



**SYKES &  
PARTNERS**

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<b>CODE OF BUSINESS CONDUCT AND ETHICS</b>					
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**HISTORY OF REVISIONS**

<b>REVISION NO.</b>	<b>DATE</b>	<b>REVISED INFORMATION</b>
A	13 SEP 2017	New document, Issued for review prior approval.
0	14 AUG 2018	Issued for use.

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## 1.0 PURPOSE

This Employee Code of Conduct outlines the required standards of behaviour and practice by employees in undertaking their role with Sykes and Partners

## 2.0 SCOPE

This document is applicable to all employees and associates of Sykes and Partners.

## 3.0 RESPONSIBILITY

Position	Responsibility
Managing Director	It is the responsibility of the Managing Director to ensure this policy is implemented and monitored to ensure effectiveness.
All Employees	Are responsible for complying with this code of business conduct and ethics.

## 4.0 DEFINITIONS

Term	Definition

## 5.0 REFERENCES

Document No	Document Title

## **6.0 ETHICAL BUSINESS PRACTICES**

At Sykes and Partners;

- i. We conduct our business in accordance with all applicable laws, rules and regulations.
- ii. We maintain the highest standards of ethical business conduct and integrity by:
  - a. Being fair and honest in all business dealings, including our professional relationships;
  - b. Properly maintaining all information and records, recognizing errors and, when an error is confirmed, promptly correcting it; and
  - c. Cooperating fully with all internal and external audits and investigations initiated or sanctioned by Sykes and Partners.
- iii. We protect the confidentiality and privacy of confidential customers, shareholders, proprietary and third-party information and records.
- iv. We make business decisions that are in the best interests of Sykes and Partners and without regard to personal gain, using good judgment and endeavoring to avoid even the appearance of any conflict between our individual interests and those of Sykes and Partners.

## **7.0 BUSINESS CONDUCT**

### **7.1 DEALING FAIRLY WITH OTHERS AND MAINTAINING PROFESSIONAL RELATIONSHIPS**

- i. To maintain an effective working environment, we must treat our clients, coworkers and business partners with fairness and respect, and we must maintain the highest standards of personal integrity.
- ii. We are committed to providing all employees with a workplace free of conduct that may be considered harassing, abusive, and we will not unlawfully discriminate against anyone.
  - a. We will not tolerate unlawful harassment in any form.
  - b. To maximize our effectiveness as an organization, we must promote equal opportunity and diversity. We must not unlawfully discriminate against others.
- iii. We should deal fairly with customers, suppliers, competitors, and colleagues, and should not take unfair advantage of anyone through manipulation, concealment, abuse of

confidential or privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

- iv. Understanding that we represent Sykes and Partners at all times, we should strive to conduct our personal affairs, including our financial affairs, in a responsible and prudent manner.

## **7.2 BEING FAIR AND HONEST IN ALL BUSINESS DEALINGS**

We are expected to be fair, to act with honesty and to maintain the highest standards of personal integrity with one another and in all business dealings

## **7.3 AVOIDING CONFLICTS OF INTEREST**

- i. A conflict of interest generally refers to a situation where your personal interest interferes or reasonably appears to interfere with the interests of Sykes and Partners as a whole. Relevant personal interests may be of a financial or non-financial nature and may concern a personal or family relationship or professional affiliation.
- ii. Keep in mind that reasonably perceived conflicts of interest should be avoided, since perceptions can impact Sykes and Partners' reputation by raising doubts about decisions that are made. The reasonable appearance of a conflict of interest can constitute a reputational risk to the company, even if it turns out to be unsubstantiated.
- iii. Depending on the situation, board or fiduciary appointments, secondary employment, relatives working at Sykes and Partners, or other relevant relationships/activities could constitute a conflict of interest.
- iv. Examples of likely conflicts of interest include the following:
  - a. An employee works part-time in the evening for a company that provides products and services that competes with the products of Sykes and Partners.
  - b. An employee has a secondary employment position and solicits Sykes and Partners employees and/or customers for the business of the secondary employer.
  - c. An employee has signing authority on a non-profit organization's business account at Sykes and Partners, and the employee is designated as the Sykes and Partners officer on the account.

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- d. An employee provides sales referrals exclusively to a relative.
  - e. A manager dates an employee who reports to him/her.
  - f. An employee's daughter is employed by Sykes and Partners' auditors and performs audits at Sykes and Partners.
  - g. A senior officer or procurement employee has a relative who works at a critical supplier of Sykes and Partners, and both relatives participate in the Sykes and Partners business relationship.
- v. To avoid conflicts of interest or the reasonable appearance of a conflict of interest:
- a. We may only accept gifts and prizes that are permitted under Sykes and Partners' Gift/Prize Policy.
  - b. We should avoid business arrangements in which our interests (or those of our relatives) are contrary to the interests of Sykes and Partners.
  - c. We should avoid outside activities, including directorships or other fiduciary appointments, as well as secondary employment arrangements, that interfere with our duties at Sykes and Partners or give the reasonable appearance of a conflict with the interests of Sykes and Partners. Employees considering any of these types of outside activities, including serving as a director, trustee or other like position on the board or other governing body of a for-profit or non-profit organization, you should disclose such activities to the Human Resources Manager for review to ascertain whether the position would create a conflict of interest.
  - d. We should consider each of the foregoing statements regarding conflicts of interest with respect to both ourselves and members of our family and disclose all information regarding any family member or relative applying for any position within Sykes and Partners to the HR Manager for review to determine whether a conflict of interest situation exists.

