



# CODE OF CONDUCT

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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 anywhere 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.



**Dilip R. Vellodi**  
Chairman and CEO

# 1.0 Our Vision, Mission, Values and Winning Behaviors

## VISION

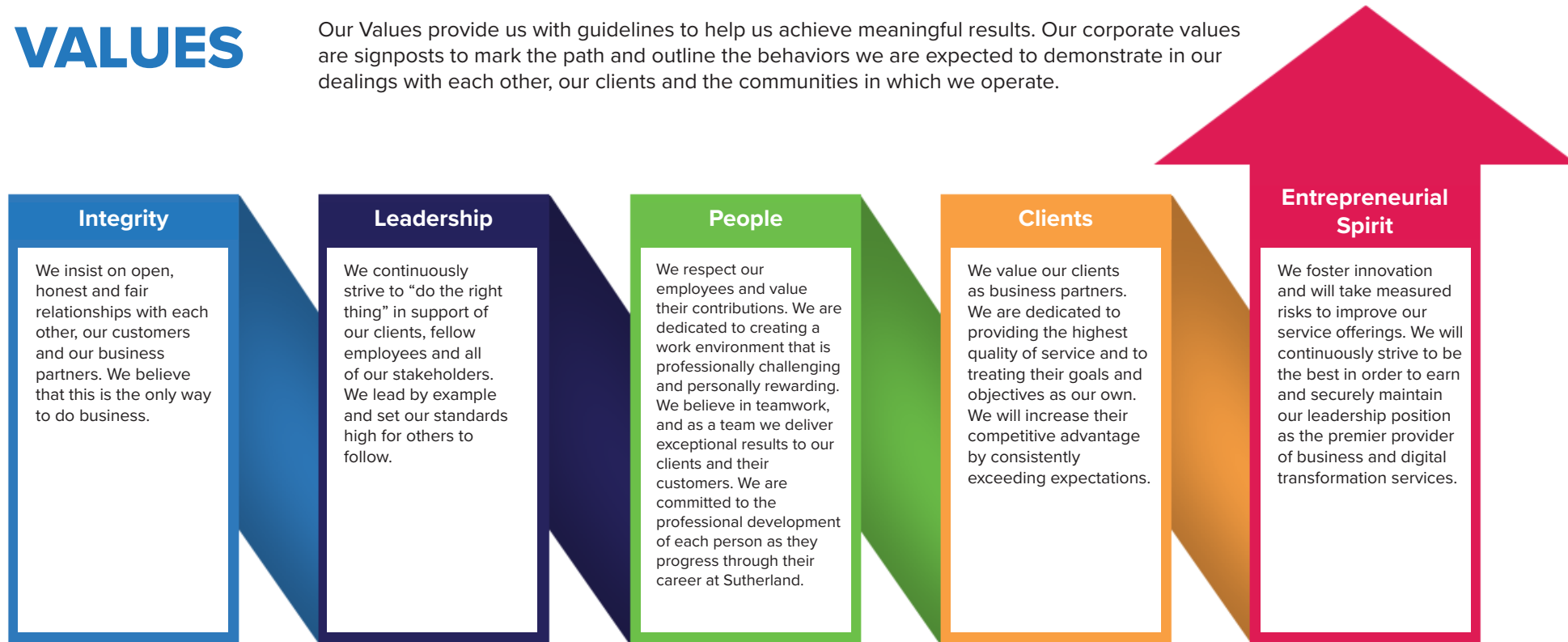
To be the premier and preferred provider of Technology Enabled and Business Process Transformation services in our chosen markets.

## 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.



# WINNING BEHAVIORS



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

## 2.0 Purpose of the Code

Our success is built on our Core Values: working with Integrity, showing Leadership, valuing our Clients and our People, and fostering the Entrepreneurial Spirit. We are committed to Non-Linear, Sustainable, Profitable Growth. As we grow, we aim to be proud, not just of our achievements, but also of how we accomplish them.

Integrity requires courage and a commitment to conducting business honestly and ethically. It means telling the truth, treating others fairly, and seeking out suppliers and partners who share our values.

This Code of Conduct (“Our Code”) is a collection of rules, behaviors, and values that Sutherland considers essential for its success. It guides us in providing exceptional experiences to our clients, employees, and stakeholders. By working for Sutherland, we agree to abide by this Code and uphold its standards in our daily work.





## 3.0 Your Role

Our Code, combined with company policies, establishes the benchmark for ethical business conduct and provides essential guidance for everyone. It is crucial to evaluate every action based on this Code's language, company policies, Values, Winning Behaviors, and applicable laws. All employees must complete mandatory annual Ethics training, at hire and annually thereafter, confirming their adherence to the Code. Acknowledging the Code is a requirement for employment, and failure to comply will be considered a violation.

### 3.1 Follow our Code

All Sutherland employees, officers, agents, and contractors must fully understand and adhere to this Code, as well as local laws and government regulations. Sutherland's business partners are also expected to comply with the [Supplier Code of Conduct](#).

