disclose this information to other Sapient people, *unless* they need to know (or use) the information to perform their jobs and they are aware that it is a trade secret or proprietary information.

Your obligations to protect our confidential and proprietary information do *not* end when you leave Sapient. Rather, they continue *even after* you leave and *until* the information becomes publicly available through legitimate channels, or until we no longer consider the information to be confidential or proprietary.

In connection with your coming to work at the Company, you signed a confidentiality agreement (or other similar agreement) that governs your obligations with respect to the Company’s information. Any documents, papers or records that contain trade secrets or our other confidential or proprietary information are our property, and must remain at the Company.

Our confidential and proprietary information may include, among other things, information regarding our operations, business plans, customers, strategies, trade secrets, records, finances, assets, technology, data or other information that reveals the processes, methodologies, technology or “know how” by which our existing or future products, services, applications or methods of operation are developed, conducted or operated.

You should note that work you create while employed by Sapient may constitute Sapient’s or its clients’ confidential or proprietary information. You must not disclose your work publicly without first discussing with your manager whether it is confidential or proprietary to Sapient or a client. If you or your manager are unclear as to whether the



work is confidential or proprietary, you must seek the determination of the General Counsel prior to publicly disclosing your work.

B. Confidential & Proprietary Information of Others

In the normal course of business, you will acquire information about many of our clients, suppliers, business partners and competitors. This is a normal business activity and is not unethical in itself.

We properly gather this kind of information for purposes such as evaluating clients' business needs, extending credit and evaluating suppliers. We also collect information about our competitors from a variety of legitimate sources to evaluate the relative merits of our own services and marketing methods.

However, limits exist to the ways that this information should be acquired and used. You should not use or disclose information obtained from our clients, suppliers or business partners in any way that harms them or violates our contractual obligations to them. When working with this information, you should use it only for the purposes for which it was disclosed to you and you should not share it with other Sapient people *unless* they have a legitimate "need to know" (or use) the information to perform their jobs. Additionally, if the information you are working with is personal information of Sapient people or our clients, you must comply with Sapient's "Personal Information Protection Policy" located on the People Portal at <https://peopleportal2.sapient.com/Content/GSO/Pages/Personal-Information-Protection-Policy.aspx>.

You must not use illegitimate means to acquire a competitor's trade secrets or other confidential information. Illegal practices such as trespassing, burglary, wiretapping, bribery, stealing, "pretexting" and surveillance are obviously wrong. We will not tolerate any form of questionable intelligence-gathering and consequences for doing so could include immediate termination.

C. Inadvertent Disclosure

You should be careful not to inadvertently disclose Sapient or client confidential or proprietary information. To avoid this, you should never discuss with unauthorized people the information that Sapient or any client considers confidential or proprietary and has not made public. You should not even discuss this information with authorized Sapient people, if you are in locations where unauthorized people may overhear you (e.g., trade shows, airplanes or elevators), or when using non-secure electronic bulletin boards or databases. You should also not discuss this information with your family members or friends, because they may innocently or unintentionally pass the information on to someone else.



D. Sapient & Third Party Intellectual Property

Our intellectual property (or “IP”) includes trademarks/service marks, copyrights, logos, business tools and methodologies and other distinguishing factors that we consider “proprietary” to us and that we use to identify ourselves and our services and solutions in the marketplace.

We need to be extremely careful to treat our IP confidentially and to ensure it has proper legal protections. This is because our IP is valuable and helps to distinguish us from others. If we do not protect it from disclosure or improper use, we could lose our legal rights to the IP. Consequently, you should look to the Legal Team for guidance on general questions about protecting our IP, disclosing our IP, and letting our clients (or others) use our trademarks/service marks or logos in their written materials.

We also need to respect the IP rights of others to avoid possible legal conflicts. Our use of third party software for internal or client delivery purposes is subject to the third parties’ explicit terms of use and/or license agreements. You may use such third party software only in the manner authorized by the applicable use/license terms. Additionally, unless a third party explicitly authorizes you to do so, any downloading or copying of that party’s software is *illegal* and puts you and Sapient at risk for civil and criminal liability for violation of copyright infringement laws. For more information concerning third party software usage, see the “Software Compliance Policy” on our People Portal at <https://peopleportal2.sapient.com/Content/IT/Pages/Software-Compliance-Policy.aspx>.

You should contact the Legal Team if you need any guidance on use of third party IP, including:

- Use of our clients’ (or other people’s) trademarks/service marks or logos in our written marketing materials.
- Copying or circulating copyrighted or patented materials, if you are unclear on whether this is legal and permissible.
- Compliance with third party software licenses, if you are unclear on the compliance requirements.

E. Contact with Reporters, Analysts and Other Media

Strict laws apply to how we disclose information to our investors. These laws require us to make certain that any information we release to the public about our business, financial condition or operating results is accurate and consistent.

To satisfy these legal requirements, you should *not* discuss internal Company matters with anyone outside of Sapient (unless your job duties clearly require this). In particular, you should not respond to inquiries about Sapient from the news media,



securities analysts or investors. The only Sapient people who are authorized to answer these inquiries are our Chief Executive Officer, our Chief Financial Officer and others that they may specifically designate. If you receive these inquiries, you should immediately refer them to one of these authorized people.

