

All Security Benefit, Zinnia and Everly Employees

We benefit from a history as an organization with a strong ethical foundation and each of us is obligated to abide by the Company's Code of Business Conduct and Ethics.

The Code you are about to review has gone through an update and a refresh. While the underpinnings of the Code remain the same, it is our belief that you will find the updated Code easier to read and follow and it is our hope that the examples offered throughout are helpful in ensuring the principles and expectations of the Code are embedded in each of our business practices and relationships.

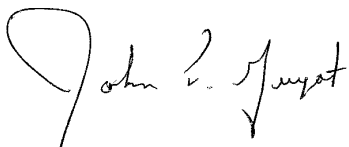
As you choose to be an advocate for our Code, feel free to speak up or ask questions about questionable behavior or a policy. If you become aware of a situation that may involve a violation of our Code or any applicable law or policy, or if you have one or more questions in that regard, you have several options for reporting the behavior or asking the question(s):

- Your manager or department head;
- The Corporate Law or Compliance Department – (SB – John Guyot or Carmen Hill; Zinnia or Everly – George Esposito or Robin Alonso);
- The Human Resources Department (for Human Resource only issues) - (SB – Jenifer Purvis, Jessica Daniels, Dannette Jackson or Nicole Lange; Zinnia – Ian Jeffrey, Mia Payne, Kevin Baldwin or Leah Jordan; Zinnia Ireland – Teresa Holden, Zinnia India – Surabhi Sharma; Everly – Theresa Softcheck);
- The Audit Committee of the Security Benefit Corporation Board of Directors (send a letter in a sealed envelope addressed to the Audit Committee, in care of John Guyot or George Esposito); or
- Our Hotline [The Hotline is monitored by a third party provider and is available 24 hours a day, 7 days a week. You can reach the hotline by calling 1-888-201-7311 (US based associates) or 1-844-711-4485 (Canada based associates) or 1-800615403 (Ireland based associates) or from an outside line dial the India direct access number 000-117 and at the English prompt dial 888-201-7311 (India based associates), or on the web at www.securitybenefit.ethicspoint.com.]

Reports may be made anonymously. However, keep in mind that doing so may make it more difficult for our Company to conduct a thorough investigation.

Lastly, the reporting methods, including use of the Hotline, are not a substitute for meaningful communication between you and your manager. Nor are they meant for minor or immaterial issues. Therefore, if you have questions, concerns or suggestions about normal operating procedures or minor transgressions, please raise them directly with your manager.

Thanks in advance for taking the time to read and understand our Code and for taking personal responsibility in living up to these expectations.



John Guyot
Senior Vice President, General Counsel
Security Benefit Corporation



Carmen Hill
Vice President, Chief Compliance Officer
Security Benefit Corporation



George Esposito
General Counsel
Zinnia and Everly



Robin Alonso
Chief Compliance Officer
Zinnia and Everly

Security Benefit Corporation Code of Business Conduct and Ethics

November 2023

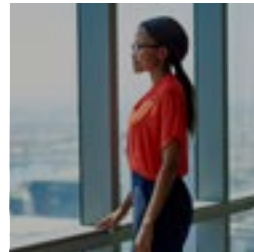


Table of Contents

Our CEOs	5
Our Promise	6
Overview	6
Responsibilities	9
Ethics Test	11
Speak Up	12
Waivers and Amendments	14
Our Colleagues	15
Equality, Diversity, and Inclusion	15
Harassment-Free Workplace	17
Health and Safety	18
Our Company	19
Conflicts of Interest	19
Company Assets and Intellectual Property	22
Confidential Company Information	24
Confidential Third-Party Information	25
Records Management	26
Responsible Communications	27

Our Relationships	28
Gifts and Hospitality	28
Fair Dealing	29
Anti-Bribery and Corruption	30
Anti-Money Laundering	31
Fair Competition	32
Gathering Competitive Information	33
Our Community	34
Charitable Activities	34
Political Involvement	35
Our Commitment	36





Our CEOs

Our Company has a strong foundation of innovation, excellence, and corporate stewardship. Central to that foundation is an ethical culture reflected in our Code of Business Conduct and Ethics (“Code”). The Code is meant to guide us in all of our business dealings – whether with our customers, our communities, or each other.

It is important to strive for business success, but success should never come through poor ethical choices. Each of us has a responsibility to do what is right, and to hold ourselves and others accountable for incorporating the principles of the Code into our work each day. The same standards apply to everyone, regardless of their role within the organization.

If you are confronted with a challenging issue, please look first to our Code as a resource intended to provide the high-level guidance you need to act with integrity in the workplace and in compliance with laws, regulations, and our own policies. If you need additional guidance, please visit with your manager or call the General Counsel or Chief Compliance Officer for assistance.

We hope that you will advocate for our Code and feel comfortable speaking up about your observations. **Our Code prohibits retaliation against anyone who raises a concern in good faith or asks questions to better understand a policy, process, or practice, and senior management will not tolerate retaliation.**

Thank you for taking the time to read and understand our Code and, more importantly, for taking personal responsibility to make sure our Company adheres to these expectations.

Doug Wolff

Michele Trogni

Jordan Teel

Our Promise

Overview

The Company* is committed to the highest ethical standards and to conducting its business with the highest level of integrity, as well as complying with all applicable laws, rules, and regulations.

