



# Code of Business Conduct and Ethics

CNO Financial Group, Inc. and Affiliate Organizations  
(“CNO” or the “Company”)

## Mission and Core Values

**Our mission** is to provide financial security for the life, health, and retirement needs of Middle America.

Our core values – **Integrity, Customer-Focus, Excellence** and **Teamwork** – make a statement about where we’ve been, who we are today, and how we will work together to achieve our mission. They have been drawn from our rich past, and distilled to connect us with the values most important today to our middle American customers. These core values provide the necessary foundation of basic principles to guide all CNO associates across the Company.

### Integrity

We have the highest standards for ethics, fairness, and personal responsibility. We’re honest and straightforward. We operate within the letter and spirit of the law. We show unwavering consistency between words and actions. We comply with all laws, regulations, and Company policies.

### Customer Focus

We exist to improve the financial security of our customers and policyholders, and we put them first and foremost in all of our decisions and actions. We anticipate our customers’ needs and move quickly and urgently to serve them.

### Excellence

We act with a strong sense of urgency, recognizing that speed matters. We honor our commitments and we take personal responsibility for our actions. To meet the needs of our customers, we strive for excellence in our products, services, and business processes. We are passionate about winning in the marketplace, and embrace any change needed to do so.

### Teamwork

We win as a team, putting the enterprise ahead of any business unit, function, department, or individual interests. We value diverse teams that take ownership of work efforts, and create an atmosphere of commitment, participation, and collaboration. We trust that our team members act in the best interest of CNO, and we have confidence in their capabilities and intentions. Our associates grow personally and professionally through their experiences at CNO.

We commit to these ideals to build enduring value for our shareholders, associates, business partners, and customers.

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## Our Commitment to Integrity

Companies do not fulfill commitments, people do. Our commitment to our customers, shareholders, business partners, fellow associates and communities depends on each of us working together to fulfill the promises that we make.

How well we meet our commitments makes the difference in whether we keep or win customers, draw skilled associates, attract new shareholders and business partners and are welcomed into new communities. We meet our commitments by setting standards of conduct that guide our daily actions. Our standards ensure that we adhere to the highest principles of responsible conduct. **Central to meeting our commitments is living the core values that we hold as a Company.**

This Code of Business Conduct and Ethics (“Code”) is the tool to help each one of us meet these high expectations and demonstrate that we truly believe in our core values. It provides information on the Company’s standards of conduct and other resources to help each individual make correct and sound decisions.

We should:

- Familiarize ourselves with this Code and its articulation of the Company’s commitment to the highest standards of ethical conduct.
- Understand this Code’s standards that apply to our specific job duties.
- Use the Resources section when we have questions or concerns about the right course of action.

This Code establishes ethical and legal standards of conduct for CNO Financial Group, Inc. and its subsidiaries (“CNO” or the “Company”). It applies to all Company directors, officers and associates.

## Overall Responsibilities

All of us have special duties to the Company. We are expected to:

- Be familiar with this Code and its standards, and follow all Company policies and procedures and laws and regulations that pertain to our job.
- Use the Decision-Making Framework to help resolve challenging issues.
- Seek assistance from our supervisor or other Resources when unsure of the right action.
- Raise concerns or possible violations of the law, Company policies or this Code with our supervisor, the Law Department, or through the InTouch system.

If we manage other associates, we are expected to:

- Demonstrate ethical conduct in all our actions on behalf of the Company.
- Set clear expectations for our work group about responsible conduct.
- Let our associates know that we are available to assist them with challenging issues.
- Help our associates resolve questions or concerns.
- Raise possible violations of this Code with the Law Department.

This Code may be periodically amended or updated. You should check the CNO website (<http://cnoinc.com>) if you are unsure about the most current version of this Code.

Any person violating this Code will be subject to appropriate disciplinary action, including the possible termination of employment.

## Our Commitment to Integrity: to Shareholders and the Company

Our Company, and our shareholders' investments that fund it, provide us with the opportunity to serve our many customers, make a difference in our communities and contribute to our professional growth. We must be committed to ensuring that our actions demonstrate **integrity** in serving our Company and its shareholders. We must aspire to keep our Company responsibilities independent from our personal interests. We need to ensure that we use Company assets responsibly and with care. We must maintain the confidentiality of non-public Company information whose protection is vital to the Company's success.

