

**November 2021**

## **Xerox Limited Corporate Governance**

The Company has not applied a specific external governance code. As a subsidiary trading entity it has followed the corporate governance procedures, processes and policies adopted by its ultimate parent, Xerox Holdings Corporation. This covers areas such as remuneration, strategy and validation of internal controls. The Company's purpose and strategy are aligned with those of the Xerox Group as outlined on page 2 of the Strategic Report.

The Company's role is to act as the trading and manufacturing principal for the Xerox Group in Europe, the Middle East, Africa and Asia. As such it must act to deliver the objectives of the Xerox Group whilst taking account of the various laws and customs in each of the countries and regions in which it operates. For details of significant events in the year, please refer to the S172 statement.

*Shareholders* – the Company is a private limited company and a wholly owned indirect subsidiary of Xerox Holdings Corporation. The management structures of the Corporation enable clear communication between the Company and its ultimate parent.

*Strategy and business model* – the Company is guided by the Xerox Group for its strategy and direction, as set out in the Strategic Report above.

*Stakeholders* - The Company recognises that its long-term success relies on maintaining and building strong relationships with its various stakeholders including in particular: its customers, whose demand for products and services drives growth; its suppliers, who have a significant impact on the quality, price and environmental impact of the products sold by the Company; and its employees, whose contribution, performance and commitment is critical to the effectiveness of the organisation. For details of significant events in the year, please refer to the S172 statement.

*Risk management* – the Xerox Group devotes considerable resources toward Enterprise Risk Management (ERM), anticipating and mitigating risks to the financial and operational health of the business. ERM follows a clearly defined business strategy that is shared by the Company and aligned with strategic and organisational goals. The ERM process is based on the COSO II (Committee of Sponsoring Organizations of the Treadway Commission) framework. Principal risks and uncertainties are set out on page 1 of the Strategic Report.

*Board functioning* - Regular board meetings are held to enable the effective management of the Company. There are no separate Board committees. Further details on how governance is applied by the board can be found in the S172 statement.

*Board skills* - The Company's board includes experienced directors who are also senior executives within the Xerox Group's overall management and decision-making structure. The composition of the board is consistent with the Company's purpose, values and delivery of strategy. Its members have had experience as Xerox regional general managers, senior finance executives and company secretary. As the senior leaders of Xerox Group's EMEA region, which provides most of the Company's sales activity, they are uniquely placed to oversee delivery of the Company's strategy and goals. The board does not establish specific goals with respect to diversity.

*Directors' responsibilities* – as outlined in the S172 statement, the directors have a fiduciary responsibility to act in the best interests of the Company and to ensure its compliance with statutory requirements. Other decisions affecting the Company, including strategy, are cascaded through the management structures of the Group.

*Ethical behaviours* – The Xerox Code of Business Conduct serves as the foundation of the Company's Business Ethics and Compliance Program and our means to implement the Xerox Human Rights Policy. It embodies and reinforces our commitment to integrity and helps our people resolve ethics and

compliance concerns consistent with our core values and legal and policy controls. Each year, Xerox employees are required to take refresher training and acknowledge their conformance with the Xerox Code of Conduct. A supplemental Finance Code of Conduct also exists for finance employees.

*Remuneration* – Executive remuneration is set at Xerox Group level, overseen by the Compensation Committee of the Xerox Board. Pay for performance programmes are designed to align executive compensation with business strategy and maintain focus on financial results. They include a significant long-term incentive element.

Further details of Xerox governance procedures may be found within the Xerox Corporate Social Responsibility Report available at [www.xerox.com/en-us/about/corporate-social-responsibility](http://www.xerox.com/en-us/about/corporate-social-responsibility).