



CODE OF CONDUCT

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POLICY OWNER: CORPORATE ETHICS

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Message from the Chairman and CEO



Sutherland is privileged to partner with many of the world's best brands as a leading provider of digital reinvention and business process transformation services. We bring extraordinary talent to our clients from over sixty locations across the globe. The respect and confidence our clients, suppliers, and investors have in Sutherland, are a direct result of the hard work, integrity, and cultural alignment of each-and-every-one of our people. To maintain our leadership position, we all have the responsibility to preserve Sutherland's reputation, standard of excellence and ethical business practices.

To this end, we live by our Code of Conduct (the "Code") that describes how we, the people of Sutherland, operate both internally and externally. The Code guides our transactions with colleagues, communities, customers, governments, investors, regulators, and society. The Code unites us across the globe, as One Sutherland Team Playing to Win, with a commitment to the highest levels of integrity in all interactions.

Further, our Core Values define who we are, and what we stand for as a company and we must conduct all aspects of our business adhering to these values. Our values include Integrity, Leadership, People, Clients, and the Entrepreneurial Spirit. Therefore, we must always

- Act in the best interest of our company, our clients, our people and our communities.
- Ensure our interactions are direct, transparent, and well-motivated.
- Do what we say we will do regardless of whether anyone is watching.

We are very clear on how we work together as One Sutherland Team – our Winning Behaviors drive adherence to our Code and Values and they include:

- Complete Trust and Integrity
- Debate Drives Transparency and Excellence
- 100% Commitment
- 100% Accountability
- 100% Focus on Results

Each one of us is responsible for carefully reading, understanding, and adhering to our Code of Conduct, which like our Values and Winning Behaviors are non-negotiable. You should take every opportunity to demonstrate integrity and to be a role model for other Sutherlanders in order to sustain our standards of excellence. Thank you for doing your part to help Sutherland realize our strategy of nonlinear, sustainable, profitable growth while maintaining the highest levels of ethical behavior.

A stylized, handwritten signature in black ink, appearing to read 'Dilip R. Vellodi'.

Dilip R. Vellodi
Chairman and CEO

1.0 Our Vision, Mission, Values and Winning Behaviors

VISION

To be the premier and preferred provider of Technology Enabled and Business Process Transformation services in our chosen markets.

MISSION

To help our clients maximize their customer lifetime value and increase their competitive advantage by driving productivity and efficiency while delivering measurable results.

VALUES

Our Values provide us with guidelines to help us achieve meaningful results. Our corporate values are signposts to mark the path and outline the behaviors we are expected to demonstrate in our dealings with each other, our clients and the communities in which we operate.

Integrity	Leadership	People	Clients	Entrepreneurial Spirit
<p>We insist on open, honest and fair relationships with each other, our customers and our business partners. We believe that this is the only way to do business.</p>	<p>We continuously strive to “do the right thing” in support of our clients, fellow employees and all of our stakeholders. We lead by example and set our standards high for others to follow.</p>	<p>We respect our employees and value their contributions. We are dedicated to creating a work environment that is professionally challenging and personally rewarding. We believe in teamwork, and as a team we deliver exceptional results to our clients and their customers. We are committed to the professional development of each person as they progress through their career at Sutherland.</p>	<p>We value our clients as business partners. We are dedicated to providing the highest quality of service and to treating their goals and objectives as our own. We will increase their competitive advantage by consistently exceeding expectations.</p>	<p>We foster innovation and will take measured risks to improve our service offerings. We will continuously strive to be the best in order to earn and securely maintain our leadership position as the premier provider of business and digital transformation services.</p>



WINNING BEHAVIORS

To be successful in delivering on our strategy – nonlinear growth – we must drive a culture of respect and transparency where people are committed to excellence and focused on delivering value for our clients.

“It’s not just what you do, it’s the way that you do it.”

Winning Behaviors	What this looks like in action
Complete Trust and Integrity	<ul style="list-style-type: none"> • Being truthful, supportive, and approachable • Encouraging others to be truthful and surface challenges • Providing candid well-motivated feedback and speaking up in meetings • Communicating directly, publicly and transparently, with no personal agenda • Doing the right thing, even when no one is looking
Debate Drives Transparency and Excellence	<ul style="list-style-type: none"> • Having the confidence to express your position honestly and openly • Allowing others to express their position honestly and openly, and responding in a constructive way • Championing our diversity and the perspective it brings to Sutherland by encouraging healthy debate • Being your whole, authentic selves, and in turn, respecting the authenticity of others • Actively tapping into the wealth of knowledge and know-how across the organization
100% Commitment	<ul style="list-style-type: none"> • Committed to our mission as a united team • Working together seamlessly across geographies, time zones, and internal business groups • Once a decision has been made, move forward without hesitation
100% Accountability	<ul style="list-style-type: none"> • Having a sense of ownership and seeing things through to the end to produce quality outcomes and great experiences • Knowing your subject, sweating the smallest details, and being accountable • Doing what you say you will do • Holding others accountable
100% Focus on Results	<ul style="list-style-type: none"> • Focused on outcomes, quality and driving operational excellence • Being persistent about something you believe in • Being confident in your problem-solving skills • Starting with the end in mind and developing solutions to get there efficiently • Open to doing things more effectively, and going into situations with the willingness and energy to change • Dedicated to challenging the status quo to drive efficiency and value for colleagues, customers, and our organization



2.0 Purpose of the Code

We have built our success on the foundation of our Core Values: working with Integrity, showing Leadership, valuing our Clients and our People, and fostering the Entrepreneurial Spirit. Every member of the Sutherland family—employees, officers and directors – is committed to the pursuit of Non-Linear, Sustainable, Profitable Growth. However, as we grow, we want to be proud not only of our achievements but also of how we achieve that goal.

Integrity requires courage. It requires a commitment from each of us to conduct business honestly and ethically. Integrity means we tell the truth and deal fairly with each other, our clients, our communities, our stockholders, our suppliers, our contractors, the government and regulators. It also means we seek out suppliers and business partners who share our values and our commitment to conducting business fairly.

This Code is a written collection of the rules, behaviors, and values that Sutherland as an organization considers significant and fundamental to its success. It provides guidance on how we can collectively and individually provide our clients, employees and stakeholders with exceptional experiences.

By working for Sutherland, we are each agreeing to abide by this Code of Conduct (the “Code”) and uphold these standards in our daily work.

Upon hire, and annually thereafter, you will be asked to sign an acknowledgment indicating your understanding of the Code. Acknowledgement of the Code is a condition of employment, and failure to do so timely upon request may result in disciplinary action up to and including termination of employment.



3.0 Your Role

This Code along with our Company policies sets the standard for how we conduct business and gives you the information you need to perform your job ethically. You must test every action against not only the language of this Code and Company policy, but also the spirit of the Company's Core Values and the laws of the countries in which we operate.

3.1 Follow our Code

All Sutherland employees, agents and contractors are required to understand and fully comply with this Code, local laws and government regulations. Business partners of Sutherland are required to comply with the Third-Party Code of Conduct.

Compliance with the Code will be monitored by periodic audits. This may be done by Sutherland's Legal team, or the Company's internal or external auditors, depending on the section of the Code at issue. All employees, officers, directors, agents and contractors are required to provide complete, prompt and accurate information during such audits.

Non-compliance with Code or the law, can result in serious consequences for you and the Company and expose both the individual and/or Sutherland to legal prosecution and damages to reputation. Such instances will be subject to appropriate discipline, up to and including termination of employment.

3.2 Lead by Example

People who supervise others have a special responsibility to demonstrate their personal commitment to the Code through their words and actions to reflect the highest standards of integrity, ethics and conduct. We expect our leaders and managers to serve as role models and inspire others to embrace the Code by:

- Encouraging ethical decision making
- Creating an open, harassment-free and honest work environment
- Preventing any form of retaliation against those who speak up
- Taking initiative to resolve and escalate issues as and when they arise.