F. Social Media

When you participate in social media networking sites, such as Twitter, Facebook and blogs, you're representing yourself as well as Sapient. While Sapient doesn't restrict your activities on social media networking sites, your use of social media can pose risks to Sapient and our clients' confidential information, intellectual property, reputation and brand. Your social media use also can run afoul of applicable laws and regulations.

To minimize the business and legal risks associated with your social media use, and to ensure that you use social networking sites for appropriate business purposes, you should, among other responsible behaviors:

- Maintain confidentiality regarding Sapient, our clients and the work that we produce for our clients
- Be respectful and use common sense
- Abide by laws that restrict online content
- Identify yourself - when you post to personal networking sites and speak about your job or Sapient generally, identify yourself as a Sapient employee and use a disclaimer that states that your views do not reflect the views of Sapient (e.g., "The opinions expressed on this site are my own and do not necessarily represent the views of Sapient").

Further information regarding Sapient's "Social Media Policy" is located on the People Portal at: <https://peopleportal2.sapient.com/Content/Legal/Pages/Social-Media-Policy.aspx>.



Complying With Laws and Regulations

A. Generally

We expect you to comply with all applicable laws and regulations (domestic and international) and to refrain from illegal, dishonest or unethical conduct under them. Although laws and regulations can sometimes be ambiguous and hard to interpret, we expect you to make a good faith effort to follow both “the letter *and* the spirit” of the law.

Under certain circumstances, local country laws may establish requirements that differ from this Code. We expect you to respect legal boundaries and to comply with applicable laws and regulations of the countries where we do business. For every Sapient person, this means doing the right, ethical thing -- even when the law is not specific.

In addition, we expect you to comply with all Company policies and procedures that apply to you. These include (among others) our policies on: travel, time cards, expense reimbursement, insider trading, equal opportunity, anti-harassment, anti-discrimination, a drug-free workplace, computer and information technology usage, blogging, data protection and privacy, as well as our internal Company financial controls and procedures. These policies may be found in your employee handbook and on our People Portal.

From time to time, we may change our policies and procedures or adopt new ones. Once we have generally communicated those changes or additions to our people, they will automatically be considered to be a part of this Code, and we will expect you to respect and abide by them.

We also expect you to observe the terms of the Company confidentiality agreement, fair competition agreement or other similar agreements that apply to you. You have signed one or more of these agreements with us, and their terms will remain in full force and effect even after you leave the Company.

Employees, officers and directors should endeavor to deal fairly with our customers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

B. International Operations

We expect you to comply with our policies that apply to international business transactions and with the legal requirements and ethical standards for the countries in which you do Company business. You are responsible for knowing and abiding by the regulations and policies governing your conduct and that of the Company in the



countries in which you are doing business. If you have any questions regarding these legal requirements, you should contact a member of our Legal Team.

C. Anti-Corruption Laws

As a U.S. based company, we must comply with the U.S. Foreign Corrupt Practices Act (the “FCPA”). The FCPA applies to business transactions that occur inside *and outside* the United States and governs the Company’s transactions with non-U.S. government officials. The FCPA also sets standards for keeping accurate and complete financial books and records. Because FCPA violations carry severe penalties (including criminal fines for the Company and jail terms and fines for individuals), you need to become familiar with the FCPA’s requirements – *regardless* of which country you are working in.

In addition to the FCPA, Sapient must follow anti-bribery laws in other countries where we do business, including the UK Bribery Act (the “UKBA”). The penalties for violating the FCPA, the UKBA and other anti-bribery laws can be severe (including large fines and imprisonment).

You are required to review and become familiar with Sapient’s Anti-Corruption Policy, located on the People Portal at <https://peopleportal2.sapient.com/Content/Legal/Pages/Anti-Corruption-Policy.aspx>, which includes more information about anti-corruption laws. We expect you to comply with Sapient’s Anti-Corruption Policy and to consult the Legal Team if you have any questions about the Policy or any of its requirements.

D. Export Laws

United States Export Control Laws govern all exports of commodities and technical data from the U.S., (including items that you hand-carry in your luggage as samples or demonstration units). Other countries where we do business also have laws that regulate what we can export. Export of certain products or technologies may require an advance license from the applicable government.

If we do not follow these laws, the Company could lose its export privileges and face large fines, while Sapient people involved in the violations could face prison sentences.

Please consult the Legal Team with your questions on how to follow the laws’ requirements.

E. Anti-Boycott Laws

Under U.S. and non-U.S. anti-boycott laws, the Company may not discriminate against (or refuse to do business with) a country that is subject to an international



boycott, if the U.S. or another country in which we conduct business (e.g., the UK, Germany, India, Australia) does not support that boycott. These anti-boycott laws also apply to nationals of the boycotted country and “blacklisted” companies. Because the Company must report requests to engage in these boycotts, please contact the General Counsels if you become aware of such a request.

F. Trade Sanctions and Embargoes

Sapient must abide by all economic sanctions and trade embargoes that the United States, or other countries in which we conduct business (collectively, the “Sapient Business Countries”), have adopted (regardless of whether countries that are not Sapient Business Countries, political organizations or particular individuals subscribe to such trade sanctions and embargoes). Please consult either the Chief Financial Officer or the General Counsel if you become aware of Sapient performing or being asked to perform services in an embargoed country, or if you have questions generally regarding sanctions or embargoes.