This Code of Business Conduct and Ethics (“Code”) helps us align our behavior with what is expected and reaffirm and promote our commitment to a corporate culture that values honesty and accountability by all employees. Our Code helps each of us, as individuals, find solutions to ethical situations we may face in the workplace.

The success of our business is dependent on the trust and confidence we earn from our employees, agents, contractors, consultants, customers, and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching Company goals solely through honorable conduct. Ultimately, we will be judged on what we do.

Rely on our Code. It is a vital resource. It will help you promote integrity and the highest standards of ethical conduct and avoid even the appearance of anything improper in connection with our business activities.

*In this Code, “Company,” “we,” “us,” or “our” includes, without limitation, SBL Holdings, Inc. and its direct and indirect subsidiaries (which include Everly Holdings, LLC and its direct and indirect subsidiaries), Security Benefit Business Services, LLC, and Zinnia Corporate Holdings, LLC and its direct and indirect subsidiaries in the United States, Canada, India, Ireland, and wherever the Company may have locations.

The Code cannot address every situation. Use your best judgment to make the right decision or to seek guidance. Consider these questions before you act:

- » Does my action conflict with the Company's core values or policies?
- » How would my family or friends view my behavior?
- » How would my action look as a headline in the press?
- » Could my behavior harm the Company's reputation?
- » Will this build trust and credibility for the Company?
- » Are there potential applicable laws and regulations that govern the activity, and if so, are the activities in full compliance? (If unsure, seek guidance from the Legal Department before acting.)
- » Will it help create a working environment in which the Company can succeed over the long term?
- » Is the commitment I am making one upon which I can follow through?

Who Must Follow This Code

All employees of the Company and members of our Board of Directors** are required to read, understand, and follow our Code.

Accountability and Discipline

Violating our Code, our policies, or the law, or encouraging others to do so, exposes the Company to liability and puts our reputation at risk. If you see or suspect a violation, [report it](#).

Anyone who violates our Code, our policies, or the law will be subject to disciplinary action, up to and including dismissal. Violations of law may also result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

**In this Code, "Board of Directors" includes all other applicable governing bodies within SBL Holdings, Inc. and its direct and indirect subsidiaries (which include Everly Holdings, LLC and its direct and indirect subsidiaries), Security Benefit Business Services, LLC, and Zinnia Corporate Holdings and its direct and indirect subsidiaries.

Additional Resources for Complying With Laws, Rules, and Regulations

In addition to the Code, the Company also has other resources that can be of help for purposes of complying with applicable laws, rules, and regulations (the “law”). First are additional policies, procedures, and guidelines. Second is help and guidance from your manager, the Chief Human Resources Officer (or equivalent), the General Counsel and/or the Chief Compliance Officer, whoever you think is best suited for the situation. Please use your good judgment but do not be afraid to ask for their help if you are uncertain; we prefer that you do.

It is important to be aware of different laws and customs that may apply to your work. While we respect the norms of our consultants, contractors, agents, suppliers, and vendors (“business partners”), customers, and coworkers, all employees must, at a minimum, comply with the standards and principles in this Code. If you think any guidance in our Code conflicts with a local law or requirement, you should seek guidance from your manager or the Human Resources, Law, or Compliance Departments.



Responsibilities

Each of us has an obligation to act with integrity, even when this means making difficult choices. Meeting this obligation is what helps us succeed and grow.

Employee Responsibilities

Each of us has a responsibility to:

- » **Act** professionally, honestly, and ethically when conducting business on behalf of the Company.
- » **Know** the information in our Code and Company policies, paying particular attention to the topics that apply to our specific job responsibilities.
- » **Complete** all required employee training on time, and stay up-to-date on current standards and expectations.
- » **Report** concerns about possible violations of our Code, our policies, or the law to a manager, an executive, or any of the resources listed in this Code.
- » **Cooperate** and tell the truth when responding to an investigation or audit, and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Additional Responsibilities of Management

Company management is expected to:

- » **Lead by example.** Model high standards of ethical business conduct, and help create a work environment that values mutual respect and open communication.
- » **Be a resource for others.** Communicate often with employees and business partners about how the Code and other policies apply to their daily work.
- » **Be proactive.** Look for opportunities to discuss and address ethical dilemmas and challenging situations with others.
- » **Delegate responsibly.** Never delegate authority to any individual whom you believe may engage in unlawful conduct or unethical activities.
- » **Respond quickly and effectively.** When a concern is brought to your attention, treat it seriously and with respect for everyone involved.
- » **Be aware of the limits of your authority.** Do not take any action that exceeds your authority. If you are ever unsure of what is appropriate (and what is not), discuss the matter with your manager.

Remember: No reason, including the desire to meet business goals, should ever be an excuse for violating our Code, our policies, or the law.

What If?

I am a manager and not clear about what my obligations are if someone comes to me with an accusation – especially if it involves a senior manager.

No matter who the allegation involves, you must report it. The Company provides several options for reporting concerns. If for any reason you are uncomfortable making a report to a particular person, you may talk to any of the other resources listed in the Code.

