

## Syrus Global Code of Business Conduct

### A MESSAGE FROM THE FOUNDER

*Dear Fellow Associates:*

***One of our company's most valuable assets is our reputation*** for trust, integrity and fairness. We have no higher priority than maintaining this reputation.

Our ***Code of Business Conduct*** exists to define for all of us the behavior which is consistent with our values and which is in accordance with applicable laws. It requires that we educate ourselves about these rules and values, and that we exercise the highest degree of honesty in our dealings with each other, our clients and our partners.

These guidelines spell out ***our responsibilities as Syrus associates***, and they are designed to help us make good choices when faced with ethical dilemmas. They also enhance awareness of ethical issues that we may encounter in everyday activities. Doing the right thing begins with knowledge about where the line is drawn between acceptable and unacceptable. Once educated, ***doing the right thing depends on our individual good judgment***, an understanding of how others see us, and how our actions may be interpreted.

Should you choose to use our Listen Up anonymous reporting service to report violations of our Code of Business Conduct, know that we have committed to Listen Up that we will not attempt to learn the identity of submitters. Of course our open door policy is alive and well, but we understand that some subjects are more easily broached when confidentiality can be assured.

Syrus Global's reputation can only be upheld through the consistent ethical and honest practices of all associates. ***I ask that each of you join me*** in maintaining the honesty and integrity in our business activity that has made Syrus not only an industry leader, but also a place where we can all be proud to work.

Alice Peterson  
Founder and President  
Syrus Global

## OUR VALUES

Syrus Global is committed to upholding the highest standard of ethical conduct in all of our activities. Our reputation is built on the personal integrity of each associate and our dedication to promoting these overarching values:

***Honesty*** in communicating within the company and with our suppliers and customers, while at the same time protecting the company's classified information and trade secrets

***Respect*** for our fellow associates, owners, customers and suppliers, seeking opinions and appreciating feedback

***Quality*** in our products and services, by striving to provide defect-free services to our customers

***Accountability*** for our words and actions

***Compassion*** in our relations with our associates and their families

***Fairness*** to our fellow associates, investors, customers and suppliers through observance of applicable laws and regulations and a high standard of behavior

## **OUR POLICIES AND PRACTICES**

### **Confidential Information**

Syrus Global believes its confidential proprietary information is an important asset in the operation of its business and prohibits the unauthorized use or disclosure of this information. Syrus Global respects the property rights of other companies to their proprietary information and requires its associates to fully comply with both the spirit and the letter of U.S. and foreign laws and regulations protecting such rights. Syrus Global's success is dependent upon the strict adherence by associates to this policy and all applicable standards and procedures.

### **Competitive Information**

Collecting information on our competitors from legitimate sources to evaluate the relative merits of their products, services, and marketing methods is proper and often necessary. However, there are limits to the ways information should be acquired. Practices such as industrial espionage and stealing are obviously wrong. But so is seeking confidential information from a new employee who recently worked for a competitor, or misrepresenting your identity in the hopes of getting confidential information from a competitor. Any form of questionable intelligence gathering is strictly against company policy.

### **Conflicts of Interest**

Syrus Global associates have an obligation to give their complete loyalty to the best interests of the company. They should avoid any action which may involve, or may appear to involve, a conflict of interest with the company. Associates should not have any financial or other business relationships with suppliers, customers or competitors that might impair, or even appear to impair, the independence of any judgment they may need to make on behalf of the company. Solicitation of vendors or associates for gifts or donations shall not be allowed except with the permission of a higher administrative office.

Therefore, it is company policy that associates may not perform services for or have a financial interest in a private or public company that is, or may become, a supplier, customer, or competitor of the company, or perform outside work or otherwise engage in any outside activity or enterprise that may interfere in any way with job performance or create a conflict with the company's best interests.

Associates are under a continuing obligation to disclose to their supervisors any situation that presents the possibility of a conflict or disparity of interest between the employee and the company. Disclosure of any potential conflict is the key to remaining in full compliance with this policy.