G. Political Contributions

You are free to exercise your right to make personal political contributions within legal limits, unless these contributions are otherwise prohibited by other Sapient policies. You should not make these contributions in a way that might appear to be an endorsement or contribution by Sapient. You should be certain that you understand, and are complying with, all such laws and regulations before making any political contributions. We will not reimburse you for political contributions in any way, including under our matching gift program. The Company also will not pay you for any time spent running for public office, serving as an elected official, campaigning for a political candidate, or attending political fundraisers.

H. Antitrust

Antitrust laws generally prohibit agreements or actions that unfairly restrain trade or reduce competition. The free enterprise system rests on the notion that free and open competition is the best way to ensure an adequate supply of products and services at reasonable prices. We expect you to adhere to the antitrust laws that govern competition in the countries where we do business. Violation of antitrust laws can result in severe civil and criminal penalties, including imprisonment for individuals, and Sapient can be subjected to substantial fines and damage awards.

The following agreements, arrangements or understandings (whether oral or in writing) between Sapient and its competitors may violate antitrust laws and should be avoided:

- Agreements with a competitor regarding the prices we will charge or our other sales terms.



- Agreements with a competitor regarding the clients to whom we will (or will not) sell our services.
- Agreements with a competitor that restrict us from selling to particular clients or restrict us from buying from particular suppliers.
- Agreements with a competitor that limit the types of services we will offer.

Any discussions we have with our competitors can be sensitive and risky. This is because courts may infer that we are colluding with our competitors, if we later happen to take similar pricing or other market actions following the discussions. We recognize that we may need to work with our competitors on projects at the request of our clients. In all contacts with our competitors, you are expected to avoid discussing prices, costs, competition, division of markets, marketing plans or studies, and any other proprietary or confidential information.

You should consult with a member of our Legal Team when planning to contact a competitor. If any competitor initiates a discussion with you involving the subjects above, you should immediately excuse yourself from the conversation and report the matter to a member of the Legal Team.

Depending on the facts and circumstances involved, certain kinds of agreements between Sapien and its clients may violate antitrust laws. In order to make certain that we structure our agreements to comply with these laws, you should check with the Legal Team before you enter into agreements that, as a *condition* to our selling anything to the client, *require* that:

- The client must “exclusively deal” with us by agreeing not to buy services from a competitor of ours.
- The client must also buy distinctly separate services from us that it could buy elsewhere (known as “tying”).



Insider Trading and Securities Laws

The U.S. federal securities laws are built on the premise that a purchaser and a seller of securities should have equal access to important information regarding the company whose securities they are trading. Consequently, federal securities laws forbid an investor from purchasing or selling securities based upon “inside” information not available to the other party.

The consequences of insider trading violations can be severe. Sapiient people who trade on inside information, or who communicate (or “tip”) this information to others so that they may trade, may face a civil penalty of up to three times the profit gained or loss avoided, a criminal fine of up to \$5 million and a jail term of up to twenty years, among other potential charges, fines and prison terms. Additionally, if we or our managers fail to take appropriate steps to prevent Sapiient people from insider trading, we may also face severe legal consequences, including, among other things, criminal penalties of up to \$25 million.

A. Policy Statement

Sapiient people who have material, nonpublic (*i.e.*, “inside”) information about the Company should not buy or sell Sapiient securities (including derivative securities such as put and call options) until a reasonable time after the inside information has been publicly disclosed. You also should not disclose inside information to others outside Sapiient until a reasonable time after the information has been publicly disclosed. In addition, it is *never* appropriate for you to advise others to buy or sell Sapiient securities.

These rules also apply to the use of material, nonpublic information about other companies (including, for example, our clients, competitors and potential business partners).

In addition to you, these rules apply to your spouse, children, parents and siblings, as well as any other family members living with you in your household.

B. Further Explanation

What is “inside information”? “Inside information” is material information about Sapiient which has not been publicly disclosed. This information can relate to Sapiient’s financial condition, earnings or business, or to any important development in which we may be involved.

What information is “material”? Information is “material” if it is information that a reasonable investor might consider important in deciding whether to buy, sell or hold securities. Examples of information which may be material include: financial results or forecasts; a significant proposed acquisition or sale of a business; a stock split; significant



litigation; changes in customary earnings trends; and any other significant corporate transaction.

What information is “nonpublic”? Information is “nonpublic” until the time it has been effectively disclosed to the public. Effective disclosure occurs when information is included in a press release issued by Sapient, is revealed during a Sapient conference call to which the general public has been invited to participate or is included in our public filings with the SEC.

What is a reasonable waiting period before purchases and sales can be made? The investing public must have sufficient time to analyze the information that has been disclosed before Sapient insiders can trade. For matters disclosed in a Sapient press release or conference call, you may not make purchases and sales until the trading day following the first trading day after the disclosure.

What transactions are prohibited? A Sapient person who has inside information about Sapient is prohibited from: (a) trading in Sapient securities (including derivative securities such as put and call options); (b) having others trade in Sapient securities for your benefit; and (c) disclosing the inside information to (or “tipping”) anyone else who might then trade. These prohibitions continue for as long as the information remains material and nonpublic.

