

# ASPECT COMMUNICATIONS CORPORATION

## Standards of Business Conduct December 2003

Aspect has a firmly established policy of conducting its affairs in strict compliance with the letter and spirit of the law and adhering to the highest principles of business ethics. These Standards of Business Conduct are intended to inform all employees of their rights and responsibilities as Aspect employees and to identify their legal and ethical obligations to Aspect, its customers, its competitors and its vendors. They apply to all areas of employee activity including the use of electronic media.

Every Aspect employee is expected to comply with these standards and other company policies as well. Each manager is expected to take every action necessary to insure compliance and to bring issues to the attention of the Compliance Officer for review. Each employee is encouraged to ask questions or discuss issues or concerns with his/her manager and it is the manager's responsibility to insure that the matter is resolved promptly.

### **Employment Relationships**

The hiring or continued employment of relatives, spouses and other individuals having a close personal, financial or other relationship is permitted. Although employees are generally free to enter into such relationships, all employees have an obligation to avoid even the appearance of impropriety or conflicts of interest. If an issue should arise, Aspect reserves the right to exercise managerial judgment and to take such actions relating to employment as may be necessary to address the issue.

Normally, the company will seek to avoid relationships where a conflict of interest is implicit such as individuals having a close personal or financial relationship reporting directly to one another or employing individuals having a close personal or financial relationship with employees in the Payroll and Human Resources departments.

### **Equal Employment Opportunity/Affirmative Action**

It is Aspect's policy to base all employment decisions on principles of equal employment opportunity and take affirmative action in the employment of women, minorities, individuals with disabilities, and veterans. In particular, it is the policy of the company to:

- Recruit, hire, promote, reassign, compensate, and train qualified individuals without regard to race, color, religion, gender, national origin, ancestry, age, physical or mental disability, medical condition, marital status, or sexual orientation;
- Undertake, through affirmative efforts, to improve employment opportunities for minorities, women, people with disabilities and veterans;
- Administer all personnel actions such as compensation, benefits, promotions, transfers, terminations, company-sponsored training, education, social and recreation programs without regard to race, color, religion, gender, national origin, ancestry, age, physical or mental disability, medical condition, marital status, or sexual orientation; and
- Provide reasonable accommodation except where undue hardship would result, and otherwise treat qualified individuals with disabilities equally.

Aspect updates its Affirmative Action Plan (AAP) annually and the portion pertaining to disabled individuals and veterans is available for review by all Aspect employees and candidates for employment.

Aspect will also display equal opportunity posters and related materials in the headquarters and regional offices as required by the Office of Federal Contract Compliance Programs (OFCCP), the Equal Employment Opportunity Commission (EEOC), and state laws.

### **Employee Harassment**

It is the policy of Aspect Communications to maintain a work environment free from all forms of harassment and to insist that all employees be treated with dignity, respect, and thoughtfulness.

Any comments or conduct relating to a person's race, religion, age, gender, sexual orientation, physical condition or ethnic background which fail to respect the dignity and feelings of the individual are unacceptable. This policy extends to comments or conduct of a sexual nature, where such behavior tends to offend or threaten a fellow employee. This policy applies to all areas of employee activity including the use of electronic media.

Any behavior toward any employee which constitutes unwelcome sexual advances, requests for sexual favors, or similar conduct of a sexual nature will be considered sexual harassment when such requests or conduct are made part of an individual's terms and conditions of employment, or form the basis for an employment decision, or are so offensive as to create an unfriendly or hostile work environment.

Although there is no absolute definition of conduct which constitutes sexual harassment in every case, all Aspect employees are expected to conduct themselves reasonably in accordance with the letter and the spirit of this policy.

Any employee believing that he or she has been the object of harassment should report any such incident to his or her manager. If the manager is the cause of the problem or if the manager seems unwilling to resolve the issue, the employee should contact any manager with whom the employee feels comfortable or the Human Resources Department.

Every reported incident of employee harassment will be thoroughly and promptly investigated. The confidences and sensitivities of all persons involved in the incident will be respected. Where charges of employee harassment are substantiated, appropriate action ranging from counseling to termination will be taken. Aspect will not tolerate any retaliation against any employee for complaining about harassment or for participating in the investigation of any such complaint.

### **Drug Policy**

Aspect strictly prohibits the unlawful use, possession, manufacture, sale (including solicitation of sale or purchase), distribution or other involvement with illegal drugs or controlled substances while on duty or on Aspect's property, while operating a vehicle that is owned or leased by the Company or being used for Company travel, at its customers or its vendors sites, or at Aspect sponsored events. Conduct in violation of this policy will typically result in termination of employment. Reporting to work intoxicated or under the influence of illegal drugs may also result in termination of employment. At times, alcohol may be served at Company events. If alcohol is served at Company events, employees are responsible for monitoring their use of alcohol.

When deemed appropriate, the company may inspect persons and property (including but not limited to vehicles, desks, storage cabinets, briefcases, personal effects and similar items) on Aspect property at any time with or without notice.

Employees who encounter drug-related activities at work are expected to report such incidents to an Aspect manager or to the Human Resources Department. The confidentiality of this communication will be respected to the maximum extent possible.