### **Consumer and Supplier Relations**

Syrus Global believes that the company, the economy, and the public benefit if businesses compete vigorously. The company, its associates, and representatives will treat customers, business allies and suppliers fairly and will not engage in anticompetitive practices that unlawfully restrict the free market economy.

## **Bribes**

Syrus Global's objective is to compete in the marketplace on the basis of superior products, services and competitive prices. No payment in any form shall be made directly or indirectly to anyone for the purpose of obtaining or retaining business, or to obtain any other favorable action. A violation of this policy will subject the employee to disciplinary action as well as potential criminal prosecution.

## **Gifts**

No gift should be accepted from a supplier, vendor or customer unless the gift has insubstantial value and a refusal to accept it would be discourteous or otherwise harmful to Syrus Global. Associates must receive approval from their supervisors before they accept any gift having a value over \$50. This applies equally to giving gifts to suppliers or vendors or non-government customers. (See below for a discussion of gifts to government representatives.)

## **Entertainment**

Appropriate business entertainment of non-government associates occurring in connection with business discussions or the development of business relationships is generally deemed appropriate in the conduct of official business. This may include business-related meals and trips, refreshments before or after a business meeting, and occasional athletic, theatrical or cultural events. Entertainment in any form that is likely to result in an expectation of personal obligation should not be extended or accepted. This applies equally to giving or receiving entertainment.

## **Government Representatives**

What is acceptable practice in the commercial business environment may be against the law or the policies of federal, state or local governments. Therefore, no gifts or business entertainment of any kind may be given to any government employee without the prior approval of the company legal departments, except for items of nominal value (i.e., pens, coffee mugs, etc.).

## **Compliance with Antitrust Laws**

All Syrus Global associates are expected to comply with both the letter and spirit of all applicable federal, state and foreign antitrust laws. When any doubt exists as to the legality of any action or arrangement, the matter should be discussed with the Legal Department.

## **Agreements with Competitors**

Formal or informal agreements with competitors that seek to limit or restrict competition in some way are often illegal. Unlawful agreements include those which seek to fix or control prices; allocate products, markets or territories; or boycott certain customers or suppliers. To ensure compliance with antitrust law, discussions with competitors regarding any of these potential agreements is a violation of company policy and will subject the employee to disciplinary action as well as the potential for criminal prosecution.

## **Agreements with Customers**

Certain understandings between the company and a customer are also considered anti-competitive and illegal. These include agreements that fix resale prices or that result in discriminatory pricing between customers for the same product. These types of restrictive understandings must not be discussed or agreed to with a customer.

## **Contact with Competitors**

Contact with competitors at trade shows or similar events is unavoidable. However, these contacts are not immune from antitrust law. Consequently, contact with competitors necessitated by these meetings should be as limited as possible and kept strictly to the subjects on the agenda for the meeting. In addition, employee participants in trade associations should consult with the Legal Department regarding any proposed association activity that would have a potential effect on competition, such as the development of product standards or industry code of practice.

## **International Application**

International operations of the company may be subject to the antitrust laws of the United States. Advice on this subject as well as similar requirements under other applicable jurisdictions (e.g., the European Commission) should be sought from the Legal Department.

## **Equal Employment Opportunity**

It is the policy of Syrus Global to ensure equal treatment for all associates and applicants, regardless of race, color, religion, national origin, age, sex, sexual orientation, or mental/physical capacity, and to comply voluntarily with the concept and practice of affirmative action. This policy applies to all company activities, including, but not limited to, recruiting, hiring, training, transfers, promotions and benefits.

## **Non-Harassment and Sexual Harassment**

It is company policy to provide a workplace free from tensions involving matters that do not relate to the company's business. In particular, an atmosphere of tension created by ethnic, racial, sexual or religious remarks, unwelcome sexual advances, or requests for sexual favors, will not be tolerated.

Harassment of associates, applicants, customers, contractors or suppliers by other associates is a violation of company policy. Harassment includes, without limitation, verbal harassment (epithets, derogatory statements, slurs), physical harassment (hitting, pushing or other aggressive physical contact; inappropriate touching) and visual harassment (lewd or inappropriate posters, cartoons, drawings).