What transactions are allowed? A Sapient person who has inside information about Sapient may, nonetheless exercise Sapient stock options *for cash* (but may *not* sell the option shares he or she receives upon the exercise). These cash option exercises are allowed because the other party to the transactions is Sapient itself, and because the option exercises do not vary with the market, but, rather, are fixed in advance under the terms of their governing plans. In addition, trades by Sapient people in Sapient securities that are executed pursuant to an approved 10b5-1 plan are not subject to the prohibitions in this Section.

C. Confidentiality

Disclosing inside information to others can cause significant legal difficulties. Therefore, Sapient people should not discuss material nonpublic information about the Company with anyone (including members of their families and other Sapient employees who do not need the information in order to perform their jobs).

Sapient people should not have conversations concerning confidential Sapient matters in public areas (such as on an airplane, in an elevator or on a cell phone) where they can be overheard by outsiders. Similarly, Sapient people should secure confidential documents and not leave them where they can be read by a casual observer.

In addition, only the Chief Executive Officer and Chief Financial Officer (and individuals specifically designated by them) are authorized to discuss information about



Sapient with the news media, securities analysts and investors. Any Sapient person who receives inquiries from these sources should immediately refer them to one of Sapient's authorized spokespersons.

D. Disciplinary Action

If Sapient's General Counsel or its Board of Directors (or those acting under their supervision) determine, in their good faith discretion, that a Sapient person has violated any provision of this Policy, he or she may be subject to disciplinary action, including termination of employment, without prior warning.

E. Further Information

This Section is not intended to be an exhaustive discussion of the insider trading laws. Rather, it is intended to alert you to the legal considerations which come into play whenever you purchase or sell Sapient securities or talk about Sapient matters to outsiders. You are responsible for complying with all federal and state securities laws and for complying with this policy and our Blackout Policy, which may be found on the People Portal at <https://peopleportal2.sapient.com/Content/Legal/Pages/Blackout-Policy.aspx>.

If you have any questions concerning insider trading, please contact Sapient's General Counsel.



Government Clients

We often do business with government agencies in the U.S. and other countries. All Sapient people who do business with these entities are expected to know and follow specific rules and regulations that govern relations with public agencies. Failure to adhere to these laws could result in severe penalties, including fines and imprisonment, and the Company could be prohibited from doing business with any government agency in the future.

The rules and regulations applicable to U.S. government agencies are described in an addendum to this Code entitled the “Sapient Corporation Code of Ethics and Conduct – Addendum for U.S. Government Contracting.”

If you have questions about the rules and regulations that apply in a particular country, you should contact the member of our Legal Team who is responsible for that country.



Following this Code and Reporting Violations

A. Ongoing Review of Compliance

We require all Sapient people to comply with this Code. When you first join the Company, and from time to time afterwards, we ask you to affirm that you have read and understood this Code and agree to comply with its terms.

We reserve the right to monitor your continuing compliance with the terms of this Code and to investigate any suspected violations. If these violations are substantiated, they could result in disciplinary action, including termination of employment, referral for criminal prosecution, and reimbursement of any of the Company's losses or damages resulting from such violation, and as described more fully in the following sections.

B. Reporting of Suspected Violations

If you believe that someone at Sapient is violating our ethical or legal standards, you have a responsibility to tell us about it. This responsibility is part of *your* acting ethically. If you don't tell us about the suspected violation, your silence will mean that you, too, have violated this Code – and could result in disciplinary action against you (which, depending on the circumstances, could be as severe as the action against the original violator).

If you have information that leads you to believe a Sapient person may have violated this Code – or to suspect that improper accounting or auditing matters exist at the Company – you can report that information in several ways:

- You may contact our General Counsel or our Internal Auditor
 - See our People Portal for contact information:
<https://peopleportal2.sapient.com/Content/Legal/Pages/Corporate-Ethics-and-Reporting.aspx>
- You may contact a member of our Board of Directors' Audit Committee by sending an email to: AuditCommittee@sapient.com.
- If you are uncomfortable revealing your identity when reporting, **you may make an anonymous report** using our third party-operated "Speak Up" Ethics Hotline or Website.
 - The "Speak Up" **Ethics Hotline** may be used on a "named" basis or (if you prefer) anonymously. The Hotline is toll-free and available 24 hours a day, by calling:
 - Within the U.S.: 877-285-4160
 - Outside the U.S.: +001 704-556-7046



- The “Speak Up” **Ethics Website** (which also allows you to remain anonymous, if you prefer) can be accessed at <https://www.compliance-helpline.com/>
 - At the start screen, please enter the following:
 - Username: **sapient**
 - Password: **ethics** (both are case sensitive).

The independent company that provides both the “Speak Up” Ethics Hotline and Website is required to protect the anonymity of people who want to report without identifying themselves. For more information about our Hotline and Website, please read the Corporate Ethics and Reporting page on our People Portal.