Sutherland relies on its leaders and managers to reinforce the Principles and Values contained in this Code throughout all levels of our workforce.

3.3 Sound Decision Making

No Code or policy document can capture and address all possible scenarios an employee may encounter. In some circumstances, the right thing to do will be obvious. In others, it may be difficult. The following steps may help if faced with an ethical dilemma at work:

- Evaluate the situation to make sure you have a clear understanding of what you are being asked to do.
- Make sure you have all of the facts. In case of doubt, ask.
- Check to see if there is a Sutherland policy or procedure that addresses your situation.
- Consider the consequences of your decision, including how it might affect others. Ask yourself “Could my actions be interpreted as unethical or inappropriate? Will they cause any problems for me or Sutherland as a company?”
- Use your best judgment and common sense. If something seems unethical, it probably is.
- Consult with others. Do not try to make difficult decisions by yourself. Take advantage of all the resources available to you, outlined below in “Seeking Help and Information.”

3.4 Seeking Help and Information

We are each expected to act with integrity, but integrity does not mean standing alone. If you're not sure what to do, or if you have questions on how to interpret the Code, do not simply guess and move forward. Take the time to seek guidance. There are several channels available to seek help and guidance.

- Discuss the issue with a manager with whom you feel comfortable;
- Raise the issue with your HR contact or HR country head;
- Raise the issue with your local Legal Department representative;
- Contact Corporate Ethics

In addition to the resources listed above, you can ask questions or file a report by visiting Sutherland's confidential EthicsLine (<https://www.convercent.com/report>). EthicsLine is an online system with 24 x 7 call center support managed by Convercent - an independent third-party service provider that can be trusted to ensure confidentiality. Local dial-in numbers are available on its website.

3.5 Reporting Violations

As a Sutherland employee, you have a duty to report if you see or hear something you believe is illegal or a violation of our Code of Conduct. You may choose to remain anonymous, but you are strongly encouraged to provide your name and contact information so the team of Investigators can reach out to you for clarifications. This process also ensures that each report is responded to in an objective, confidential and fair manner.

All requests for help and/or reports of misconduct and suspected violations of the law or Code will be taken seriously and will be handled promptly, sensitively and professionally.

False, malicious or misleading complaints waste valuable Company resources and will be treated like any other misconduct and may result in disciplinary action.

3.6 Zero Tolerance for Retaliation

You should feel free to report any suspected violation of the law, company policies, or this Code without fear of retaliation or any negative impact on your employment. Sutherland strictly prohibits acts of retaliation against any person for reporting a possible violation in good faith. Reporting in good faith means you are providing all of the information you have and that you believe it to be true. Retaliating against an employee for reporting or participating in investigations involving possible violations of this Code or other company policies is also strictly prohibited and may lead to disciplinary action, up to and including termination. If you believe that you have been retaliated against, contact your manager, Human Resources, Corporate Ethics, the Legal Team or the EthicsLine to seek assistance.

Q: Cristina, a Sutherland Customer Service Representative, thinks that her manager may have discriminated against a potential hire because of his ethnicity. He stated that he had hired someone who was less qualified in his place. Cristina is afraid that her manager will make her life miserable or even fire her if she reports his behavior. What should she do?

A: Cristina should report her concerns in good faith and provide all the information she has and believes to be true. Sutherland's non-retaliation policy ensures that reporting is an encouraged, accepted and protected behavior. In order to help us maintain our ethical way of doing business, we all have a duty to come forward with any concerns or reports of misconduct. If Cristina believes she is subsequently subjected to retaliation from her manager on grounds of having made this disclosure, she should report this to Human Resources, Corporate Ethics, or the Legal Team.



4.0 Employment Practices

Our continued success depends on our ability to attract and develop a diverse workforce. We are committed to provide a work environment where employees, clients, suppliers and contractors, are all respected for who they are and the perspective they bring to the workplace; and one which reflects the diversity of the communities in which we operate.

4.1 Diversity and Inclusion

Our workforce has thrived in an environment of diversity of thought, experience and background. We celebrate our diversity and embrace it whole-heartedly.

Sutherland is an equal opportunity employer. It is our policy to engage in personnel decisions, including those related to recruitment and hiring, and to administer our personnel policies without regard to race, color, religion, creed, age, gender or sex (including pregnancy), national origin or ancestry, disability, veteran's status, genetic information, or any other legally protected characteristic.

There is no place for disrespect for cultural differences or insensitive stereotypes. We promote a positive work environment by conducting ourselves professionally and helping each other achieve our goal of One Sutherland Team, Playing to Win.

4.2 Harassment-free Workplace

Our company demands a work environment free from harassment, including sexual harassment and bullying. Harassment is any form of unwanted conduct that has the effect of creating an intimidating, hostile, degrading, humiliating or offensive work environment. Harassing conduct can include inappropriate physical actions as well as verbal and written remarks, e-mail and other inappropriate uses of technology. This policy applies not only to Sutherland employees but also to non-employees such as applicants for employment, interns (paid or unpaid), and contractors, subcontractors, vendors, consultants and other persons providing services in the workplace.

Sexual harassment involves unwelcome sexual advances, requests for sexual favors or other physical or verbal conduct of a sexual nature. It includes harassment based on sex, sexual orientation, self-identified or perceived sex, gender expression, gender identity and the status of being transgender. The definitions of sexual harassment may vary in different countries. Additionally, local laws, such as in the State of New York and in India, for example, have specific requirements for dealing with issues relating to sexual harassment. Sutherland complies with all local laws and encourages employee to follow the letter and spirit of this Code.

4.3 Anti-Slavery

Modern slavery is a crime and a violation of fundamental human rights. It takes various forms such as slavery, servitude, forced and compulsory labor and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. We have a zero-tolerance approach to modern slavery and are committed to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains. We expect the same high standards from all our contractors, suppliers and other business partners. As part of our contracting processes, we include specific prohibitions against the use of forced, compulsory or trafficked labor, or anyone held in slavery or servitude, and we expect that our suppliers will hold their own suppliers to the same high standards. This policy applies to all persons working for us or on our behalf in any capacity, including employees, contractors, volunteers, interns, agents, external consultants, third-party representatives and business partners.

Deliberate or persistent breach of this policy may result in disciplinary action up to and including termination in case of employees and termination of our relationship in case of contractors and suppliers.

4.4 Violence in the Workplace

Workplace violence or the threat of violence is unacceptable. Employees who engage in violence or threats of violence will be subject to disciplinary action, up to and including termination of employment and possibly also criminal prosecution. Employees are required to report any violent behavior or threats of violent behavior in accordance with the guidelines provided under "Seeking Help and Information." If

you feel you or anyone else is in imminent danger, immediately call local law enforcement or the appropriate local authorities.

Sutherland prohibits weapons of any kind on company property, whether owned, leased or controlled by Sutherland including in company vehicles, company event venues, client locations, etc.

