



# Code of Conduct

The SAI360 values and our Code of Conduct serve as the foundation for our actions as we perform our professional responsibilities. They reflect our commitment to an ethical work environment and to demonstrating integrity throughout our organization.

# Message from the CEO, Peter Granat

Dear Colleagues:

At SAI360, we share a common set of goals driven by respect, integrity, and teamwork.

Our goals shape the way we treat one another, how we carry out business, and how we are perceived in the marketplace.

Although we do business in many countries and cultures, we are one global company with one global ethical standard, outlined here. Please take the time to read this code and to understand how the code requirements apply to your job responsibilities.

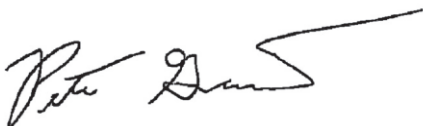
We take the code very seriously. Just as there are standards that apply to the marketplace, there are standards that apply to our work at SAI360. The code outlines some of these important legal and ethical requirements.

If you ever have a question about the right course of action, consult our code or speak with someone in Legal or Human Resources who can help you find the right answer.

Let me be clear: we will not support unethical or illegal behavior, even if it results in short-term business success. It is up to each of us to conduct ourselves in a way that earns the trust and respect of our clients, our markets, and the wider business community.

Always act with integrity. We owe that to ourselves as well as the companies we continue to inform, improve, and inspire.

Thank you,



**Peter Granat**  
Chief Executive Officer

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# Our Values

## Respect

We value our differences and treat our colleagues and business partners with respect, dignity, and fairness.

