



**LIONBRIDGE TECHNOLOGIES, INC.  
AND ITS SUBSIDIARIES**

**SUPPLIER CODE OF BUSINESS CONDUCT**

*PURPOSE:* To set forth and establish compliance with guidelines for ethical business conduct, including

- conducting business honestly, ethically and with integrity
- complying with all governmental laws, rules and regulations that apply to our business
- dealing fairly with our customers, suppliers, competitors and employees

*APPLIES TO:* All Lionbridge suppliers of products and services

*POLICY:* It is an important objective of Lionbridge that its suppliers ("Suppliers") of products and/or services, and each of their employees, agents and subcontractors (Suppliers' employees, agents and subcontractors shall hereinafter be referred to collectively as "Representatives") conduct their activities in accordance with all applicable laws, rules and regulations and the highest standards of ethical conduct. Our Suppliers are expected to demonstrate their commitment to this objective by reading the guidelines set forth below and complying with them.

This Supplier Code of Business Conduct (the "Code") is designed to provide our Suppliers with general guidance regarding situations that they may encounter as a supplier of products and/or services to Lionbridge. If a Supplier should confront specific issues or questions regarding the interpretation or application of the Code, it should consult its business partner at Lionbridge.

## **Introduction**

*Lionbridge welcomes you as a Supplier. As a Supplier of goods or services to Lionbridge and its clients, we remind you that you are a representative of Lionbridge, and expected to conduct business with the highest standards of ethics and integrity.*

*As a Supplier to Lionbridge, we ask that you read this Supplier Code of Business Conduct carefully. This Code has five principles of conduct:*

- *Personal Integrity*
- *Protection of Lionbridge Assets and Reputation*
- *Relationships with Other Parties -- Employees, Customers and Others*
- *Obligations of Compliance*
- *Reporting Violations*

***It is your responsibility as a supplier of Lionbridge to arrive at a clear understanding of this Supplier Code of Business Conduct and to adhere to its provisions.***

*Your commitment to the principles embodied in the following pages is important to Lionbridge and the future success of your relationship with Lionbridge. In the event that you have questions concerning the implementation of any aspect of this Supplier Code of Business Conduct, please consult your business partner at Lionbridge.*

***Didier Hélin***  
***Vice President, World Wide Vendor & Supply Chain Management***

## ***Personal Integrity***

### ***Confidential Information***

All Suppliers and their Representatives are expected to maintain the confidentiality of information entrusted to them by Lionbridge or its customers. Confidential information includes all non-public information that, if disclosed improperly, might be of use to Lionbridge's competitors, or harmful to Lionbridge or its customers. Confidential information should only be collected if truly necessary to accomplish Lionbridge's business purposes. Confidential information should never be used for personal advantage. A Supplier and/or its Representatives may be held personally liable for a breach of any confidentiality obligation.

**The confidentiality obligations of all Suppliers and their Representatives exist both during and after the term of any contractual relationship with Lionbridge.**

Examples of confidential information include: financial or operating information, personnel information, pricing, customer lists and related information, trade secrets, information about works of authorship, projects, plans and proposals, and information of third parties that Lionbridge is required to maintain as confidential. Personal information (for example, an individual's first name and last name in combination with a financial account number) is a type of confidential information.

Any questions regarding a Supplier's or its Representatives' obligations of confidentiality should be directed to such Supplier's business partner at Lionbridge.

### ***Inside Information***

"Material inside information" is information pertaining to Lionbridge that is not known to the public and which a reasonable person would consider significant in determining whether to buy, sell or hold Lionbridge stock. Neither a Supplier nor any of its Representatives may buy or sell Lionbridge stock while in the possession of material inside information, nor may the spouse, children or other persons living in such Supplier's or any of its Representatives' houses. A Supplier and its Representatives must also refrain from revealing material inside information to such persons and other third parties, including the Supplier's or its Representatives' spouse, children, other relatives and friends. All Suppliers and their Representatives should be aware that the laws prohibiting trading on material inside information apply to an individual regardless of whether that individual is an employee of Lionbridge.

## ***Protection of Lionbridge Assets and Reputation***

### ***Protection and Proper Use of Company Assets***

All Suppliers and their Representatives are obligated to protect and safeguard Lionbridge property and the property of Lionbridge's customers. This applies to property and assets of all kinds, including equipment and supplies, as well as confidential information, including but not limited to proprietary business information.

