

Controllership

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Contents

Requirements
Employee responsibilities
Additional responsibilities of leaders
Penalties for violations
Related policies and procedures
Questions and answers

*Controllership comprises three factors that are vital to GXS's unyielding commitment to protecting, with integrity, the economic health of our company: **compliance, rigorous business processes, and integrity in communications.***

Compliance

Each employee is responsible for complying with applicable laws, regulations and company policies. That responsibility includes ensuring that financial information is recorded in accordance with the Company's general accounting procedures and generally accepted accounting principles. Employees must maintain both effective internal controls as well as appropriate, accurate records that fairly reflect activities. This unwavering commitment to compliance creates an environment in which we can all take pride.

Rigorous business processes

Each employee is responsible for following rigorous business processes to ensure that management decisions are based on sound economic analysis, including a prudent consideration of risk. Transactions that enhance near-term financial performance but diminish long-term economic value do not meet this standard. Effective business processes also must ensure that GXS's physical, financial and intellectual property assets are both safeguarded and optimally employed.

Integrity in communications

Each employee must contribute to the timeliness and accuracy of financial and operating information that is communicated both internally and externally. Financial reports of historical and forecasted information must be accurate and complete. Non-financial metrics — metrics on which operating decisions are often based — must be clear and accurate. Timely, complete and accurate information is vital for management decisions, and it also provides the basis for the high quality financial reporting that is a cornerstone of confidence in our Company. This policy describes the high standards that we maintain for meeting each of those responsibilities.

Requirements:

Follow GXS's general accounting procedures, as well as all generally accepted accounting principles, standards, laws and regulations affecting accounting and financial reporting.
Maintain complete and accurate records and accounts to reflect transactions and the disposition of assets.

Ensure that financial information and operating metrics are reported accurately and on a timely basis.

Provide timely, candid forecasts and assessments to management.

Restrict the release of financial information outside of GXS unless such release has been properly reviewed and authorized.

Adhere to rigorous business processes to ensure that decisions are based on sound economic considerations and prudent consideration of risks, and are not aimed at enhancing near-term financial performance at the expense of long-term economic value.
Maintain controls to safeguard GXS's physical, financial and intellectual property assets.

Employee responsibilities under this policy:

Follow all accounting, reporting and control procedures established by the Senior Vice President – Finance, or his or her delegates.

Prepare and maintain records and reports for management that are accurate, timely and complete.

Before signing any document, make a reasonable inquiry to obtain assurance that its contents are accurate and complete.

Before involving GXS in any transaction or releasing any financial information, obtain and adequately document all required management approvals.

Keep records, including computer-based information, secure.

Assist GXS's auditors and other authorized individuals, providing access to your business' records, and providing them with accurate and complete information.

Make sure controlled affiliates under your responsibility adopt and follow controllership policies similar to this one. A controlled affiliate is a subsidiary or other entity in which GXS owns, directly or indirectly, more than 50 percent of the voting rights, or in which the power to control the entity is possessed by or on behalf of GXS. Make and document good faith efforts, to the extent reasonable in the circumstances, to influence noncontrolled affiliates to make and keep accurate books and records, in reasonable detail, and to devise and maintain a system of adequate internal accounting controls. Further, encourage non-controlled affiliates, to the extent permitted by local law, to adopt the specific accounting, reporting and control procedures established by the Senior Vice President – Finance, or his or her delegates.

If you learn of any damage to, or loss or theft of GXS property, or a claim or potential claim by anyone against GXS, notify company legal counsel and your finance manager.

Additional responsibilities of leaders under this policy:

- Set up accounting, financial reporting, financial control, and information systems to provide reasonable assurance that:

Accountability for assets is established, assets are adequately protected, the effectiveness of routines to safeguard assets is confirmed periodically, and any significant weakness in these activities is corrected promptly

Transactions involving the company are appropriately authorized, and adequate records are maintained and appropriate reports are made with respect to such transactions

Adequate records are maintained and appropriate reports are made of other events that result in acquisition or disposition of assets, or the incurring or satisfaction of liabilities

The financial soundness of the Company is optimized through proper consideration of the economic and risk factors inherent in business decisions

Financial statements and reports, issued for the company and its individual businesses, present fairly their financial position, the results of their operations, and/ or other financial data in conformity with generally accepted accounting principles appropriate in the circumstances and with other applicable requirements.

