

Improper Payments

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GXS employees should not offer anything of value to obtain any improper advantage in selling goods and services, conducting financial transactions, or re presenting the company's interests to governmental authorities. This policy sets forth GXS's standards of conduct and practices for certain kinds of payments, entertainment and political contributions. GXS must not authorize, involve itself in, or tolerate any business practice that does not follow this policy. A violation of this policy can result in severe civil and criminal penalties, under the laws of a number of countries. All countries prohibit the bribery of their own public officials, and many also prohibit the bribery of officials of other countries. GXS's policy goes beyond these laws and prohibits improper payments in all of our activities, both with governments and in the private sector.

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Scope:

This policy applies to all employees of GXS throughout the world.

Controlled affiliates of GXS must adopt corresponding policies. (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.) We must encourage affiliated but non-controlled companies to follow practices consistent with this policy.

We must require independent third parties who represent GXS to do so in a manner that is consistent with this policy. Independent third parties include: consultants, agents, sales representatives, distributors, contractors and any other outside persons acting in a capacity where they hold themselves out as, or otherwise appear to be, representing GXS.

Requirements:

General

Never give, offer, or authorize the offer, directly or indirectly, anything of value (such as money, goods or a service) to a representative of a customer or a government official to obtain any improper advantage. The rules for gratuities and payments are different for non-government customers than they are for government customers/ officials. A list of permissible payments is included below. Even an otherwise appropriate business courtesy, such as a gift, contribution or entertainment, should never be offered under circumstances that might create the appearance of impropriety.

Be aware of and obey applicable laws that relate to matters covered by this policy, including:

The U.S. Foreign Corrupt Practices Act

Laws of other countries prohibiting bribery of foreign government officials

Laws of all countries prohibiting commercial and political bribery within their borders.

GXS representatives

Require any person or firm who represents GXS to do so in accordance with this policy and to be aware of and obey the applicable laws of the U.S. and other countries related to matters covered by this policy.

Exercise due diligence when selecting persons or firms to represent GXS, keeping in mind that GXS and its employees may, in some circumstances, be held responsible for the actions of sales agents and other independent representatives. For example, a sales agent might make an improper payment to a government official. The GXS employee who works with that agent, as well as the company, might be charged with a criminal violation of the U.S. Foreign Corrupt Practices Act, and the laws of other countries related to the bribery of foreign officials, if the employee i) knew about the payment (or consciously disregarded information that the payment likely took place); and ii) authorized it, either explicitly or implicitly.

When selecting a person or firm to represent GXS, consider the following:

Employ only reputable, qualified individuals and firms.

Understand and obey any requirements governing the use of company representatives (for example, funding agency restrictions, or customer, country or ministry prohibitions).

Make sure that the representative's compensation is reasonable for the services provided.

Follow this policy's implementing procedures and guidelines for selecting and paying representatives.

If you spot something that might indicate a potential policy violation involving a person or firm representing GXS, make sure that it is promptly investigated and resolved.

Seek the assistance of company legal counsel and management in exercising due diligence and resolving concerns about anything that might indicate a potential policy violation.

Permissible payments

You may provide customers with ordinary and reasonable entertainment and gifts only if they are permitted by

Applicable law, *and*

The customer's own policies and procedures, *and*

GXS's guidelines/procedures.

This policy does not prohibit lawful reimbursement for reasonable and bona fide expenditures — for example, travel and living expenses incurred by customers and directly related to the promotion of products or services, or to the execution of a contract.

Gifts to and entertainment of government officials and employees are highly regulated, often prohibited, and generally should be avoided. Do not provide such gifts and entertainment unless you have determined with certainty that you are permitted to do so by applicable laws and regulations, your GXS's policies and procedures, and the policies of the recipient's employer. Laws like the U.S. Foreign Corrupt Practices Act that prohibit the bribery of foreign officials do not prohibit facilitating payments. Facilitating payments are gratuities paid to officials or employees of foreign governments to expedite a service or routine administrative action that these individuals ordinarily perform and to which GXS is entitled under the laws of that country. GXS strongly discourages the use of facilitating payments. In any situation in which giving a facilitating payment becomes necessary, you should seek the advice of company legal counsel. Make sure that all these payments are clearly and accurately reflected in financial reports.

Political contributions

Obey applicable laws of the United States, and other countries in which GXS does business in promoting GXS's positions on issues to government authorities and in making political contributions.

Political contributions by the company to U.S. federal, state or local candidates, or to candidates in other countries, may be prohibited or regulated under applicable election laws. Any

contribution of company funds or other assets for political purposes must be approved in advance by GXS's CEO and General Counsel.

Never give or offer, directly or indirectly, a payment or anything of value (such as money, goods or services) to any political party, party official, or any candidate for political office of any country to influence or reward any governmental act or decision, or to obtain any improper advantage.

Employee responsibilities under this policy:

Understand and keep up-to-date on applicable laws, funding agency regulations and customer requirements related to your job and each requirement of this policy. These requirements can be complex, and it would not be unusual for you to have questions related to a transaction. If you have any questions related to matters covered by this policy, consult with business leaders, company legal counsel, GXS compliance guidelines, or this policy's implementing procedures. Take all steps necessary to make sure any party acting on GXS's behalf understands and agrees to follow the principles of this policy.