Cooperation With Investigations and Audits

From time to time, you may be asked to participate in internal and external investigations and audits that are conducted by the Company or by government officials. All employees are expected to fully cooperate with all such requests and ensure that any information provided is true, accurate, and complete.

If you learn of a potential investigation or non-routine inquiry, immediately notify your manager and the Compliance Department before taking or promising any action. If you are directed by the Company to respond to a request, extend the same level of cooperation and ensure that the information you provide is true, accurate, and complete.

Be Alert For

- » Falsified information. Never destroy, alter, or conceal any document in anticipation of or in response to a request for these documents.
- » Unlawful influence. Never provide or attempt to influence others to provide incomplete, false, or misleading statements.



Examples of non-routine inquiries: complaints, adverse claims, investigations, litigation, audits/examinations, requests for nonpublic personal or protected information, or other matters that could result in monetary payments or other liabilities for the Company. Questions should be directed to your manager, the General Counsel, or the Chief Compliance Officer.

Ethics Test

Making the right decision is not always easy. There may be times when you will be under pressure or unsure what to do. Always remember that when you have a tough choice to make, you are not alone. There are resources available to help you.

Facing a Difficult Decision?

It may help to ask yourself:



Is it legal?



Is it consistent with our Code?



Would I feel comfortable if senior management and others within my Company knew about it?



Would I feel comfortable if my decision or my actions were made public?



If the answer to all of these questions is “yes,” the decision to move forward is probably okay, but if the answer to any question is “no” or “I am not sure,” stop and seek guidance.

Remember, in any situation, under any circumstances, it is always appropriate to ask for help.

One More Thing ...

We value your feedback. If you have suggestions for ways to enhance our Code, our policies, or our resources to better address a particular issue, bring them forward. Promoting an ethical Company is a responsibility we all share.



Ethical behavior comes down to individuals making the right decisions day in and day out.

Speak Up

If you see or suspect a violation of our Code, our policies, or the law, or if you have a question about what to do, talk to your manager.

If you are uncomfortable speaking with your manager, there are other resources available to help you:

- » Contact another member of management.
- » Contact the General Counsel or Chief Compliance Officer or, if the violation involves employment-related harassment, intimidation, or discrimination, the Chief Human Resources Officer (or equivalent).
- » Contact the Audit Committee of the Security Benefit Corporation Board of Directors via a letter in a sealed envelope addressed to the Audit Committee c/o the General Counsel, Law Department.
- » Contact the Ethics Hotline (available 24/7).
 - www.securitybenefit.ethicspoint.com
 - (USA) 1.888.201.7311
 - (Ireland) 1.800.615403
 - (Canada) 1.844.711.4485
 - (India) 000-117, at the English prompt dial 888.201.7311

The Company will make every attempt to reasonably and promptly ensure that your questions or concerns are addressed appropriately.



What to Expect When You Use the Hotline.

- » The Hotline, web portal, and phone line are available 24 hours a day, seven days a week. They are operated by an independent third-party provider of corporate compliance services. Your concerns will be documented in detail and forwarded to the Company for further investigation.
- » When you contact the Hotline you may choose to remain anonymous where permitted by local law. However, keep in mind that doing so may make it more difficult for the Company to conduct a thorough investigation. All reports received will be treated equally, whether they are submitted anonymously or not.
- » After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however, please note that out of respect for privacy, the Company will not be able to inform you about individual disciplinary actions.
- » Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it, unless such individuals determine that it is appropriate and warranted to report the matter to the Board of Directors, the Chief Executive Officer, and/or regulators, or other authorities.

Remember, an issue cannot be addressed unless it is brought to someone's attention.



Our Commitment to Non-Retaliation

We will not tolerate any retaliation against any employee who, in good faith, asks a question, reports conduct that may be inconsistent with our Code, our policies, or the law, or assists in an investigation of suspected wrongdoing.

What Does Reporting “in Good Faith” Mean?

It means making a genuine attempt to provide honest, complete, and accurate information, even if it later proves to be unsubstantiated or mistaken.

What If?

I suspect there may be some unethical behavior going on in my business unit involving my manager. I know I should report my suspicions, and I am thinking about using the Hotline, but I am concerned about retaliation.

You are required to report misconduct and, in your situation, using the Hotline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, report it. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be disciplined.

Waivers and Amendments

Any waiver of this Code as it applies to members of our Board of Directors or any employees, and any amendment of this Code, must be approved by the Board of Directors.

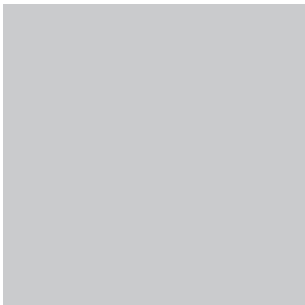


Our Colleagues

Equality, Diversity, and Inclusion

The Company helps bring together employees with a wide variety of backgrounds, skills, and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our results. We are committed to ensuring that everyone in our workplace feels welcomed and valued and is given opportunities to grow, contribute, and develop with us. The Company is committed to a policy of equal employment opportunity in employment selection procedures, in the way employees are trained, in their selection for promotion and transfer, and in all other aspects of employment.