Compliance with the Code will be monitored through periodic audits conducted internally or by external auditors. During these audits, employees, officers, agents, and contractors must provide accurate and timely information. It is important to remember that non-compliance with the Code or applicable laws can have severe consequences for both individuals and the company. It may lead to legal prosecution, damage to reputation, and other serious outcomes.

### 3.2 Lead by Example

As role models, leaders and managers have a responsibility to exemplify personal commitment to the Code. Their words and actions should reflect the highest standards of integrity, ethics, and conduct. They are expected to inspire others to embrace the Code by:

- Encouraging ethical decision making.
- Creating an open, harassment-free and honest work environment.
- Preventing retaliation against those who voice concerns.
- Taking initiative to address and escalate issues promptly.

Sutherland relies on its leaders and managers to reinforce the principles and values outlined in the Code across all levels of the organization.

### 3.3 Sound Decision Making

While no Code or policy document can cover every possible scenario, employees may encounter ethical dilemmas at work. The following steps can help navigate these situations and make informed choices

- Evaluate the situation to ensure a clear understanding of what is being asked.
- Seek all relevant facts and information. If unsure, ask for clarification.
- Check if there is a Sutherland policy or procedure addressing the situation.
- Consider the potential consequences of your decision, including its impact on others.
- Ask yourself if the actions could be seen as unethical or inappropriate, and if they might cause issues for you or the company.
- Rely on your best judgment and common sense. If something appears unethical, it likely is.
- Seek consultation with others. Don't make difficult decisions alone. Utilize available resources outlined in section 3.4 - "Seeking Help and Information".

### 3.4 Seeking Help and Information

If you are unsure or need guidance on interpreting the Code, it's important not to guess. Take the time to seek assistance. There are multiple channels available to choose from:

- Discuss the issue with a trusted manager.
- Reach out to your HR contact or HR country head.
- Contact your local Legal Department representative.
- Get in touch with your Ethics Officer or Corporate Ethics.

These channels provide avenues for obtaining support

and clarification when faced with uncertainties or ethical dilemmas. Remember, seeking guidance is a proactive approach to upholding integrity.

### 3.5 How to report concerns

As Sutherland employees, each of us is responsible for reporting any matter we see or hear that could be illegal or a violation of our Code. While we have the option to remain anonymous, it is strongly encouraged that employees provide their name and contact information. This allows the team of investigators to reach out for further clarification and ensures objective, confidential, and fair handling of each report.

Employees can ask questions or file a report through Sutherland's confidential EthicsLine, accessible at <https://www.convercent.com/report>. EthicsLine is a platform supported by a 24/7 call center managed by Convercent, an independent third-party service provider trusted to maintain confidentiality. Local telephone numbers are available on the website.

All requests for help or reports of misconduct and suspected violations will be treated seriously, promptly, and with sensitivity and professionalism.

It is important to note that false, malicious, or misleading complaints consume valuable resources and will be treated like any other misconduct. Disciplinary action may be taken in such cases. For more details, refer to [Sutherland's Whistleblower Policy](#).

### 3.6 Zero Tolerance for Retaliation

Sutherland strictly prohibits retaliation or negative consequences for reporting in good faith. Reporting in good faith means providing information that you reasonably believe to be true, even if it later turns

out to be a misunderstanding. Retaliating against an employee for reporting or participating in investigations is strictly prohibited and will be addressed according to Section 9.0 of the Code.

**Q:** Cristina 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 or to the Ethics Department.





## 4.0 Employment Practices

*“People, one of our core values, are at the heart of all we do at Sutherland. Each of us are responsible for creating a challenging, yet safe, inclusive and rewarding work environment for our employees.”*

### 4.1 Diversity and Inclusion

Sutherland values diversity and is committed to creating an inclusive work environment. We celebrate the diverse thoughts, experiences, and backgrounds of our workforce. As an equal opportunity employer, we make personnel decisions without discrimination based on race, color, religion, caste, age, gender, national origin, disability, veteran’s status, or any other legally protected characteristic. We promote a positive work environment by upholding professionalism, respecting cultural differences, rejecting stereotypes, and having zero tolerance for racism and hate speech.

### 4.2 Harassment-free Workplace

Harassment refers to unwelcome conduct that creates an intimidating, offensive or hostile environment. Such conduct may include inappropriate physical actions, verbal and written remarks, and misuse of technology.

Sexual harassment involves unwelcome advances, requests for favors, or other behavior of a sexual nature. It includes harassment based on sex, sexual orientation, gender identity, and transgender status. Each one of us is responsible to maintain a harassment-free work environment. We have zero tolerance for sexual harassment and comply with applicable local laws which specifically address sexual harassment complaints.

### 4.3 Labor practices

Sutherland upholds human rights and opposes slavery, forced labor, human trafficking, and child labor. We enforce strict controls within our operations and supply chains, and expect the same from our contractors, suppliers, and business partners. Our contracts explicitly prohibit these practices, and we expect that our suppliers will hold their own suppliers to the same standards. This policy applies to all individuals working for or on behalf of Sutherland. Refer to our [UK Modern Slavery Act Statement](#) for more information.

### 4.4 Violence in the Workplace

Workplace violence and threats of violence are strictly prohibited in Sutherland. Employees must report any instances or potential instances of violence following the provided guidelines for seeking help and information. If there is immediate danger, contact local law enforcement or the relevant authorities.

