



Code of Business Conduct

One Global Company. One Global Standard.

The SAI Global values serve as the foundation for our actions as we perform our professional responsibilities. They reflect our commitment to an ethical work environment and to demonstrating integrity throughout our organization.

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We Use the **Code of Business Conduct** as a Guide for Our Behavior

Please read and understand our Code and apply it to your daily actions and business decisions. Review our Code frequently and use it as a resource if you have questions or need guidance. Following our Code keeps our business in line with our values and makes us a stronger company.

Message from the CEO

Dear Colleagues:

At SAI Global, we share a common set of goals driven by respect, integrity and teamwork. Our goals shape the way we treat one another, how we carry out business, and how we are perceived in the marketplace.

Although we do business in many countries and cultures, we are one global company with one global ethical standard, outlined here. Please take the time to read this Code and to understand how the Code requirements apply to your job responsibilities.

We take the Code very seriously. Just as there are standards that apply to the marketplace, there are standards that apply to our work at SAI Global. The Code outlines some of these important legal and ethical requirements.

If you ever have a question about the right course of action, consult our Code. Talk to our ethics resources. They can help you find the right answer.

Let me be clear: we will not support unethical or illegal behavior, even if it results in a short-term business success. It's up to each of us to conduct ourselves in a way that earns the trust and respect of our clients, our markets, and the wider business community.

Always act with integrity. We owe that to ourselves as well as the companies we continue to inform, improve, and inspire.

Thank you.

SAI Global Values

We promote our values through **Respect...**

We value our differences and treat our colleagues and business partners with respect, dignity, and fairness.

We demonstrate Integrity through

Accountability and Ethical Conduct...

We earn the trust of our colleagues, business partners, and clients by displaying consistently high standards of ethical conduct and by being accountable and delivering on our commitments.

Our values are evident in our **Teamwork...**

We bring a genuine spirit of partnership to our work, understanding that the actions we take will affect others.



Success through integrity means...

consistency of actions, values, methods, measures, principles, and outcomes. If you ever have a question about whether a certain course of action is the right one, start by reviewing the Code and our values.

Ask yourself:

- Am I treating others with **respect**?
- Do my actions demonstrate **integrity**?
- Am I acting in a spirit of **teamwork**?
- Would I be proud to see my actions reported in the newspaper or on the internet?
- Would I be reluctant to describe my actions to someone I respect?

In many cases, if something seems unethical or improper, it probably is. But if you still aren't sure about what to do, work with your manager or ask for help from any of the Company's ethics resources. You can find contact information for these resources in the final section of the Code.

About the Code

The Code starts at the top ...



Our values and Code are endorsed by our Board of Directors and actively supported at the highest levels of management.

The Code applies to all of us...

Our Code applies to every person who works for SAI Global in any capacity, including officers, directors, and employees in every location in which we operate. We also prefer to do business with suppliers, independent contractors, subcontractors, agents and other business partners who reflect the same high standards to which we hold ourselves.

No one at SAI Global is exempt from the Code standards and no one can ask you to ignore or breach a Code requirement.

The Code provides a compass for our decisions...

The Code is intended to provide guidance as we fulfill our professional responsibilities. It is an extension of our values and provides a broader outline of the requirements and expected behaviors for each of us. The Code also contains details about additional ethics resources that are available.

Over time, the Code may be updated to reflect changing laws, or expectations. It may be supported by additional Company policies that set requirements in specific areas, including local policies with specific guidelines for your location. If you ever have a question about what seem like conflicting policies, or face a situation that is not specifically addressed in the Code, consult one of our ethics resources for clarification. They're there to help.

The Code reinforces our business success...

Companies that want to compete in the global economy need to successfully navigate a complex legal and ethical landscape. Maintaining our integrity at every level of the organization is crucial to building a sustainable business — one that is successful today and in the future.

Managers: A Special Responsibility

SAI Global managers are expected to...