If you are responsible for making employment decisions on behalf of the Company, base your decision-making on qualifications, demonstrated skills, and achievements – and never on actual or perceived race, color, creed, religion, age, national origin, ancestry, citizenship status, sex or gender (including pregnancy, childbirth, lactation and related medical conditions), sexual orientation, gender identity or expression (including transgender or nonbinary status), marital status, military service or veteran status, disability, protected medical condition as defined by applicable state or local law, genetic information, or any other status protected by applicable federal, state, or local law.



Maintain High Standards

- » Treat others respectfully and professionally.
- » Promote diversity in hiring and other employment decisions.
- » Do not discriminate against others on the basis of any other characteristic protected by law or Company policy.

Be Alert For

- » Comments, jokes, or materials, including emails, texts, IMs, etc. which you or others might consider offensive.
- » Inappropriate bias when judging others. If you supervise others, judge them on performance. Use objective, quantifiable standards and avoid introducing unrelated considerations into your decisions.



It is up to each of us to treat one another with respect and dignity, and hold ourselves – and each other – accountable for appropriate behavior.



Harassment-Free Workplace

The Company is committed to a workplace free of discrimination, harassment, and retaliation. These behaviors are unacceptable in the workplace and in any work-related settings such as business trips and Company-sponsored social functions, regardless of whether the conduct is engaged in by a supervisor, coworker, client, customer, or business partner.

If you see, suspect, or feel you have – or another employee has – been the victim of harassment (including sexual harassment), report it immediately. You will be helping to preserve a respectful and productive workplace.

Harassment

Generally defined as unwelcome verbal, visual, or physical conduct that denigrates or shows hostility or aversion toward an individual based on or because of any actual or perceived protected characteristics or has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment.

- » Can be verbal (including slurs, jokes, insults, epithets, gestures, or teasing)
- » Can be visual (including offensive posters, symbols, cartoons, drawings, computer displays, text messages, social media posts, or emails)
- » Can be physical conduct (including physically threatening another, blocking someone's way, etc.)

Sexual Harassment

A form of harassment is sexual harassment, which can include all of the above actions, as well as other unwelcome conduct such as unsolicited sexual advances, requests for sexual favors, and other verbal, physical, or visual conduct when:

- (1) submission to the conduct or advances or requests is made either an explicit or implicit term or condition of employment; or
- (2) submission to or rejection of the conduct or advances or requests by an individual is used as the basis for an employment decision; or
- (3) the conduct or advances or requests have the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

Maintain High Standards

- » Promote a positive attitude – support policies designed to build a safe, ethical, and respectful workplace.
- » Help each other – speak out when a coworker’s conduct makes others uncomfortable.
- » Be professional – do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- » [Speak up](#) – report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.

Be Alert For

- » Threatening remarks, obscene phone calls, stalking, or any other form of harassment.
- » Sexual harassment or other unwelcome verbal or physical conduct of a sexual nature.
- » The display of sexually explicit or offensive pictures or other materials.
- » Sexual or offensive jokes or comments.
- » Verbal abuse, threats, or taunting.

What If?

While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. We were not in the office, and it was after regular working hours, so I was not sure what I should do. Was that harassment?

It could be. We expect our employees to practice respect, not only during working hours but in all work-related situations, including business trips. Tell your colleague you are uncomfortable with these actions and ask them to stop. If they continue, report the problem.

Health and Safety

Ensuring safety is an integral part of everything we do. Reporting risks and hazards is not just the right thing to do, it is a requirement, because a failure to speak up about an incident, or to participate in an investigation into an incident, can have serious repercussions for the Company, and for every employee on the job, every day.

Each of us is responsible for acting in a way that protects ourselves and others. No matter what job you do or where you do it, we count on you to actively promote a safe and healthy workplace, and report any situations that may pose a health, safety, or security risk. Do your part to keep a safe workplace.

Our Company

Conflicts of Interest

You must avoid any conflict, or the appearance of a conflict, between your personal interests and the interests of the Company. A conflict of interest can occur whenever an interest or activity may interfere with your ability to make an objective decision on behalf of the Company. Conflicts of interest may be actual, potential, or even just a matter of perception.

Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict because the perception of a conflict can undermine the trust others place in us and damage our reputation. Conflict of interest situations are not always clear-cut, so you must fully disclose them to the General Counsel or the Chief Compliance Officer so they can be properly evaluated, monitored, and managed.



Potential Conflicts of Interest

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

Corporate opportunities

If you learn about a business opportunity because of your job, it belongs to the Company first. This means that you should not take that opportunity for yourself unless you get approval from the General Counsel or the Chief Compliance Officer.

Friends and relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, business partner, competitor, or even the Company. Since it is impossible to anticipate every scenario that could create a potential conflict, you should disclose your situation to your manager to determine if any precautions need to be taken.

Outside employment

To ensure that there are no conflicts and that potential issues are addressed, always disclose and discuss outside employment or side businesses with your manager and notify the General Counsel or the Chief Compliance Officer. If approved, make sure the outside activity does not interfere or compete with your work at the Company. Working for a competitor, business partner, or customer may raise conflicts that will need to be resolved.

Personal investments

A conflict can occur if you have a significant ownership or other financial interest in a competitor, business partner, or customer. Make sure you know what is permitted – and what is not – by our policies and seek help with any questions.