C. Non-Retaliation

Whether or not you choose to reveal your identity, we want you to feel safe in reporting suspected violations of this Code – regardless of the suspected offender’s name or role at Sapient. We will treat the reported information confidentially (consistent with appropriate evaluation and investigation) and will *not* take any acts of retribution or retaliation, or knowingly permit anyone to take such acts, against you because you made a report (even if your report proves to be mistaken, but you submitted it in good faith).

Openness is one of Sapient’s core values. In keeping with that value, our leadership is always open to hearing reports of Code violations from Sapient people. We do not, will not, and have never tolerated retaliation for such reports. If any Sapient person tries to retaliate against another Sapient person for reporting a Code violation, or for helping to investigate a reported violation, we want to be told about it immediately. Acts of retaliation violate this Code and applicable laws and will result in disciplinary action.

D. Investigation of Suspected Violations

Suspected violations will be investigated under the supervision of our General Counsel, Internal Auditor, or a person designated by the Audit Committee. You are expected to cooperate in the investigation of reported violations. When practical and appropriate under the circumstances, and in order to protect the privacy of the persons involved, we will attempt to keep confidential the identity of someone who reports a suspected violation or who participates in the investigation to the extent permitted by applicable law. There may be situations, however, when this information must be disclosed as part of our investigation.

You should be aware that our General Counsel and the other members of our Legal Team are legally obligated to act in the best interests of Sapient as a company. They do *not* act as lawyers or personal representatives for any individual Sapient person (including any Leadership Team member). Our Board of Directors has ultimate



responsibility for final interpretation of this Code and for determining whether any violations of this Code have occurred.

E. Disciplinary Action

If our General Counsel or our Board of Directors (or those acting under their supervision) determine, in their good faith discretion, that you have violated any provision of this Code you may be subject to disciplinary action, including termination of your employment, without prior warning. Failure to comply with any of the legal requirements discussed in this Code also could subject you and Sapient to civil and monetary damages and possibly also regulatory sanctions and even criminal penalties.

F. Special Provisions Applicable to Certain Executive Officers

Given the important position of trust and authority that they occupy, our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Controller, or persons performing similar functions (collectively, the “Financial Executives”) should act extremely cautiously in interpreting and applying this Code. Financial Executives should consult with our General Counsel with respect to any proposed actions or arrangements that are not clearly consistent with the Code. In the event that a Financial Executive wishes to engage in a proposed action or arrangement that is not consistent with the Code, the Financial Executive must obtain a waiver of the relevant Code provisions in advance from our Audit Committee or Board of Directors.

The Sarbanes-Oxley Act of 2002 imposes certain reporting requirements on Sapient with respect to our Financial Executives’ compliance with the Code. In accordance with these requirements, we will publicly report on our Website or in a Current Report on Form 8-K any waivers of any provision of the Code granted by our Board of Directors to any Financial Executive. Violations of the Code by our Financial Executives may also be immediately reported on Form 8-K.

G. Dissemination, Revisions and Updates to this Code

This Code also shall be made available to the public by posting on Sapient’s Website. Printed copies shall also be made available to our stockholders upon written request. A copy of the Code will be furnished to each new director or employee on commencement of his or her employment and to all existing directors, officers and employees.

This Code may be revised, changed or amended at any time by our Audit Committee or Board of Directors. Following any material revisions or updates, an updated version of this Code will be distributed to you, and will supersede the prior version of this Code effective upon distribution. We may ask you to formally acknowledge that you have read and understood the revised version of the Code, and that you agree to comply with its provisions. Amendments to the Code will also be



posted on our Website or on a Current Report on Form 8-K in compliance with applicable rules and regulations of NASDAQ and the SEC.

H. Important Disclaimers

This Code reflects general principles to guide you in making ethical decisions and cannot, and is not intended to, address every specific situation in which we may find it appropriate to take disciplinary action. This Code is not intended to create any contract (express or implied) with you, including without limitation any employment contract, or to constitute any promise that your employment will be not terminated except for cause.



Sapient Corporation Code of Ethics and Conduct

Addendum for U.S. Government Contracting

1.0 Introduction

1.1 Purpose and Scope

Sapient frequently performs services under contracts with the U.S. Government. Performing services under Federal contracts requires Sapient to comply with specific laws and regulations as mandated by the U.S. Government, and to exhibit the utmost integrity and diligence in performing these services. Sapient people are responsible for ensuring our compliance with these requirements.

This Addendum applies to all Sapient people that are involved, in any manner, with the negotiation, performance or administration of contracts or projects that involve the U.S. Government. Sapient has created this Addendum for U.S. Government Contracting to give you guidance and to assist you in fulfilling your ethical and legal obligations. This Addendum is only a general guide to the ethical and legal obligations relating to Federal contracting. You are expected to be knowledgeable about, and follow, the specific legal requirements referenced in this Addendum, or otherwise applicable to Federal contracts.

This Addendum is part of the Sapient Corporation Code of Ethics and Conduct, and all provisions of the Code of Ethics and Conduct are also made applicable to all U.S. Government contracts.

1.2 Definitions

Throughout this Addendum, we use the terms “Sapient people,” “you” and “your” to refer to all Sapient employees, directors and independent contractors. The terms “Sapient,” the “company,” “we” and “our” to refer to Sapient Corporation and its subsidiaries, both domestic and international. The term “Government Services” refers to Sapient’s Government Services Business Unit. We use the term “Addendum” to refer to this document, as amended from time to time.