- ...lead by example
- ...make sure their teams know and follow the Code and other policies
- ...actively watch for breaches of law or policy
- ...ensure employees feel comfortable raising issues and concerns
- ...handle all reports correctly, escalating issues as required

Our Values at Work

Respect



We Foster Success

One important part of fostering a diverse and inclusive culture is making sure that men and women encounter equal opportunities to succeed at SAI Global. We are focused on increasing the number of female managers and making sure there are ample opportunities for women to succeed.

We Are Committed to a Respectful Work Environment

Teamwork and respect are core values at SAI Global. We know the way we treat one another has a great impact on our shared work environment.

We all contribute to making our company a place where everyone is valued and treated with respect. No one should be singled out or treated badly because of any personal characteristic, such as age, ethnicity, religion, race, gender or sexual orientation. All employees deserve respect from — and are expected to show respect to — their coworkers, clients, and business partners. Each of us must take responsibility and play our part in creating a positive work environment by respecting each other as individuals and acknowledging the value each of us brings to the workplace.

We Strive to Maintain a Diverse and Inclusive Culture

Our global client base is best served by a company that incorporates a diversity of thoughts and backgrounds. We value the strength that comes from the different experiences and skills of our employees. We are committed to providing equal opportunity to all and a work environment that is free from direct or indirect discrimination. All employees should feel valued and respected for their individual contributions and skills.

We Do Not Discriminate

We hire, promote, and reward employees based on capability and performance. We expect anyone who hires or makes employment decisions to understand applicable law and avoid decisions based on age, gender, race or ethnicity, religion, marital status or other factors that might be considered illegal discrimination.

We Do Not Harass or Bully

We will not tolerate harassment or bullying. You must treat all coworkers, supervisors, vendors, clients, and other business partners with respect. You should also expect respectful treatment in return.

If you know or suspect that harassment or bullying is taking place, please speak up right away. SAI Global will promptly investigate any allegation of harassment or bullying. If it is determined that harassment or bullying has occurred, the Company will take appropriate action, up to and including, termination of employment.

Recognizing Harassment

Actions that may be considered harassment include such things as:

- unwelcome or inappropriate comments, jokes, physical contact, or gestures
- sexual advances or requests for sexual favors
- displaying or distributing sexually explicit or derogatory pictures or text
- verbal or physical threats or abuse of any kind

Q&A

I have a manager who often loses his temper. When he does, he will make personal comments or loudly criticize an individual in front of the group. I don't like it, but I'm worried he'll get angry at me if I speak up. What should I do?

Our Code prohibits bullying or harassing behavior, and we take this seriously. The pattern of behavior you're describing can have a corrosive effect on employee morale and our organizational climate. You should report your manager's actions right away — check the list of resources in the final section of the Code. And please know: We have an objective process for responding to concerns. You don't have to personally raise your concern with your manager. And we absolutely prohibit retaliation — including any kind of confrontation of someone who has raised a concern in good faith.

We Do Not Tolerate Violence

We are committed to a safe working environment that is free from threats, intimidation, and physical harm. Report any known or suspected safety threats, including someone talking about or threatening violence.

We Protect Our Colleagues' Confidentiality and Privacy

Each of us has the right to expect that the Company will protect our privacy whenever it collects, processes, uses, or stores our personal information. Only those employees with a legitimate “need to know,” such as the Human Resources personnel, should have access to personal information. These employees are required to uphold our commitment to privacy and confidentiality by following all Company processes and maintaining all mandatory safeguards.

We Are Committed to a Safe and Healthy Workplace

We are committed to the health and safety of our colleagues. We strive to provide a safe and healthy workplace, complying with all applicable laws and regulations. We are responsible for ensuring that we report any unsafe working conditions. Please report any concerns you may have in this area.

We Respect and Protect Company Assets

We protect SAI Global's assets and do not use them for our own personal benefit. We also protect them against misuse or theft. This includes Company facilities, equipment, funds, assets, and time spent at work.