Board seats

Unless Company management specifically asks you to do so, you should not accept a seat on the board of directors or advisory board of any of our competitors, business partners, or customers, especially if your current job gives you the ability to influence our relationship with them.

Maintain High Standards

- » Always make business decisions in the best interest of the Company.
- » Think ahead and proactively address situations that may put your interests or those of a family member in conflict with the Company.
- » Discuss with your manager full details of any situation that could be perceived as a potential conflict of interest.



Our success relies on our ability to make unbiased and loyal business decisions, as well as avoiding any appearance of any conflict.



Company Assets and Intellectual Property

The Company entrusts employees with assets (both tangible and intangible) that enable us to operate. Physical assets include Company facilities, materials, and equipment. Intangible assets include intellectual property, confidential and proprietary information, and goodwill and our reputation. Electronic assets include computer and communication systems, software, and hardware. Files, information, data, and records are also Company assets, and we have a responsibility to ensure their confidentiality, security, and integrity.

Each of us is personally responsible for using these assets with care and protecting them from fraud, waste, and abuse. Your personal use of Company assets is discouraged, but where permitted, should be kept to a minimum and have no adverse effect on productivity and the work environment. Be aware that any information you create, share, or download onto Company systems belongs to the Company, and we have the right to review and monitor system use at any time, without notifying you, to the extent permitted by law.

Intellectual Property

Examples of intellectual property (IP) include:

- » Trademarks/
trade names
- » Copyrights
- » Trade secrets
- » Patents/patentable
innovations

Examples of confidential/
proprietary information include:

- » Business and marketing plans
- » Company initiatives
- » Customer and employee lists
- » Methods, know-how and
techniques
- » Innovations and designs
- » Systems, software, and technology

The Company commits substantial resources to technology development and innovation, and the creation and protection of our intellectual property rights are critical to our business. Contact the Law Department with questions regarding:

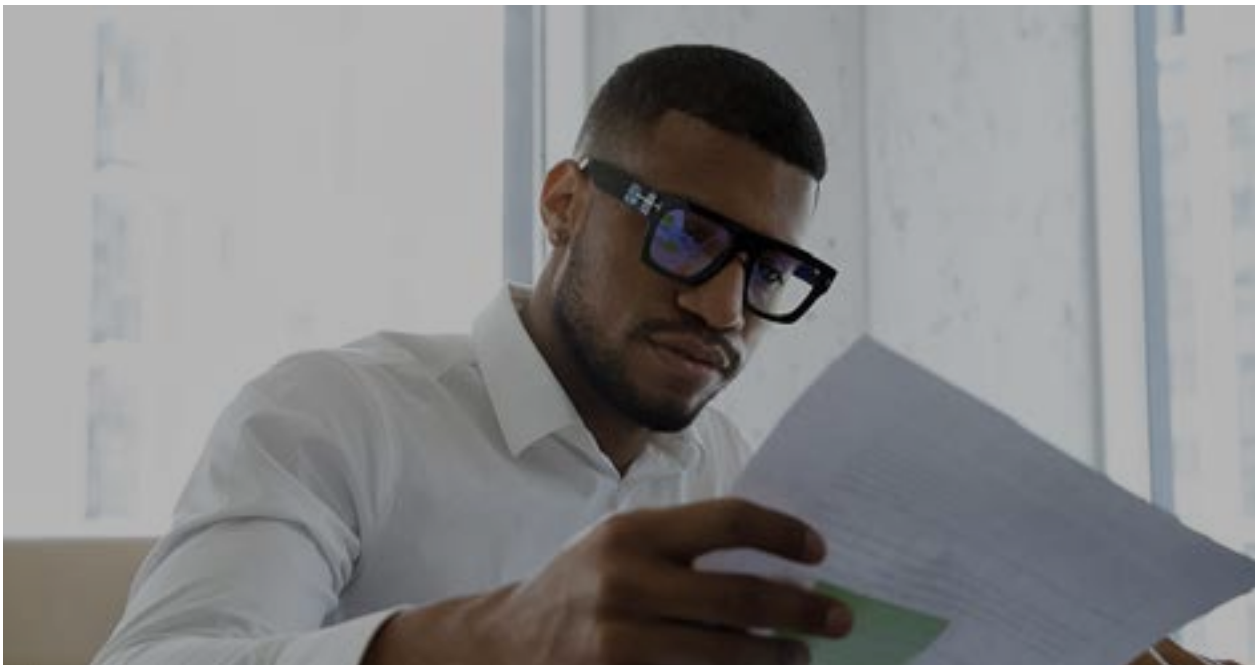
- » The scope of our intellectual property rights or what is confidential and proprietary
- » How the Company's rights apply to another company's products or services
- » How a third party's intellectual property rights apply to our intellectual property rights or products or services

Maintain High Standards

- » Use Company assets to carry out your job responsibilities, never for activities that are improper or illegal.
- » Promptly disclose to Company management any inventions or other IP that you create while you are employed by the Company.
- » Observe good physical security practices, especially those related to badging in and out of our facilities.
- » Be a good steward of our electronic resources and systems, and practice good cybersecurity:
 - Do not share passwords or allow other people, including friends and family, to use Company assets.
 - Only use software that has been properly licensed. The copying or use of unlicensed or “pirated” software on Company computers or other equipment to conduct Company business is prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the Chief Information or Technology Officer.
 - Lock your workstation when you step away and log off our systems when you complete your work for the day.
 - Beware of phishing attempts – use caution in opening email attachments from unknown senders or clicking on suspicious links.