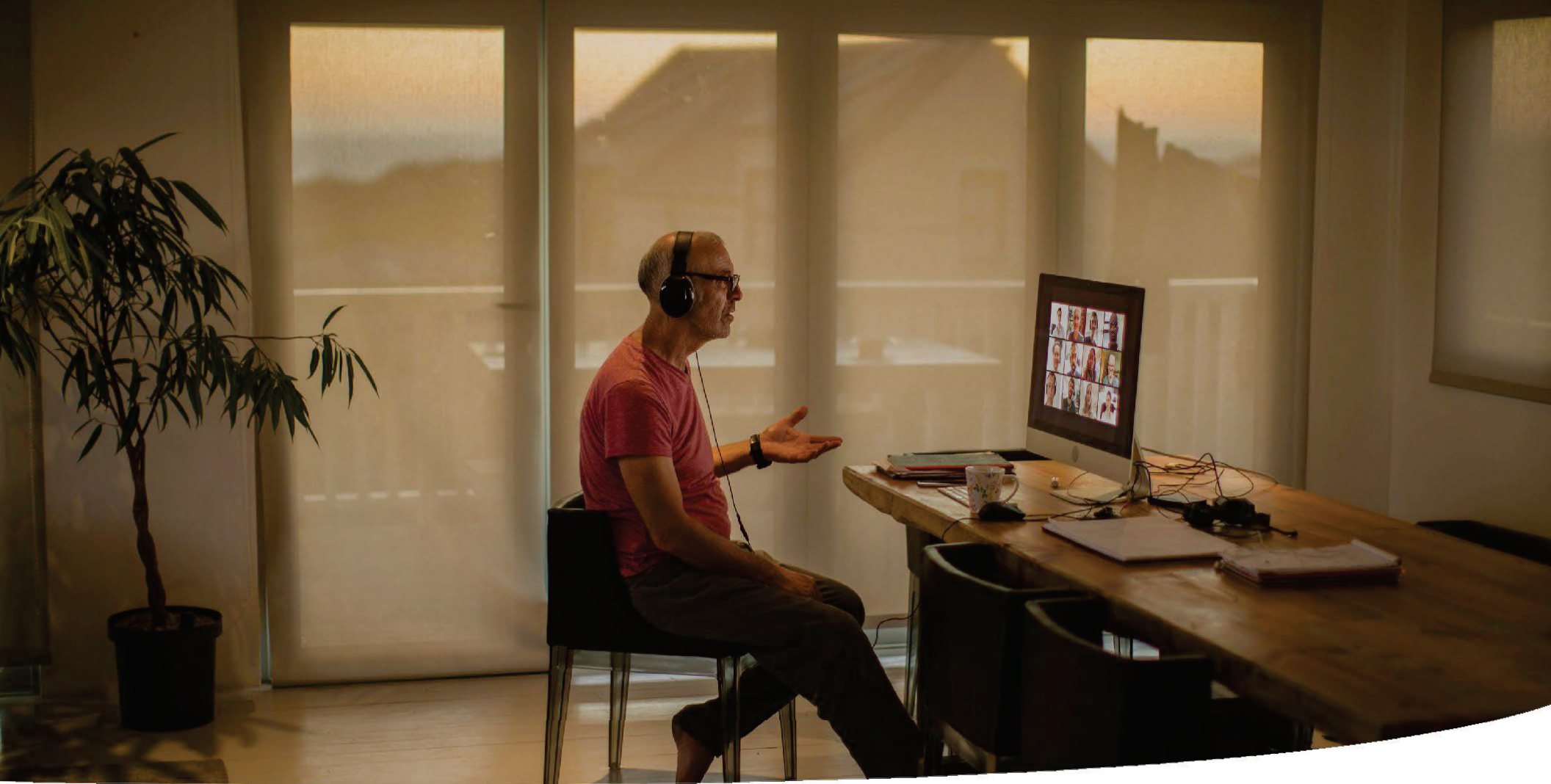
## Integrity

We earn the trust of our colleagues, business partners, and clients by displaying consistently high standards of ethical conduct and by being accountable and delivering on our commitments.

## Teamwork

We bring a genuine spirit of partnership to our work, understanding that the actions we take will affect others.





# About Our Code

Our values and code are endorsed by our Board of Directors and actively supported at the highest levels of management.

## The code applies to all of us...

Our code applies to every person who works for SAI360 in any capacity, including officers, directors, and employees in every location in which we operate. We also do business with suppliers, independent contractors, subcontractors, agents, and other business partners who we expect to reflect the same high standards to which we hold ourselves.

No one at SAI360 is exempt from the code of conduct, and no one can ask you to ignore or breach our code standards.

## The code provides a compass for our decisions...

The code is intended to provide guidance as we fulfill our professional responsibilities. It is an extension of our values and provides a broader outline of the requirements and expected behaviors for each of us. The code also contains details about additional ethics resources that are available.

Over time, the code may be updated to reflect changing laws or expectations. It may be supported by additional company policies that set requirements in specific areas, including local policies with specific guidelines for your location.

While the code provides us with guidance for many of the situations we will face at work, it may not always be easy to determine the right course of action. We should always use our best judgment and common sense when faced with a difficult decision or ethical dilemma.

## The code enables our business success...

Companies that want to compete in the global economy need to successfully navigate a complex legal and ethical landscape. Maintaining our integrity at every level of the organization is crucial to building a sustainable business — one that is successful today and in the future.

Ask yourself:







# Our Responsibilities

We are each responsible for understanding and following the code and any laws or company policies that apply to our work.



## We are Responsible

We are responsible for holding each other accountable for our behavior and speaking up if we see something that is not consistent with the behaviors represented in our values and our code.

If you are a manager, you are also expected to:

- Lead by example
- Make sure your teams understand and follow the code and other policies
- Create an environment where employees feel comfortable asking questions or raising concerns without fear of retaliation
- Respond appropriately to any reports of misconduct, escalating issues as required to the appropriate resource

### Q&A

#### What happens when I make a report?

SAI360 welcomes all good faith reports and questions. We will assess each report in a timely fashion and, if needed, conduct a thorough investigation of the matter. You may be asked to participate in the investigation. We expect employees who make reports or participate in investigations to provide information that is truthful and not intended to be false or misleading. Like any other misconduct, intentionally filing reports that are not in good faith is likely to result in disciplinary action. If employees are found to have violated this code, company policies, or the law, the company will take appropriate action, up to and including termination of employment.

