

Aspect Software, Inc.

Global Code of Business Conduct and Ethics

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2012



## Table of Contents

A. Introduction .....	3
(1) Global Application and Personal Responsibility.....	3
(2) Compliance with Laws, Rules and Regulations .....	3
B. Competition and Fair Dealing .....	3
(1) Antitrust, Competition and Trade Practices.....	3
(2) Anti-Corruption and Anti-Bribery .....	4
C. International Trade.....	4
(1) Export Control .....	4
(2) Anti-boycott .....	4
D. Company Assets and Information.....	5
(1) Conflicts of Interest.....	5
(2) Proprietary and Confidential Information.....	5
(3) Use of Company Assets.....	5
(4) Public Disclosures .....	5
E. Financial Records .....	6
F. Employment Policies .....	6
G. Reporting Illegal or Unethical Behavior .....	6
(1) Enforcement .....	7
(2) Non-Retaliation.....	7

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## A. Introduction

The primary mission of Aspect Software, Inc., including its worldwide subsidiaries (“Aspect”) is to maximize value to its investors, customers, employees, partners and communities in which it works. Aspect has a firmly established policy of conducting its affairs in strict compliance with the meaning and intent of the law, and adhering to the highest principles of business ethics. Aspect’s core values include Respect, Integrity and Consistency. In support of these values, all employees must adhere to the highest legal and ethical standards. This Global Code of Business Conduct and Ethics (“Code of Conduct”) outlines important rules of conduct required for a safe, secure, productive and professional work environment that is in compliance with legal, regulatory and ethical standards. Although this Code of Conduct cannot address every specific situation that an employee may encounter, it does set forth our general principles that must guide employees in conducting ourselves and in making ethical decisions.

### **(1) Global Application and Personal Responsibility**

Worldwide, Aspect’s directors, officers and employees, as well as every third party representative with whom we do business, are expected to comply with this Code of Conduct. It is important to read and understand these rules, to ensure application of consistent global standards. It is the personal responsibility of each employee and representative to act according to these rules and to require others to do the same, to foster a culture of compliance, and to raise any concerns. Employees who fail to comply with applicable laws, rules and regulations, or any requirement of this Code of Conduct or Aspect policies, will be subject to disciplinary measures, up to and including immediate termination of their employment.

### **(2) Compliance with Laws, Rules and Regulations**

We must conduct our business affairs in full compliance with all U.S. and foreign laws, rules and regulations applicable to Aspect and its business. These laws and regulations include, among others, anti-corruption and anti-bribery laws, export control and anti-boycott laws, and antitrust, competition and trade practice laws in the United States and other countries. These laws and regulations can be very complex, and may subject Aspect and its employees to potential fines and penalties, as well as criminal sanctions. Aspect has adopted, and in the future may adopt or modify, policies that address applicable laws and regulations specifically.

## B. Competition and Fair Dealing

Each employee and representative of Aspect should endeavor at all times to deal with customers, suppliers, competitors, the public and one another fairly and in accordance with ethical business practices. No one should take unfair advantage to secure business or favorable treatment of any kind, through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing or practice. Antitrust, competition laws and trade regulations are specifically designed to encourage healthy competition in a fair and reasonable business climate, to provide customers with the best combination of price and quality and to promote market efficiency. Aspect is committed to complying with all applicable laws and regulations regarding fair competition.

### **(1) Antitrust, Competition and Trade Practices**

Generally, antitrust and competition laws prohibit any activity that may improperly reduce or inhibit competition. Most competition laws and trade regulations apply to the sale and marketing of services as well as products. It is expected that each of us compete vigorously and fairly in the conduct of business matters but always in compliance with U.S. and other countries’ laws. Failure to comply will not be excused by the belief that the act was in the “corporate interest” or that it was “pursuant to instructions” from others within the organization. Each of us must avoid conduct that could appear to be a violation of law.

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Most countries where Aspect does business also have laws restricting attempts to monopolize markets or otherwise restrict or control competition. It is Aspect's obligation to comply with these laws where they are applicable. Conflicts between U.S. laws and the laws of other nations will be addressed by Aspect's Legal Department. Because of the complexity of antitrust and competition laws, it is imperative that employees seek advice from Aspect's Legal Department on any question regarding these issues. The penalties for violating antitrust laws and trade regulations can be extremely severe for both Aspect and the individuals involved.

## **(2) Anti-Corruption and Anti-Bribery**

We must comply with anti-corruption, anti-bribery, and record keeping statutes that apply to Aspect and its employees and representatives worldwide. Every Aspect director, officer, employee and representative must comply with Aspect's policies prohibiting payments to a government official, an employee of a customer or supplier or any other person for the purpose of directing business to Aspect, or for any other purpose in violation of applicable law. Payments or gifts made indirectly through a third party are also prohibited. Employees are prohibited from giving or accepting gifts that exceed corporate policy, or go beyond common courtesies associated with accepted business practice. All Aspect employees and representatives are required to comply with Aspect's anti-corruption, gift and entertainment, and expense policies.

