

# Supplier Code of Conduct

## Procurement | October 2018



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*This document applies to all employees of Alorica, Inc. as well as any subsidiaries or affiliated entities of the respective companies, each of which is a separate legal entity, (as applicable, the "Company").*

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## INTRODUCTION – BACKGROUND

Alorica’s Supplier Code of Conduct (“Code” or “Code of Conduct”) sets out the minimum principles that we expect our Suppliers to follow in their provision of products and services to Alorica and any of our affiliates. “Supplier(s)” means you as a company, including your officers, directors, employees, agents and contractors. Each member of your team is expected to read, understand and act in accordance with it.

To become or maintain the status of an approved Supplier to Alorica, all vendors must enroll in and complete the screening process through our Vendor Screening Management Program.

We recognize that customs, practices, regulations and laws differ around the world. This Code should be read as applying globally, but we would highlight that specific regional changes (for EMEA, APAC and LATAM) may apply.

This Code should be read in conjunction with (and is incorporated into) the agreement which governs our working relationship and sets forth the parties’ rights and obligations. There are other policies and documents that are incorporated into the agreement as well. We fully expect our Suppliers to read and act in accordance with those policies and documents. In case of a conflict between the Code and the agreement, the agreement controls unless as otherwise specified herein or as otherwise required by law. Suppliers will ensure any subcontractors it uses in furtherance of your provision of products and services to Alorica (if Alorica permits such use) understand and comply with the Code.

Compliance with this Supplier Code of Conduct is subject to an audit at the discretion of Alorica. Failure to comply with the Code of Conduct may result in discontinuance of current and/or the prevention of future business relationships between Alorica on the one hand and the Supplier and its affiliates on the other.

Suppliers are encouraged to reach out to their Global Procurement contact with any questions pertaining to the Code or whenever there are questions related to the appropriateness of any activity connected to their supplier relationship with Alorica and associated business conduct. In addition, reports of any ethically questionable behavior may be made using the Alorica Anonymous Reporting Hotline at 844-410-0009 or 800-216-1288 (Español). Complaints made on the Anonymous Reporting Hotline may be made anonymously. Suppliers can also go to [www.lighthouse-services.com/alorica](http://www.lighthouse-services.com/alorica).

## 1 ETHICS

Suppliers must be committed to the highest standards of ethical conduct when dealing with workers, their suppliers, customers and other third parties.

Suppliers are required to conduct their business in a responsible and ethical manner and to exercise reasonable care and diligence to prevent any actions or conditions that could result in a conflict of interest. To comply with this Code of Conduct, Suppliers must have high standards for corporate governance, carry out their business honestly and ethically, and operate in full compliance with all applicable laws, rules and regulations.

Suppliers must comply with all applicable anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act, and regulations in connection with their work for or on behalf of Alorica. Corruption, extortion, embezzlement, bribery and kickbacks in any form are strictly prohibited.

Supplier is prohibited from engaging in collusive or unfair business behavior that restricts free competition. Supplier will comply with all applicable antitrust and competitive laws.

## 2 GIFT AND ENTERTAINMENT

### 2.1 Prohibited

Alorica Suppliers will not offer, promise or provide to any Alorica employee a kickback, favor, cash, gratuity, entertainment or anything of value to obtain favorable treatment from Alorica. Alorica employees are similarly prohibited from soliciting such favors from Suppliers. This restriction extends to any family members of both Supplier and Alorica employees, or with any other persons with whom Supplier has or Alorica employees have significant personal relationships in exchange for obtaining or retaining Alorica's business. Note: Alorica employees are prohibited from accepting initial public offering (IPO) stock from Supplier.

## 2.2 Acceptable

As long as a gift is not intended to obtain favorable treatment from Supplier, and does not create the appearance of a bribe, kickback, payoff or irregular type of payment, or otherwise raise any potential conflicts of interest, Alorica employees may accept a gift from a Supplier if all the following requirements exist:

- The total value of a tangible gift or gifts is of nominal value (\$100 or less per year) or \$200 or less, per year, for intangible gifts/entertainment (such as event tickets, etc.);
- public disclosure would not embarrass Alorica;
- the gift is reasonable and appropriate consistent with Alorica's business practices, and;
- acceptance of the gift does not violate any applicable laws.
- Alorica's Executive Leadership Team and senior management of the intended recipient must approve acceptance of any gift that does not fit within these criteria.

Failure to comply with the above gift guidelines may result in discontinuance of current and/or the prevention of future business relationships between Alorica on the one hand and the Supplier and its affiliates on the other. Alorica employees who fail to follow the above-mentioned process will be subject to disciplinary action up to and including termination.

## 3 MANAGEMENT OF CONFIDENTIAL INFORMATION

"Confidential Information" means any information related to the fact or substance of negotiations, the terms of any agreement between Alorica and the Supplier, and also including, without limitation, all, or any part of, and originals or copies of, any information, in whatever form embodied that Alorica has identified as confidential, and all information concerning Alorica's past, current, and planned products, services, fees, customer financial institutions, customer data, concepts, methodologies, research, business activities, marketing plans, technical and/or platform interfaces. Confidential Information does not include information which: (a) is now generally known to the public or becomes known to the public; provided, however, that it does not become publicly known through disclosure by the Supplier; (b) is possessed by the Supplier in written form prior to its disclosure by Alorica; (c) is received by the Supplier lawfully and in good faith from a third-party who has no obligation to Alorica; or (d) is lawfully and independently developed or acquired by the Supplier without reliance in any way on the Confidential Information.