## Talk to Us

We are all responsible for speaking up as soon as possible about anything we believe in good faith is, or may be, a violation of the law, regulations, our code or company policies. This is true even if you are not sure or if you do not have all the facts.

We are committed to creating an environment where individuals can raise questions or concerns in good faith without fear of retaliation. Good faith means that you honestly believe the information you are providing is truthful and accurate. Anyone who retaliates against an individual who has raised a concern in good faith or who participated in an internal investigation, will be subject to disciplinary action, up to and including termination.

If you believe that you have been retaliated against for speaking up, making a report, or participating in an investigation, or if you witness retaliation against someone else, please report it immediately. For more information, please see our Global Whistleblowing Policy.

Individuals who violate the law, company policy, or the code may be subject to disciplinary action, up to and including termination.

There are many resources available to you to ask questions or raise concerns. It is often best to speak directly with your manager, but you may ask questions or raise concerns to any of the following resources:

Any member of management  
The Human Resources Department  
The Legal Department  
The Global Whistleblower Hotline



## Global Whistleblower Hotline

The Whistleblower Hotline is a confidential way to talk to us and is best used:

- For serious issues like financial misconduct, bribery, antitrust violations and retaliation
- When you are uncomfortable using the individual contacts listed above
- If you have reported an issue already and believe it has not been addressed appropriately
- When you wish to ask a question or file a report anonymously

Instructions for how to use the ComplianceLine can be found on [page 25](#).

### Q&A

#### **Should I worry, that people will treat me differently for raising a concern?**

No, SAI360 does not tolerate retaliation against anyone who raises a concern in good faith. Retaliation is when adverse action is taken against someone that raises a concern or participates in an investigation, and can include shunning or harassing the individual, making threats intended to intimidate or harass, seeking to identify who participated in an investigation, or taking an employment action against an employee because of their participation in a report or investigation of misconduct. If you believe you or someone else is being retaliated against, please report it immediately.

For more information, please refer to our Global Whistleblowing Policy.



# Respect at Work

We show respect at work by valuing our differences and treating our colleagues and business partners with respect, dignity, and fairness.

# We are Committed to a Respectful and Inclusive Work Environment

Teamwork and respect are core values at SAI360. We know the way we treat one another has a great impact on our shared work environment. We all contribute to making our company a place where everyone is valued and treated with respect.

We believe our global client base is best served by a team that incorporates a diversity of thoughts, experiences, and backgrounds. We strive for a diverse and inclusive culture where all employees feel valued and respected for their individual contributions and skills.

We hire, promote, and reward employees based solely on capability and performance. We do not tolerate discrimination of any kind, including discrimination based on factors such as age, gender, race or ethnicity, religion, marital status, disability status, sexual orientation, gender identity, political affiliation, protected genetic information, or other characteristics protected by law.

No one should be singled out or treated badly because of any personal characteristic, such as age, ethnicity, religion, race, gender, or sexual orientation. All employees deserve respect from — and are expected to show respect to — their coworkers, clients, and business partners. We will not tolerate harassment or bullying. Unwelcome conduct such as harassment or bullying that create an intimidating, hostile, or offensive work environment is contrary to our values.

Some examples of this type of conduct include:

- Unwelcome or inappropriate comments, jokes, physical contact, or gestures
- Sexual advances or requests for sexual favors
- Displaying or distributing sexually explicit or derogatory pictures or text
- Verbal or physical abuse of any kind

If you know or suspect that harassment or bullying is taking place, please talk to us right away. We take all such matters very seriously and will follow up as appropriate. Keep in mind that SAI360 prohibits retaliation in any form against individuals who raise a concern in good faith or who cooperate in the investigation of such concerns.

Each of us must take responsibility and play our part in creating a positive work environment by keeping an open mind to new ideas and different points of view, respecting each other as individuals, and acknowledging the value each of us brings to the workplace.