## **C. International Trade**

### **(1) Export Control**

Aspect conducts its international business in strict compliance with export laws and regulations governing Aspect's products, services and technology. Specifically, regulations administered by government agencies in the United States and Ireland apply to Aspect's global product distribution. Some Aspect products are prohibited from being provided to certain countries and government entities. In some cases, the export of goods, services or technology may require a specific export authorization. An export may also occur by disclosing technology to a non-U.S. person in the United States or abroad. Aspect has implemented an Export Compliance Manual to ensure export transactions are screened and documented, and records are maintained. Every employee is required to comply with Aspect's export policies and procedures relating to distribution of Aspect's products, in accordance with Aspect's Export Compliance Manual.

### **(2) Anti-boycott**

U.S. law prohibits Aspect from participating in foreign boycotts or embargoes that the United States government does not sanction. These "anti-boycott" laws have the effect of preventing U.S. companies from being used to implement foreign policies of other nations which run counter to U.S. policy. The anti-boycott laws were adopted to encourage, and in specified cases require, U.S. companies to refuse to participate in unsanctioned foreign boycotts. The Arab League boycott of Israel is the principal foreign economic boycott that U.S. companies must be concerned with today. The anti-boycott laws, however, apply to all boycotts imposed by foreign countries that are unsanctioned by the United States.

Every employee and representative must comply with Aspect's anti-boycott policy. Conduct that is prohibited includes agreement to (i) refuse to do business, or furnish information about business relationships, with or in Israel or with blacklisted companies, or (ii) discriminate against or furnish information about other persons based on race, religion, sex, national origin or nationality of another person, or (iii) implement letters of credit containing prohibited boycott terms or conditions. Violation of the anti-boycott regulations can incur both criminal and administrative penalties, including fines and denial of export privileges and foreign tax benefits.

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## **D. Company Assets and Information**

### **(1) Conflicts of Interest**

Our directors, officers, employees and representatives have an obligation to act in Aspect's best interests. Each person should endeavor to avoid situations that present an actual, potential or apparent conflict between their interest and the interests of Aspect and is prohibited from engaging in any activity that they know or should know creates such a conflict of interest. Every Aspect employee and representative must comply with Aspect's conflict of interest policy, which sets forth Aspect's guidelines for identifying and addressing conflicts of interest.

### **(2) Proprietary and Confidential Information**

One of Aspect's most important assets is its intellectual property, including proprietary and confidential information. Aspect's legal obligations and its competitive position require that confidential information remain confidential and that we are diligent in our efforts to protect our intellectual assets. Information that is proprietary to our customers, suppliers and others should also be treated as confidential and should be used and disclosed only as permitted between Aspect and the other party. All proprietary information should be maintained in strict confidence, except when disclosure is properly authorized by Aspect in the course of business, or required by law. This means that employees should not disclose or share information regarding internal Aspect matters with anyone outside Aspect, except as required in the performance of their employment duties.

Confidential information includes all non-public information that might be useful to competitors or that could be harmful to Aspect if disclosed. Intellectual property such as trade secrets, patents, trademarks and copyrights, and business information, research and new product plans, objectives and strategies, records, databases, salary and benefits data, employee personal and medical information, customer, employee and supplier lists and any unpublished financial or pricing information must also be protected.

Each employee's obligation to protect Aspect's proprietary and confidential information continues after leaving Aspect, and they must return all proprietary information in their possession. Each employee must comply with the provisions of the confidentiality, non-disclosure, non-competition and other agreements signed as an employee with Aspect.

### **(3) Use of Company Assets**

Every employee must protect Aspect's assets against loss, theft or other misuse. Loss, theft and misuse of Aspect assets directly impact our profitability. Any such loss, misuse or suspected theft should be reported to an employee's manager and Aspect's Finance Department. Aspect's equipment and supplies are to be used only to support the conduct of our business. They may be used only in compliance with Aspect's policies.

The protection of information systems and the confidentiality and integrity of data are critical to Aspect's business and to our relationships with our employees, customers and business associates. Every employee and representative is expected to comply with Aspect's information security and use policies, which describe our security principles and controls.

### **(4) Public Disclosures**

Aspect is committed to providing timely, orderly, consistent and credible information to the public. Aspect's chief executive officer and chief financial officer are designated as the primary spokespersons for the Company. These officers may from time to time designate other Aspect employees or representatives to speak on behalf of Aspect or to respond to specific inquiries from the media. Unless expressly so authorized, employees should not speak on behalf of Aspect. Employees will be held accountable for public comments that damage Aspect, whether or not they are made during regular business hours or at a business location. It is Aspect's policy not to be the source of market rumors. Aspect spokespersons will respond to all market rumors by stating that it is our policy not to comment on market rumors or speculation.

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Aspect's reports and documents filed with or submitted to the U.S. Securities and Exchange Commission and our other public communications will include full, fair, accurate, timely and understandable disclosure. All employees are required to accurately and promptly respond to internal requests for information to assist Aspect in complying with its public reporting and disclosure obligations.

## **E. Financial Records**

Employees must help to ensure that Aspect's books and records, which include virtually all forms of business documentation, accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose.