Protection of confidential Company information is especially important. Unauthorized use or release of information regarding plans, strategies, costs or prices or financial performance could jeopardize the Company's competitive position.

All Suppliers and their Representatives have the following responsibilities:

- Any removable device containing data from Lionbridge should be stored in a locked cabinet when not in use.
- If a Supplier and/or its Representatives have data from Lionbridge in a laptop, portable memory stick or hard drive, the device must be encrypted.
- Portable devices (such as mobile phones, smart phones and music devices) may be used to view confidential information, but may not be used to store confidential information.
- If a Supplier and/or its Representatives have data from Lionbridge in human readable form (paper, film, etc.), the Supplier and/or its Representatives must store this information in a locked cabinet when not in use.
- All information in human readable form must be destroyed when no longer needed, either with a cross cutting paper shredder, by burning the material or other appropriate method. All Suppliers and their Representatives must NEVER dispose of this material in a way that leaves the material in readable form.

### ***Maintaining Information Security***

Proprietary information is a valuable Company asset and includes internal and external communication; digital information stored on laptops, handhelds, desktops, servers, backups, and portable storage devices; and hard copy documents and verbal discussions.

All Suppliers and their Representatives must comply with all Lionbridge security policies and procedures for handling information assets and systems to ensure that Lionbridge meets its legal obligations, protect Lionbridge's reputation, and protect Lionbridge's investment in proprietary information. The confidentiality and integrity of data stored on all Suppliers and their Representatives' computer systems must be protected by access controls to ensure that only authorized persons have access.

In addition, all Suppliers and their Representatives must maintain appropriate security measures to protect personal information and confidential information consistent with all applicable local, state and federal laws and regulations.

All documents and records which contain confidential information, whether in electronic or paper format, should be marked as "confidential". All confidential information in electronic format must be encrypted before it is transmitted or transported electronically or physically. Files containing personal information should be secured in a locked office, desk or cabinet when not in use.

### ***The Internet and E-Mail***

When using the Internet and Internet e-mail, all Suppliers and their Representatives shall take the following steps:

- Protect all computers with a firewall.
- Have up-to-date antivirus software installed on all computers.

- Run a virus scan on all files sent to Lionbridge. If a Supplier and/or its Representatives suspect that a virus has infected files on a computer, the computer must be cleaned of all viruses before transmitting any files to Lionbridge.
- Avoid transmission of nonpublic customer information. If it is necessary to transmit nonpublic information, all Suppliers and their Representatives are required to take steps reasonably intended to ensure that information is delivered to the proper person, who is authorized to receive such information for a legitimate use. All personal or confidential information in electronic format must be encrypted before it is transmitted or transported electronically or physically.
- Purchase and use PGP encryption software at all times when requested by Lionbridge to encrypt emails and files.
- Ensure that project work is not done in unprotected environments such as internet cafes, and in other places where computer terminals and files could be publicly shared.

### ***Copyrights and License Agreements***

It is Lionbridge's policy to comply with all laws regarding intellectual property. All Suppliers and/or their Representatives shall not install or use unlicensed software in projects related to Lionbridge.

### ***Customer Codes of Conduct***

Supplier shall comply with the codes of conduct and policies of Lionbridge's customers.

### ***Relationships with Other Parties***

#### ***Equal-Opportunity Workplace***

Lionbridge is committed to a policy of equal-opportunity employment in the countries in which it conducts business and expects its Suppliers and their Representatives also to comply with this commitment, even where such commitment seems inconsistent with local practice.

Lionbridge's commitment to a policy of equal-opportunity employment means that Lionbridge will not tolerate discrimination or harassment by Suppliers or their Representatives of any employee of Supplier or Lionbridge based on race, color, religion, sex, sexual orientation, marital status, age, national origin, disability, veteran status or other factors that are unrelated to the conduct of Supplier's business. Furthermore, Suppliers and their Representatives shall not engage in or tolerate sexual advances, racial or religious slurs, actions, comments or any other conduct in the workplace that creates an intimidating or otherwise offensive or hostile environment.