Q&A

One of our new hires used to work for a competitor. What kind of information can she share with me?

You should not seek any confidential or proprietary information about her former employer. She also should not share any kind of this information with you.

We Safeguard Confidential Information

We are all responsible for safeguarding our Company's confidential, non-public information, which includes everything from contracts and pricing to our fellow employees' personal information. You should use and disclose commercially sensitive company information only for valid business purposes and only after receiving appropriate approval from a member of the executive committee (EXCO).

If your job brings you into contact with confidential information that belongs to others, you should protect it in the same way.

We Protect Proprietary Information

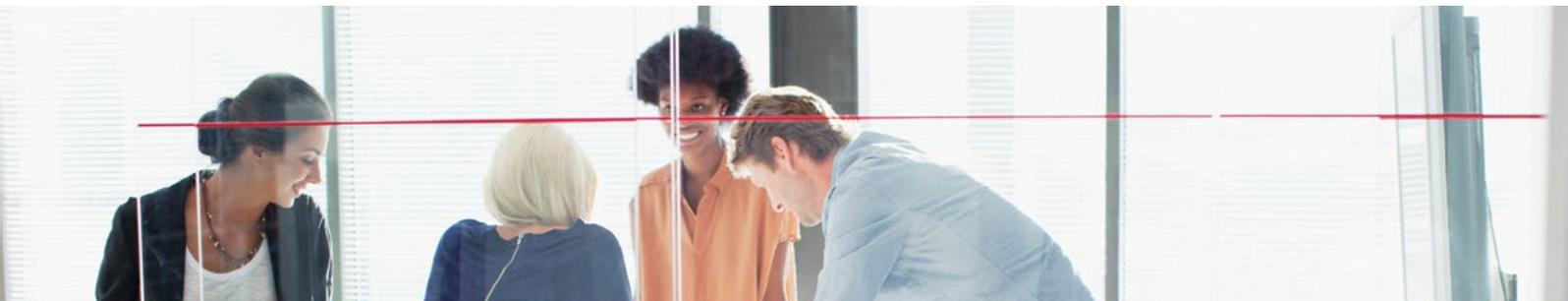
Our existing and developing proprietary information, including our business ideas and intellectual property, is very valuable and protecting it plays a large role in our success.

Unauthorized or improper use of intellectual property that belongs to the Company, our clients, or our business partners can have serious consequences, including potential legal liability and a negative impact on our reputation. Always take steps to protect proprietary and confidential information and check to make sure you have approval before sharing it with other parties outside of the Company. If you have questions about whether or how you can use certain types of information, check with a compliance resource before taking action.



Please Note:

Because we are a public company, there are laws that govern how we release certain business and financial information. This includes a requirement to disclose material information broadly and in a timely way. If you are involved in the release or disclosure of financial information, you must know and follow SAI's Continuous Disclosure Policy. If you are not authorized to release this information, never share or publicize non-public information related to our operations or financial position.