## Q&A

**I have a manager who often loses his temper. When he does, he will make personal comments or loudly criticize an individual in front of the group. I don't like it, but I'm worried he'll get angry at me if I speak up. What should I do?**

This type of behavior is harmful and can affect employee morale and our organizational culture. If you experience or witness bullying or other offensive conduct you should talk to us. Our code prohibits bullying or harassing behavior.

For more information, please refer to our Discrimination, Harassment and Bullying Policy.



## We Protect the Privacy of Others

To conduct business, the company collects, processes, uses, and stores personal information about us and our customers, suppliers, and other business partners. We have a responsibility to protect such sensitive or personal information and to comply with applicable privacy and data protection laws in the countries where we do business.

Only those employees with a legitimate business “need to know” should have access to personal information. These employees are required to uphold our commitment to privacy and follow all company processes intended to safeguard this information. Failure to follow these standards can harm individuals, damage business relationships, and possibly violate the law.

### Q&A

#### **What personal data can the company collect about me?**

SAI360 may collect personal data only for certain business purposes such as assessing an employee’s qualifications for a promotion or reassignment, administering payroll or benefits, establishing a contact in the case of an emergency, and complying with any reporting requirements under the law. We are responsible to provide a reasonable level of security and to notify you of what, why, how, and with whom we are sharing this information.

For more information, please refer to our Data Protection Policy.

## We are Committed to a Safe and Healthy Workplace

We strive to provide a safe and healthy workplace, complying with all applicable laws and regulations.

We are also committed to a working environment that is free from threats, intimidation, and physical harm.

We can each help to ensure we maintain a safe and healthy workplace by:

- Adhering to all safety policies and procedures
- Seeking advice if unsure how to do a job or task in a safe manner
- Identifying and reporting any unsafe working conditions or hazards to our Workplace, Health & Safety Manager
- Reporting incidents and injuries as soon as they occur to our Workplace, Health & Safety Manager
- Immediately reporting any violence or threats of violence to Human Resources

For more information, please refer to our Health and Safety Policy.

## We Safeguard Company Assets

It is our responsibility to safeguard the company's assets by using them for business purposes and protecting them from theft or misuse. Company assets include things like facilities, equipment, funds, and the time we spend at work.

Some limited personal use of telephones, copiers, and computers can be acceptable, but use good judgment and never use company resources for something that could be considered offensive or contrary to any company policy.

## We Protect Confidential and Proprietary Information

We are all responsible for safeguarding our company's confidential, non-public information, which includes everything from contracts and pricing to our fellow employees' personal information.

Our existing and developing proprietary information, including our business ideas and intellectual property such as trademarks, trade secrets, patents, and copyrighted materials, is very valuable and protecting it plays a large role in our success. Our clients and business partners also trust us with their valuable and confidential information, and we must always safeguard it. Unauthorized or improper use of intellectual property that belongs to the company, our clients, or our business partners can have serious consequences, including potential legal liability and a negative impact on our reputation.



Always take steps to protect confidential and proprietary information and check to make sure you have approval before sharing it with other parties outside of the company. If you have questions about whether or how you can use certain types of information, check with the Legal Department before taking action. If you leave employment with SAI360, you are required to return all proprietary information to the company before your departure.

## Q&A

### **How will I know if the information I am working with is confidential?**

It may help by asking yourself these questions:

- Is this information known outside the company?
- Is it proprietary to us or to one of our clients or business partners?
- Would our company, or an employee, be disadvantaged or harmed if others knew this information?

If you think the answer to any of these questions is yes, you should treat the information as confidential. If you are unsure, ask the Legal Department for guidance on recognizing confidential information and taking the appropriate steps to protect it.

### **One of our new hires used to work for a competitor. What kind of information can she share with me?**

You should not seek any confidential or proprietary information about her former employer. She also should not share any kind of this information with you.