It is of critical importance that Aspect's financial reporting, including its reports to investors and lenders, be accurate and timely. Depending on their respective positions with Aspect, employees may be called upon to provide information necessary to assure that Aspect's financial reports are complete, fair and understandable. Aspect expects employees to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to Aspect's financial reporting requirements. Employees must honestly and accurately report all business transactions. Each employee is responsible for the accuracy of Aspect's records and reports. Accurate information is essential to Aspect's ability to meet legal and regulatory obligations.

All Aspect books, records and accounts will be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. Aspect financial statements will conform to generally accepted accounting rules and Aspect's accounting policies. No disbursement of corporate funds or other corporate property will be made without adequate supporting documentation.

## **F. Employment Policies**

Aspect is committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits harassment and discriminatory practices. Discrimination has no place in workplace decisions. Therefore, Aspect expects that all relationships among persons in the workplace will be business-like and free of unlawful bias, prejudice and harassment. It is Aspect's policy to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, gender, sexual preference, age, disability or any other status protected by law.

## **G. Reporting Illegal or Unethical Behavior**

This Code of Conduct requires Aspect's employees and representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities for the company. Aspect's employees and representatives must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Employees are encouraged to discuss any questions they have with their managers or other appropriate personnel, such as members of senior management, when in doubt about the best course of action in a particular situation. If any employee feels that another's conduct is not consistent with this Code of Conduct or any other Aspect policy, they should immediately report their concern to their manager or any other member of the management team or a Human Resources representative.

In some circumstances, an individual may want to report a concern through a confidential channel or make a report anonymously. Aspect has established both a worldwide telephone hotline and a website reporting process to report allegations of fraud, business misconduct, and conduct that is otherwise inconsistent with this Code of Conduct. These services are provided in compliance with local laws and are available worldwide on a 24/7/365 basis with local language interpretation in most countries. The local hotline number and website access address in each country is listed on the Aspect Intranet and accessible to all employees.

## (1) Enforcement

Failure to comply with this Code of Conduct will result in disciplinary action including, but not limited to, reprimand, warning, probation or suspension without pay, demotion, reduction in salary, discharge and restitution. Any supervisor who directs or approves of any conduct in violation of the Code of Conduct, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge. Certain violations of this Code of Conduct may require Aspect to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution.

## (2) Non-Retaliation

Aspect is committed to providing a workplace conducive to open discussion of its business practices. Aspect's policy is to comply with all applicable laws that protect employees against unlawful discrimination or retaliation as a result of reporting information in good faith, or cooperating with investigations involving corporate fraud or other violations of the Code of Conduct. Aspect requires all employees to be truthful in making a report and in cooperating with any ensuing investigation. Falsely reporting a violation of this Code of Conduct or providing information known to be false in connection with a report or an ensuing investigation will be treated as a violation of the Code of Conduct.

Aspect policy prohibits any employee from being subjected to disciplinary or retaliatory action for disclosing information to a government or law enforcement agency if the employee reasonably believes the information relates to a possible violation of a law or regulation, or providing information or assisting in an investigation regarding any conduct that involves a violation of the Code of Conduct.

To Report a violation, please use the corresponding country number below to access the secure ethics line:

<b>Country</b>	<b>Direct Access Number</b>	<b>Hotline Number</b>	<b>Languages Available</b>
Australia	Optus - 1-800-551-155 ; Telstra - 1-800-881-011	877-826-7156	English
Brazil	0800-890-0288 or 0800-8888-288	877-826-7156	Brazilian Portuguese, English
China	China Netcom - 108-888; China Telecom - 108-11	877-826-7156	Mandarin, English
Colombia	01-800-911-0010 or 01-800-911-0011 (Spanish)	877-826-7156	Spanish, English
Hong Kong	Hong Kong Telecom - 800-96-1111; New World - 800-93-2266	877-826-7156	Cantonese, English
India	000-117	877-826-7156	English
Japan	KDDI - 00-539-111 NTT - 0034-811-001 Softbank Telecom - 00-663-5111	877-826-7156	Japanese, English
Mexico	001-800-462-4240 or 001-800-658-5454 (Spanish)	877-826-7156	Spanish, English
Philippines	Bayan, Digitel, Globe, Philcom or Smart - 105-11 PLDT - 1010-5511-00	877-826-7156	English
Singapore	Sing Tel - 800-0111-111; StarHub - 80-0001-0001	877-826-7156	Mandarin, English
South Africa	0-800-99-0123	877-826-7156	English
Thailand	1-800-0001-33 or 001-999-111-11	877-826-7156	English
UAE	8000-021	877-826-7156	English
United Kingdom	BT - 0800-89-0011; C&W 0500-89-0011	877-826-7156	English
France	0800-99-0011 or 0805-701-288	877-826-7156	French, English
Germany	0-800-2255-288	877-826-7156	German, English

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Italy	800-172-444	877-826-7156	Italian, English
Spain	900-99-00-11	877-826-7156	Spanish, English

**Domestic toll-free line:** Callers may dial this line toll-free from within the United States, U.S. territories, and Canada.

<i>Country</i>	<i>Hotline Number</i>	<i>line Type</i>	<i>Languages Available</i>
United States	877-826-7156	toll-free direct dial	English, Spanish