Harassment may be unlawful and is prohibited whether it occurs in the workplace, at customer or vendor sites, or at other employment related events or activities. However, the objectionable conduct need not be unlawful to violate company policy. Company policy prohibits all inappropriate harassing conduct, whether or not the conduct is so severe as to be considered a violation of law.

Unlawful sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and verbal or physical conduct of a sexual nature, (1) when submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of employment; (2) or is used as a basis for employment decisions; or (3) when such conduct has the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating or sexually offensive work environment.

While it is not possible to provide an exhaustive list of conduct that violates the company's sexual harassment policy, what follows are examples of conduct which may constitute policy violations, regardless of intent:

- Sexual advances
- Requests for sexual favors
- The exchange of sexual favors for actual or promised job benefit or salary enhancement
- Use of sexual epithets
- Inappropriate references to male or female anatomy
- Written or verbal references to sexual conduct
- Gossip regarding one's sexual activities or prowess
- Repeated requests for dates
- Leering, whistling or touching
- Inquiries or comments about another's sex life
- Assault or coerced sexual activity
- Displaying sexually suggestive objects, pictures, cartoons
- Telling sexual jokes

Associates who observe, learn of, or are subjected to harassment, are responsible immediately to report the conduct to their supervisor, manager, or human resources representative for prompt investigation. Investigations will be conducted in as discrete and as confidential a manner as is practicable.

Retaliation against individuals who report such violations of policy, or against those who provide information in an investigation of such violations, is also a violation of policy.

The company will act promptly and vigorously to take corrective action and appropriate discipline with respect to any harassment or retaliation, up to and including termination of offending individuals.

### **Insider Trading**

Associates shall not trade in securities while in possession of material inside information. To avoid even the appearance of insider trading, associates shall not trade in options in the company's stock and shall avoid speculating in Syrus stock.

### **Use of Company Assets**

Syrus Global's assets are to be used only for legitimate business purposes, and only by authorized associates or their designees. This includes both tangible and intangible assets.

Syrus Global's e-mail system should be restricted primarily to company business. *Highly confidential information should be handled appropriately.* The company reserves the right

at any time to monitor and inspect, without notice, all electronic communications data and information transmitted on the network and electronic files located on personal computers owned by the company or computers on the premises used in company business.

Third Party Software is provided as a productivity tool for associates to perform their job functions. Please note that, just because third party product or utility software is located on a corporate utility server, it does not necessarily mean that it is licensed for use as a standalone software product. Associates may be liable as individuals for illegal software use.

To the extent permitted under applicable law, associates, contractors and temporary associates shall assign to the company any invention, work of authorship, composition or other form of intellectual property created during the period of employment.

### **Reporting Code of Conduct Violations and Seeking Counsel**

Syrus will not permit any form of retribution against any person, who, in good faith, reports known or suspected violations of company policy.

#### ***Anonymous, Confidential Contact***

While we encourage open and honest dialog, we understand that at times, anonymity is needed to make associates feel completely safe reporting wrongdoing or raising sensitive issues. The company has established an independent system for reporting violations of any of the company policies, as well as any suspected misconduct by any associate or representative of the company. This may be done anonymously through Listen Up Group:

- Toll-free phone, available every minute of every day: 866-398-0010
- Secure web form: [www.ListenUpReports.com](http://www.ListenUpReports.com)
- Write to: Listen Up Reports, P.O. Box 274, Highland Park, IL 60035

To provide associates confidence in using the Listen Up confidential communication service, note the following protections for submitters:

1. Listen Up starts every submitter encounter with a presumption of anonymity
2. A Submitter Advocate at Listen Up reads every case and removes inadvertent clues to identity
3. No information is captured with respect to the submitter – no caller ID is used, no IP addresses are captured, and no originating source of contact is sought
4. Syrus will not attempt to learn the identity of submitters using the Listen Up service

#### ***General Contact***

In some cases, the right thing to do will be obvious, but in other more complex situations, it may be difficult for an employee to decide what to do. When an associate is faced with an ethical dilemma, or whenever they have any doubt as to the right thing to do, they should talk to someone else such as their supervisor, any manager or executive, or the Legal Department.

**THANK YOU!**