## We Use Company Technology Appropriately

While working, we use the Internet, email, software, computers, telephones, tablets, and other kinds of technology every day. We must ensure that we use this technology professionally, responsibly, with good judgment, and in a manner that is consistent with our code. Do not assume your communications are private. In many cases, the company may have the right to monitor employee use of company devices and networks.

We are all responsible for securing and protecting computers, company networks, and electronic devices we use in our jobs and need to follow all applicable information security policies and take precautions such as using strong passwords and keeping them confidential and being alert to phishing scams and other means of unauthorized network access.

For more information, please refer to our Information Technology policies.

## We are Responsible in Our Communications about the Company

The way in which our company presents itself in the marketplace is critical to our success.

Members of the media and others may contact us to learn more about our company. To ensure they receive information that is accurate and consistent, those inquiries should only be handled by employees who are properly trained and authorized to do so. If you receive an inquiry of this nature from outside the company, please refer them to the Communications Department.

Social media can be used effectively to communicate about the company and its offerings. There are several employees who are authorized to speak on the company's behalf as part of their job. If you are not one of those, make sure that your activity on the Internet, social networking sites, blogs, chat rooms, or other public forums represents only yourself and your views — and will not be misinterpreted as speaking for the company.

### Q&A

**A competitor posted incorrect information about our company on social media that could have a negative impact on our reputation. Is it okay if I post a response to challenge him and correct the inaccurate information?**

No. Only employees who are properly trained and authorized to speak on behalf of the company can do so. It is best to bring it to the attention of the Communications Department so they can address the situation appropriately.

## We Keep Personal Political Activities Separate from Our Jobs

As an organization, SAI360 does not make political contributions, will not reimburse anyone for political contributions, and will not pressure anyone to support specific candidates.

If you participate in political activities in your personal life — supporting a candidate, writing a letter to the newspaper, posting to a blog — make sure those actions are clearly separated from your position with SAI360 and are not done in the company's name. You also may not use company resources (such as the copier, phone, or time) for political causes or campaigns.

### Q&A

**I have a friend who is running for local political office, and I would like to volunteer to help with her campaign. Is this okay?**

Yes, if it is clear, you are not representing the company, you are free to use your own time and resources to support political activity. Remember, you may not use company resources of any kind for personal political activities.





# Integrity at Work

We demonstrate integrity at work by earning the trust of our colleagues, business partners, and clients by displaying consistently high standards of ethical conduct and by being accountable and delivering on our commitments.

## We Act Ethically and Comply with Laws and Regulations Applicable to Our Business

All SAI360 employees are expected to act ethically and in keeping with the laws, regulations, and contractual obligations that apply to our job responsibilities. We each have a responsibility to know and understand these requirements and to seek advice from the Legal Department when we have questions or concerns.

## We Prohibit Bribery

We comply with the anti-corruption laws of any country where we do business. These laws may prohibit bribery in both the public and private sectors, but bribes to government officials can have especially severe consequences. Therefore, we do not pay, offer, accept, or receive bribes or kickbacks to win business or influence business decisions. If you have questions about whether an activity is appropriate, you must ask the Legal Department for clarification before taking any action.

Keep in mind all agents, consultants, and other business partners who work with us, or who work on our behalf, are expected to comply with our anti-corruption policy. We must be careful when we choose others to act on our behalf and must never ask anyone to do something that our policy prohibits us from doing.

### Q&A

#### What is a Bribe?

A bribe is anything of value given to someone to influence or attempt to influence their decisions or actions in a way that may provide an improper advantage to the company. This is not always an exchange of money, it could also be entertainment, an offer of employment, charitable donations, or sponsorship.

For more information, please refer to our Anti-Bribery and Anti-Corruption Policy.

## We Ensure Any Gifts or Entertainment We Give or Receive are Appropriate

On occasion, we may give or accept modest entertainment and tokens of appreciation that are considered usual and customary for our industry and the regions in which we do business. We must stay independent and impartial in our relationships with clients, suppliers, and other business partners. We cannot solicit gifts or entertainment from a third party; nor can we give or receive gifts, money, or entertainment in exchange for a favor, or to influence a business decision.