Be Alert For

- » Requests to borrow or use Company equipment without approval.
- » Excessive use of Company resources for personal purposes.
- » Unknown individuals without proper credentials entering our facilities.



Confidential Company Information

The Company relies on employees to be vigilant and protect confidential information. This means keeping this information secure, using it for authorized purposes and disclosing it only when authorized to do so and only to those who have a legitimate business need to know it.

Do your part to safeguard confidential information. Be aware that this obligation continues even after your employment at the Company ends.

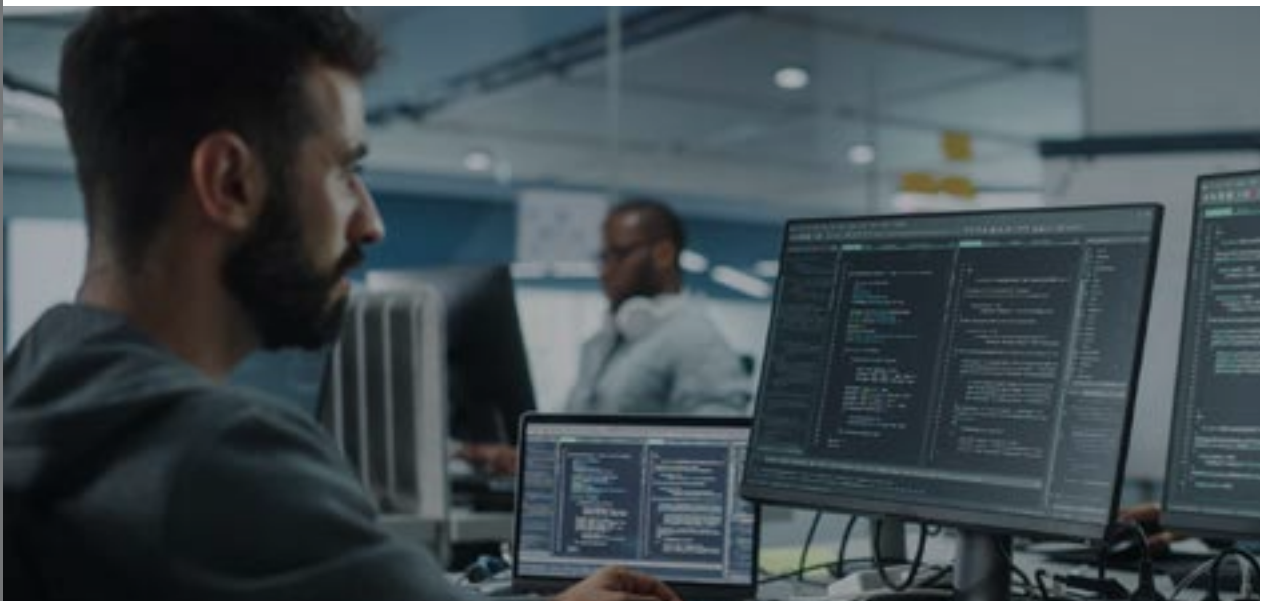
Maintain High Standards

- » Properly label confidential information to indicate how it should be handled, distributed, and destroyed.
- » Use and disclose confidential information only for legitimate business purposes.
- » Protect our confidential information by sharing it only with authorized parties.
- » Only store or communicate confidential information using Company information systems.

Be Alert For

- » Discussions or exposure of Company confidential information in places where others might be able to overhear – for example on planes and elevators, in restaurants, and when using your phone.
- » Sending confidential information to unprotected devices or printers.

This obligation does not, however, limit your rights under the National Labor Relations Act or similar state laws, prohibit you reporting possible violations of law to government authorities or making disclosures protected under whistleblower laws. For those, you do not need authorization from us or to notify us.



Confidential Third-Party Information

Our consumers, customers, and business partners (“third parties”) place their trust in us. We must protect their confidential information just as we protect our own.

Make sure you understand the expectations and rights of third parties regarding the protection, use, and disclosure of the confidential information that they provide to us.

Maintain High Standards

- » Limit any access to confidential information to those who have a need to know in order to do their job, and only for authorized purposes.
- » Immediately report any loss or theft of confidential information to your manager. Your manager will in turn notify the Compliance Department.

Be Alert For

- » Requests by business partners for confidential information about our customers or about other business partners if there is no associated business requirement or authorization.
- » Unintentional exposure of confidential information about third parties in public settings or through unsecure networks.



We are obligated, and strictly adhere to Company privacy policies, as well as federal and state laws and regulations which govern the availability of consumer or customer information, as well as corporate, employee, and vendor information. It is imperative that all confidential information be secured and protected at all times.



Records Management

The accuracy and completeness of our business records are essential to making informed business decisions, and accurate and complete financial disclosures, complying with legal and regulatory requirements, and providing the best possible service to customers and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies.