#### **7.4 PROTECTING CORPORATE OPPORTUNITIES**

To protect the interest of Sykes and Partners and as well as avoiding conflict of interest situations;

- i. We should not personally pursue business opportunities that would otherwise be available to Sykes and Partners as a reasonable business opportunity.
- ii. We must not use Sykes and Partners property or information, or our position with Sykes and Partners, for improper personal gain.
- iii. We should avoid situations or arrangements in which we are or could be reasonably perceived as competing with Sykes and Partners.

## **7.5 RESPECTING CONFIDENTIALITY OF INFORMATION**

- i. To keep the trust of our customers, we must maintain the confidentiality of the information they provide to us or that we develop or collect about our customers and must honor their reasonable expectations of privacy, including sharing information internally. Material, non-public customer information should only be disclosed internally on a “need to know” basis and only with our colleague’s understanding of the need to maintain confidentiality.
- ii. We must maintain the confidentiality of its “Proprietary Information”. Proprietary Information is any information developed, compiled and/or used by Sykes and Partners and its employees in the course of business that is not available to the public, including, but not limited to, customer lists and other customer information, business procedures and processes, documentation, studies, software and other computer programming and records, including emails.
- iii. We must maintain the confidentiality of regulatory findings, including regulatory reports of examinations, supervisory letters and regulatory ratings (whether written or provided in an oral exit interview), that are not available to the public, unless determined otherwise by the Legal Department. In most cases, disclosure of this Regulatory Information is prohibited by law. We may not divulge or disclose Regulatory Information to any person outside Sykes and Partners unless such disclosure is permitted by law and approved by the Legal Department. This obligation continues to apply after employment with Sykes and Partners ends.
- iv. We may not divulge or disclose Proprietary Information to any person outside Sykes and Partners who is not authorized to receive such information. This obligation continues to apply after employment with Sykes and Partners ends.



- v. To maintain the respect and trust of those with whom we do business, we must protect all “Proprietary Information” we receive, whether or not such information is related to them.
- vi. To maintain the confidentiality of information, we must protect data processing, software and electronic information security.
- vii. To protect our shareholders and comply with the requirements of our regulators, we must hold “inside information” in confidence and not misuse it.

## **7.6 PROTECTING SYKES AND PARTNERS PROPERTY**

To help Sykes and Partners operate in an efficient and cost-effective manner, we should:

- i. Properly maintain and protect property belonging to Sykes and Partners;
- ii. Protect property belonging to Sykes and Partners from theft and waste; and
- iii. Use Sykes and Partners property in an appropriate manner for legitimate business purposes.

## **7.7 COMPLYING WITH APPLICABLE LAWS**

- i. We should conduct our business at all times in accordance with all material laws, rules and regulations that apply to our business and not engage in conduct that violates such laws, rules and regulations.
- ii. Insider trading is both unethical and illegal and must not be practiced.
- iii. It is every employee’s responsibility to read, understand and comply with Sykes and Partners’ bribery and anti-corruption policy and comply with the policy.
- iv. Understanding the laws, rules and regulations applicable to our business is important. If we are uncertain or have any question regarding any issue, we should contact our supervisors and the Legal Department or speak with the Chief Legal Officer.

## **7.8 OTHER SYKES AND PARTNERS POLICIES**

In many cases, Sykes and Partners has established Company policies that exceed the standards required by law. These policies govern our daily activities and may be corporate-wide or specific to a business unit. We must become familiar with and understand such policies.

## **7.9 CARE WITH EXTERNAL RELATIONSHIPS**

To help Sykes and Partners maintain excellent relationships with the public, we should take special care in dealing with the media, government officials and community groups.

### **7.9.1 Media Relations**

We are committed to building and maintaining effective and ongoing communications with our key stakeholders through the media. This helps ensure Sykes and Partners public statements express clear and factual representations. To this end, all media inquiries seeking Sykes and Partners' position on an issue should be forwarded to the Managing Director.

### **7.9.2 Political Activities**

Sykes and Partners is not politically affiliated and all employees must engage in political and elective office activities. Any political activities must be disclosed to the HR Manager for review.

