

## ICT Group N.V. Code of Conduct

1. ICT Group N.V. and its group companies (hereinafter referred to as "ICT") do fair and honest business in accordance with good business practices.
2. ICT complies with the laws and regulations of the countries in which it operates, such as the relevant legal standards regarding the health and safety of employees, third parties and the environment.
3. ICT recruits and assesses staff solely on the basis of their abilities and the qualifications required for the function they have to perform.
4. ICT makes every effort to create a positive, transparent working environment that is free from discrimination, harassment and/or intimidation and in which all employees have equal access to information and opportunities. ICT is committed to a diverse culture with open and honest communication, in which no pressure is applied to the limits of what is permissible.
5. ICT will not incite employees who are deployed at clients for delivering certain services to sell products and/or services not requested by clients, or to any other forms of conflict of interest.
6. Corporate social responsibility is a natural part of the organization. ICT wishes to work with integrity and transparency, with responsibility to shareholders, employees, the surroundings and the environment.
7. The administrative books and records and supporting documents of ICT must describe and reflect the nature of the underlying transactions accurately. No secret or fluctuating accounts, funds or assets should be opened, acquired or maintained.
8. Personal financial activities or interests of ICT employees must not clash with the activities or interests of ICT. Potential conflicts must be disclosed immediately.
9. If ICT employees are in possession of material, non-public information, which qualifies as pre-science, then they will:
  - a. refrain from engaging in transactions in ICT Group NV shares. (including the exercising of an option) if the non-public information is related to ICT and they are held to the legal rules on pre-science as well as to the internal ICT insider rules;
  - b. refrain from engaging in transactions in securities of a company with which ICT is negotiating the acquisition of the shares or assets of the relevant undertaking if the non-public information is related to the said enterprise, nor should they enter into a substantial business transaction which, if it should be



successful and made public, would have a material effect on the value of the securities of the company in question;

- c. report this immediately to their supervisor or to the ICT management, if and when they know or could reasonably have known that ICT has the intention to participate or take part in a tendering, respectively purchase procedure and this non-public information relates thereto, in order to enable ICT to take adequate measures as soon as possible.

10. Business decisions of ICT employees should not be influenced by factors other than business considerations. Third parties doing business with ICT must not get the impression that they can derive benefit from giving business gifts and/or other favours to individual employees. Eliciting and accepting bribery in any form is unacceptable and shall be followed by immediate dismissal.
11. ICT employees and contractors will not offer payments or gifts or make certain promises to (employees of) clients or third parties in order to obtain business contracts respectively to positively influence a purchase or procurement procedure. This ban doesn't include corporate gifts not exceeding EUR 75.00.
12. ICT may not make payments to any political parties and organizations or the representatives thereof. Involvement in the local community is encouraged.
13. ICT employees will respect national and international competition laws and refrain from agreements between ICT and other enterprises, which (may) limit the competition, including restrictive agreements on issues such as price, delivery conditions, market allocation, production and marketing.