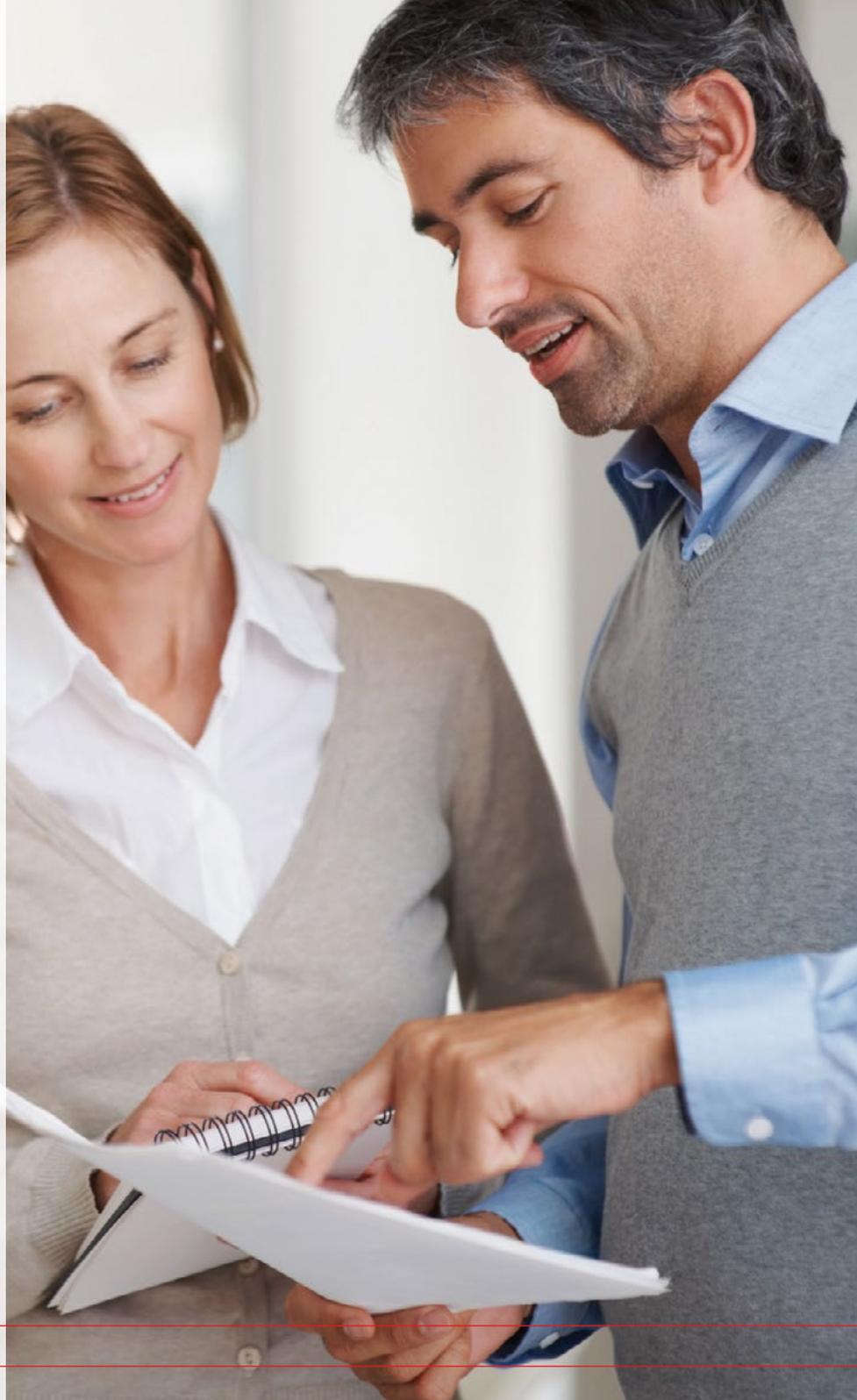


Think carefully before disclosing **confidential or proprietary information**:

- Does sharing it help our business, or will sharing it benefit someone else?
- Does the recipient need to know it?
- Have you checked with your manager to see if it's appropriate to disclose the information?
- Are there any legal or contractual restrictions on our ability to share the information?
- Does the recipient need to sign a confidentiality agreement or otherwise make a promise to protect what you share?

We always protect our **proprietary information**, including:

- software
- client data
- copyrighted materials
- technical data
- trademarks
- product plans and guidelines photos
- patents
- music, artwork, and designs
- trade secrets
- private Company information such as salary information



We Use Electronic Communication Technology Responsibly

While at work, we use the Internet, e-mail, software, computers, telephones, fax machines, tablets, and other kinds of technology every day. We must ensure that we use this technology professionally, responsibly, with good judgment, and in a manner that is consistent with our Code. Any messages you send should always be appropriate and in good taste, no matter which device or format you use. The same requirements — follow Company processes, communicate professionally, and use good judgment — also apply when using your personal computer for business reasons.