4.5 Health and Safety

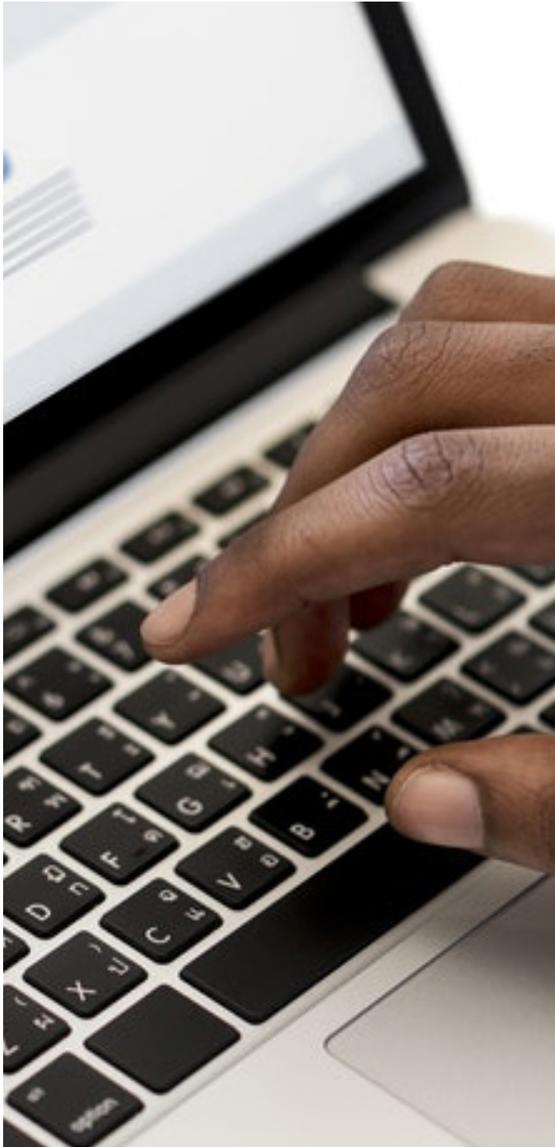
We are committed to safeguarding the health and safety of our employees, visitors, contractors, consumers and the communities in which we operate. Sutherland maintains a secure work environment in order to protect the information our clients entrust to us. Make sure you always familiarize yourself with your site's security procedures and follow them. You must speak up and raise a concern if you notice a safety hazard or are asked to do a task that you consider may be unsafe. If you have questions about these procedures, speak with your manager or any of the other resources listed in "Seeking Help and Information." If you become aware of a violation of security procedures, report it immediately to your manager or to Facilities and Admin Department. We must strive to conserve resources and reduce waste and emissions through recycling and other conservation measures. We each have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials.

Remember – Safety is everyone's responsibility.

4.6 Substance Abuse

It is the intent of the Company to maintain a safe, healthy and productive work environment for all its employees; to provide professional services for its clients in a timely and efficient manner; to maintain the integrity and security of its equipment and workplace; and to perform all these functions in a fashion consistent with the interests and concerns of the community. Employees must remain free from the influence of illegal usage of substances, alcohol or any other substance including prescription and over the counter medication that impairs their ability to work safely and effectively. We must never manufacture, possess, use, sell or offer alcohol, illegal drugs or other controlled substances on Company premises at any time, or use Company resources (telephone, computer, fax machine, etc.) in connection with any such activity.

Subject to any local laws, new hires may be required to submit to substance abuse testing after they have received a job offer. Employment is contingent on passing the substance abuse test. Employees are required to cooperate fully in providing specimens and explanations which may be subsequently required by this policy. Failure to provide specimens, attempts to contaminate specimens, or otherwise interfere with Company procedures will be grounds for disciplinary action up to and including termination of employment.



5.0 Protecting Company Assets, Including Confidential Information

Company owned assets such as infrastructure, equipment, hardware, systems, office supplies, technology, proprietary information and the like should be used only for authorized and work-related purposes and protected to avoid damage, unauthorized use and theft.

5.1 Protecting Sutherland's Proprietary Information

Open and effective exchange of this information is critical to our success. However, much of the information concerning our business activities is confidential. Trade secrets and confidential company information—including business records, financial results, client lists, sales figures, personnel records, and all other business information—must be safeguarded from loss, theft, damage or disclosure, whether intentional or inadvertent, to unauthorized people. Each of us is responsible for safeguarding this information. Unauthorized persons include both outsiders and people within Sutherland who do not have a business-related need to know. The disclosure of this information outside our Company could seriously damage our Company's interests.

We must all fully comply with the Non-Disclosure Agreement executed prior to commencing employment with Sutherland. Employees must not at any time share confidential Company information with a third party, either during their employment or following separation from the Company. Please remember that your obligation to keep Company information confidential continues even if you leave Sutherland, and that the Company may take appropriate legal measures to protect its confidential information if there is any threat that it will be disclosed in violation of the Non-Disclosure Agreement.

Make sure that you follow all security measures and internal controls for your computer systems, portable electronic devices, laptops and other storage devices such as flash drives and USB devices. You must carefully protect these devices, particularly in places where they could be lost or stolen. Do not divulge your password or access codes to anyone else, and do not allow others to use your accounts. Please refrain from downloading any Company data onto any external storage devices such as external hard drives, jump/thumb drives, CDs, floppy disks, websites, personal computers or similar media storage methods. Be cautious when discussing sensitive information on your cell phone or with a co-worker in public places such as elevators, airports and restaurants, or in open areas within Sutherland, such as break rooms or restrooms. Do not leave documents containing sensitive information in any place where an unauthorized person might have the opportunity to read them, including your unlocked desk or on the copy machine.

You should never take any Company confidential information out of the office, whether in hard copy or electronic format unless there is a specific business need to do so. If you are unsure, speak with your manager or obtain guidance from the Information Security team. Conducting business on personal email is strictly prohibited.

5.2 Protecting Client and Third-Party Proprietary Information

Our clients and other third parties also share confidential information about their business with us. We have an obligation to protect that information just as carefully as we protect our own. If someone outside Sutherland requests information about or belonging to one of our clients or suppliers, do not share it. Promptly report the request using the resources discussed in “Seeking Help and Information.”

In addition, we must not use, copy, reproduce, reverse engineer or transmit protected material, such as software, technology or trademarks, unless we have written authorization or a license. Any authorized or licensed use of software, technology or other protected materials must be strictly in accordance with the authorization or license granted, and there must be constant oversight to ensure compliance. We must not use another company or a person’s trademark unless it has been assigned or licensed to us to use. In such a situation, you must check with our legal department to ensure your use complies with the terms of the assignment or license. The penalties for infringement of either copyrighted materials (like software) or trademarks are significant, and in certain cases, criminal charges may be brought against the individuals involved.

5.3 Protecting Private Personal Information Received from Clients

The services we provide our clients give us daily access to confidential and private client information. Often, that information includes the private personal data of our clients’ end-users. Sutherland is obligated by both our agreements with our clients and the law, to keep that data confidential at all times. Private

personal information received from our clients is confidential and proprietary property of Sutherland. You are expressly prohibited from accessing any system, database, records or other materials containing personal information without prior authorization. Examples include personnel records, medical records, bank account information, credit card information, social security numbers, residential addresses, e-mail addresses, phone numbers, pager numbers and voicemail messages (including any recorded conversation) of our clients’ end-users. Client confidential information should never be removed from the office without written permission from your manager.

Sutherland is subject to strict laws that protect personal information. Careful security procedures are in place to ensure that only authorized people, entities and government agencies have access to that information. Be sure to follow all security protocols in place at your site; these procedures are intended to protect all of us from inadvertent disclosure. In the event of a violation, both Sutherland and the individuals involved may be subject to significant legal liabilities and even criminal prosecution. If you have any questions about this policy, please contact Corporate Ethics or the Legal Team.

5.4 Protecting Employee Private Personal Information

Sutherland ensures protection of employee personal information. Personnel files that include employee medical records, bank account details, date of birth, social security number, address, email, phone number and other private and confidential information are kept secured. Access to these records are restricted to the Human Resources team and to those who have a valid business need to view

the files. Be sure you are following the appropriate security protocols, as violations carry the same legal liabilities and consequences for both Sutherland and the individuals involved. If you have any questions about this policy, please contact Corporate Ethics or the Legal Team.

Q. An ex-coworker recently contacted me. She is looking to get a copy of a training manual that she created for the company and says that she needs it at her new job. Should I give her a copy?

A: No. Under no circumstances should we ever give copies of documents like training manuals to anyone who doesn’t have a business-related need to access it. Although your ex-coworker was the one who created the training manual, she created it for Sutherland. If you are unsure whether you can provide a copy of a document to someone, ask your manager.