When using the terms “U.S. Government” or any “Federal” law or contract in this Addendum, we are referring to the government of the United States of America, any agencies or departments of the government of the United States of America, any branches of the United States military or Department of Defense, any prime contractors that are party to a contract with any of the above entities and for which we are providing



services, and any private clients that are paying for our services with funds provided by any of the foregoing entities.

The term “FAR” in this Addendum refers to the Federal Acquisition Regulations promulgated by the General Services Administration of the U.S. Government.

2.0 Improper Influence over Procurement

2.1 Bribes, Gifts and Gratuities

You may not offer (directly or indirectly through a consultant, family member or other person) any bribe, kickback, gift or gratuity to an officer, official, employee or agent of the U.S. Government in order to obtain an advantage with respect to the award or administration of any Federal contract. Gifts or gratuities can include anything that would personally benefit the recipient (or the recipient’s friends or relatives), including money or merchandise; trips, tickets or admission to sporting events, concerts, or any type of entertainment; any type of free or discounted goods; special discounts; vendor-paid trips; liquor; meals and personal services. You should not request, encourage, or accept any of the above-listed items offered to you by an officer, employee or agent of any supplier, vendor, consultant, subcontractor, teaming partner or other person for the purpose of influencing the selection of such entity by Sapient as part of any Federal contract. The precise requirements with respect to the provision of bribes, gifts and gratuities are set forth in 18 U.S.C. §§ 201-218 and 10 U.S.C. § 2207, which you are required to observe to the full extent applicable to you.

2.2 Use of Former Government Employees

Federal law restricts the ability of a company that is performing or competing for Federal contracts to hire or retain former employees of the U.S. Government that had certain prior involvement in the administration or awarding of a Federal contract to that company. You should refrain from hiring, retaining or utilizing the services of (whether as an employee, consultant, contractor or otherwise) any former U.S. Government employee that may have been involved in the prior award of a Federal contract to Sapient or a particular matter that could affect the financial interests of Sapient unless you have gotten prior approval from Sapient’s Legal Team before proceeding. In addition, you should refrain from holding even informal discussions regarding prospective employment or utilization of services of any current U.S. Government employee who is involved in any government program in which Sapient is a contractor or prospective contractor, unless such discussions have been approved by the Legal Team. The precise requirements with respect to the hiring, retention or use of former U.S. Government employees are set forth in 41 U.S.C. § 423, FAR 3.104, 18 U.S.C. § 207, 5 C.F.R. § 2641 and other provisions of Federal law which you are required to observe to the full extent applicable to you.



2.3 Acquiring Bidding Information

In the process of bidding for, or trying to obtain an award of, any Federal contract, you should not seek to gain access to, or utilize, any non-public information regarding bids being submitted by other potential contractors. You should also not seek to gain access to, or utilize, any “source selection information,” as that term is defined in FAR 2.101. Access to these types of information may give Sapient an unfair competitive advantage when bidding for a Federal contract. Similarly, you should never disclose any of Sapient’s bid information or source selection information, or such information from our subcontractors, to any party other than the specified contracting personnel for the U.S. Government. If any non-public procurement information is inadvertently communicated to you, you should promptly contact the General Counsel.

2.4 Contacts Outside Specified Bidding Process

In the process of bidding for, or trying to obtain the award of, any Federal contract, you should carefully observe the bidding requirements that have been established by the U.S. Government for that contract. You should not have contacts with U.S. Government officials regarding the contracting process that are not permitted by the applicable bidding requirements. You should not have any contacts with U.S. Government officials involved in establishing or defining the bidding requirements that would constitute an improper influence on the contracting process.

2.5 Contingent Fees

In most cases, the payment of a fee to another person or entity which is contingent upon the award of a U.S. Government contract is prohibited. You should not enter into any such agreement on behalf of Sapient unless the proposed agreement has been reviewed and approved by the Legal Team.

2.6 Avoiding Even the Appearance of Impropriety

Sapient is committed to avoiding even the appearance of impropriety in its dealings with the U.S. Government. This means that we must all strive to be free of conflicts of interest with the Government. Sapient will report any personal conflicts of interest to the appropriate U.S. Government contracting officer and will use best efforts to mitigate any potential personal conflicts of interest. To that end, all Government Services personnel must report any actual or potential personal conflicts of interest.

It is important to know what a “personal conflict of interest” is from the Government’s standpoint. A “personal conflict of interest” means any situation where a Sapient employee might be prevented from acting impartially and in the best interest of the U.S. Government. Personal conflicts of interest can occur whenever anyone has a financial interest, personal activity or personal relationship with any person involved in acquisition functions that are closely associated with inherently governmental functions.



You must let your supervisor know if you have any personal, financial or other connection to anyone who (a) plans acquisitions for or by the U.S. Government, (b) determines what supplies and services the U.S. Government will purchase, including developing statements of work, (c) develops or approves U.S. Government contracts, including but not limited to defining contractual requirements, incentive plans, and evaluation criteria, (d) evaluates U.S. Government contract proposals, (e) awards, administers, or terminates U.S. Government contracts, or (f) determines whether U.S. Government contract costs are reasonable, allocable and allowable.

