

XEROX (UK) LIMITED
(a private company incorporated in England and Wales)
Company Number 330754
("the Company")

**DIRECTORS' RESOLUTION IN WRITING PURSUANT TO TABLE A ARTICLE 93
OF THE COMPANY'S ARTICLES OF ASSOCIATION**

Background

The Modern Slavery Act 2015 requires the Company to approve and publish the Modern Slavery Act transparency statement ("Statement") required by the Modern Slavery Act 2015 each year and the for statement to be published on the Company's website. Accordingly a revised version of the Statement had been circulated to the Directors for consideration a copy of which is attached to this resolution.

Resolution

We, the undersigned being all Directors of the Company for the time being, hereby RESOLVE that:

- (A) THAT the Statement be and is hereby approved; and
- (B) THAT any director of the Company be and is hereby authorised to sign the Statement for and on behalf of the Company.

This resolution in writing may consist of several counterparts in like form signed by one or more the directors and the counterparts shall together constitute an original of this document.

Dated: 16 May 2018

FOR AND ON BEHALF OF
Xerox (UK) Limited



Olivier Dehon



Andrew Morrison

Julie Hesslegrove

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Dated: May 2018

FOR AND ON BEHALF OF
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Olivier Dehon

Andrew Morrison



Julie Hesselgrove

Modern Slavery Act Transparency Statement

This statement has been published in accordance with the Modern Slavery Act 2015 (Act) enacted in the United Kingdom. It sets out the steps taken by Xerox Limited, Xerox (UK) Limited and Xerox Finance Limited and other relevant group companies transacting business in the United Kingdom during the financial year ending 31 December 2017 to prevent modern slavery and human trafficking in its business and supply chains.

Xerox business and supply chain

Xerox is a global provider of digital print technology and related solutions, operating in over 160 countries. We have a broad and diverse base of customers by both geography and industry ranging from small and medium sized businesses to graphic communications companies, governmental entities, education institutions and large enterprises. Our business spans three main offerings: Managed Document Services, help customers optimise their printing and related workflow and business processes, whilst Workplace Solutions and Graphic Communications products and solutions support the work processes of our customers by providing them with efficient, cost effective printing and communications infrastructure.

Xerox's supply chain operations are extensive and global, including sourcing technology for the production of Xerox printing products from production suppliers as well as products for resale or internal use from other product suppliers. Services are also procured from suppliers to support Xerox's customer services and internal business operations.

Xerox has a long-standing, world-wide commitment to behaving responsibly as a good corporate citizen. Xerox is guided by the principles the United Nations Universal Declaration of Human Rights. Our position on human rights is supported through a corporate-wide global policy letter on Human Rights. Consistent with those principles, Xerox is committed to freely chosen employment. Our commitment is embedded in the principles set out in the Xerox Code of Business Conduct which applies to all Xerox employees and those who do business on Xerox's behalf; our position on labour relations and employment practices is detailed in our annual Citizenship Report and our relationships with suppliers is set out in this statement (Global Citizenship) and on our website.

Supplier relations and controls

In order to strengthen our approach to supplier-facing sustainability and human rights actions, Xerox started working with the Electronic Industry Citizenship Coalition ("EICC") in 2006, now known as the Responsible Business Alliance ("RBA") and became a member in 2008. The RBA is an organization dedicated to improving social, economic and environmental outcomes in the electronics industry. Xerox has adopted the RBA's Code of Conduct on corporate social responsibility as its code of conduct for suppliers and we circulate it annually to our suppliers. The RBA's Code of Conduct includes labour standards based on recognised principles of international labour and human rights. Freely chosen labour is a primary standard in the RBA's Code of Conduct, prohibiting forced, bonded or indentured labour.

The following also highlight our efforts to ensure the absence of slavery and human trafficking from our supply chain:

Verification

- Xerox has implemented a compliance programme requiring verification and audit of its production suppliers in order to ensure and reinforce their compliance with the RBA Code of Conduct.
- Xerox conducted initial risk assessment of production suppliers based on objective criteria. Those production suppliers identified in the initial risk assessment as high-risk are required to complete a self-assessment questionnaire annually to measure their compliance with the RBA's Code of Conduct. A completed self-assessment questionnaire allows Xerox to identify where risks in the supply chain may exist. Where the production supplier's score on the self-assessment questionnaire falls below a passing level, an audit of that supplier is conducted as more fully described below. The self-assessment questionnaire step also serves to raise production suppliers' awareness of Xerox's expectations regarding social responsibility, set out areas for review and record production suppliers' assessment of their performance.
- In addition to the initial risk assessment and self-assessment questionnaire, Xerox procurement professionals and quality assurance engineers routinely conduct on-site visits of production suppliers as part of the ongoing supplier verification.