Sutherland maintains a strict no-weapons policy on company premises, including company-owned, leased, or controlled property, as well as in company vehicles, event venues, client locations, and other related areas.

### 4.5 Health and Safety

Sutherland prioritizes the health and safety of employees, visitors, contractors, and communities. Employees should familiarize themselves with site security procedures and follow them. If you notice safety hazards or unsafe tasks, please report them to your manager, Health and Safety, or Facilities.

### 4.6 Substance Abuse

Substance abuse, including illegal drugs and alcohol, is strictly prohibited on company premises. Employees, including new hires where applicable, are required to cooperate fully in providing specimens for testing and any follow-up explanations based on testing outcomes. Non-compliance with this policy may result in withdrawal of offer of employment or other disciplinary action.

Employees must refrain from being **under the influence** of alcohol or illegal substances while working or conducting company business.

How we behave and what we say in public impacts the company's reputation. Attendees at work-related functions where alcohol is served should use judgment and consume responsibly. A "work-related" function means any function that is connected to your employment at Sutherland, even if the activity takes place outside of the workplace or working hours. Adherence to local alcohol policies and laws, including legal age and driving restrictions, is required.

### 4.7 Remote Working

Teleworking, also known as remote work or work from home, is the practice of working outside a company-controlled facility. It can be voluntary or obligatory, depending on the employee or company's request or government regulations. Employees working remotely must adhere to all provisions of the Code, HR, Infosec, and client policies which are applicable in a physical office.

Maintaining productivity and performance is expected regardless of the work location. Sutherland has the right to monitor employee performance to ensure adherence to the Code and policies as noted above.

Employees must use company-issued equipment solely for work purposes.

**Q:** Sofia, a Sutherland employee who is currently working from home, has a younger brother who needs to access the internet on her company provided desktop to do some research for his schoolwork. Can Sofia let her brother use her Sutherland provided system?

**A:** No. This is not appropriate use of Sutherland's computer systems. Company assets must be used by employees themselves for work purposes only.

Remote workers have an obligation to return all company equipment promptly upon leaving the company or when requested. Failure to return equipment may result in charges for theft or liquidated damages, depending on the circumstances.



## 5.0 Protecting Company Assets, Including Confidential Information

Company owned assets including, but not limited to, infrastructure, equipment, hardware, systems, office supplies, technology, and proprietary information, should be used only for authorized and work-related purposes and be protected to avoid damage, unauthorized use and theft.

### 5.1 Protecting Sutherland's Proprietary Information

Confidential and proprietary company information, for example, trade secrets, financial information, client data (including any of their customer's data), personnel records, etc., must all be safeguarded from unauthorized access or disclosure. This responsibility extends beyond employment, as employees are bound by Non-Disclosure Agreements even after leaving the company. Sharing confidential information with third parties is strictly prohibited, and any violation may lead to legal action by Sutherland to protect its interests.

To ensure security, employees must follow all computer system protocols, safeguard portable electronic devices, never share passwords or download company data onto external storage devices. Sensitive information should not be discussed in public places or left unattended in open areas. Always lock your workstation anytime you walk away from it. Remote workspaces should be secure from eavesdropping, and confidential conversations should take place in private areas away from any potential IoT listening devices.

Employees must use company-owned assets solely for authorized work-related purposes and take the necessary steps to prevent damage, unauthorized use, and theft of those assets.

Printing confidential information should only be done when necessary and approved. Paper copies should be properly secured and disposed of through designated shredding methods. Company confidential information should not be taken outside the office unless there is a legitimate business need. Conducting Sutherland business on personal email is strictly prohibited.

If employees have any uncertainties or questions regarding the handling of confidential information, they should consult seek guidance from the Information Security 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 third-parties including ex-employees. Although your ex-coworker was the one who created the training manual, she created it for Sutherland and not for their private use. The training manual is company property and only it can determine who may have access to this information.

## 5.2 Protecting Client and Third-Party Proprietary Information

Sutherland also handles confidential information from our clients and other third parties, and it is crucial to protect it with the same level of care as we do with our own data. If any party outside Sutherland requests information about our clients or suppliers, we should never share such information and promptly report the request using the resources mentioned in “Seeking Help and Information.”

Additionally, employees must not use, copy, reproduce, reverse engineer, or transmit protected material, including software, technology, or trademarks, without proper written authorization or a valid license. Any use must strictly adhere to the granted authorization or license, with continuous oversight to ensure compliance. Using another company’s or person’s trademark is only permissible if it has been assigned or licensed to us. In such cases, you must verify with our legal department to ensure compliance with the assignment or license terms. The consequences for infringing on copyrighted materials (like software) or trademarks are significant, and in certain instances, may lead to criminal charges against those involved.

## 5.3 Protecting Private Personal Information Received from Clients

The services provided to our clients grant daily access to confidential and private client information, often containing the private personal data of our clients’ end-users. Sutherland is obligated by both our agreements with those clients, and the law, to always maintain strict confidentiality of this data. The private personal information received from our clients is considered confidential and proprietary property of Sutherland. Access to any system, database, records, or materials containing personal information without prior authorization is expressly prohibited. This includes 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. Removing client confidential information from the office is prohibited unless approved in writing by a person specifically authorised by the company to grant such approval.