We are all responsible for securing and protecting computers, Company networks, and electronic devices we use in our jobs and need to follow all applicable information security policies. Follow all Company IT policies and procedures in this regard. Do not assume your communications are private. In many cases, the Company may have the right to monitor employee use of Company devices and networks.

We Use Social Media Appropriately and Responsibly

The way in which our Company presents itself in the marketplace is critical to our success. There are a small number of employees who are authorized to speak on the Company's behalf. If you are not one of those, make sure that your activity on the Internet, social networking sites, blogs, chat rooms, or other public forums represents only yourself and your views — and will not be misinterpreted as speaking for the Company.

You can help ensure this is the case by keeping your personal and professional lives separate online. Avoid mentioning your Company position or current projects in your personal postings. You should also not post online your opinions or any confidential or commercially sensitive information about our Company, our clients, or the industry generally unless you are authorized to do so as part of your job.

We Keep Outside Political Activities Separate from our Jobs

As an organization, SAI Global does not make political contributions, will not reimburse anyone for political contributions, and will not pressure anyone to support specific candidates. If you participate in political activities in your personal life — supporting a candidate, writing a letter to the newspaper, posting to a blog — make sure those actions are clearly separated from your position with SAI Global and are not done in the Company's name.



Integrity

Recognizing Bribery

A bribe is not just an exchange of money. The following are all items of value that could be considered bribes:

- Excessive or lavish gifts, entertainment, or hospitality
- Offers of employment
- Charitable donations or sponsorship
- Travel expenses or accommodations
- Use of the Company's assets or equipment
- "Marketing fees" or other kickbacks paid to get business

Offering or requesting a bribe is illegal in most countries, and we prohibit bribes everywhere we do business, even where local laws or customs are less restrictive.



We Act Ethically and in Keeping with Applicable Laws and Regulations

All SAI Global employees are expected to act ethically and in keeping with the laws, regulations, and contractual obligations that apply to our job responsibilities. We each have a responsibility to know and understand these requirements and to seek advice when we have questions or concerns.

We Do Not Bribe or Take Bribes

We do not offer or provide bribes or kickbacks to win business or influence business decisions. We also observe all anti-bribery laws and regulations, both in our local countries and globally. The simple rule is: don't bribe anyone, at any time, for any reason! Also, do not solicit or accept bribes. Please note that bribes to government officials can have especially severe consequences. If you have questions, ask for clarification before taking action.

All agents, consultants and others who work with us or for us are expected to comply with our anti-bribery policy. We must be careful when we chose others to act on our behalf and must never ask anyone to do something that our policy prohibits you from doing.

What is a Bribe?

Bribery happens when you offer, promise or give something of value to someone else in an attempt to influence their decisions or actions in a way that might benefit the Company.

We Avoid Conflicts of Interest

We must always avoid conflicts of interest and be mindful of circumstances that could give even the appearance of a conflict. Conflicts arise when our personal or private interests interfere with our objective judgment or job duties. Conduct all professional responsibilities and business transactions with the best interests of our Company and your colleagues in mind. Employees in our assurance business must use special care to avoid any actual or apparent conflicts.

If you think a conflict of interest exists, or might exist, disclose it to your line manager in writing with a copy to the Company Secretary and then work with the Company to resolve the situation. In some situations, this might include a requirement that you eliminate the conflict of interest.

Here are a just few examples of conflicts of interest that you must bring to the Company's attention:

- you or a member of your family or household are employed by another company who does business with us or competes with us
- you or a member of your family or household invests or owns stock in a competitor, client, or business partner
- you accept from, or give lavish gifts or entertainment to, clients, business partners, or suppliers
- you use your position, Company property or information you learn in your job for personal gain

Q&A

I've been invited to play golf with a supplier at a club that excludes women. It's an important business relationship. May I accept?