Some employees have special responsibilities in this area, but all of us contribute to the process of recording business results or maintaining records. Ensure that any information you record is accurate, timely, complete, and maintained in a manner that is consistent with our internal controls, disclosure controls, and legal obligations.

Maintain High Standards

- » Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- » Write carefully in all business communications. Write as though someday the records you create may become public documents.

Be Alert For

- » Records that are not clear and complete or that obscure the true nature of any action.
- » Undisclosed or unrecorded funds, assets, or liabilities.
- » Improper destruction of documents.



Responsible Communications

The Company is committed to maintaining honest, professional, and lawful internal and public communications. We need a consistent voice when making disclosures or providing information to the public, investors, and/or shareholders, and must ensure that only authorized persons speak on behalf of the Company.

Refer any communications with the media and members of the financial community to the Corporate Communications team.

Be Alert For

- » Giving public speeches or writing articles for professional journals or other public communications that relate to the Company without appropriate management approval.
- » The temptation to use your title or affiliation outside of your work for the Company without it being clear that the use is for identification only.
- » Invitations to speak “off the record” to journalists or analysts who ask you for information about the Company or its customers or business partners.

Communications and Social Media

Every communication about the Company affects our reputation and our brand, so we take care online. You must never post anything that would be considered harassing or discriminatory, and you must never breach confidential information about the Company, our employees, or our business partners.

If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites, or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of the Company. If you believe a false statement about the Company has been posted, do not respond, even if your intent is to “set the record straight.” Your posting might be misinterpreted, start false rumors, or may be inaccurate or misleading. Instead, contact a member of the Corporate Communications team or the Compliance Department.

Certain Exceptions

The limitations above do not, however, limit your rights under the National Labor Relations Act or similar state laws.

Our Relationships

Gifts and Hospitality

A modest gift may be a thoughtful “thank you,” or a meal may offer an opportunity to discuss business. If not handled carefully, however, the exchange of gifts and other forms of hospitality could be improper or create a conflict of interest. This is especially true if an offer is extended frequently, or if the value is large enough that someone may think it is being offered in an attempt to influence a business decision.

Only offer and accept gifts and other forms of hospitality that comply with our policies, and make sure that anything you give or receive is accurately reported in our books and records.

Maintain High Standards

- » Only provide and accept gifts and other forms of hospitality that are reasonable complements to business relationships.
- » Never offer gifts to – or accept them from – a business partner with whom you are involved in contract negotiations.
- » Make sure anything given or received complies with the policies of both the giver and the recipient.
- » Never give or accept cash or cash equivalents.
- » Do not request or solicit personal gifts, favors, entertainment, or services.
- » Raise a concern whenever you suspect that a colleague or business partner may be improperly attempting to influence a decision.

Fair Dealing

We treat our customers and business partners fairly. We work to understand and meet their needs and seek competitive advantages through superior performance, never through unethical or illegal practices.

Tell the truth about our services and capabilities and never make claims that are not true. In short, treat our customers and business partners as you would like to be treated.

Maintain High Standards

- » Be responsive to customer requests and questions. Only promise what we can deliver and deliver on what you promise.
- » Never take unfair advantage of anyone by manipulating, concealing, or misrepresenting material facts, abusing privileged information, or any other unfair dealing practice.
- » Never grant a customer's request to do something that you regard as unethical or unlawful.
- » Speak with your manager if you have concerns about any error, omission, undue delay, or defect in quality or our customer service.

Be Alert For

- » Pressure from colleagues or managers to cut corners on quality or delivery standards.
- » Temptations to tell customers or business partners what you think they want to hear rather than the truth; if a situation is unclear, begin by presenting a fair and accurate picture as a basis for decision-making.



We do not misrepresent our services or products in any service, sales, or advertising efforts.

We ensure compliance with all internal policies and means of oversight and governance.

We handle complaints and disputes in a fair and expeditious manner.

Anti-Bribery and Corruption

The Company is committed to complying with all applicable anti-corruption laws. We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs.

Do not pay or accept bribes or kickbacks, at any time for any reason. This applies equally to or through any person or company representing our Company. Never ask our business partners to do something that we are prohibited from doing ourselves.

Key Definitions

Bribery means giving or receiving anything of value (or offering to do so) to obtain a business, financial, or commercial advantage.

Corruption is the abuse of an entrusted power for private gain.

Facilitation payments are typically small payments to a low-level government official that are intended to encourage them to perform their responsibilities.

Government officials include government employees, political parties, candidates for office, employees of public organizations, and government-owned entities.

Maintain High Standards

- » Understand the standards set forth under anti-bribery laws that apply to your role at the Company.
- » Never give anything of value inconsistent with local laws and regulations to any government official. If you are not sure of the local laws, the safest course of action is to not give anything of value or consult the General Counsel or Chief Compliance Officer.
- » Exercise due diligence and carefully monitor third parties acting on our behalf, particularly when dealing in countries with high corruption rates and in situations where “red flags” would indicate further screening is needed.
- » Accurately and completely record all payments to third parties.

Be Alert For

- » Apparent violations of anti-bribery laws by our business partners.
- » Business partners who do not wish to have all terms of their engagement with the Company clearly, accurately, and fully documented in writing.