Before offering or accepting any gift or entertainment, make sure that it:

- Is modest in value
- Is infrequent and customary with good business practices
- Is given and received openly and transparently
- Does not give the appearance of influencing a business decision

- Is not cash, gift cards, or other cash equivalent
- Does not violate the law or company policy for either party
- Does not create a conflict of interest
- Is not offered or accepted during active negotiations

If you have questions about what is considered appropriate, ask for clarification before accepting gifts, giving gifts, or participating in entertainment or hospitality.

For more information, please refer to our Gift & Entertainment Policy.

## We Avoid Conflicts of Interest

Our company's success relies on everyone working together in the best interests of the company. For that reason, we must always avoid conflicts of interest and be mindful of circumstances that could give even the appearance of a conflict. Conflicts arise when our personal or private interests interfere with our objective judgment or our ability to do our job. Some examples of a potential conflict of interest include:

- You or a member of your family owns a financial interest in a customer, supplier, or competitor of SAI360.
- Working for a supplier or competitor while working at SAI360.
- Holding outside employment that interferes with your work at SAI360.
- Competing with our company or taking personal advantage of opportunities that come our way because of your connection to SAI360.
- Having a direct supervisory relationship between family members or those in a romantic relationship.

Conflicts of interest are not always easy to sort out, so it is important that you disclose any such situation to the Legal Department for advice and guidance.

### Q&A

#### **Who is considered a "family member" for the purposes of determining if I have a potential conflict of interest?**

Family members include your:

- Spouse, domestic, or romantic partner
- Parents
- Children
- Siblings
- Aunts and uncles
- Nieces and nephews
- Cousins
- Parents-in-law
- Brothers- and sisters-in-law
- Sons- and daughters-in-law
- Step-relations like the above relationships
- Anyone who resides in your household

## We Compete Fairly

Most countries where we do business have laws designed to ensure that competition is fair and honest. In general, we must never enter into any formal or informal understandings with competitors that might restrict competition.

The following topics should never be discussed with competitors:

- Pricing
- Product and service costs
- Customers
- Markets or territories
- Terms we offer customers
- Proposals made to prospective customers

Do not discuss such matters either directly with a competitor or at events or locations where our competitors may be present.

Similarly, we may never use unethical or illegal methods to gather information about companies that compete with us. We strive to provide the highest quality products and services to our clients, and we are committed to competing aggressively on the merits of our own products and services. We should not disparage competitors or their products and services, but instead should focus on the benefits gained through a partnership with us. Any information you provide about our products must be accurate and truthful. To avoid violating this policy, always use approved SAI360 materials and communications.

## Q&A

**I was attending a professional association conference that was attended by several of our competitors. At the reception, a representative from one of our competitors asked me about our pricing for a specific product. I was uncomfortable and walked away. Did I do the right thing?**

Yes, it is never okay to discuss pricing with a competitor. It is best to clearly state that it is inappropriate to discuss such competitively sensitive topics and remove yourself from the situation. You should also notify the Legal Department about any such incident.

## We Do Not Act on Inside Information

Many of us may know or have access to inside information about our company or the companies with which we do business. Inside information includes any non-public information that, if known outside the company, could affect a company's stock price or investor decisions.

Examples of "inside" or "material non-public information" include:

- Planned acquisitions, mergers, or divestitures
- Unpublished financial or sales figures
- Operational plans
- Ongoing or threatened governmental investigations, lawsuits, or legal settlements
- Changes in senior management or other key staff
- New product development
- Product approval or rejection by a government entity



If you have such information – about SAI360 or any other company - do not trade and do not pass the information to others or tip someone else to trade.

If you have questions about specific transactions you are contemplating, seek advice from the Legal Department before taking any action.