5.5 Using Computer and Network Systems Appropriately

We all must use technology appropriately, with our Core Values in mind and for business purposes only. Although we may occasionally use company technology for non-business purposes, we must make sure that such use is not unreasonable and does not interfere with performance of employment responsibilities, and such use must always be in accordance with Sutherland policies. Keep in mind that if Sutherland has provided you with a desktop/laptop computer, phone/cell phone, fax, voicemail, mobile messaging or other portable technology, your obligation to use that technology appropriately and in accordance with Company policies does not change when you are traveling or after business hours. All Sutherland policies on technology always apply to Sutherland-owned and issued equipment, regardless of the time of day or location.

We must compose e-mails, instant messages and text messages with the same care we would take in composing any other Sutherland document. Electronic messages, both personal and business-related, are lasting and recoverable written records that can easily be copied and forwarded worldwide without your knowledge or consent. We should not use Sutherland's computer systems at any time, during business hours or otherwise, to advance personal or political views, communicate inappropriate jokes, make inappropriate, sexually explicit or offensive statements, view sexually explicit or offensive materials, send unauthorized solicitations or chain emails, or conduct business for another organization. The use of profanity, derogatory remarks, discriminating or harassing comments, innuendo and threatening or abusive language is strictly prohibited.

All technology provided by Sutherland is the property of Sutherland, and employees should have no personal privacy expectations in connection with its use. Sutherland reserves the right to block offensive, illegal and non-business-related sites and to monitor and intercept the entire content of any messages or files received, transmitted by or stored in its system, including information that has been deleted by users. Sutherland also reserves the right to monitor your use of resources, including e-mail and websites accessed on the Internet to ensure they

are used responsibly and professionally. Any data or records produced by using these resources are also subject to Sutherland's review. Monitoring activities, when undertaken, will comply with any applicable statutory requirements and Sutherland's Information Security Policy.

Q: Georgi, a Sutherland Help Desk Support Technician, received an email from a friend on his Sutherland email account. He sees in the subject line that the email contains pornographic content. Can he view it in the office as long as he doesn't disturb anyone else?

A: No. This is not appropriate use of Sutherland's computer systems, whether or not anyone else in the office sees the email. If Georgi had opened the email knowing that it contained pornographic images, this would constitute an act of misconduct – Sutherland would carry out an investigation and, subject to the outcome, would then invoke the disciplinary procedure. When opening an email or going on the internet, you should ask yourself whether you'd be embarrassed if the whole office found out what you had viewed.



6.0 Business Practices

In line with our Core Values, our commitment to integrity requires us to consistently focus on doing business the right way—the Sutherland way.

6.1 Fair Dealing with Clients and Vendors

Integrity and client focus compel us to treat our clients fairly and provide quality services and superior customer service. They also compel us to seek out business partners that share our Core Values and to deal with our clients and vendors fairly.

Global Competition laws are designed to preserve a level playing field for businesses by prohibiting agreements or practices, whether formal or informal, that restrain trade. Violations of these laws can result in substantial penalties for the Company, as well as fines and criminal prosecution for the individuals involved.

To deal fairly with clients and vendors and to avoid violating competition laws, we must not:

- Make untrue, unfounded or misleading statements about our competitors' products or services, or make untrue comparisons with our own products and services;
- Agree with a competitor to boycott a particular vendor;
- Enter into an agreement with a vendor that limits the vendor's sales to any of our competitors (if there aren't other vendors for our competitors to buy from);
- Make commitments or promises that you or Sutherland cannot keep; or
- Offer or give anything that would compromise, or appear to compromise, the recipient's ability to make fair and balanced business decisions (please see "Offering Gifts and Entertainment" below for additional guidelines in this area).

6.2 Fair Dealing with Competitors

Competition (anti-trust) laws exist in every country where we and our clients operate and make it illegal for us to agree with a competitor to restrict free and fair competition in any manner. Arrangements with a competitor or a potential competitor to allocate clients, geographies, products or markets between us, or to set the price a client will pay, or to control the price we pay our suppliers, or to collude with competitors when bidding for work, all limit a client's options and violate competition laws. Illegal agreements do not have to be signed contracts and might be as simple as an understanding between two parties. If any of these topics of discussion arise when communicating with a competitor, such as at an industry association meeting or a trade show, or any other formal or informal occasion you should stop the conversation immediately and report it to the Legal Team or Corporate Ethics. Because competition laws are very complex and not easy to understand, you must avoid any interaction

with competitors whatsoever that may place both you and our Company at risk of violating competition laws.

6.3 Gathering Competitive Information

Obtaining accurate information about our competitors' activities is necessary and may be part of your job. This Code provides guidelines to govern how you gather this information, not to discourage you from gathering it. You are encouraged to ask coworkers, clients and suppliers for information about competitors that they are free to share (i.e., without violating any legal or contractual prohibition on the disclosure of information). However, you should not encourage them to provide information that would put them at risk. For example, you should not seek a competitor's confidential information from a new employee who formerly worked for the competitor.

6.4 Fair and Ethical Sales Practices

Our Core Values always require that each of us conduct ourselves according to the highest standards of integrity and business ethics. We must always make decisions that serve the best interests of the Company and our clients, and we must refuse to deceive, defraud or misrepresent facts. In addition, none of us should ever allow a misguided sense of corporate loyalty to lead us to disobey the laws of those countries in which we operate or violate our Core Values.

Besides being the right thing to do, ethical conduct is good business practice. Clients, suppliers, contractors, consultants or business partners may refuse to do business with us if they feel we have mistreated them or that we are unethical. This means we must adhere to the following guidelines:

- We engage in sales that meet our clients' interests and needs, not those that simply meet sales or compensation goals.
- We communicate honestly and truthfully and make terms of sale clear, accurate and easy to find. We ensure the confidentiality, integrity and accuracy of client records and transactions.
- We do not make promises or commitments that we cannot keep.

Q: Lee, a Sutherland Business Development Director, has been struggling to meet her quota this quarter to receive her incentive compensation. She has been dealing closely with a prospective client, but negotiations have stalled on certain service level metrics for the performance of the services. Her contact at the prospect has told her that if the two sides can get past this hurdle, the contract will be awarded to Sutherland and has asked her to agree with the company that the service level metrics they are asking for are reasonable and to push Sutherland's management to accept. Lee realizes that the program will most likely not be profitable if Sutherland accepts the proposed service level metrics as they are, but she really wants to close this deal and receive her incentive compensation. Should she advocate on behalf of the potential new client in order to close the deal and receive her incentive compensation, just this once?

A: No. Although Lee is a good employee and strong sales representative, she should never let her desire to meet her sales targets and receive incentive compensation lead her to violate the Code and her obligations to always do what is in the best interests of the Company. If you have any ethical dilemmas, please feel free to contact the Legal Team or Corporate Ethics.

6.5 Conflicts of Interest

A conflict of interest occurs when personal or family interests interfere, or appear to interfere, with our ability to make sound business decisions on behalf of Sutherland. We need to avoid any situation that creates even the appearance of such conflicting interests.

6.5.1 Handling Conflicts of Interest

If a real or perceived conflict of interest arises, you must disclose it to your manager, the Legal Team or Corporate Ethics who will determine who to involve and what actions must be taken to resolve it. Corporate Ethics may require all employees in these scenarios to declare any real or perceived conflicts of interest online in the [Conflict of Interest Declaration Portal](#) available on the intranet page.

6.5.2 Doing Business with Family and Friends

A conflict of interest can arise if you or your spouse, relative, or close friend has a substantial stake in a company, or a pre-existing personal relationship with an owner or principal of a company, that is a Sutherland supplier or potential supplier, client, contractor, or competitor. Substantial financial interest means holding greater than 1% of the outstanding shares of a publicly-held company, or greater than 5% ownership in privately-held enterprises. A conflict of interest may arise where you are able to derive an improper benefit, personally or to any of your family, relatives or friends, by making or influencing decisions relating to any transaction.