Anti-Money Laundering

Money laundering is a global problem with far-reaching and serious consequences. It is defined as the process of moving funds made from illegal activities through a legal business to make them appear legitimate. Involvement in such activities could undermine our integrity and damage our reputation, and can expose the Company and the individuals involved to severe sanctions. We are committed to conducting business in a way that prevents money laundering and complies with all anti-money laundering, financial crimes, and anti-terrorism laws wherever we operate.

Be alert to the warning signs of money-laundering. Report any suspicious financial transactions and activities to the Compliance Department for further review and, if required, reporting to appropriate regulatory agencies.

Be Alert For

- » Attempts to pay in cash or in a different currency than shown on the invoice.
- » Requests to ship to a country that differs from where payment originated.
- » Avoidance of recordkeeping requirements.
- » Payments made by someone who is not a party to the transaction.
- » Unusual changes to a customer's normal pattern of transactions.



Fair Competition

We believe in free and open competition and never engage in practices that may limit competition or try to gain competitive advantages through unethical or illegal business practices.

Do not engage in conversations with competitors about competitively sensitive information or engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers, or markets. Antitrust laws are complex and compliance requirements can vary depending on the circumstances, so seek help with any questions about what is appropriate and what is not.

Be Alert to Anti-Competition Warning Signs

In general, the following activities are red flags that should be avoided, and, if detected, reported to the Law Department:

- » Sharing our Company's competitively sensitive information with a competitor.
- » Sharing competitively sensitive information of business partners or other third parties with their competitors.
- » Attempting to obtain nonpublic information about competitors from new hires or candidates for employment.

Be Alert For

- » **Collusion** – when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages, or allocations of markets.
- » **Bid-rigging** – when competitors or business partners manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding, or knowingly submitting noncompetitive bids.



Gathering Competitive Information

Information about competitors is a valuable asset in today's competitive business environment, but in collecting business intelligence, we – and those who work on our behalf – must always live up to the highest ethical standards.

Obtain competitive information only through legal and ethical means, never through fraud, misrepresentation, deception, or the use of technology to “spy” on others. Remember: Sharing competitively sensitive information with competitors (whether that information belongs to us or our business partners) is always prohibited.

Maintain High Standards

- » Be careful when accepting information from third parties. You should only accept information from reputable sources.
- » Respect the obligations of others to keep competitive information confidential.
- » While our Company may employ former employees of competitors, recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

Be Alert For

- » Retaining papers or computer records from prior employers in violation of laws or contracts.
- » Using anyone else's confidential information without appropriate approvals.
- » Using job interviews as a way of collecting confidential information about competitors or others.
- » Receiving suggestions from third parties for new products, product features, or services when the source of the original idea is not fully known.



The Company operates in a highly regulated industry and is committed to full compliance with fair competition and the applicable antitrust laws. If you are unsure if a proposed course of action is permissible, or you suspect a violation of the antitrust laws has occurred, you should always consult with the Law Department.

Our Community

Charitable Activities

Corporate social responsibility is an integral part of our Company's culture. We believe in making a positive difference in people's lives and engaging responsibly in charitable activities to make a positive impact in the communities where we live and work. Together, we contribute funds, time, and talent to support programs and local causes. We encourage (but do not require) you to participate in the many initiatives we support.

The Company also encourages you to make a difference on a personal level, supporting charitable and civic causes that are important to you. Be sure your activities are lawful and consistent with our policies and that you are participating on your own time and at your own expense.

Be Alert For

- » Putting pressure on colleagues to participate in personal charitable or volunteer activities.
- » Using Company funds, assets, or the Company name to further your personal volunteer activities unless you receive approval in advance.



Political Involvement

Everyone has the right to voluntarily participate in the political process, including making personal political contributions. However, as an employee, you must always make it clear that your personal views and actions are not those of the Company.

Maintain High Standards

- » Ensure that your personal political views and activities are not viewed as those of the Company.
- » Before you or your immediate family members make political contributions, become familiar with and carefully consider any applicable “pay-to-play” laws that could adversely impact the Company’s ability to do business. Discuss any questions or concerns in advance with the Law Department.
- » Do not use our resources or facilities to support your personal political activities.
- » Follow all federal, state, local, and foreign election laws, rules, and regulations as they relate to Company contributions or expenditures.

Be Alert For

- » **Lobbying.** Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Law Department.
- » **Pressure.** Never apply direct or indirect pressure on another employee to contribute to, support, or oppose any political candidate or party.
- » **Improper influence.** Avoid even the appearance of making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- » **Conflicts of interest.** Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties at the Company.



What If?

I will be attending a fundraiser for a candidate running for local office. Is it OK to mention my position at the Company as long as I do not use any Company funds or resources?

No. It would be improper to associate our name in any way with your personal political activities.

Our Commitment

We believe in following all applicable laws and regulations. All Company employees and members of our Board of Directors must annually complete and submit an Acknowledgement Form and participate in all required ethics and compliance training.

Submitting this form indicates that you have read and understood our Code of Business Conduct and Ethics and:

- » Have complied with the Code to the best of your knowledge.
- » Have reported any possible conflicts of interest.
- » Will contact management or use any of the reporting methods included in this Code if you have concerns related to a team member or business conduct.

Signature: _____

Date: _____