Sutherland is subject to stringent laws (including Data Privacy laws) protecting personal information. There are robust security procedures in place to ensure authorized access to this data. All security protocols at our sites must be strictly followed to prevent inadvertent or unauthorized disclosure. In the event of a violation, both Sutherland and the individuals involved may face significant legal liabilities and potential criminal prosecution.

## 5.4 Protecting Employee Private Personal Information

Sutherland safeguards employee personal information, such as medical records, financial details, and personal identifiers. Personnel files containing this information are classified as confidential and securely stored. Access is limited to authorized personnel with a valid business need. It is important to follow security protocols to avoid legal liabilities for both Sutherland and individuals.



## 5.5 Using Computer and Network Systems Appropriately

We are expected to use company assets and technology appropriately for business purposes - keeping our Core Values in mind. While occasional non-business use may be allowed, it should never be excessive or interfere with our responsibilities. Use of company assets and technology must always comply with Sutherland policies, even when traveling or outside of business hours. All policies noted herein apply to Sutherland-owned equipment **regardless of time or location**.

All electronic communications should be composed with care, understanding that they are lasting records that can be copied and shared globally without consent. Personal or political views, inappropriate content, offensive language, and unauthorized solicitations are strictly prohibited. Offensive, illegal, and non-business-related sites are to be blocked, and Sutherland reserves the right to monitor and log messages / files, including deleted content sent external to the company. Your use of resources, including email and internet access, may be monitored to ensure responsible and professional use. BYOD (Bring Your Own Devices) guidelines must be followed for Sutherland business use. Refer to Sutherland's IT Services BYOD Hardware and Software Standards, Information Security's Mobile Device and Usage Policy and the Information Security / Clean Desk "Work at Home" Employee Attestation for further guidance.

**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 if it does not 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. 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. Our commitment to integrity and fair dealing extends to our interactions with clients and vendors. We strive to provide quality services and superior customer services while treating our clients and vendors fairly.

### 6.1 Fair Dealing with Clients and Vendors

In our commitment to ethical and transparent business practices, we uphold the principle of fair dealings with clients and vendors. Our interactions with clients and vendors involve mutual respect, honesty, fair treatment, and a focus on delivering quality services and superior customer experience. We seek out business partners that share our Core Values and comply with applicable laws and regulations. Our fair dealing policy prohibits us from making untrue, unfounded, or misleading statements about our own, or our competitors', products, or services. We do not 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 and Ethical Sales Practices

We make decisions that prioritize the best interests of Sutherland and our clients, and refuse to engage in deception, fraud, or misrepresentation.

In addition to being the right thing to do, ethical conduct is also a sound business practice. Mistreating clients, suppliers, contractors, consultants, or business partners, or engaging in unethical behavior, can result in loss of business opportunities. Therefore, we must adhere to the following guidelines:

- We engage in sales that genuinely serve the interests and needs of our clients, rather than solely focusing on meeting sales or compensation goals.
- We communicate honestly, truthfully, and clearly, ensuring that the terms of sale are accurate, transparent, and easily accessible. We maintain the confidentiality, integrity, and accuracy of client records and transactions.
- We avoid making promises or commitments that we are unable to fulfill.



### 6.3 Avoiding Conflicts of Interest

Conflicts of interest occur when an individual's personal or family interests interfere, or even appear to interfere, with their ability to make impartial and sound business decisions on behalf of the company.

It is important to remember that appearances matter as much as actual conflicts. Even if you believe your judgment won't be influenced, if others might think it is, a conflict exists. Sutherland emphasizes the need to avoid situations where even the appearance of conflicting interests exists.

While conflicts of interest are common and can arise routinely in the normal course of business, open communication and transparency can help mitigate potential risks and uphold the integrity and reputation of the organization. Undisclosed conflicts of interest can have serious implications for an organization's integrity and decision-making processes.

Potential conflicts could arise through:

- i. Outside Engagements & Board Memberships:** Employees must be cautious about taking outside employment, accepting board memberships or other part-time jobs (outside engagement). Accepting outside engagements may lead to potential conflicts of interest if they interfere with their responsibilities at Sutherland or involve competing with the company. Whether or not any remuneration is tied to the outside engagement is not relevant. Furthermore, such acts may even be illegal or violate an employee's terms of employment at Sutherland.

Unless permitted by local law, 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 in any capacity without the prior written permission of the company.

Serving as a director or board member for a company that competes with Sutherland is also considered a conflict of interest. Employees must obtain approval from the Heads of Legal and Corporate Ethics before accepting any external directorship or board membership. Existing external positions must also be disclosed and approved.

- ii. Financial Investments and Arrangements:** A conflict of interest can arise if an employee, or their spouse, partner, relative, or close friend has a substantial stake in a company, or a pre-existing personal relationship in a company that is a Sutherland supplier, potential supplier, client, contractor, or competitor. Substantial financial interest means a significant ownership stake in a company. For publicly traded companies, this means owning more than 1% of the outstanding shares. For privately held companies, it means owning more than 5% of the business.