In these situations, you must not use your position to influence the bidding process or negotiations in any way. If you are directly involved in supplier selection, notify your manager immediately and

remove yourself from the decision-making process. You should also notify the Legal Team or Corporate Ethics if you have a relative or close friend who works for a competitor, vendor, client or contractor. If you become aware of a coworker's conflict of interest, you should report that conflict of interest in accordance with "Seeking Help and Information."

Q: A good friend of mine owns a software company and Sutherland is considering her company to be a potential supplier. Do I need to tell anyone about our relationship?

A: Yes. Your friend has a personal stake in her business as the business owner, and therefore if she becomes a Sutherland supplier this could create a conflict of interest. Tell your manager about the relationship and, if you are involved in the selection process in any way, remove yourself from the situation immediately. This disclosure won't prevent your friend's company from getting the contract and will help you avoid any questions that could be raised about your relationship.

6.5.3 Supervising Family and Friends

To form as strong a team as possible, we must all be treated fairly. When a personal or family relationship exists between coworkers, especially if there is also a reporting relationship, it may seem that one coworker is receiving preferential treatment over another. That is why we need to avoid having personal relationships at work that improperly influence sound and objective business or personal decisions.

No family member should be placed in a position where he or she has direct decision-making authority over another family member. We also discourage indirect reporting relationships between family members, close friends and romantic partners.

Remember, the important thing is to avoid even the appearance of bias. If such a situation arises, notify your manager, Human Resources contact or anyone else mentioned in the reporting procedures discussed in "Your Role." Remember to declare these relationships in the [Conflict of Interest Declaration Portal](#).

6.5.4 Taking Employment Outside the Company

Taking outside employment may create a conflict of interest. You may not take another job that interferes with your ability to do your job at Sutherland. For example, you may not conduct outside business during working hours or use Sutherland property, equipment or information for non-Sutherland uses. Full time employees are prohibited from working directly or indirectly for any other person, firm, company, or organisation or engage with any trade or business with or without remuneration in any capacity without the prior written permission of the Company.

6.5.5 Making Private Use of Corporate Opportunities

At times, through your work or through contacts with clients, suppliers, contractors, consultants or other business partners, you may become aware of an opportunity in which Sutherland may also be interested. In this case, you must promptly notify your manager of the opportunity and allow Sutherland time to evaluate it and pass on the opportunity before you act on it privately. Taking personal advantage of an opportunity learned about through your employment at Sutherland, personally competing with Sutherland or otherwise personally benefiting from use of Company information creates an unacceptable conflict of interest. Each of us owes a duty to the Company to always act in its best

interests and to advance its interests.

Only Company authorised individuals may contact the client directly. It is not appropriate for Sutherland employees to reach out to a client directly via email or through social media for any kind of personal favors.

6.5.6 Loans, Advances or Other Financial Transactions

Loans, advances and financial transactions in a reporting relationship also create a perception of a conflict and should be completely avoided. We must not borrow money from subordinates as this may give rise to a perception of a conflict with respect to reviews, assignments, promotions, and compensation decisions.

Our obligations to Sutherland prohibit us from taking any actions that would compromise, or even appear to compromise, our ability to make fair and balanced business decisions. That means that you should not obtain loans or guarantees of personal obligations from, or enter into, any other kind of personal financial transaction with any company that is, or may be, a client, supplier or competitor of the Company. This guideline does not prohibit normal, arms-length transactions with banks, brokerage firms or other financial institutions. If you have any concerns about a transaction you are contemplating, contact the Legal Team or Corporate Ethics immediately.

6.5.7 Receiving Gifts and Entertainment

As discussed in "Offering Gifts and Entertainment," exchanging gifts or entertainment can create a conflict of interest. The same rules that apply to giving gifts also apply to receiving them. You may not receive a gift or entertainment if it creates an

obligation, puts you in a situation where either party appears biased, or is done with the intent to influence a business decision. If you are offered a gift or entertainment that you feel is inappropriate, you should decline the offer. If you find yourself in a situation where refusing a gift would embarrass or hurt the person offering it, you may accept the gift on behalf of Sutherland and then report it to your manager.

Additionally, immediate family members of Sutherland employees may not accept gifts or gratuities from third party beyond common business courtesies of nominal value. All receipts of gifts or entertainment above the thresholds set out in [Guidelines on Gifts, Hospitality, Entertainment and Donations](#) must be reported to Corporate Ethics via email or on the [Gifts Declaration Portal](#). For more details, refer to section 'Seeking Help and Information'.

6.6 Anti-Corruption

Anti-corruption laws apply to all our operations around the globe. These laws, including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, may vary by name, but all share one intention: to prevent bribery of government officials, commercial organizations and private parties. When working with government officials, we are strictly prohibited from offering, authorizing, giving or promising any form of bribe or kickback. Even if characterized as a "commission" or a "fee," if it involves a government official, it is likely to be viewed as a bribe or kickback.

A "bribe" includes money, a favor, offer, promise, or anything of value used to influence the judgment or conduct of a government official, commercial

organization or private party to ensure a particular outcome or action. For example, a bribe can be offered in the form of cash, travel, lodging, lavish gifts or entertainment, or the payment of an inflated price to purchase a foreign official's, commercial organization's or private party's property or services and includes payments by the Company or personally by an employee of the Company. A "kickback" is the return of a sum already paid or due to be paid as part of a legal contract or as a reward for making or fostering business arrangements. "Government officials" include federal, state or local government employees, political candidates and even employees of government-owned businesses.

Remember that we cannot hire third parties to do something we are not allowed to do ourselves. Our agents and consultants are held to the same rules that we are. Both direct and indirect payments of any kind are prohibited. We could be liable for such payments even if we did not know, but should have known, that the payment was going to a government official. We can also be liable for the mere offer of a bribe.

Consequences for violating the FCPA and other anti-bribery laws are severe, including fines to both the individual making the payment and the company, as well as criminal prosecution of the individuals and potentially even the senior management of the Company. If you regularly interact with government officials, be sure to review relevant Company policies, and raise any questions promptly with the Legal Team. Please refer to the Company's [Anti Bribery Policy](#) and related [Guidelines on Gifts, Hospitality, Entertainment and Donations](#) for detailed guidance.

Q: Juan, a Director in Sutherland's Business Development department, traveled to Asia to do business with several clients. While there, he became friends with a government official, whom he took out to a lavish dinner. Juan paid for the meal out of his own pocket, figuring that he shouldn't use his Sutherland expense account for this purpose. Sutherland has just signed a contract with this government official and Juan is concerned that the meal could look like a bribe. What should he do?

A: Even though Juan paid for the meal on his own, he still violated the FCPA. Because this lavish meal could be construed as a bribe, Juan could be accused of entertaining the official to influence the official's business decisions. Violating the FCPA can result in steep penalties for both the company and the individual. As such, Juan should report the situation to the Legal Team immediately.

Q: What is an indirect payment?

A: An indirect payment is anything of value (cash, travel, lodging, lavish gifts or entertainment, or the payment of an inflated price) that you give to someone else through a third party. We can't use someone else to do what we can't do ourselves, so we must investigate the end recipient of any payment we make to ensure that it is not going to government officials. We can be held liable for violating the FCPA or other anti-bribery laws, even if we did not know that the bribe was going to a government official. Please be cautious when making payments and ask the Legal Team if you have any questions.

6.7 Gifts and Entertainment

Giving business courtesies such as gifts, hospitality, and entertainment are designed to build good working relationships and goodwill with vendors, clients, suppliers and third parties. All gift-giving and entertainment must be in line with Sutherland's Core Values and as per the provisions contained in our [Anti Bribery Policy](#) and related [Guidelines on Gifts, Hospitality, Entertainment and Donations](#).