Financial interests include, but are not limited to, compensation (i.e. wages, salaries, fees, commissions), consulting relationships, the receipt of honorariums or travel and other expense reimbursements for services, research funding, stocks, bonds and partnership interests (but not diversified mutual funds), real estate, intellectual property (i.e. patents and copyrights), and any business ownership and other investment interests.

You must disclose any financial conflicts, including those of their immediate family members as well as other household members, and any other person with whom you have comingled assets of \$5000 or more (including business partners, parents, boyfriends and girlfriends, etc.). There is no financial reporting threshold, meaning you should disclose even the most seemingly insignificant investments. Immediate family includes you, your spouse and your dependent children. You must also disclose all business relationships.

You will be asked to make the disclosures required by this section upon hiring and on an annual basis thereafter. In summary, let your supervisor know if you are related to, live with, are friends with or have any personal relationship with anyone who has a procurement function with the Government.

2.7 Contract Pricing, Performance and Administration

Sapient will always fully comply with all statutory, regulatory, and contractual provisions relating to our Government contracts. Sapient employees in the Government Services business unit or who are assigned to work on a government contract agree to:

- Read, understand, and adhere to the terms of and the rules pertaining to any contract on which he or she is working;
- Ensure that all products and services are priced in accordance with the terms of the contract;
- Ensure that all products and services meet contractual requirements;
- Ensure that all statements, certifications, reports, and other documentation are prepared accurately and completely; and
- Maintain all required documentation.

Any Sapient employee who has a question about what a particular government



contract requires or who receives a request from a Government official to take action that appears to be contrary to the terms of a contract should immediately contact the Government Contracts Group at sgscontracts@sapient.com.

3.0 Interactions with U.S. Government Employees

3.1 Business Meals and Other Gifts

Federal law prohibits U.S. Government employees from soliciting or accepting any gifts, gratuities, meals, entertainment or other items of monetary value from someone that (a) is seeking to do business with that employee's agency, (b) conducts activities that are regulated by that employee's agency, or (c) has interests that may be affected by that employee's performance of his or her duties. This law provides for certain exceptions, such as (i) most gifts under \$20 in value, (ii) gifts to family members and friends that happen to be government employees, and (iii) offers of free attendance at widely-attended seminars or training sessions. You should not provide any gift or other item of monetary value that violates this law. The precise requirements relating to gifts and other items of monetary value are described in 5 U.S.C. §7353 and 5 C.F.R. §2635, which you are required to observe to the full extent applicable to you. If you are unsure whether a gift or other item is prohibited, please consult a member of Sapient's Legal Team before providing such item to a U.S. Government employee.

3.2 Code of Conduct for U.S. Government Employees

All U.S. Government employees must observe Principles of Ethical Conduct for Government Officers and Employees, as described in Executive Order 12674, and as modified by Executive Order 12731. You should not take or participate in any action or course of conduct that would be reasonably likely to cause any U.S. Government employee to violate his or her obligations under such Principles.

4.0 Timekeeping and Expense Reporting

4.1 Daily Recording of Time

Each Sapient person is responsible for submitting actual work hours into accurate timesheets on a daily basis for each Federal contract and authorized internal Sapient activities. Sapient will conduct periodic audits of your timesheets, and your failure to comply with daily time reporting may result in civil or criminal penalties. Time reporting must be completed in Sapient's Government Services Deltek Time & Expense System. The precise requirements relating to the daily timesheet reporting submission are described in Sapient's Government Services Time Tracking Policy.



4.2 Proper Submission of Expense Reports

You must ensure that all expense reports that you submit are prepared in accordance with Sapient policies and all applicable Federal laws. All unallowable costs should be separately identified on such expense reports. Expense reporting must be completed in Sapient Government Services' Deltek Time & Expense System. The precise requirements relating to the preparation and submission of expense reports are described on in Sapient Government Services' Expense Policy.

5.0 **Unallowable Costs**

When performing Federal contracts, Sapient must ensure that unallowable costs are not charged to the U.S. Government. You should be familiar at all times with the types of costs that are not allowable, and ensure that you do not charge these costs against Federal contracts. You should also ensure that any unallowable costs that you incur are clearly identified and segregated from costs that are being charged to the U.S. Government. The precise requirements relating to unallowable costs are described in FAR 31.205, which you are required to observe to the full extent applicable to you.

6.0 **Records Retention**

Records pertaining to Federal contracts must generally be maintained for certain minimum periods of time. You should be aware of the records retention requirements that apply to any Federal contract on which you are involved. You must maintain all protected documents for the required time periods. If you have any questions regarding the required time period for records retention, you should consult with a member of Sapient's Legal Team, or reference the specified time periods for certain categories of contract documents specified in FAR 4.7. You are prohibited from destroying or altering any records that may be relevant to an internal Sapient, or U.S. Government investigation or pending or ongoing litigation.