If such employees are directly involved in business negotiations, they must promptly remove themselves from the decision-making process.

- iii. Close Personal Relationships:** Conflicts may arise from supervising family members, romantic partners, or close friends in the workplace. Such conflicts may arise even in indirect reporting relationships and must be avoided and timely reported to ensure transparency and objectivity in all matters.

- iv. Gifts & Hospitality:** Exchanging gifts or any other form of hospitality in a reporting relationship can also create potential conflicts of interest. Employees that supervise others must exercise good judgment before accepting gifts and other forms of hospitality from their team members, especially if those are expensive, can be considered lavish, or may bias perceptions.

v.

Employees should politely decline any gift or entertainment from a Sutherland partner if it creates obligation, biases perceptions, or aims to influence decision making. Immediate family members of Sutherland employees should not accept gifts beyond nominal value from Sutherland partners. If refusing a gift would cause embarrassment, it may be permissible to accept it if it is immediately reported soon after. Please refer to [Sutherland's Anti Bribery Policy and related Guidelines on Gifts, Hospitality, Entertainment and Donations](#) for more information.

- v. Loans and Advances:** Financial transactions involving loans, advances, or other arrangements in a reporting relationship or with a party in a position of authority can create perceptions of conflicts. To avoid any misunderstandings or concerns, Sutherland discourages such arrangements.

- vi. Corporate Opportunities:** The company also emphasizes the need to handle opportunities that may come to light through employees' work or interactions with clients, suppliers, and contractors. If an opportunity arises that Sutherland may be interested in, employees must promptly inform their manager to allow the company to evaluate the opportunity before any private actions are taken.

Only authorized individuals should contact clients directly. It is not appropriate for Sutherland employees to reach out to clients through personal channels for personal favors. Engaging in personal services with Sutherland vendors, contractors, or clients may give the impression of a conflict of interest and should be avoided.

**Q:** I plan to get my house painted and want to get the work done from a Sutherland vendor who is great in terms of pricing and workmanship. Can I go ahead and engage the vendor?

**A:** That depends. If you are in a decision-making role with respect to the vendor, you should avoid taking their services. This is because it could place you or the vendor under a personal obligation giving rise to a perception of conflict. In other circumstances, it is advisable to inform your reporting manager or Corporate Ethics prior to availing such a service.

Sutherland requires the disclosure of any situation that would reasonably be expected to give rise to a conflict of interest. Disclosures can be made on the Conflict of Interest Declaration Portal available on the company's intranet page. Disclosures allow for appropriate actions to be taken to resolve the conflict and mitigate any potential harm to the company's interests.

#### **6.4 Zero tolerance for Fraud**

Fraud involves intentionally concealing, falsifying, or omitting information for personal or others' benefit, harming the company. It can be driven by gaining something valuable or avoiding negative consequences. Examples include:

- Altering or backdating 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
- Creating fake invoices, leaking bid information or bypassing the procurement process with fraudulent intent
- Misstating financial information in our company's books and records
- Fraudulent misappropriation or misuse of client information
- Misusing office property or resources for personal benefit
- Taking advantage of access to official data or information for personal gain
- Accepting kickbacks or any other favors from vendors

These examples are not an exhaustive list of actions that may constitute fraud. Sutherland position on fraud is clear - we have zero tolerance for such behaviors. The company reserves the right to aggressively invoke the full force of the law in dealing with fraudsters.

#### **6.5 Political Contributions and Activities**

While employees may participate in civic and political activities during their personal time and at their own expense, they must not suggest or imply that their participation or contributions are endorsed by Sutherland. Political contributions on behalf of the company or using corporate funds are not permitted, and employees will not be reimbursed for such contributions.





Corporate political contributions are subject to strict regulations at various levels, including state and federal levels in the U.S. Before making any corporate contributions, pre-approval from the Company's General Counsel is required.

## **6.6 Social Media**

When using social media, it is important to remember that the lines between public and private, personal and professional can be blurred. By identifying yourself as a Sutherland employee within a social network, you are connected to your colleagues, clients and other stakeholders. Ensure that any content associated with you aligns with your work at Sutherland and our Core Values. Employees must exercise responsible behavior when posting on social media platforms especially if they identify themselves as employees of Sutherland.

Employees are expected to be honest and respectful on social media channels and adhere to relevant laws, including those regarding copyright, data protection and privacy, and defamation. Employees must refrain from disclosing or discussing Sutherland's confidential or proprietary information and from commenting or speculating on the company's future performance, business plans, strategies, potential acquisitions or divestitures, legal or regulatory matters, or other sensitive subjects. Additionally, refrain from identifying clients, partners, or suppliers, or disclosing confidential details of client engagements on social media is prohibited, unless explicitly authorised to do so.

Employees should avoid posting defamatory, discriminatory, pornographic, proprietary, harassing, or libelous commentaries, content, or images that can create a hostile work environment. Similarly, discussing objectionable or inflammatory topics are best avoided if you have identified yourself as a Sutherland employee. Employees are expected to uphold Sutherland's reputation and Core Values in all online activities. Remember that workplace rules against harassment, bullying, discrimination, and retaliation also apply online. For more detailed guidelines, refer to Sutherland's Social Media Policy.