Giving gifts or offering entertainment is not appropriate if it creates a sense of obligation, puts the recipient in a situation where either party appears biased, or is done with the intent to influence a business decision. Be particularly cautious when providing gifts or entertainment to anyone with whom we do business or might do business. This gift could be considered commercial bribery if it appears to be given with the intent to help Sutherland acquire or retain business, or to encourage a person to do something corrupt, deceptive or otherwise opposed to the person's responsibilities. To ensure openness and transparency, all receipts of gifts, hospitality and entertainment, and any gifts, hospitality, or entertainment offered or extended to others must be reported to Corporate Ethics via email or on the [Gifts Declaration Portal](#) maintained by Corporate Ethics. Please refer to the [Guidelines on Gifts, Hospitality, Entertainment and Donations](#) for financial thresholds.

"Gifts" include items of value, travel, lodging, goods and services, as well as meals or entertainment. Although Sutherland permits reasonable expenditure on gifts and hospitality to third parties, these should be legitimately incurred in relation to promotion of Sutherland's products and services, tours of Sutherland's facilities, training in the use of Sutherland's products and services, or otherwise related directly to Sutherland's business activities.

"Entertainment" includes events where both the person offering and the person accepting attend. Examples include attending seminars, workshops or any social, cultural and sporting events. The purpose of the entertainment must be to enhance business relationships. Entertainment extended to vendors, clients and suppliers may be accepted if it meets all the following requirements:

- Irregular or infrequent; unsolicited;
- In a setting that is appropriate for a business discussion;
- Reasonable, that is, involves an amount you are accustomed to spending on personal entertainment; and
- In line with Sutherland's policies on travel and entertainment.

The rules for gifts, and entertainment apply year-round, even during holidays, and they apply not only to clients, vendors or potential clients, but also to their spouses, partners and family members. In addition, the federal government and most state and local governments, as well as many governments in locations outside the United States, have regulations prohibiting gifts and entertainment to government employees. If you interact with government employees at any level, you should familiarize yourself with these regulations, as well as the Anti-Corruption section above. Seek guidance from Corporate Ethics or the Legal Team if you have any questions or have any clarification.

Remember: you cannot offer or give anything that would compromise or appear to compromise the recipient's ability to make fair and balanced business decisions.

Q: Venkat, a Sutherland Business Development Director, wants to take one of his clients out for a nice meal after a meeting to get to know him better and foster goodwill between Sutherland and his company. Is this okay?

A: That depends. Venkat may take his client out under certain conditions. These occasions must be infrequent and unsolicited by the client. Any entertainment he provides must be in a setting that is appropriate for business, and cannot be lavish, meaning that it doesn't cost more than what Venkat or the client is accustomed to spending on themselves. Finally, the meal can't make the client feel obligated, create the appearance of bias, or look as though it's being offered to influence a business decision. As long as these rules are met, Venkat can feel free to entertain his client. If you have any questions about the appropriateness of giving or accepting a gift or entertainment, please ask your manager, Corporate Ethics or the Legal Department.

6.8 Anti-Fraud

Fraud is the intentional concealment or deliberate act to falsify or omit information for your benefit or for the benefit of others to the detriment of the Company. Fraud may be motivated by the opportunity to gain something of value (such as meeting a performance goal or obtaining a payment) or to avoid negative consequences (such as discipline). Examples of fraud include:

- Altering shrinkage numbers to meet productivity goals
- Presenting false medical information to obtain disability benefits

- Falsely reporting time worked to earn more pay or to avoid discipline for being late or absent from work
- Submitting inflated or falsified expense reimbursement claims
- Misstating financial information in our company's books and records
- Fraudulent misappropriation or misuse of client information

You should never compromise honesty and integrity by committing fraud. Similarly, you should also avoid the appearance of fraud. For example, never spend company funds without proper approval. Similarly, never enter into an agreement on behalf of our company unless you are authorized to do so.

6.9 Political Contributions and Activities

You may participate in civic and political activities, if such activities are on your own time, at your own expense and in compliance with all local laws. You may not suggest or imply that your donation of time, resources or money is from, or endorsed, by Sutherland. You may not give political contributions on behalf of Sutherland or use corporate funds, and Sutherland will not reimburse you for a political or campaign contribution.

Corporate political contributions are strictly regulated at several levels, including U.S. state and federal levels. As a company, we may not engage in any political activities or give corporate contributions without pre-approval by the Company's General Counsel. The General Counsel may, at its discretion, consult with the Chief Financial Officer and the Chief Executive Officer before according such approval.

6.10 Authorized Signatories and the Contracting Process

Integrity demands that promises made by Sutherland be kept, and our reputation requires nothing less. To protect our reputation, an important Company asset, only those employees specifically authorized by the Board of Directors and their delegates may bind or obligate the Company to a client, supplier or other outside party. This includes signing written contracts, making binding promises or otherwise obligating the Company in any way, whether it involves the payment of money or not. Any contract or document signed by an employee who is not authorized to do so under our Authorized Signatory Policy, will not be binding on the other party to the contract and may put Sutherland in a position where it cannot enforce its rights. If you have any questions about the limits of your authority or the Company policies on approvals and contracting, check with the Legal Team or Corporate Ethics.

6.11 Requests for Information

Sutherland has an important responsibility to provide complete and accurate information to the public concerning both its own business and that of other parties. Because only certain people within the Company are in possession of the information that shareholders and the media may require, only authorized employees may make any public statements on behalf of Sutherland. If you are asked questions about the Company by any person outside the Company, do not attempt to answer them unless you are certain that you are authorized to do so, and that you understand who is asking the question and for what purpose. If there is a designated spokesperson within your organization or division

for dealing with that information, refer questions to that spokesperson. Requests for information from the media should be referred to the Public Relations office. Requests from an attorney for information or to interview any Sutherland employee, officer or director should be directed to the Legal Department.

6.12 Social Media

Every Sutherland employee is personally responsible for the content they publish online, including any form of user-generated media (e.g., including a blog, social computing site, Wiki, etc.). Detailed guidance on this topic is included in the Sutherland Global Services Social Media Guidelines. Highlights of the Guidelines include:

Identify Yourself

Identify yourself—real name and, when relevant, role at Sutherland—when you discuss the Company or Company-related matters, such as our products or services. You must make it clear that you are speaking for yourself and not on behalf of Sutherland.

Use a disclaimer such as this: “The postings on this site are my own and don't necessarily represent Sutherland's positions, strategies or opinions.”

Respect Confidentiality

Never provide Sutherland's or another's confidential or other proprietary information and never discuss our business performance or other sensitive matters publicly in any online social computing platform even if you're expressing your own opinion and using a disclaimer. For example, you must not comment

on, or speculate about, Sutherland's future business performance (including upcoming quarters or future periods), our business plans, unannounced strategies or prospects (including information about alliances), potential acquisitions or divestitures, legal or regulatory matters affecting Sutherland and other similar subjects that could negatively affect the Company. Never identify a client, partner, or supplier without permission and never discuss confidential details of a client engagement.

Fair Use

Never cite or reference clients, partners or suppliers without their approval. Never use Sutherland's logos or trademarks unless approved to do so.

Think About How You Present Yourself

The lines between public and private, personal and professional are blurred in online social networks. By identifying yourself as a Sutherland employee within a social network, you are now connected to your colleagues, managers and even our clients. You should ensure that content associated with you is consistent with your work at Sutherland - this includes pictures, followers, and retweets. If you identify

yourself as a Sutherland employee and link back to a corporate Twitter, Facebook page, or LinkedIn, ensure that your profile and related content is consistent with how you wish to present yourself with colleagues and clients. You should not use ethnic slurs, personal insults, obscenities, or engage in any conduct that would not be acceptable in our workplace or damage the reputation of Sutherland, its employees or its clients. You should also avoid topics that may be considered objectionable or inflammatory—such as politics and religion, if you have identified yourself as a Sutherland employee.