Audit

As noted above, the compliance programme also provides for audit or review process of production suppliers:

- Xerox conducted announced audits or reviews of production suppliers where their score falls below a required level on the self-assessment questionnaire. Areas of non-conformance are evaluated as priority, major, minor or areas for review and are addressed through a systematic corrective action process.
- Xerox conducted announced reviews or audits of production suppliers that were identified in the initial risk assessment as high-risk, regardless of their score on the self-assessment questionnaire.
- All audits and reviews are on-site visits by trained Xerox employees and follow a consistent process. Xerox utilises the RBA audit format to address key or critical sustainability areas including, but not limited to, labour practices, freedom of association, child labour, forced labour, human rights and environmental concerns.
- Since 2010, Xerox has conducted over 300 announced compliance audits and reviews globally. In 2015, we conducted 66 production supplier audits and self-assessment questionnaires, and 32 production supplier compliance reviews, representing 62% and 24% of Xerox production supplier spend respectively.

Certification

- Xerox requires all production suppliers and key services suppliers to comply with the RBA Code of Conduct and represent and warrant their compliance with all applicable laws and regulations concerning the technology, services or support procured by Xerox in Xerox's standard procurement agreements and purchase orders.

- If it comes to the attention of Xerox that a supplier has violated applicable laws or contract terms, Xerox will analyse each situation on a case by case basis and will determine the necessary course of action (for example, instruct the supplier to make corrective actions or terminate the supplier relationship).

Internal Accountability

- Xerox governance model includes a Corporate Social Responsibility (CSR) Steering Committee and a CSR Council. The CSR Steering Committee, which includes three Corporate Officers reporting directly to the CEO, sets corporate priorities, defines strategy and provides direction to the CSR Council. The CSR Steering Committee is ultimately accountable to the Board. The CSR Council is composed of senior executives with responsibility for and subject matter expertise in CSR elements, such as environment, labour and supply chain. Each member of the CSR Council leads a working group that is cross-organizational and cross-functional. The CSR Council's charter ensures consistent responsibilities and coordination across workgroups.
- Xerox has an Ethics and Compliance Program that is an integral part of the daily business operations and practices. To facilitate this commitment to integrity Xerox has:
 - A global, written Xerox Code of Business Conduct available in 19 languages
 - A supplemental code of conduct for finance employees
 - A specific code of conduct for the Board of Directors
 - A dedicated Xerox Ethics Helpline with a strictly enforced 'no retaliation policy' to encourage use of the Helpline
 - An Ethics & Compliance Governance Board comprised of senior executives representing all areas of Xerox business
 - An Annual global communication of business ethics policy and CEO message on ethics and integrity
 - Completion of the Xerox Code of Business Conduct training required of all employees, including senior management
 - An annual ethics certification process that includes all senior managers and officers
- The Xerox Code of Business Conduct seeks to align employee actions and decisions with the Company's core values and compliance requirements. Our position advocating human rights and opposing human trafficking is codified in our Xerox Code of Business Conduct. All employee violations of the Xerox Code of Business Conduct are thoroughly reviewed and investigated on a case by case basis and each incident is treated seriously, fairly and consistently.
- Xerox provides a variety of channels for employees, suppliers and customers to report suspected ethical violations, including phone, online, email and postal mail. The Xerox Ethics Helpline is available globally 24 hours a day, seven days a week in multiple languages via toll-free telephone numbers (www.xerox.com/ethics) and online reporting tool (www.xeroxethicshelpline.com), which supports multiple languages.
- Credible information regarding a potential violation of this anti-human trafficking policy, whether by a Xerox employee, subcontractor or agent, must be promptly reported to a manager, the Xerox Ethics Helpline or the Office of General Counsel. Employees aware of potential human trafficking violations also may contact the Global Human Trafficking Hotline directly at (US) 1-844- 888-3733 or help@befree.org or Modern Slavery Helpline on (UK) 0800 0121 700. If in the UK a specific case of modern slavery is identified, it should be reported to the police immediately on 101. If potential victims are in immediate danger the standard 999 emergency number should be used.

- The Xerox Ethics and Compliance Program is overseen by the Audit Committee of the Xerox Corporation Board of Directors. The Ethics Officer reports to the Xerox Corporate Vice President, Deputy Counsel and Chief Ethics Officer who, in turn, reports to the Senior Vice President, General Counsel and Corporate Secretary (a direct report of the Xerox CEO), with ongoing reporting responsibilities directly to the Audit Committee.

Training

- All Xerox employees are required to complete the Xerox Code of Business Conduct training and ethics acknowledgement on an annual basis. The training is designed to enhance an employee's ability to recognize and respond to ethical issues, communicate the process and expectations about reporting suspected violations of the Code, and give instructions for obtaining additional guidance should an employee have a question or concerns about Xerox ethics procedures.
- Additionally, all Xerox Global Procurement employees are required to complete a Supply Chain Transparency Course annually. The training is designed to aid in the mitigation of human trafficking by building awareness of how human trafficking and slavery manifest themselves in the supply chain.

For more information about social responsibility at Xerox, please visit the Xerox [Global Citizenship](#) site.

This statement was approved by the Boards of Xerox Limited, Xerox (UK) Limited and Xerox Finance Limited

Signed



/s/ Lisa Oliver
VP International Ops HR
Xerox Limited

Signed



/s/ Olivier Dehon
Director
Xerox (UK) Limited

Signed



/s/ Olivier Dehon
Director
Xerox Finance Limited