#### ***Entertainment***

It is permissible from time to time for an employee of Lionbridge to accept entertainment from Suppliers provided that such entertainment is reasonable and is not for the purpose of improperly influencing business decisions. Suppliers and their

Representatives should, however, refrain from giving or offering to employees of Lionbridge in purchasing capacities, or who are responsible for the engagement of Suppliers on behalf of Lionbridge, entertainment except for the infrequent and modest business lunch. What constitutes reasonable entertainment depends on the situation, but as a rule of thumb, the entertainment should not be of a nature that might be considered lavish or excessive, and its value should not exceed \$50.00.

### ***Gifts and Other Payments***

Employees of Lionbridge may neither give nor accept any gift or payment for the purpose of unlawfully or improperly influencing business decisions. Accordingly, Suppliers and their Representatives may not give gifts of more than \$100 in connection with the business of Lionbridge, since such gifts can affect or might appear intended to affect the judgment of the person receiving the gift.

### ***Improper Payments***

Under no circumstances shall a Supplier or its Representatives give or offer to an employee of Lionbridge bribes, kickbacks or other improper payments of any kind, or gifts of money. This prohibition applies to dealings with current or potential customers, Suppliers, Representatives, consultants or any other party seeking to establish a business relationship with Lionbridge.

### ***Anti-Money Laundering***

No Supplier or its Representatives may participate in money laundering, which is the process of concealing funds that have been illegally obtained. No Supplier or its Representatives may use its relationship with Lionbridge to disguise or attempt to disguise the sources of illegally obtained funds.

### ***Transactions with Governments***

In doing business with governments and officials in any country, Lionbridge is committed to acting with honesty and integrity and will comply with all applicable laws and regulations and expects its Suppliers and their Representatives also to comply with all such applicable laws and regulations.

No Supplier or its Representatives may use any funds or other assets of Lionbridge or on behalf of Lionbridge for contributions or payments to political parties, whether foreign or domestic, political funds or organizations, candidates for public office, or government officials or employees. A Supplier should consult its business partner at Lionbridge whenever it is considering anything that might constitute a political contribution from funds or other assets of Lionbridge or on behalf of Lionbridge. A Supplier and its Representatives may, of course, use their personal funds for political contributions as they desire, in compliance with applicable laws.

### ***Anti-Trust and Unfair Competition***

Lionbridge will comply with the antitrust and unfair competition laws in all countries where it does business and expects its Suppliers and their Representatives also to comply with such laws.

## **UK Bribery Act 2010**

The UK has recently enacted the UK Bribery Act of 2010, which will be effective in April 2011. As regulations are issued, additional information on the scope and specifics of this Act will be provided to you. Under the provisions of the Act, a Supplier or its Representatives may not directly or indirectly offer or promise any financial or other advantage to a UK or non-UK official or a private person for the purpose of influencing such official or private person in order to obtain or retain business, or an advantage in the conduct of business. This applies to acts or omissions that occur within the United Kingdom or elsewhere. A Supplier should consult its business partner at Lionbridge if questions arise regarding the application of these laws.

## **Obligations of Compliance**

Lionbridge is committed to complying with the laws and regulations of the countries in which it conducts business and expects its Suppliers and their Representatives also to comply, including with U.S. laws that apply internationally, as well as this Supplier Code of Business Conduct, even where they seem inconsistent with local practice.

Many U.S. laws apply to Lionbridge's operations throughout the world, including:

**The Sarbanes-Oxley Act:** The U.S. Sarbanes-Oxley Act imposes certain audit and accounting rules on Lionbridge. It is critical that Lionbridge's business records are accurate and reliable. If a Supplier or its Representatives creates and maintains financial records, then the Supplier and its Representatives must do so in accordance with applicable legal requirements and generally accepted accounting practices. Disclosure in reports and documents filed with or submitted to the U.S. Securities and Exchange Commission and in other public communications made by Lionbridge must be full, fair, accurate, timely and understandable.

**Foreign Corrupt Practices Act:** The U.S. Foreign Corrupt Practices Act (FCPA) prohibits bribery of foreign government and political parties.