Violations of Social Media Guidelines

Violation of the Company's social networking policy may result in disciplinary action up to and including termination of employment. Violations include unauthorized discussions of Sutherland, its employees, clients, any discussion of proprietary information and any unlawful activity related to blogging or social networking. If you're about to publish something that makes you even the slightest bit uncomfortable, feel free to discuss it with your manager or a member from Human Resources. Ultimately, however, you have sole responsibility for what you post to your blog or publish in any form of online social media.



7.0 Financial Controls and Reporting

We are all collectively responsible for the accuracy of the Company's books and records, including timesheets, travel and expense reports, and financial statements we create and maintain. All Company books, records, accounts, and financial statements must be maintained in accordance with all applicable regulations and standards, accurately reflect the true nature of the transactions they record and conform to generally accepted accounting principles (GAAP) and Company accounting policies.

7.1 Accuracy in Financial Disclosures

No matter what our job responsibilities are or where we are located in the world, we each must do our part to make sure that Sutherland's financial records are accurate and auditable. You must make sure that the information you submit, such as that on time cards, expense reports, program data and other reports, is true, fair and accurate. To ensure that our financial and business records are correct, be sure to follow all internal controls and procedures. Under no circumstances are unrecorded or "slush" fund accounts allowed.

Falsifying financial or business records or making false statements to the Company's external and internal auditors is against the law. The consequences for violating this law are serious, including criminal prosecution of the individuals involved and the senior officers of the Company. If you become aware of a potential problem with the Company's financial statements, accounting practices or audits, raise that concern immediately with Corporate Ethics or file a report on Sutherland's EthicsLine.

Q: Elisa, a Sutherland Accounts Payable Clerk received several vendors' invoices a few days prior to the end of the financial quarter. Can she delay recording this until the following month?

A: No. Delaying the recording of liabilities is not in accordance with generally accepted accounting principles in the United States (U.S. GAAP) and may be considered fraud. In addition to understating liabilities, we may be also understating expenses, which may mislead investors by giving them the impression that we made more profit in that quarter than we actually did.

7.2 Records Retention

Properly maintaining corporate records is also very important. Sutherland is subject to different laws that require the Company to keep certain records for a particular length of time, and the penalties for failing to do so can be severe. The Company's Record Retention Policy describes the procedures for maintaining hardcopy and electronic documents and files for required periods and destroying them when they are no longer needed. Please review it and make certain you follow it carefully. Please contact your Legal Team or Corporate Ethics to obtain a copy of this policy.

From time to time, the Legal Department may notify you that your department has documents relevant to a pending, threatened or anticipated litigation, investigation or audit. Make sure that you comply with that notification (sometimes referred to as Hold Notice or Litigation Hold), and do not destroy any document, electronic file, email or other communication covered by it without the express authorization of the Legal Department. Litigation Hold notices supersede the Company's Records Retention Policy and therefore documents, electronic files, emails or other communications may not be destroyed even if it is allowed under the Records Retention Policy.

Q: Aaliyah, a Sutherland Human Resource Director, received a Hold Notice from the Legal Department requiring her to retain all documents, records and files pertaining to a set of employees. The Company's Record Retention Policy provides that employee records older than seven years may be destroyed. Can Anna destroy records older than seven years?

A: No, Aaliyah should not destroy any records as long as the Hold Notice is in effect.

7.3 Audit Inquires

As discussed in "Your Role," we each have an obligation to comply with internal and external investigations, whether conducted by Corporate Ethics, the Legal Department, a senior officer of the Company, external auditors, government agencies or others. If you are asked to cooperate with any internal or external investigation or audit, make sure that you do so fully and honestly. If you receive a request for information or notice of an investigation from a government agency, you must notify the Legal Team or Corporate Ethics immediately. They will provide you with information on how to proceed.



8.0 Global Compliance

As a global company, Sutherland is subject to a variety of rules and regulations. We each have an obligation to comply with all laws, rules and regulations applicable to where Sutherland and our clients do business.

8.1 Compliance with Data Privacy Regulations

Sutherland is committed to ensuring that we respect the data privacy of each individual. We recognize the need for appropriate protection and management of any personally identifiable data shared with us. As a global organization, it is important that we follow all Company, country or region specific, local, and client policies related to data privacy and data protection. Employees must remain aware of the principles and guidelines that we follow as a company to serve this cause.

Many countries and regions (such as the European Union, US, India, Brazil and the Philippines) have enacted strict regulations on the protection of data. We understand our compliance obligations, both with regards to collecting and processing personal data as a data processor, as well as a data controller. It is important to remember that Sutherland only collects and processes personal data based on legitimate grounds or authorized by our data subjects. We make sure that we limit every information we collect, retain and disclose to what is reasonable and appropriate. We acknowledge that every individual has a set of rights that they can exercise in relation to data privacy.

Detailed information on our company's Privacy Policy may be found by visiting the following link:
www.sutherlandglobal.com/privacy-policy

If you have any questions related to Privacy, please contact Sutherland's Privacy team at
privacy@sutherlandglobal.com.

8.2 Insider trading

To do our jobs effectively, we may occasionally have access to information about Sutherland and the companies with which we do business that is not available to people outside the company. Often, that non-public information or "inside information" is "material," or something that would influence an individual to buy, sell or hold shares of stock. In general, it is illegal for any person with material, non-public information about any company to buy or sell securities, such as stocks and options, of that company, or to provide that information to someone else so that they may act upon it. This act, known as "insider trading," is a serious violation of both the Code and U.S. securities laws. As such, the individuals involved, wherever located, will be subject to immediate termination from Sutherland, potential criminal prosecution and significant monetary fines. Do not transact in the securities of any company for which you have material, non-public information, and do not provide that information to anyone else.

Remember that, in the event of a government investigation into trading activity, all trades will be viewed after the fact with the benefit of hindsight. Keeping this policy in mind, carefully consider every transaction you make in the stock of any company with which we have a business relationship, including any of our contractors, consultants, suppliers and business partners.

8.3 Anti-Money Laundering

Sutherland complies with all laws that prohibit money laundering or financing for illegal or illegitimate purposes. “Money laundering,” is the process by which persons or groups try to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate. You should always satisfy yourself that you are conducting business with reputable customers after confirming their identity. Engage in financial transactions only if satisfied that funds are derived from legitimate sources. Check for “red flags” such as requests from a potential customer or supplier for cash payments or other unusual payment terms. If you suspect money laundering activities, speak up and report it.

8.4 Telecommunications Laws

In our industry, we are also subject to a variety of laws that govern the telecommunications sector, including the U.S. Telecommunications Act, the laws prohibiting “junk faxing” and “Do Not Call” regulations. If your job responsibilities require you to contact the customers of our clients, be sure to abide by the U.S. Telephone Consumer Protection Act (TCPA) and other laws regarding telemarketing, unsolicited faxes and commercial e-mails. These laws prohibit unsolicited telemarketing calls to any residential consumer who has asked to be placed

on a “do not call” list. Make sure to contact our Chief Technology Officer or legal counsel for additional information.

8.5 Anti-Boycott

A boycott occurs when one person, group or country refuses to do business with certain people or countries. U.S. anti-boycott laws prohibit U.S. companies and their subsidiaries from participating in, or cooperating with, any international boycott not approved by the U.S. government, such as the Arab League boycott of Israel.

While we never cooperate with boycotts that are illegal in the United States, Sutherland always complies with the legal economic sanctions and trade embargoes imposed or approved by the United States and other countries where we operate.

If you receive what you believe is a request to participate in an illegal boycott, you should immediately contact the Legal Team.

We are required by law to report requests to participate in an unsanctioned boycott or for information supportive of an unsanctioned boycott, even if we decline such requests. Please note that merely ignoring a request is not enough and is often treated in the same way as if you had agreed to it.