## Q&A

**My co-worker mentioned in passing that one of our clients may acquire a small, publicly traded company. The market doesn't know about it yet. Can I buy stock from either the client or the company they're planning to buy?**

No. Trading on the information your co-worker gave you would be illegal and a violation of our code. Also, you must not share this information with others, including family members or friends or based on this information, encourage them to buy the shares.



## We Maintain Accurate and Complete Business and Financial Books and Records

Accurate recordkeeping and reporting is essential to ensure the integrity of our books and records, to run the company more effectively and efficiently, and to comply with the law.

We are each responsible for ensuring accurate and complete business and financial records for our areas of responsibility. We must recognize and record all transactions and expenses in an accurate, timely, and consistent manner.

It is also our responsibility to ensure these records are properly maintained for as long as necessary to support legal, audit, or business needs as well as any regulatory requirements, until they are disposed of in compliance with our records management program.

Each of us has an obligation to know and follow all internal controls, to report any known or suspected financial misconduct or recording irregularities, and to cooperate fully with auditors and regulators.

### Q&A

**A person in my group is committing to spend \$30,000 with a certain supplier for goods or services in the next year. Since his spending authority is only \$20,000, he asked me to split the amount and issue two purchase orders instead of one so he could avoid asking for higher-level approval. Is that okay?**

No, this action would enable the person to circumvent important internal controls in place to ensure all transactions are properly authorized. Explain to the person who made the request that it is against company policy, and he will need to seek the proper approvals.

**I was cleaning out my work files and saw that I have some financial records, but I am not sure if, or for how long, I need to keep them. What should I do?**

It's best to start by checking the company's document retention schedule for your country or region. The schedule should list specific records and how long we are required to keep them and when we need to dispose of them. If you are still unsure, ask your manager or the Legal Department for guidance.

For more information, please refer to our Records Retention and Protection Policy.





# Teamwork at Work

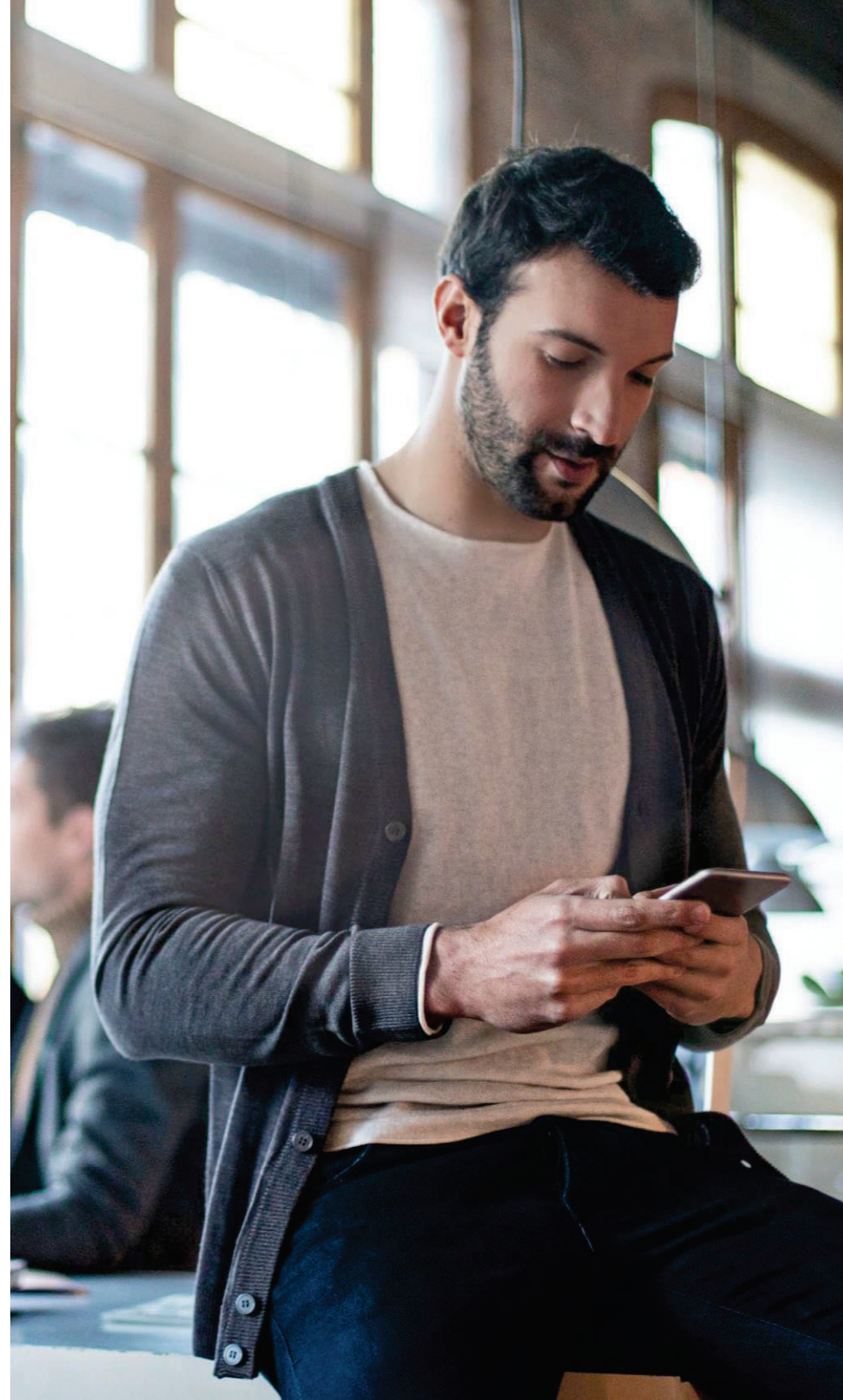
We demonstrate teamwork by bringing a genuine spirit of partnership to our work, understanding how the actions we take will affect others.