It is important to note that the guidelines provided in this section are not intended to interfere with or restrict employees' rights under any applicable federal, state, or local laws.

## **6.7 Protecting our Environment**

We are committed to conserving resources, reducing waste, and minimizing emissions through recycling and conservation measures. We seek to prevent the wasteful use of natural resources and are committed to improving the environment, particularly with regard to the emission of greenhouse gases, consumption of water and energy, and the management of waste and hazardous materials. We shall endeavor to offset the effect of climate change in our activities.

## **6.8 Authorised personnel**

Only employees who have been specifically authorized to do so are allowed to bind or obligate the Company to clients, suppliers, or other external parties. This includes signing written contracts, making binding commitments, or assuming any form of obligation on behalf of the Company, whether it involves financial transactions or not. Contracts or documents signed by employees who are not authorized under our Authorized Signatory Policy will not be legally binding on the other party, potentially resulting in an inability to enforce our rights. If you have any questions regarding the extent of your authority or the Company's policies on approvals and contracting, please consult with the Legal Team.

Similarly, only authorised employees are responsible for providing public information about Sutherland's business. Should employees receive inquiries they are not authorised to respond to, they must refer them to a designated spokesperson or department for handling them. Media requests should be directed to the Marketing team, while attorney inquiries should be directed to the Legal Department.



## 7.0 Financial Controls and Reporting

We all share the responsibility to maintain the accuracy of Sutherland’s books and records, including timesheets, expense reports, and financial statements. Compliance with regulations, standards, and generally accepted accounting principles (GAAP) is essential in ensuring the integrity of our financial information.

### 7.1 Accuracy in Financial Disclosures

When submitting information such as timecards, expense reports, and program data, it is important to be truthful, fair, and accurate. Adhering to internal controls and procedures helps maintain the correctness of our financial and business records. Engaging in false or misleading entries, unrecorded funds or assets, or payments without proper documentation and approval is strictly prohibited.

Willful misrepresentation, providing false information, or making false statements to the Company’s external and internal auditors is not only unethical but also against the law. Consequences for such violations are severe, including potential criminal prosecution of individuals involved, including senior officers.

If you become aware of any potential issues with the Company’s financial statements, accounting practices, or audits, it is crucial to promptly report the matter.

### 7.2 Records Retention

Maintaining proper corporate records is crucial for Sutherland to comply with laws and avoid penalties. Our Record Retention Policy outlines procedures for managing documents, both physical and electronic, and should be followed carefully. If you receive a notification from the Legal Department regarding documents relevant to litigation or investigations, comply with it and refrain from destroying any covered materials without authorization. Such Litigation Hold notices supersede the company’s Records Retention Policy.

### 7.3 Audit Inquires

As discussed in “Your Role,” every individual has an obligation to comply with internal and external investigations, whether conducted by Corporate Ethics, the Legal Department, external auditors, government agencies, or others. When asked to cooperate with any internal or external investigation or audit, ensure full and honest cooperation. In the event of receiving a request for information or notice of an investigation from a government agency, notify our Head of Legal, who will provide 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. The consequences for breaching these laws are severe. In addition to Sutherland as a company being liable, employees who violate these laws could face significant penalties, including substantial fines and imprisonment.

### 8.1 Anti-Bribery and Corruption

We are bound by anti-corruption laws worldwide, such as the FCPA and the UK Bribery Act, which aim to prevent bribery in all forms. It is strictly prohibited to offer or promise bribes or kickbacks to government officials, commercial organizations, or private parties. Even if disguised as a “commission” or “fee,” any form of payment to influence their conduct or decisions is considered bribery. This includes cash, gifts, entertainment and hospitality, travel, donations or any other favor.

All gift-giving and entertainment must be in line with the provisions contained in our Anti Bribery Policy and related Guidelines on Gifts, Hospitality, Entertainment and Donations.

We must ensure that third parties we engage with also abide by these rules. Agents and consultants are held to the same standards, and both direct and indirect payments are prohibited. We may be held liable for payments made to government officials and commercial organisations by third party intermediaries working on our behalf, even if we were unaware but should have known about them. Merely offering a bribe, without actual payment, can also lead to liability.

Violating the FCPA and other anti-bribery laws can have serious consequences. Both individuals and the company can face significant fines, criminal prosecution, become subject to exclusions/blacklisting, and suffer severe reputational damage. Employees having regular interactions with government officials have an added responsibility to fully familiarize themselves with the Company’s Anti-Bribery Policy and related guidelines on Gifts, Hospitality, Entertainment, and Donations.



**Q:** Juan, 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.

## 8.2 Compliance with Data Privacy Regulations

Sutherland is committed to safeguarding its data and that of its clients by providing adequate protection to its Information assets. To do so, we always follow legal, ethical and best information security industry requirements in alignment with ISO 27001, HIPAA, PCI DSS Standards and local data privacy regulations in each country we operate. Many countries have strict regulations in place, and we must ensure compliance with these regulations when collecting and processing personal data.