No Supplier or its Representatives shall, directly or indirectly, offer or pay anything of value (including but not limited to gifts, travel, entertainment expenses, and charitable donations) to any official or employee of any government, government agency, political party, or public international organization, or any candidate for political office, to (i) improperly influence any act or decision of such official, employee, or candidate for the purpose of promoting the business interests of Lionbridge in any respect, or (ii) otherwise improperly promote the business interests of Lionbridge in any respect. **Note that Lionbridge policy specifically prohibits facilitating payments, also known as "grease" or "speed" payments, which are small payments to secure or expedite a routine government action by a government official.**

The FPCA also requires proper record keeping and internal accounting controls in Lionbridge's U.S. and international sites. More specifically, the FPCA requires that the books, records and accounts of Lionbridge are kept in reasonable detail to accurately and fairly reflect transactions and dispositions of assets. Lionbridge is responsible for ensuring that our books and records are full, fair, accurate, timely,

and understandable reflections of Lionbridge's operations and business activities, and accurately reflect the transactions of Lionbridge in accordance with all applicable requirements. Under no circumstances should any false or misleading entries be made in Lionbridge's records.

**Export Controls:** The U.S. has controls which restrict the export of certain products, services, technical data and software to other countries, as well as the re-export of those items from one non-U.S. destination to another.

**Antitrust:** U.S. antitrust laws may apply to transactions by non-U.S. operations if U.S. trade is affected.

**Boycotts:** U.S. law prohibits U.S. companies from participating in or cooperating with restrictive trade practices or economic boycotts imposed by other nations.

**The Office of Foreign Assets Control of the U.S. Department of the Treasury ("OFAC"):** Lionbridge may not directly or indirectly (through an agency, contractor or non-U.S. subsidiary) engage with any prohibited parties to provide services to Lionbridge or a Lionbridge customer, pay a prohibited party for providing services, or solicit business from such prohibited parties.

Prohibited parties include "Sanctioned Countries" (countries against which the U.S. has imposed economic sanctions), and "Specially Designated Nationals" (individuals or entities who have been designated by the U.S. Treasury Department as individuals or entities which U.S. based companies may not do business with, who are often individuals who have been engaged in illegal activities, such as drug trafficking, or individuals who act as "fronts" for Sanctioned Countries).

OFAC compliance applies to all Lionbridge employees and Suppliers; any Service Line and Function, irrespective of location (country) of site, and to all business transactions conducted by Lionbridge or any of its subsidiaries.

There is no "dollar limit" (minimum or maximum) on transactions for OFAC to apply. OFAC applies to all potential transactions with Specially Designated Nationals or Sanctioned Countries.

### ***Reporting Violations***

The compliance by our Suppliers and their Representatives with this Code is of critical importance to Lionbridge. Each Supplier and each of their Representatives have a responsibility to promptly report any suspected or known violations of this Code, including any violation of law. Lionbridge will treat the reported information confidentially, and will not tolerate any acts of retribution or retaliation against you because you made a good faith report of alleged violations.

Each Supplier and each of their Representatives should raise any concerns regarding potential unethical business behavior with your business partner at Lionbridge or with the General Counsel of Lionbridge, at 1050 Winter Street, Suite 2300, Waltham, MA 02451, USA. Alternatively, each Supplier and each of their Representatives may contact **The Compliance Partners** (see contact information below), an independent



company Lionbridge has contracted with to allow the reporting of questionable business practices on an ***anonymous and confidential*** basis.

### **Contact**

**You may contact The Compliance Partners by telephone, fax, e-mail, via the internet or regular mail as follows:**

**Telephone:** There are two toll-free numbers that can be used either domestically or internationally. If your normal language is English or Spanish, you can call 888-421-1314. For all other languages, you can call 866-551-8011. If you call from outside of the United States, then please dial the country code (+1), and any other applicable calling numbers, before the number.

**If you are located in India, there is a local number 3053-7999 (Not a toll free number) that you can call within Mumbai. From anywhere else in India, you can dial 022-3053-7999.**

**Fax:** The direct fax number to Compliance Partners is 866-332-2699. If you call from outside of the United States, then please dial the country code (+1), and any other applicable calling numbers, before the number.

**E-mail:** The direct e-mail address to Compliance Partners is [Lionbridge@signius.com](mailto:Lionbridge@signius.com)

**Internet:** If you would prefer to access the confidential web page to report your complaint, you can access the web page at:  
<http://thecompliancepartners.com/lionbridge/>

**Mail:** If you would prefer to send a mail by Post, please send to:  
The Compliance Partners  
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Houston, TX 77054  
USA

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