Any time you attend an event as part of your job, you represent SAI Global. It's smart to evaluate both the event and the venue and ask yourself: Is this an appropriate place to represent the company? While it's not illegal to attend an event at such a club, it also doesn't reflect well on you or the company. The same would be true of an invitation to a gentleman's club. Generally, it's best to err on the safe side. In this case, perhaps you can see if the supplier would be willing to relocate the game, or join you at a different event.

Appropriate Gifts and Entertainment

Here are some important points to remember about gifts and entertainment:

- You may never give or accept cash, gift cards, gift certificates, or other cash equivalents.
- Entertainment should always be moderate and in good taste.
- Always use good judgment. Your choices are a reflection on our integrity as a company.



Any Gifts or Entertainment We Give or Receive Is Modest and Appropriate

On occasion, we may give or accept modest entertainment and tokens of appreciation that are considered usual and customary for our industry and the regions in which we do business. If you have questions about what is considered “modest” and “usual and customary,” ask for clarification before accepting gifts, giving gifts, or participating in entertainment or hospitality.

Never ask for a gift or entertainment in your job. Never accept or give any type of gift or entertainment if the exchange would cause you or the recipient to violate the law or Company policies or reflect negatively on you or the Company.

Use good judgment, discretion, and moderation when giving or accepting gifts, hospitality, or entertainment in business settings. Always ensure that any gifts are consistent with our policies and accepted local business practice.





We Ensure That Any Outside or Prior Employment Does Not Conflict with Our Business

We hire talented individuals. Sometimes we hire employees who have worked for our competitors and/or our past or present clients. Out of respect for our competitors and our current and former clients, we should never ask those employees to divulge any confidential or proprietary information from their former jobs.

If you wish to perform work outside of your current position with SAI Global, take care that it does not interfere with our business interests. Taking a concurrent position with a competitor or a supplier will almost certainly pose a perceived (if not actual) conflict of interest and may be difficult to justify. Also, avoid situations where you hold a financial interest in an SAI Global supplier. Full-time employees are expected to devote their full professional efforts to the performance of their jobs. If an outside job or activity presents an ongoing conflict with your work, the Company may not allow you to continue doing both.



Topics to Avoid

The following topics should not be discussed with competitors:

- prices
- costs
- customers
- markets
- terms we offer customers
- proposals made to prospective customers

Do not discuss such matters either directly with a competitor or at events or locations where our competitors may be present. While very general commentary may be permissible in certain cases, it is best to avoid these topics completely.

We Compete Fairly

Most countries where we do business have laws designed to ensure that competition is fair and honest. In addition, we may also be subject to some globally-focused restrictions that can apply in all or most of our locations. Generally speaking, we must never enter into any formal or informal understandings with competitors that might restrict competition. Similarly, we may never use unethical or illegal methods to gather information about companies that compete with us.

We strive to provide the highest quality products and services to our clients, and we are committed to competing aggressively on the merits of our own products and services. We should not disparage competitors or their products and services, but instead should focus on the benefits gained through a partnership with us. Any information you provide about our products must be accurate and truthful. To avoid violating this policy, always use approved SAI Global materials and communications.

Q&A

I've been asked to join a standards writing committee that includes people who work at competitors. Does our stance on fair competition require that I decline?

Not necessarily. Some technical committees or standards writing committees invite participants from competing companies with the goal of developing or reflecting collective knowledge about a market, standard, or product. These projects may even involve detailed discussions about processes or technologies used to support a product or service.

Since any interaction with a competitor can pose a risk, you should consult with the Company about the opportunity before accepting. For instance, it may be necessary to gather more information about the group's purpose, charter, and activities. If you do participate, be careful to avoid any discussion of prices or issues related to prices (including costs, customers, terms, technical capacity, etc.), as these will be beyond the scope of the committee's focus.