Sutherland respects individuals' rights and limits the information collected, retained, and disclosed to what is reasonable and appropriate. Our Privacy Policy provides detailed information on our data privacy practices, which can be accessed at [www.sutherlandglobal.com/privacy-policy](http://www.sutherlandglobal.com/privacy-policy). For any privacy-related inquiries, please reach out to Sutherland's Privacy team at [privacy@sutherlandglobal.com](mailto:privacy@sutherlandglobal.com).

## 8.3 Insider trading

To perform our duties effectively, we may sometimes access information about Sutherland and the companies we do business with, which is not available to the public. This type of non-public information is often referred to as "inside information" and could be significant enough to influence someone's decision to buy, sell, or hold shares of stock or other securities.

It is illegal to trade or share such material information (known as "insider trading"), violating both our Code and securities laws of several countries. Do not trade in securities of companies with material non-public information, and don't disclose this information to others.

Exercise caution involving the stock of any company we do business with, including our contractors, consultants, suppliers, and business partners.

## 8.4 Anti-Money Laundering

Sutherland is fully committed to complying with laws against money laundering and financing illegal activities. Money laundering involves hiding proceeds from illegal activities or making them seem legitimate. As employees, it's vital to conduct business with reputable customers and verify their identity. Engage in financial transactions only when sure the funds are derived from legitimate sources. Be watchful for "red flags" like cash payment requests or unusual payment terms from potential customers or suppliers. If any suspicion of money laundering activities arises, speak up and report your concerns promptly.

## 8.5 Competition Law & Anti-trust

Competition (anti-trust) laws are present in all the countries where we and our clients operate, and they prohibit us from engaging in activities that restrict free and fair competition. It is illegal to make agreements with competitors that allocate clients, geographies, products, or markets, set client prices, control supplier prices, or collude during bidding processes. These actions limit client options and violate competition laws, even if they are informal understandings rather than formal contracts.

If you encounter discussions or situations involving these prohibited topics while communicating with a competitor, whether at industry events, trade shows, or any other formal or informal occasions, it is crucial to immediately cease the conversation and report it to the Legal Team or Corporate Ethics. Given the complexity of competition laws, it is best to avoid any interactions with competitors that could potentially expose both yourself and the company to the risk of violating these laws.

As part of the job, it may be necessary for employees to obtain accurate information about our competitors' activities. Employees are encouraged to seek information from coworkers, clients, and suppliers about competitors, if they can share that information freely without violating any legal or contractual obligations. It is important to note that we do not encourage individuals to provide information that would put them at risk, such as seeking a competitor's confidential information from a new employee who previously worked for that competitor.

## 8.6 International Trade Compliance

- i. **Export Compliance:** The U.S. government imposes restrictions on certain exports, while others may require the appropriate export license for lawful exportation. Export controls often apply in connection with highly regulated industry sectors such as nuclear power, aerospace and defense, or in case of export of software with advanced data encryption capabilities.

The determination of whether a product or technology can be exported depends on factors such as the nature of the item, the destination country, the intended use or recipient, and the prevailing regulation at the time.

- ii. **Anti-Boycott:** A boycott takes place when an individual, group, or country refuses to engage in business with particular people or nations. All Sutherland employees must comply with U.S. anti-boycott laws, which prohibit U.S. firms from participating in foreign economic boycotts that the U.S. does not sanction (example the Arab League boycott of Israel), and to report any boycott requests that they receive.
- iii. **Sanctions & Embargoes:** The U.S. Department of the Treasury's Office of Foreign Assets Control (OFAC) manages laws, regulations, and orders imposing trade sanctions on specific countries, entities, and individuals for U.S. foreign policy and national security goals. These sanctions prevent involvement in commercial activities with sanctioned parties. They can target countries, regions, individuals, entities, and industries, including those involved in illicit activities. OFAC administers various sanctions programs, including comprehensive embargoes on countries like Cuba and Iran, restrictions on specific business activities in countries like Russia and Venezuela, and for entities listed on the Specially Designated Nationals (SDN) List.

Violation of these trade controls can lead to severe consequences, including potential civil and criminal penalties. Sutherland always complies with all applicable international trade controls. As these regulations may change over time, employees must seek guidance from the Legal or Ethics & Compliance Office before engaging in any transaction if they're unsure if these regulations may restrict or prohibit such a transaction.

Please refer to [Sutherland's Economic and Trade Sanctions Policy](#) for further details.

## 8.7 Telecommunication 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. Employees whose job roles involve contacting customers of our clients must abide by the U.S. Telephone Consumer Protection Act (TCPA) and other relevant laws concerning telemarketing, unsolicited faxes, and commercial emails. These laws strictly prohibit unsolicited telemarketing calls to residential consumers who have opted to be included in the "Do Not Call" list. For more information, please consult our Chief Technology Officer or Legal Counsel.

## 8.8 Healthcare Services Business Requirements

Sutherland employees working in the healthcare division have additional responsibilities and obligations unique to this sector. 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.

Employees in our healthcare division are entrusted with promoting ethics and integrity while assisting clients in achieving their goals through digital transformation and revenue cycle management services. Although we are not directly involved in patient care, we recognize that our work impacts our clients' ability to serve their communities.