The Senior Vice President – Finance must:

Set the proper “tone at the top” to ensure that controllership is a central focus throughout the organization

Establish and maintain accounting procedures, financial reporting and control routines, and the internal audit program for the company

Nominate and approve candidates for designated financial management positions, where they will be functionally responsible to the Senior Vice President – Finance, who will remove them if in his or her opinion they prove unqualified.

Financial managers are responsible to the Senior Vice President – Finance for complying with Company policies and applicable company procedures

Financial managers must ensure that any identified losses of GXS property are reported in a timely fashion to company legal counsel, relevant insurance carriers, and company auditors.

Penalties for violations:

Employees who violate the spirit or letter of GXS's policies are subject to disciplinary action up to and including termination of employment. Violation of this policy can also mean breaking the law, subjecting you or the company to criminal penalties (fines or jail sentences) or civil sanctions (damage awards or fines).

Related policies and procedures:

This policy may relate to many other GXS policies and procedures, among them:

Capital Investments Procedure

Conflicts of Interest

Corporate Borrowings and Extensions of Credit Procedure

Improper Payments

Intellectual Property

Following International Trade Controls

Working with Governments

QUESTIONS AND ANSWERS:

Authority for interpretation

Q: If there is a major dispute within the Company over the meaning of a company financial control procedure, who should settle it?

A: Authority for interpreting accounting and reporting requirements is reserved to the Senior Vice President – Finance or his or her delegate.

Changing procedures

Q: Our department could benefit from a financial analysis procedure not mentioned in company financial bulletins. Are we prohibited from using this analysis?

A: No, as long as it does not replace any required procedure. GXS's Controllershship policy is not meant to limit any GXS business in developing supplementary data, reports or analyses needed for its own purposes. If you believe a procedure is superior to a required procedure, bring it to the attention of the Senior Vice President – Finance, or his or her delegate, for consideration.

Reporting "small" discrepancies

Q: Soon I'll take a financial analysis job on a U.S.\$100 million project, much larger than anything I've ever worked on before. I'm looking over the records and notice a U.S.\$10,000 discrepancy between a consultant's invoice and the amount we actually paid. Should I worry about it, since the discrepancy is so small in the context of the total project?

A: Yes. Discrepancies of even small amounts may indicate serious problems (if, for example, they reflect deliberately dishonest behavior). If a government contract is involved, uncorrected discrepancies can result in fines, penalties and disruption of business. Business judgment

should be applied in seeking to recover amounts that are found not to be indicative of serious problems, including consideration of government contracting issues. You are strongly encouraged to contact your finance manager and company legal counsel to discuss such issues.

Intentional misstatements of financial results by immaterial amounts

Q: If my department was likely to miss its quarterly earnings target by a minor amount, could we adjust our results to make up the difference?

A: No. This policy strictly prohibits any intentional misstatements of financial results. Intentional misstatements can never be justified on the basis that they are “too small to matter.”

Purchase approvals

Q: Our business is preparing to buy a new computer system costing around US\$3.5 million. How can we find out who needs to authorize the purchase?

A: GXS has guidelines for appropriate purchase approval authorities. You should consult with your finance manager to ensure these guidelines are followed.

Releasing information

Q: I got a call from a customer’s finance manager who wants information on some of our financial control procedures for a benchmark analysis his company is preparing. Is it all right to let him see that kind of information?

A: Requests for the release of any kind of company financial record need to be reviewed on a case-by-case basis. Depending on the situation, the risks could range from compromising company security to violating securities or antitrust laws. Discuss the situation with your finance manager and/or company legal counsel.

Handling requests for GXS financial information

If the request is for:

General financial information

Refer requests to the Senior VP – Finance, unless the requested data (for example, GXS annual sales volume) is already available to the general public.

Technical information relating to financial subjects or functions

Refer requests to appropriate members of GXS’s Finance Staff

Financial record-keeping at controlled affiliates

Q: I work for a GXS controlled affiliate in a country without legal requirements for maintaining accurate books and records. Do the books and records requirements of the Controllership policy apply to my affiliate?

A: Yes. Because GXS is incorporated in the United States, the entire corporation is subject to U.S. laws requiring companies, including controlled affiliates, to maintain accurate, reasonably detailed records that fairly reflect transactions and disposition of assets. In addition, we need to encourage GXS’s non-controlled affiliates to keep accurate books and records, and to maintain a system of adequate internal accounting controls.