Suppliers may use Alorica Confidential Information only for the purposes identified and directed by Alorica and must report any actual or suspected violations to Alorica. Confidential Information must not be copied or disclosed to any third party except as expressly permitted in writing by Alorica.

Suppliers must safeguard Alorica Confidential Information using the same standard they employ to safeguard their own information of like kind, but in no event less than a commercially reasonable standard of care. Suppliers will be responsible for any unauthorized use or disclosure of Alorica Confidential Information by their employees, agents, and other representatives as well as another entity receiving or receiving access to Alorica Confidential Information from them. Upon completion or termination of the active supply relationship between Suppliers and Alorica, Suppliers must remove all Alorica Confidential Information from Supplier's systems and records within 90 days, and certify doing so in writing to Alorica.

The foregoing shall be in addition to any other confidentiality obligations that Suppliers may have pursuant to a contract or other agreement with Alorica.

## **4 MANAGEMENT OF ALORICA PROPERTY**

When authorized to use Alorica property, supplies, equipment and other assets, Suppliers are required to do so responsibly. Suppliers must protect and use responsibly Alorica trademarks, copyrights, trade secrets and other intellectual property when authorized to use such assets, including compliance with licenses and terms of use. Suppliers must not use any trademark or any other intellectual property unless expressly permitted in writing by Alorica.

## **5 SUBCONTRACTORS**

Suppliers that employ subcontractors to supply goods or services to Alorica must disclose the names of all subcontractors to Alorica upon request. In addition, Suppliers are responsible for ensuring that all such subcontractors comply with this Code of Conduct.

## **6 CONFLICT OF INTEREST**

Suppliers will not enter into a financial or any other relationship with an Alorica employee that creates any actual, potential or perceived conflict of interest for Alorica. We understand that a conflict of interest arises when the personal interests of the Alorica employee are inconsistent with the responsibilities of his/her position with the company. All such conflicts must be disclosed and corrected. Even the appearance of a conflict of interest can be damaging to Alorica and to us, as the Supplier, and must be disclosed and approved in advance by Alorica management and the Alorica Ethics Office. To disclose any conflict of interest, contact the Alorica Anonymous Reporting Hotline at 844-410-0009 or 800-216-1288 (Español). Suppliers can also go to [www.lighthouse-services.com/alorica](http://www.lighthouse-services.com/alorica).

## **7 FINANCIAL RESPONSIBILITIES**

Suppliers are required to accurately record and disclose information regarding their business activities, structure, financial situation, and performance in accordance with applicable laws and regulations and prevailing industry practices.

Suppliers are expected to comply with applicable standards and requirements for all communities, locations, and markets in which they conduct business. Additionally, Suppliers must use sound financial practices and ensure transparency in financial dealings by implementing and maintaining adequate internal controls.

## **8 INCLUSIVE SUPPLY CHAIN**

Specifically, in the United States, Suppliers are required to provide minority-, women-, and veteran-owned business enterprises an opportunity to participate in the subcontracts they award to the fullest extent consistent with efficient performance.

## **9 HEALTH AND SAFETY**

Suppliers are required to abide by all local laws, directives and regulations relating to health and safety in the workplace or in any other location other than the workplace where production or work is undertaken and to implement changes to accommodate any amendments to these laws, directives or regulations.

Suppliers are required to have strict procedures that prevent the use of illegal drugs in the workplace or in any other location other than the workplace where production or work is undertaken.

## **10 HUMAN RIGHTS/LABOR AND EMPLOYMENT LAWS**

Suppliers must be committed to and have respect for the protection and preservation of human rights. While it is the responsibility of each Supplier to define its own policy and approach to the issue of human rights, Suppliers' values and business principles must be consistent with that of ALORICA and the United Nations Universal Declaration of Human Rights. Suppliers are expected to comply with applicable international and local legal requirements in their countries of operation.

## **11 FORCED LABOR**

Suppliers will not use forced labor, whether in the form of prison labor, indentured labor, bonded labor, or otherwise.

## **12 CHILD LABOR**

Suppliers will not use child labor. Suppliers are required to comply with applicable child labor laws and employ only workers who meet the applicable minimum legal age requirement in their countries of operation.

## **13 COMPENSATION, WORKING HOURS & CONDITIONS**

Suppliers are required to comply with all applicable wage and hour labor laws and regulations governing employee compensation and working hours in their countries of operation. Suppliers must have a disaster recovery plan for emergencies. Suppliers must ensure that their facilities meet appropriate safety standards.

## **14 DISCRIMINATION**

Suppliers are required to provide an inclusive and nondiscriminatory working environment in which all their employees are valued and treated fairly. Discrimination, retaliation or attempted retaliation based on sex, gender, creed, ethnicity, race, color, national origin, age, religion, citizenship, familial status, marital status, veteran status, alienage, sexual orientation or disability or any other status protected under any applicable law is prohibited. Unlawful discrimination or harassment in the workplace is not tolerated. Suppliers are required to comply with all applicable laws concerning discrimination in hiring and employment practices.

## **15 FREEDOM OF ASSOCIATION**

Suppliers must respect the right of workers to form and join trade unions and bargain collectively; or, where law prohibits these freedoms, facilitate parallel means of communication, association and/or bargaining.

## **16 COMMUNITY/PHILANTHROPY**

Suppliers are strongly encouraged to provide resources to support and contribute to the communities and countries in which they operate.

## **17 ALORICA SUPPLIER CODE OF CONDUCT**

For additional information regarding the Alorica Supplier Code of Conduct, Suppliers are encouraged to access the Alorica website, [www.Alorica.com](http://www.Alorica.com).