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 holds liable those who submit false or fraudulent claims or records to the government for payment or make false records or statements. Sutherland ensures that our coding and claims submissions on behalf of clients are accurate and in compliance with applicable regulations.
- The Anti-Kickback Statute, which prohibits offering, soliciting, or receiving remuneration to induce referrals for services covered by Medicare or Medicaid.
- The Deficit Reduction Act, which requires healthcare entities like Sutherland to provide fraud, waste, and abuse training to employees and vendors, including training on the Whistleblower Protection Act.

- The Health Insurance Portability and Accountability Act (HIPAA) and Health Information Technology for Economic and Clinical Health Act (HITECH), which include privacy, security, and breach notification rules to protect health information and individuals' rights regarding their health information.

Employees working intermittently with healthcare clients should contact Sutherland's Healthcare Compliance Office to access the required education for healthcare-related activities.

Sutherland also complies with exclusion provisions that prohibit organizations receiving money from Medicare or Medicaid to hire or contract with individuals or entities with convictions related to patient abuse, health care fraud, or distribution of controlled substances. We conduct pre-hire and monthly screenings of employees and vendors to ensure compliance, and employees transitioning to the healthcare vertical must undergo new background screening processes.

For questions or reporting healthcare compliance violations, employees can contact the Vice President of Healthcare Compliance or email [SHSCompliance@sutherlandglobal.com](mailto:SHSCompliance@sutherlandglobal.com)





## 9.0 Consequences of breach

Failure to adhere to our Code of Conduct or providing false information during an investigation may result in disciplinary measures, including termination of employment. In certain cases, civil action or referral for criminal prosecution may be pursued in accordance with relevant laws and regulations.

Furthermore, we hold our partners and their employees to the same standards outlined in our Code. If we determine that a partner has not met our expectations or contractual obligations, we may terminate our contract with them.

## 10.0 Resources

- **Ethics and Anti-Bribery Compliance**  
[Corporate.Ethics@sutherlandglobal.com](mailto:Corporate.Ethics@sutherlandglobal.com)
- **EthicsLine**  
Website: <http://www.convercent.com/report>
- **Legal Team**  
[Legal@sutherlandglobal.com](mailto:Legal@sutherlandglobal.com)
- **InfoSec**  
[InfosecIncidentManagement@sutherlandglobal.com](mailto:InfosecIncidentManagement@sutherlandglobal.com)
- **Healthcare Compliance**  
[SHSCompliance@sutherlandglobal.com](mailto:SHSCompliance@sutherlandglobal.com)
- **Privacy**  
[privacy@sutherlandglobal.com](mailto:privacy@sutherlandglobal.com)
- **Gifts Declaration Portal** (requires VPN connection)  
<http://mumgcspt01:3000/sites/EthicsandCorporateCompliance/SitePages/Home.aspx>
- **Conflict of Interest Declaration Portal** (requires VPN connection)  
<http://mumgcspt01:3000/sites/EthicsandCorporateCompliance/SitePages/Home.aspx>

## 11.0 Effective Date, Repealing Clause and Requests for Exemption

This updated version shall take effect on 24 Jan 2024 and shall be 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 will be decided jointly by the Heads of Corporate Ethics and Legal departments.

In the event of any discrepancy between the English version and any other language into which this Policy may be translated, the English version will prevail.





## 12.0 Review and Approval History

File Name	Code of Conduct			
Document Code	SGS-EC-GL101			
Document Type	Global Policy			
Version	5.0			
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
3.1	Abhishek Agarwal	Page 6 - Revision to specifically state that it will be acknowledged “annually” by employees rather than “periodically”; Page 28 - Replaced every “two years” in the Code with “annually”	Dilip Vellodi, James Lusk, Erika Bogar King	April 25, 2019
3.2	Abhishek Agarwal	Page 5 - Updated the Sutherland Winning Behaviors Circle image Page 10 - Clause 4.7 added on Alcohol Consumption in the Workplace. Page 29 - Added separate page for Review and Approval History	Dilip Vellodi, James Lusk, Erika Bogar King	September 23, 2019
4.0	Abhishek Agarwal	Page 8 – Updated verbiage in Clause 3.6 for “reporting in good faith” Page 11 – Clause 4.8 added on “Remote Working” Page 16 – Clause 6.5 – Updated the “Conflict of Interest” section Page 29 – Clause 9 – Updated “Resources”	Dilip Vellodi James S Lusk Iris Goldfein	April 1, 2021
4.1	Abhishek Agarwal	Page 8 - Included Reference to Regional Ethics Officers in Sec 3.4 and updated verbiage for reporting in Sec 3.5 Page 14 - extended scope of policy to bring your own devices (BYOD) in Sec 5.5 Page 18 – language updated in Sec 6.5.4 Page 25 – removed reference to ‘senior officer of the company’ in Sec 7.3 Consequent formatting, numbering and alignment changes	Dilip Vellodi James S Lusk Anil Joseph Eric Tinch	June 23, 2022
5.0	Abhishek Agarwal	Revision	Dilip Vellodi James S Lusk Eric Tinch	January 24, 2024