We Maintain Accurate and Complete Business and Financial Records

Accurate recordkeeping and reporting is critical to our long-term corporate health. It ensures that we continue to conduct business with honesty and integrity and in compliance with the law and all applicable accounting laws and requirements. Good recordkeeping also allows us to make accurate, timely, and honest reports to shareholders and regulatory bodies.

We are all responsible for ensuring accurate and complete business and financial records, and we must report and recognize all transactions and expenses in an accurate, timely, and consistent manner. Never falsify records, and never attempt to alter, conceal, or cover up the true nature of a transaction. Each of us has an obligation to report known or suspected financial misconduct or recording irregularities and to cooperate with related audits or investigations.

We Do Not Act On Inside Information

We should never trade securities based on inside information. Inside information generally includes any non-public information that could affect a company's stock price or investment decisions affecting the company's stock or securities.

If you have non-public information about any company that could affect the price of its stock — whether that company is SAI Global or another company — do not trade and do not pass the information to others or tip someone else to trade.

If you have questions about specific transactions you're contemplating that might be related to material, non-public information, consult SAI's share trading policies or seek advice from Company ethics resources before taking any action.



Business Records

Strive to be accurate when preparing business records. Some examples of business records include:

- expense reports
- invoices
- time records
- financial reports
- personnel files and reviews
- business plans
- contracts
- customer lists
- marketing information



Examples of “inside” or “material non-public information” include information about a company such as:

- planned acquisitions, mergers, or divestitures
- financial or sales figures
- operational plans
- ongoing or threatened governmental investigations or lawsuits legal settlements
- changes in management or other key staff
- new product development
- product approval or rejection by a government entity

During the course of working at the Company or with our clients, you may hear about this type of information. You must not act on it, and you must not share it with anyone outside of our Company or even with those people within our Company who do not have a business-related “need to know.”

Q&A

My co-worker mentioned in passing that one of our clients may acquire a small, publicly-traded company. The market doesn't know about it yet. Can I buy stock in either the client or the company they're planning to buy?

No. Trading on the information your co-worker gave you is illegal and a violation of our Code. Also, you must not share this information with others, including family members or friends or, based on this information, encourage them to buy the shares.



We Safeguard the Non-Public Information of Others

Our clients and business partners trust us with their valuable and confidential information, and we must always safeguard it. Just as you are careful not to disclose confidential information about SAI Global and its employees, you must also not disclose any confidential information that you learn about or from our clients, business partners, or suppliers.

Unless you have explicit authorization from the General Counsel's office, never share confidential information with anyone outside of SAI or with anyone inside our Company who does not have a "need to know." Someone has a "need to know" when the information is required or relevant to work on a particular project, complete a task or fulfill other job-related responsibilities. If you leave employment with SAI Global, you should return all proprietary information to the Company before your departure.

Seek guidance if you are unsure whether information you have obtained is confidential, or what the procedures are for handling it.



We Protect the Privacy of Others, Observing All Applicable Data Privacy Laws

We have a responsibility to safeguard any sensitive or personal information held or used by our business, including information from or about customers, employees and suppliers or other business partners.

Many countries have developed detailed laws and regulations about privacy and the protection of personal data. Failure to follow these standards can harm individuals, damage business relationships, and violate the law.

If you have access to personal or sensitive information about individuals, you should treat it with care and properly protect it. Managers can help by ensuring that access to Company systems is discontinued when individuals leave the Company.



Teamwork

We Promote Shareholders' Interests

As a public company, we have an obligation to maximize shareholder value, taking actions that support both the short-term and long-term health of the business. We are thoughtful with Company funds and work hard in our jobs to advance the organization's interests.

We Act as a Good Corporate Citizen

Being a good corporate citizen means showing respect for human rights and for the communities in which we do business. We work to minimize any adverse affect on the environment and invest in the sustainability of our business. We also prefer to do business with suppliers who have similar commitments.

