

**November 2021**

**Xerox Limited S172 Companies Act 2006 statement**

The directors have considered their duty under section 172 of the Companies Act 2006 to act in good faith and to promote the success of the Company for the benefit of its shareholders as a whole. In particular the directors have had regard to:

- likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and environment
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between shareholders of the Company.

As a subsidiary trading entity we recognise that business strategy and the majority of decisions and policies affecting the Company and our stakeholder groups are made at Xerox Holdings Corporation level and cascaded through the management structures of the Group. Directors of the Company implement these decisions and policies whilst ensuring that they continue to promote the success of the Company. The board is represented in the Xerox Group's management and decision-making processes through membership of both the Executive Committee and the senior leadership team. This ensures that the board is actively involved in maintaining control of the Company's direction. Moving forward, the board's intention is to enhance our current practices to ensure that any principal decisions made at a Group level, which impact Xerox Limited, are formally ratified by the board, to evidence the directors carrying out their S172 duties. This is in addition to existing fiduciary and statutory responsibilities of the board.

The COVID-19 pandemic was the overriding significant event for the Company in 2020, with the health and safety of the Xerox community being considered the number one priority. As part of the wider Xerox Group we activated our business continuity and pandemic preparedness plans, which included setting up a COVID-19 Response Team of cross-functional, global senior leaders, establishing a 24-hour command centre to conduct risk assessments and develop mitigation plans, and creating a multi-channel, communication strategy to keep all of our key stakeholders informed.

We created an extensive set of health and safety protocols that every Xerox facility and operation across the world implemented. These protocols include, but are not limited to:

- Completing a daily health check to confirm that employees meet health requirements for entering a Xerox or customer workplace;
- Creating mandatory COVID-19 safety training for all employees before they engage in any Xerox work outside their home;
- Implementing specific risk-based safety requirements to address various workplace scenarios and role-specific protocols to guide employees on how the safety process and Personal Protective Equipment (PPE) guidelines apply to their roles;
- Requiring face coverings at all times, except when an employee is isolated for long periods of time, and always maintaining social distancing of at least 2 metres. Workplace layouts were updated, as needed, to support this protocol; and
- Ensuring all facilities are regularly cleaned and sanitised and have sufficient ventilation.

Adhering to these protocols ensured that our essential employees could continue to work and support our customers. Principal decisions in the year included making use of the UK government's employment support ('furlough') scheme to preserve cash whilst retaining ongoing roles for the Company's employees. This scheme was applied across all Xerox operations in the United Kingdom and members of the Company's board were closely involved in the decision to implement it. The best interests of employees were considered along with the impact on service to customers and the

requirement to secure the Company's future as a going concern. Impacted employees were kept up to date with regular communications.

Engagement with our stakeholder groups is important for the business. Our stakeholders include our customers, suppliers, employees, and pensioners.

**Customers** – the Company's sales are made mainly to subsidiaries/related parties and to our distributor partners. The board maintains close relationships with both of these groups through our internal management structures and the distributor account teams. These interactions directly influence the Company's decision making in respect of demand planning and product ordering.

**Suppliers** – we recognise an obligation to actively manage our global supplier base and ensure these critical partners meet our high social, environmental, and ethical standards. As a member of the Responsible Business Alliance (RBA), Xerox uses the RBA Code of Conduct as our supplier code of conduct and Xerox global procurement and corporate security organizations screen all production suppliers and significant indirect suppliers to assess compliance with global anti-bribery laws and regulations including UK Modern Slavery Act and UK Bribery Act.

**Employees** – the board values the input and contribution of employees. Directors attend events throughout the year including the Xerox European forum, communication meetings and other round table discussions as part of a two-way exchange of information and ideas. Various online communication events were held during the periods of lockdown.

**Pensioners** - board members are closely involved in overseeing the Xerox Final Salary pension scheme. This includes regular attendance at meetings with pension scheme trustees, scheme actuaries and advisors ensuring efficient running of the scheme for the benefit of pensioners, deferred pensioners, active members and the Company.

**Environment** – Xerox is committed to reducing its environmental footprint, conserving natural resources and lowering the energy intensity of our operations. The Company is aligned with these initiatives and goals. Refer to Streamlined Energy and Carbon Reporting within in the Directors' Report for further information.

Information regarding Xerox Group's stakeholder engagement may also be found in the 2020 Corporate Social Responsibility Report [[www.xerox.com/en-us/about/corporate-social-responsibility](http://www.xerox.com/en-us/about/corporate-social-responsibility)].