## We Act as a Good Corporate Citizen

Being a good corporate citizen means showing respect for human rights and for the communities in which we do business. We work to minimize any adverse effect on the environment and invest in the sustainability of our business.

## We Engage with Responsible Suppliers

We have high standards in the way we conduct our business and expect that our suppliers will act in a manner that is consistent with the principles and values contained in our Code of Conduct. We want to work with suppliers who conduct business ethically and in compliance with the law, respect the rights of their employees, provide safe and healthy workplaces, and have a minimal impact on the environment. If at any time you believe that we are engaging in business with an irresponsible supplier, please report it.





# Using the Whistleblower Hotline

The Whistleblower Hotline is outsourced to a third-party, ComplianceLine, meaning that your report will be confidentially received by risk specialists who are not SAI360 employees. These employees are available every minute of every day of the year to take your call. You will be treated with respect, put at ease, and asked questions to gather information about your concerns. You may also make a report by using the website located at [www.mycompliancereport.com](http://www.mycompliancereport.com) which is accessible in several languages and is easy to use.

Whether you use the phone or the web, you may choose to remain anonymous where allowed by law, or you may choose to identify yourself to facilitate the investigation process. No caller IDs or computer IP addresses are captured. If you elect anonymity, the company will not attempt to learn your identity.

For more information, please refer to our Global Whistleblowing Policy.

To access the Whistleblower Hotline via the third-party website, go to <https://app.mycompliancereport.com/MCR> and enter access ID: **SAI**



To access the Whistleblower Hotline by telephone:

Australia	1-800-202-364
Canada	1-800-565-0610
France	0 800 90 97 01
Germany	0800-182-4524
India	000-800-050-3885
Lithuania	8 800 00 847
Netherlands	0800 0230148
Singapore	800 852 8082
UAE	800 0320862
United Kingdom	0800-208-1074
United States	1-800-565-0610



# Waivers of the Code

Any employee who believes that a waiver of this code is warranted should contact the Chief Legal Officer. However, a waiver of (or amendment to) the code for an officer or members of the SAI360 Board of Directors may be made only by the Board of Directors and must promptly be disclosed to shareholders.