Aspect does not discriminate against an individual due to alcoholism or past drug addiction. Employees with alcohol or drug dependencies are encouraged to seek help voluntarily by contacting their manager or the Human Resources Department. Employees and their dependents with drug-related problems are also encouraged to contact the Employee Assistance Program, which can provide confidential counseling or referral services. Participation in a rehabilitation program, however, will not relieve an employee of the responsibility to perform job duties in a manner consistent with Aspect's expectations.

**Compliance with Applicable Laws**

All employees, officers and directors of the Company are expected to comply with both the letter and spirit of all the laws, rules and regulations of the U.S. and other countries, and the states, counties, cities and other jurisdictions, applicable to the Company or its business.

If you fail to comply with such laws, rules and regulations, or any requirement of this code, you will be subject to disciplinary measures, up to and including immediate termination of your employment.

The Company has designated the General Counsel as Compliance Officer to administer this Code. Employees, officers or directors may, at their discretion, make any report or complaint provided for in this Code to the Compliance Officer. The General Counsel will refer complaints submitted, as appropriate, to the Board of Directors or an appropriate Committee of the Board.

**Conflicts of Interest**

A “conflict of interest” may exist whenever the private interests of an employee, officer or director conflict in any way (or even appear to conflict) with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company, whether received from the Company or a third party. Loans to, or guarantees of obligations of, employees and their respective family members may create conflicts of interest. Federal law prohibits loans to directors and executive officers, or material modifications to existing loans, as of July 30, 2002. In addition, it is almost always a conflict of interest for an employee or officer to work simultaneously for a competitor, customer or supplier.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with a member of management or the General Counsel. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of the Compliance Officer.

**Corporate Opportunity**

Except as may be approved by the Board of Directors or a committee of independent directors, employees, officers and directors are prohibited from (a) taking for themselves personally opportunities that belong to the Company or are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with the Company.

**Public Company Reporting**

As a public company, it is of critical importance that the Company’s filings with the Securities and Exchange Commission be accurate and timely. Depending on their respective positions with the Company, employees, officers or directors may be called upon to provide information necessary to assure that the Company’s public reports are complete, fair and understandable. The Company expects employees, officers and directors to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company’s public disclosure requirements.

**Reporting Violations**

If you believe that a violation of this Code of Ethics for Principal Executive, Financial and Accounting Officers or other illegal or unethical conduct by any employee, officer or director has occurred or may occur, you should promptly report it to the General Counsel. The Board of Directors, or the Audit Committee thereof, as appropriate, will review all alleged violations of these Standards of Business Conduct.

## **Code of Ethics for Financial Managers** (December 2003)

This Code of Ethics for Financial Managers (the “Code”) applies to the Chief Executive Officer and the Chief Financial Officer, who is also the principal accounting officer (collectively, the “Financial Managers”) of Aspect Communications Corporation.

Aspect expects the highest possible ethical conduct from its principal executive, financial and accounting officers. Your full compliance with this Code and with Aspect’s Standards of Business Conduct is mandatory. You are expected to foster a culture of transparency, integrity and honesty, and to ensure that those officers and employees reporting to you also fully comply with Aspect’s Standards of Business Conduct.

Aspect has designated the General Counsel as Compliance Officer to administer this Code. Financial Managers may, at their discretion, make any report or complaint provided for in this Code to the Compliance Officer. The Compliance Officer will refer complaints submitted, as appropriate, to the Board of Directors or an appropriate Committee of the Board.

### **Compliance with Applicable Laws**

All Financial Managers of Aspect are expected to comply with both the letter and spirit of all the laws, rules and regulations of the U.S. and other countries, and the states, counties, cities and other jurisdictions, applicable to Aspect or its business.

If you fail to comply with such laws, rules and regulations, or any requirement of this code, you will be subject to disciplinary measures, up to and including immediate termination of your employment.

### **Conflicts of Interest**

A “conflict of interest” between a Financial Manager and Aspect may exist whenever the private interests of a Financial Manager conflict in any way (or even appear to conflict) with Aspect’s interests. A conflict situation can arise when a Financial Manager takes actions or has interests that may make it difficult to perform his or her Aspect work objectively. Conflicts of interest may also arise when a Financial Manager, or a member of his or her family, receives improper personal benefits as a result of his or her position at Aspect, whether received from Aspect or a third party. Loans to, or guarantees of obligations of, Financial Managers and their family members may create conflicts of interest. Federal law prohibits loans to directors and executive officers, or material modifications to existing loans, as of July 30, 2002. In addition, it is almost always a conflict of interest for an Aspect officer to work simultaneously for a competitor, customer or supplier.

### **Reporting Any Illegal or Unethical Behavior**

Any Financial Manager who believes that a violation of this Code or other illegal or unethical conduct by any employee, officers or director has occurred or may occur should promptly contact a supervisor, a corporate officer, or the Compliance Officer. Such reports may be made confidentially or anonymously. Confidentiality will be protected, subject to applicable law, regulation or legal proceedings.

### **Public Company Reporting**

Financial Managers are responsible for providing, or causing to be provided, full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to the SEC and in other public communications.

### **Amendment, Modification and Waiver**

This Code may be amended, modified or waived by the Board of Directors, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, and the rules thereunder and the applicable rules of the Nasdaq National Market.

Any request for a waiver of any provision of the Code must be in writing and addressed to the Compliance Officer. Any waiver of the Code will be promptly publicly disclosed by a method selected by the Board of Directors in conformity with applicable SEC rules.