We Engage with Responsible Suppliers

We have high standards in the way we conduct our business and expect that our suppliers will act in a manner that is consistent with the principles and values contained in our Code of Business Ethics. We want to work with suppliers who respect the rights of their employees, provide safe and healthy workplaces, and have a minimal impact on the environment. Employees who hire suppliers are expected to demonstrate sound judgment.

If at any time you believe that we are engaging in business with an irresponsible supplier, report it immediately.



Reporting Issues and Concerns

Integrity starts with our individual actions
and decisions.



When Something is Wrong, We Speak Up

If you suspect that something is wrong, you have an obligation to speak up. If you have questions about a particular situation, ask for help or seek clarification. If you suspect or observe a violation of the Code, other SAI Global policies, or the law, you must immediately report it. This is true even if you are not sure or you do not have all the facts.

We forbid retaliation against anyone for raising questions or speaking up in good faith about ethical or compliance-related issues. If you believe that you have been retaliated against for speaking up or making a report, or if you witness retaliation against someone else, report it immediately.

We Understand the Consequences of Violating the Law, Company Policy or the Code of Business Ethics

Individuals who violate the law, Company policy or the Code may be subject to disciplinary action, up to and including termination. If you ever wonder if your actions might violate the Code, the law or Company policy, it's better to ask and help avoid problems.

If I Make a Report, What Happens Next?

SAI Global welcomes all good faith reports and questions. We will assess all reports in a timely fashion, making an effort to respect confidentiality as much as possible. You may be asked to participate in an investigation into the matter.

We expect employees who make reports or participate in investigations to provide information that is truthful and not intended to be false or misleading. Like any other misconduct, intentionally filing untruthful reports is likely to result in disciplinary action.

If employees are found to have violated this Code, SAI policies, or the law, the Company will take appropriate action, up to and including termination of employment.

Could Raising a Concern Hurt my Job?

No. SAI Global will not tolerate retaliation against you for a report made in good faith. For more information, please see our whistleblowing policy.



We Ask for Help and Report Problems

There are many resources available to you to make the right decisions and to report concerns or violations, including:

Legal or general issues

- Your manager
- Group General Counsel & Company Secretary
- General Counsel Americas
- General Counsel EMEA
- Executive management team

Financial issues

- CFO and Internal Auditor

Conflicts of Interest

- Group General Counsel & Company Secretary

Employment law or personnel issues

- Local Human Resources personnel
- Regional HR Manager

Global Compliance Helpline

The helpline is best used:

- For serious issues like financial misconduct, bribery, antitrust violations and retaliation for good faith reports
- When you are uncomfortable using the individual contacts listed above
- If you have reported an issue already and believe it has not been addressed appropriately
- When you wish to ask a question or file a report anonymously

Contact the Listen Up helpline service at www.listenupreports.com or call toll-free 24x7

- | | | |
|------------------------------------|-----------------------------------|------------------------------|
| ▪ Australia
1-800-987-636 | ▪ Korea (South)
0030-813-1350 | ▪ Italy
800-787-115 |
| ▪ China - North
10-800-713-0606 | ▪ Thailand
00-1800-132-040-052 | ▪ Germany
0800-182-4524 |
| ▪ China - South
10-800-130-0614 | ▪ United Kingdom
0800-032-5546 | ▪ Mexico
001-866-287-0244 |
| ▪ India
000-800-100-3273 | ▪ France
0800-909-260 | ▪ Canada
888-789-6627 |
| ▪ Japan
0053-113-0898 | ▪ Spain
900-977-663 | ▪ US
1-866-398-0010 |



Our Values

SAI Global employees are at the core of its business and it is committed to:

- Showing respect
- Developing careers
- Offering challenging opportunities
- Building great teams
- Making work fulfilling

In turn, at SAI Global we pride ourselves on the fact that our employees are:

- Customer focused
- People of integrity
- Responsible
- Forward thinking and innovative
- Focused on performance



Respect, Integrity, and Teamwork.