### **7.9.3 Online Social Media and Other External Communications**

Online social media is a growing method of communicating and doing business. Sykes and Partners maintain a Social Media and Electronic Communications Policy that should be read and understood. Your obligations under Sykes and Partners' Code of Business Conduct and Ethics for Employees extends to "online social media" (which includes such things as online forums, bulletin or message boards, chat rooms, blogs, social networking, wikis, Facebook®, LinkedIn®, Twitter®, etc.). Social media tools are rapidly evolving, so we want you to be aware of how your use of social media may impact your work and may even violate the law.

### **7.9.4 Personal Social Media Activities:**

Generally, off-duty or personal activities are your business, except where such activities negatively affect your job performance, the performance of your fellow colleagues at Sykes and Partners, or your work environment. If you communicate about Sykes and Partners externally using online social media, you must comply with the guidelines generally described below.

### **7.9.5 Social Media Guidelines for Business and Personal Use:**

The following principles apply to all of your internal or external communications using online social media, whether personal or business-related:

- i. Personal responsibility. You are personally responsible for the content you publish or communicate externally and in all online activities. Online social media is generally

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considered public and once posted, information may exist indefinitely on the Internet. Use good judgment and post at your own risk.

- ii. Monitoring. Sykes and Partners retains the right to monitor use of its systems and equipment used for online social media postings, Internet usage, email use, and other forms of online social media, and may take disciplinary action where violations of its policies occur.
- iii. Confidential information. You may not disclose Sykes and Partners' confidential or non-public customer information to outside third parties, unless authorized.
- iv. Use of personal online social media tools for Sykes and Partners business. Similar to television, print, and radio advertising, social media is subject to a number of regulatory and business-related restrictions. Content posted about Sykes and Partners products and services utilizing social media and electronic communication may be viewed as marketing or advertising. In order to meet compliance and regulatory requirements, any business/marketing-related projects utilizing social media or other electronic communication must be approved.

Be cautious when using online social media. If you are not sure whether your use of personal online social media would be considered prohibited business conduct or otherwise inappropriate under Sykes and Partners' Code of Business Conduct and Ethics, you may wish to seek guidance from your manager, and the/or the Legal Advisor.

## **7.10 REPORTING ILLEGAL OR UNETHICAL BEHAVIOR OR RETALIATORY ACTIONS**

All employees are responsible for seeking appropriate guidance regarding our actions when necessary and to report violations of laws, rules, and regulations that apply to our business, as well as violations of this Code of Business Conduct and Ethics and other Sykes and Partners policies, to the extent that we know a violation of either has occurred. By reporting misconduct, our employees help contribute to the ethical culture at Sykes and Partners.

Sykes and Partners will not take any adverse action or retaliate in any way against any employee who, in good faith, reports any violations by another employee. Moreover, Sykes and Partners will not tolerate any retaliatory action by its employees against any individual for good-faith reporting of

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ethics violations, illegal conduct, sexual or other forms of unlawful harassment, unlawful discrimination, inappropriate workplace behavior, or other serious issues. Sykes and Partners will appropriately investigate allegations of retaliation and, if substantiated, we will take appropriate disciplinary action, up to and including termination.

Sykes and Partners maintain a hotline (+233 (0) 20 208 8884) for your use that provide a confidential reporting process. Calls to the hotlines can be made anonymously.

**8.0 RESPONSIBILITY**

If an activity involving you or others seems questionable, seek guidance before a problem develops. Your manager and the Human Resources, and Legal Departments can help you to understand what is required of you. Ultimately, however, the responsibility for complying with this Code of Business Conduct and Ethics rests with you. It is never acceptable to excuse unethical conduct because it was initiated at the request or direction of another. Also, please remember that, in addition to this Code of Business Conduct and Ethics, other policies of Sykes and Partners may govern any particular course of action. You should consult such other policies when determining appropriate behavior.

Any violation of this Code of Business Conduct and Ethics, or any other Sykes and Partners policy, may constitute grounds for corrective action, up to and including the immediate termination of employment.

We all are required to review this Code of Business Conduct and Ethics and report promptly in writing any circumstances which may be in conflict, or appear to be in conflict, with these practices and guidelines.

We are responsible for reporting potential conflicts of interest in our own or other employees' activities or behavior that we believe violates any law, rule, regulation, or provision of this Code of Business Conduct and Ethics or any other Sykes and Partners policy.

Employees are assured that no disciplinary action or retaliation of any kind will be taken or tolerated by Sykes and Partners as a result of an employee reporting in good faith a potential

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conflict of interest in another employee’s activities or a suspected violation of law, rule, regulation, or provision of this Code of Business Conduct and Ethics or any other Sykes and Partners policy by another employee.

Employees also must report criminal convictions or charges brought against them for offenses involving theft, fraud, dishonesty or breach of trust in a written statement to the Human Resources Department.

**9.0 GETTING HELP**

If you have any questions about any provision of this Code of Business Conduct and Ethics, first contact your manager. If that is impractical for any reason, or if a manager has additional questions, there are many other sources of help including the Legal and the Human Resources Departments.