Carefully watch for warning signs that might indicate improper activities. Among them might be a sales representative or other person or firm representing GXS (or being considered to represent GXS) who:

Has been accused of improper business practices

Has influence on the buying decision and a reputation for bribes

Has a family or other relationship that could improperly influence the customer's decision

Approaches you near a customer's award decision and explains that he or she has a "special arrangement" with an official

Insists on receiving a commission payment before the customer announces the award decision

A customer who suggests that a GXS bid be made through a specific representative or partner

Any request that a commission or other payment be made in a third country or to another name

A request for a commission that seems unusually large in relation to the services provided.

If these or any other signs of a possible violation come to your attention, be sure to resolve your concern promptly before proceeding with the transaction. Resolution should include management and legal review, and it should be well documented.

Maintain timely, accurate and complete records of all expenditures of GXS funds.

Follow GXS guidelines for travel and living expense reimbursement, business entertainment and gifts. In addition, learn and respect the policies of customers and government agencies concerning acceptance of business entertainment and gifts.

Additional responsibilities of leaders under this policy:

Do not retain individuals or firms unless you are satisfied they will abide by the principles of this policy when representing GXS. Pay them reasonably for services performed. Make sure the selection process includes a thorough consideration of the scope of activities, credentials, background, costs and compensation terms. Appropriate approvals should be obtained. Make sure that the selection and payment process is consistent with this policy's implementing procedures or other relevant business guidelines. Also, see the GXS policy on Money Laundering Prevention and its requirements on the "know your customer" process.

Closely monitor and control business entertainment and gifts.

Consult with company legal counsel in executing your responsibilities under this policy. Keep in mind that international operations frequently raise issues requiring familiarity with the laws and regulations of other countries.

If you discover that a sales representative or other third party representing GXS may be engaging in improper business practices, you should consult with company legal counsel and pursue any necessary remedial action.

Financial managers must make sure that accurate records are kept that show the amount and purpose of all payments. (See Controllershship Policy)

GXS senior management should:

Review financial reports covered by this policy with the responsible financial manager

Request, as required, financial reviews of matters covered by this policy from finance managers or company auditors

Review, as required, other matters covered by this policy with the responsible manager or with company auditors

Review compliance concerns or possible violations of this policy with company legal counsel to determine the appropriate company response and disclosure requirements

In making any investment decision, carefully consider the company's responsibilities under applicable laws prohibiting bribery of foreign officials and commercial bribery

Authorize the execution of any new international sales representative or sales consultant services agreement that is related to a government contract and involves commissions, contingent fees or retainer compensation greater than U.S.\$200,000 (total contract value)

Authorize the execution of any international service agreement or sub-contract that is greater than U.S.\$2,000,000 in value and related to a government contract

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). GXS must terminate contracts with consultants, sales representatives, distributors, independent contractors and any other third parties who are unwilling or unable to represent GXS in a manner consistent with this policy.

Related policies:

Conflicts of Interest

Controllershship

Following International Trade Controls

Money Laundering Prevention

Supplier Relationships

Working with Governments

QUESTIONS AND ANSWERS

Screening sales representatives

Q: Can the company or an employee be held responsible for the actions of a sales rep or distributor?

A: Yes. If it appears that an employee knew, or had reason to know, of a third party representative's prohibited activities (or deliberately ignored indications of prohibited activities), and by its actions GXS implicitly authorized such payments, then the company and the employee could be held accountable. A "head-in-the-sand" approach to managing the third party is not acceptable. However, if the company can demonstrate that it conducted adequate due diligence and aggressively investigated and resolved anything related to the third party that might indicate a policy violation, it will not be held responsible if the third party was involved in some illegitimate activity.

Q: What do I need to do to ensure that I am hiring a third party that is acceptable to the company?

A: You must follow GXS's formal process for screening third parties that represent the company and conduct a thorough, documented background check of every candidate (see the implementing procedures for this policy). Finally, make sure that the candidate understands and agrees to abide by the principles of this policy.

Q: What should I do if I have a concern about something that might indicate a policy violation?

A: Take your concern to your manager or to company legal counsel. Make sure that the possible warning sign is thoroughly discussed and adequately resolved before going ahead with the transaction. Make sure that the resolution has been documented.

Entertaining government employees

Q: Is it illegal to entertain a government employee?

A: It depends. "Entertaining" or "providing anything of value" to *any* customer, government or commercial, must be consistent with applicable laws, and laws relating to gifts to and entertainment of government representatives are especially restrictive. You must also respect the policies of the individual's employer and any other applicable guidelines. If you have any doubts, seek the advice of management or company legal counsel before taking action.

Laws of other countries

Q: How can I learn more about the laws of another country?

A: Seek the assistance of company legal counsel.

Political contributions

Q: Is the company allowed to make U.S. federal campaign contributions?

A: Corporate contributions to U.S. federal candidates are prohibited under federal law. There are, however, a number of circumstances under federal law in which corporations may make contributions other than to candidates. For instance, companies can contribute to either national party for state organizing efforts, or to certain state committees for such efforts. These contributions must be approved in advance by GXS's CEO and General Counsel. Federal law does provide that a company may support a political action committee through which employees may contribute to candidates for federal election.

Q: Is the company allowed to make state or local campaign contributions?

A: Some states allow direct corporate contributions to state and local candidates. Any state political contributions on behalf of the company (whether to a candidate, a party, or a ballot initiative campaign) should be approved in advance by GXS's CEO and General Counsel.