8.6 Export Controls

The Export Import Regulations strictly regulate the exporting of goods and technology from the United States and, in certain circumstances, overseas. An export occurs when a product or technical information is given to a foreign person in another country or to a foreign citizen or representative of

another country, even if this person is located within the United States.

Export regulations determine whether a product or technology may be exported. That determination depends on the nature of the item, the country of destination and the end use or end-user. In some cases, the U.S. government bans all exports, but in others, exports are permitted with the appropriate export license.

Exporting goods or technology without the appropriate government approvals can result in the loss of export privileges and both civil and criminal penalties. Be careful when you are considering a potential export because violations of these laws can carry severe penalties, including criminal prosecution. If you have any questions regarding export controls, please contact the Legal Team or Corporate Ethics.

8.7 Healthcare Services Business Requirements

In addition to the policies, rules, regulations, and prohibitions outlined above, Sutherland employees working with our healthcare clients have additional responsibilities and obligations unique to the health care industry. The expansion of health care regulatory enforcement and heightened attention being given to healthcare compliance, make it even more necessary that we continually demonstrate our commitment to complying with all applicable healthcare laws and regulations along with client contractual requirements.

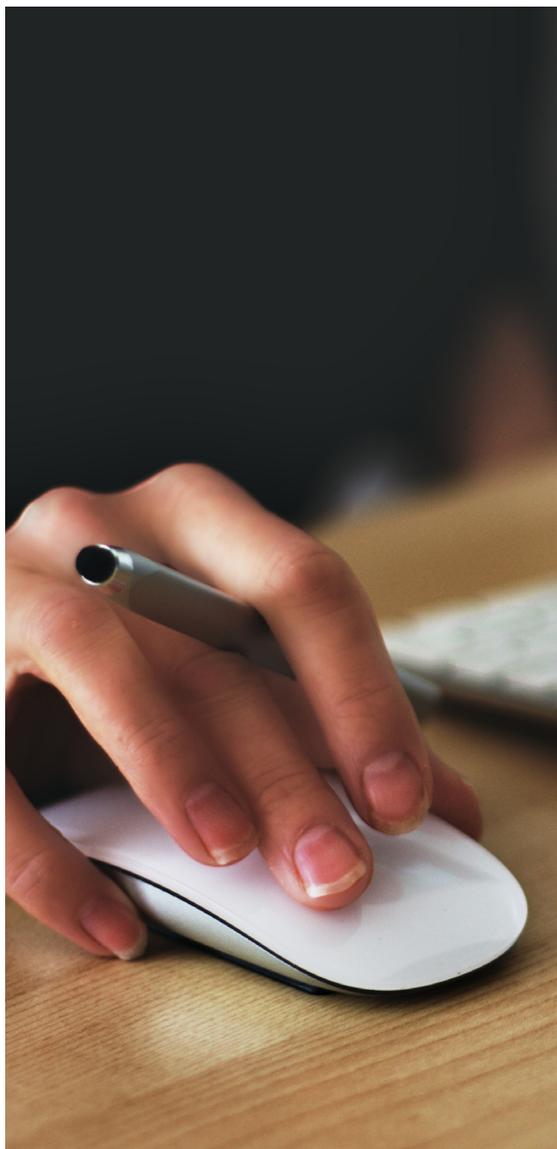
Sutherland’s healthcare employees are additionally charged with the responsibility to promote ethics and integrity while helping clients attain their full potential

through our digital transformation and revenue cycle management services. Although we are removed from the delivery of patient care services, we recognize that the work we provide impacts our clients' ability to contribute to the well-being of the communities they serve.

The highly regulated healthcare industry also requires our employees to understand and comply with several additional laws and regulations, including, but not limited to the:

- **False Claims Act** which establishes liability for submitting a false or fraudulent claim to the government for payment or making a false record or statement. Sutherland must ensure that its role in coding records or submitting claims on behalf of our clients reflects accurate and best efforts and is in accordance with applicable regulations.
- **Anti-Kickback Statute** which prohibits the knowing and willful offer, payment, solicitation, or receipt of any remuneration to induce or in return for referring an individual to receive items or services that may be paid for by Medicare or Medicaid.
- **Deficit Reduction Act** which requires healthcare entities like Sutherland to provide fraud, waste and abuse training to all employees and vendors, including training on the Whistleblower Protection Act. Sutherland employees who work with healthcare clients on an intermittent basis should make sure to contact Sutherland Healthcare Compliance Office so that they may receive access to the education required of employees who do business in the healthcare arena.
- **Health Insurance Portability and Accountability Act (HIPAA)** -- Privacy, Security, and Breach Notification Rules which protect the privacy and security of health information and provide individuals with certain rights to their health information.
 - **The Privacy Rule** sets standards for when protected health information (PHI) may be used and disclosed,
 - **The Security Rule** specifies safeguards that covered entities and their business associates must implement to protect the confidentiality, integrity, and availability of electronic protected health information (ePHI), and
 - **The Breach Notification Rule**, which requires covered entities to notify affected individuals; U.S. Department of Health & Human Services (HHS); and, in some cases, the media of a breach of unsecured PHI.
- **Exclusion Provisions** which prohibit organizations receiving money from Medicare or Medicaid to hire someone with convictions related to patient abuse, health care fraud, or distribution of controlled substances. To ensure compliance, organizations such as Sutherland must screen employees and vendors on a pre-hire and monthly basis to determine their eligibility status for continued employment or engagement. Accordingly, all employees transferring to the healthcare vertical must undergo new background screening processes to confirm their ability to work for and with healthcare clients.

Employees with questions related to Sutherland's healthcare compliance program activities or who wish to report infractions of healthcare compliance and privacy violations should contact the Vice President of Healthcare Compliance or SHSCompliance@sutherlandglobal.com.



9.0 Resources

- **Ethics and Anti-Bribery Compliance**
Corporate.Ethics@sutherlandglobal.com
- **EthicsLine**
Website: <http://www.convercent.com/report>
- **Legal Team**
Legal@sutherlandglobal.com
- **InfoSec**
Infosec.help@sutherlandglobal.com
InfosecIncidentManagement@sutherlandglobal.com
- **Healthcare Compliance**
SHSCompliance@sutherlandglobal.com
- **Privacy**
privacy@sutherlandglobal.com
- **Gifts Declaration Portal**
<http://sinazespt01:3000/sites/EthicsandCorporateCompliance/SitePages/Home.aspx>
- **Conflict of Interest Declaration Portal**
<http://sinazespt01:3000/sites/EthicsandCorporateCompliance/Pages/ConflictInterest.aspx>



10.0 Effective Date, Repealing Clause and Requests for Exemption

This global policy shall take effect on March 25, 2019 and shall be automatically reviewed annually from creation or the last revision to ensure continued relevance and compliance with relevant regulations. The policy may be updated earlier in the event of any regulatory changes mandating an earlier revision.

All other local policies and practices not consistent herewith are deemed repealed. Geographic Heads of HR are responsible for ensuring that local policies and practices are aligned with this policy, and for requesting an exemption from any of the provisions stated herein should compliance with local laws demand such an exemption. Any request for exemption should be submitted through the global head of HR Policies and Governance and decided jointly by the Corporate Ethics and Legal departments.

11.0 Review and Approval History

File Name	Code of Conduct			
Document Code	SGS-EC-GL101			
Document Type	Global Policy			
Version	3.1			
Geographic / Vertical Scope	Global			
Localizations - Regulatory				
Localizations - Business				
Revision History				
Version	Author	Changes Made	Approved by	Effective Date
1.0	Monica Reinmiller	Update	Fred Piccirillo	December 2015
2.0	Abhishek Agarwal	Update	Fred Piccirillo	August 2017
3.0	Abhishek Agarwal	Update	Dilip Vellodi James Lusk Erika Bogar King	March 25, 2019