

STARTEK, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Adopted by the Board of Directors

December 14, 2005

Amended

February 25, 2013

Introduction and Purpose

StarTek, Inc. (the “Company”) believes in conducting business operations with the highest degree of legally compliant, professional and ethical conduct focused on serving our clients with the best customer service and operational excellence. In respect of this belief, this Code of Business Conduct and Ethics (the “Code”) is designed to cover a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of StarTek, Inc. and its wholly-owned subsidiaries. All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The Code should also be provided to and followed by the Company’s agents, Board of Directors and representatives, including consultants and contract employees.

If a law conflicts with a policy in this Code, employees must comply with the law. Any questions about these conflicts and how to handle a certain situation should be referred to a supervisor, manager or Human Resources.

The Company retains the right to revise all or any portion of this Code at any time and from time to time in its sole discretion, subject to applicable laws, rules and regulations. This Code is not intended to create contractual obligations of any kind.

1. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which we do business as well as respect local cultures and customs. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers, Human Resources or other appropriate personnel as described in Section 15 of this Code.

If requested, the Company will hold information and training sessions to promote compliance with laws, rules and regulations, including insider-trading laws.

2. Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes in any way 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 and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. Employees are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so questions should be addressed to higher levels of management. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager, Human Resources or other appropriate personnel or consult the procedures described in Section 15 of this Code.

3. Insider Trading

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing employees’ trading in securities of the Company. This policy has been distributed to every employee. Questions should be referred to the Company’s Chief Financial Officer.

4. Corporate Opportunities

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information, or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

5. Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company’s customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The purpose of business entertainment, hospitality and gifts in a commercial setting is to create good will and to enhance sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee or agent unless it: (i) is not a cash gift, (ii) is consistent with customary business practices, (iii) is not excessive in value, (iv) cannot be construed as a bribe, kick-back or payoff and (v) does not violate any laws or regulations. Employees should not solicit clients, suppliers, or other business contacts for gifts, entertainment or hospitality under any circumstances. Employees should consult with managers or Human Resources for any uncertainty in the giving and receiving of specific items or unclear situations.

6. Record-Keeping

The Company requires honest, complete and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported and approved.

Many employees regularly use business expense accounts, which must be documented and recorded accurately and approved. If an employee is not sure whether a certain expense is legitimate, inquiries should be made to supervisors or the controller.

All of the Company's books, records, accounts and financial statements must be maintained, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Company's Chief Financial Officer. Employees are required to cooperate with any and all internal and external audits that are sanctioned by the Company.

7. Confidentiality

Employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, except when disclosure is authorized by the Chief Executive Officer or required by laws or regulations. Confidential information includes all non- public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. Confidential information also includes the personal information of our Employees. The obligation to preserve confidential information continues even after employment ends.

8. Protection and Proper Use of Company Assets

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

9. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules that must be followed.

10. Discrimination and Harassment

The diversity of the Company's employees is a tremendous asset. We treat each other, our clients and their customers with courtesy, dignity and respect. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include, but are not limited to, derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Employees are strongly encouraged to report such misconduct to supervisors or Human Resources immediately. Employees who report such actions in good faith are protected by the Company from retaliation.

11. Health and Safety

The Company is committed to providing each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or weapons in the workplace will not be tolerated.

12. Reporting any Illegal or Unethical Behavior

Employees are strongly encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. No employee should report any existing or potential violation of this Code to a person who is involved in the matter giving rise to the existing or potential violation. If a formal complaint is to be submitted, the procedures set forth in Section 15 should be followed.

13. Responsibilities of Senior Financial Management

In addition to the other provisions of the Code, the Company's Chief Executive Officer, Chief Financial Officer, Controller, Principal Accounting Officer and other Employees performing similar functions (the "Senior Financial Management") have particular obligations to promote honest and ethical conduct and to deter wrongdoing.

Any person who has information concerning any violation of any provision of this Section 12 by any member of the Senior Financial Management shall promptly report such information to the attention of a supervisor, manager or appropriate personnel or consult the procedures described in Section 15 of this Code. All members of the Senior Financial Management shall:

- Act honestly and ethically in the performance of their duties at the Company.
- Avoid actual or apparent conflicts of interest between personal and professional relationships.
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications by the Company.
- Comply with rules and regulations of federal, state and local governments and other private and public regulatory agencies that affect the conduct of the Company's business and the Company's financial reporting.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing the member's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of work, except when authorized or legally obligated to disclose such information.
- Share knowledge and maintain skills relevant to carrying out the person's duties within the Company.
- Proactively promote ethical behavior as a responsible person among peers and colleagues in the work environment and community.
- Achieve responsible use of and control over all assets and resources of the Company entrusted to the person.
- Promptly bring to the attention of the Audit Committee of the Board of Directors any information concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls or (c) any material violation of (i) any law, rule or regulation (including securities laws applicable to the Company or the operation of its businesses) or (ii) this Code.

14. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or directors may be made only by the Board or a Committee of the Board, or as to other employees of the Company by an executive officer designated by the Board. Any waiver will be promptly disclosed if required by law or stock exchange regulation.

15. Complaint Procedures

Hotline. Although complaints should first be reported to supervisors, managers, Human Resources, and other appropriate personnel, the Company also has a toll-free confidential hotline (1-800-276-1512) for its employees to report any violations of law, this Code or other Company policies by Company officers,

directors or employees. The hotline is available 24 hours a day / 7 days a week and calls can be made anonymously. Complaints submitted on the hotline will be managed as follows:

- Complaints of a human resource nature will be referred to and handled by Human Resources.
- Complaints relating to financial and accounting matters will be referred to and handled by the Audit Committee of the Board of Directors.
- All other complaints will be referred to and handled by, or under the direction of, designated executive officers of the Company.

Reporting Violations, Investigation and Response. In order to facilitate a complete investigation, employees should be prepared to provide as many details as possible, including a description of the questionable practice or behavior, the names of any persons involved, the names of possible witnesses, dates, times, places, and any other available details. The Company encourages all employees with complaints or concerns to come forward with information and prohibits retaliation against employees for raising concerns or participating in investigations. Nonetheless, if an employee feels more comfortable doing so, reports may be made confidentially and/or anonymously in the manner described above.

Supervisors and managers who become aware of any questionable accounting or auditing matters, or who receive complaints or concerns about such matters from other employees, must immediately report them through the Hot Line as referenced above or directly to a member of the Audit Committee in accordance with this Code. Supervisors and managers who receive complaints of questionable accounting or auditing matters must consult with the Audit Committee before undertaking an investigation or other action. The Audit Committee has final responsibility and authority for the investigation and handling of any concerns or complaints relating to accounting and auditing practices. Any supervisor or manager who fails to report allegations of questionable accounting or auditing practices in accordance with this Code or who otherwise fails to deal properly with such allegations may be subject to discipline.

Financial, Accounting and Audit Matters. Any person who has complaints or concerns about the Company's accounting, internal accounting controls or auditing matters, or who becomes aware of questionable accounting or auditing matters, is strongly encouraged to report such matters through the hotline as described above or directly to the Audit Committee. The Audit Committee will oversee the receipt and handling of allegations of questionable accounting or auditing matters, including directing an appropriate investigation and response. Based on its investigation, the Audit Committee will direct the Company to take prompt and appropriate corrective action in response to the complaint or concern if necessary to ensure compliance with legal and ethical requirements relating to financial, accounting and audit matters of the Company.

Confidentiality and Non-retaliation. Complaints will be kept confidential to the extent possible consistent with the Company's obligation to investigate and correct unlawful or unethical accounting or audit practices or other violations of this Code. In order to ensure confidentiality, an employee may elect to make a complaint anonymously. Anonymous reports will be investigated if sufficient information is provided. In conducting an investigation, the Company will respect the privacy of all concerned; however, complete confidentiality may not always be possible because of the need to conduct an investigation and take appropriate steps. Employees are expected to cooperate in internal investigations of misconduct and other violations of this Code.

The Company will not retaliate or take any form of reprisal against any person who makes a report pursuant to this Code or who participates in an investigation regarding a violation of applicable securities laws, rules or regulations, or any provision of other laws regarding fraud against stockholders. Any employee who retaliates against another employee or a witness as described above will be subject to discipline, up to and including termination of employment. Employees who believe they are subject to retaliation because they have made a report or participated in an investigation should report such suspected retaliation to the Audit Committee in the same manner as described above for the reporting of questionable practices. Knowingly or recklessly providing false information to the Company regarding any complaint may result in disciplinary action, including termination without notice (subject to applicable laws, rules and regulations and any employment agreement which governs an employee's employment).

16. Compliance to the Code and Disciplinary Action

All employees are expected to be in full compliance with the Code of Conduct and Ethics at all times. Failure to comply can result in disciplinary action, up to and including termination of employment.

Questions about the Code of Conduct and Ethics should be directed to supervisors, managers, Human Resources or the Company's Chief Financial Officer.