7.0 **Data and Physical Security**

7.1 Protection of Classified and Sensitive Information

Classified and sensitive information that is provided to you by the U.S. Government on a contract or project is strictly confidential, and may be used only for the purpose of performing the specific contract or project to which it relates. For information that may only be received by people with specific security clearances, you should not access or use such information unless you hold the proper level of clearance. You should exercise care to ensure that no classified and sensitive information is shared with persons that do not have a need to know such information in order to perform the contract or project. You should never use any such information to further your own private interests, or the private interests of another person, and you should not engage



in any financial transactions on the basis of such information. Such private use of non-public U.S. Government information is prohibited by 5 C.F.R. §2635.703, which you are required to observe to the full extent applicable to you.

7.2 Physical Security

Due to the sensitive nature of the work performed for the U.S. Government, unrestricted access to Sapient's Government Services workspace is accessible only by badge. Sapient Government Services employees who are U.S. Citizens with proof of citizenship (e.g., a US passport or birth certificate) are eligible to have unescorted access to the Government Services workspace via a permanent badge with proof of citizenship. Sapient Government Services employees who are legal permanent residents of the U.S. may be granted access to the Government Services workspace on an "as needed" basis. If you are a Sapient Government Services employee, and you are neither a U.S. Citizen nor a Green Card holder, you may enter the Government Services workspace only with an escort who has a permanent badge, and you must wear a "Visitor Foreign National" badge while in the Government Services workspace. Sapient Government Services contractors who need to perform work in the Sapient Government Services workspace must receive prior written approval from a Sapient Government Services Vice President (or his or her designate), regardless of the contractor's citizenship status. The foregoing access procedures also apply to all Sapient Government Services contractors and visitors to Sapient's Government Services office, who seek access to the Government Services workspace. All visitors to Sapient's Government Services office must sign in at the front desk, and visitors who wish to access the Sapient Government Services workspace must receive a "Visitor Escort Required" badge, regardless of citizenship or residency status. Visitors who are U.S. Foreign Nationals should receive a "Visitor Foreign National" badge. Badge numbers must be recorded in Sapient's log, and all badges must be returned to the front desk at the end of the visit. All visitors must be escorted by a permanent badge holder while in the Sapient Government Services workspace.

7.3 Government Sites

Safeguard proprietary, Privacy Act, and other sensitive and nonpublic information even while performing services at government sites. Release of certain types of information to unauthorized government or other contractor personnel could violate the Procurement Integrity Act, the Trade Secrets Act, the Privacy Act, the Joint Ethics Regulation and/or other laws that could subject the releaser to civil and/or criminal penalties. In addition, many government agencies have contractor personnel from several different companies working in close proximity. Some of those companies are competitors with each other and Sapient. If classified, sensitive unclassified or company proprietary information or agency advance procurement information is revealed to the wrong person, a company may gain an unfair advantage over another. Government contractors at government sites should ensure that access to information



in their possession is limited and that they themselves are limited to seeing only information necessary to the performance of the contract on which they are working.

8.0 Non-Disclosure Agreements

While conducting business with the U.S. Government and other U.S. Government contractors, you may be required to sign and comply with non-disclosure agreements, in addition to the confidentiality agreement you signed with Sapient. You are expected to comply with the confidentiality obligations and restrictions set forth in these agreements for the time period specified therein, regardless of whether these confidentiality obligations and restrictions are initiated by Sapient, a prime contractor, teaming partner, or client.

9.0 Reporting and Violations

9.1 Reporting

We expect you to bring to our attention information about suspected violations of this Addendum by any other Sapient person. You must promptly disclose to the Company if you have been debarred, excluded or suspended from working with any government sponsored program. The manner in which you should report this information is described in the “Following this Code and Reporting Violations” section of the Code of Ethics and Conduct. That section of the Code also describes your right to be free from retaliation for reporting this information. The information that you report will be considered and investigated in accordance with the Code of Ethics and Conduct.

9.2 Oversight

We require all Sapient people to annually affirm and comply with this Addendum. Upon your receipt of this Addendum, and also from time to time as we deem to be necessary, we may require you to sign an acknowledgement confirming that you have read and understood the Addendum and agree to comply with its provisions. We reserve the right to monitor your continuing compliance with the provisions of this Addendum and to investigate any suspected violations. If substantiated, these violations could result in disciplinary action, as described more fully in the following sections.

9.3 Violations

If our General Counsel or our Board of Directors (or those acting under their supervision) determine, in their good faith discretion, that you have violated any provision of this Code, you may be subject to disciplinary action, including termination of your employment, without prior warning. You, or Sapient as a result of your actions, may also be subject to civil or criminal fines, or jail time, for violation of specific Federal



laws. Sapient could also be barred from future U.S. Government contracting for violations of Federal requirements.

10.0 Revisions and Updates to this Addendum

This Addendum may be revised, changed or amended at any time by our Board of Directors. Following any material revisions or updates, an updated version of this Addendum will be distributed to you, and will supersede the prior version of this Addendum effective upon distribution. We may ask you to sign an acknowledgement confirming that you have read and understood the revised version of the Addendum, and that you agree to comply with its provisions.

11.0 Important Disclaimers

This Addendum reflects general principles to guide you in making ethical decisions and cannot, and is not intended to, address every specific situation in which we may find it appropriate to take disciplinary action. This Addendum is not intended to create any contract (express or implied) with you, including, without limitation, any employment contract, or to constitute any promise that your employment will be not terminated except for cause.