### Conflicts of Interest

The Company offers each of us employment and professional growth opportunities. In turn, we are expected to demonstrate loyalty to the Company and commitment to its success. We do this by keeping our personal activities, interests and relationships separate from our Company duties so that we can effectively serve the Company. Even the appearance of a conflict between personal interests and Company duties may cause a problem. A potential conflict of interest may also arise from a family member's personal activities or interests, especially if others could perceive them as creating a conflict of interest.

Raise any possible conflicts of interest with your supervisor prior to entering into a situation. While awaiting guidance, avoid taking any actions that may result in the appearance of any conflict of interest. Ensure that you complete and return the annual conflict of interest questionnaire and certification in a timely manner so that the Company can make its annual attestation to regulatory authorities. Failing to do so is a violation of this Code. Report any changes from past questionnaires or certifications to the General Auditor or Chief Compliance Officer so that the Company can update any regulatory attestations.

Ensure that your actions meet the following standards:

- **Outside and professional activities:** Avoid outside work for a Company customer, supplier, competitor or any organization that involves use of the Company's assets, information or intellectual property. Avoid any situation that may interfere with your ability to perform your responsibilities for the Company. Seek approval from your area's senior officer before using your position or affiliation with the Company for an outside cause. Ensure that your supervisor has approved any activities you are involved with, including speeches, articles, panel participation, conferences or memberships.
- **Financial interests:** Avoid acquiring or maintaining any material financial interests in a Company customer, supplier or competitor. Indirect investments where you do not control specific investment choices, such as with a mutual fund, are acceptable. Report to your supervisor any material financial interest in an outside organization.
- **Corporate opportunities:** Present to your supervisor any business opportunity that you learn about through your Company employment. Your supervisor should raise it with the General

Counsel, who will consult with management or the Board to determine the Company's interest. If the Company declines the opportunity, you may pursue it consistent with this Code's standards.

- **Relations with family or close friends:** Ensure that personal relationships do not conflict with your job duties. Do not directly or indirectly supervise a family member or close friend, or have any input into their employment conditions, including compensation, performance evaluation or job assignment. Never conduct Company business with a relative or close friend.

### **Loans or Guarantees**

The Company is prohibited from making loans or guarantees of individual obligations for directors or any associate.

### **Protection and Proper Use of Company Assets**

Company assets are important resources that help us to achieve our mission of serving Middle Americans' life, health and retirement needs. The Company's shareholders expect us to act as good stewards of these resources. Therefore, each of us must use these assets wisely and guard them from misuse, theft or other loss.

### **Assets**

- **Property:** Company property includes facilities, vehicles, furniture, equipment, technology and supplies. Safeguard this property from misuse, improper disposal, theft, damage, or other loss. Seek value when purchasing or selling these assets for the Company.
- **Funds:** Company funds include checks, credit cards, invoices and other records that serve a monetary value. If we work with these funds, we are responsible for using them only for Company business, seeking the best value for them and keeping them safe from loss or theft. We never should provide them to other associates who are not authorized to use them. Further, we are never authorized to use Company funds to make an illegal payment, such as a bribe or kickback. And we cannot make Company contributions to political parties or activities, unless the Law Department approves.

We use Company funds or other assets only with proper authorization. If a Company transaction presents us with a potential related party conflict of interest:

- For directors or officers, the Company's disinterested directors or an applicable government authority must provide written, explicit approval in advance.
- For other associates, our Chief Executive Officer must provide written, explicit approval in advance.
- **Information Technology:** Company information technology includes computers and systems, electronic storage devices, telephones and systems, Internet/intranet access, personal digital assistants, and other technology that the Company owns or issues. Treat these assets with care. Use caution when communicating using these resources since these communications may not be protected from disclosure outside of the Company. Never engage in any inappropriate communications using Company information technology, such as discriminatory or harassing comments. Never share your IDs or passwords with anyone.

Because Company assets are intended for business use, the Company monitors them - including facilities, computers, telephones and Internet/intranet access - for quality control, excessive or inappropriate usage, safety and security. There is no expectation of privacy when using these assets.

Intermittent, limited personal use of certain Company assets, such as local telephone calls, may be appropriate as long as this use has only a negligible cost to the Company, and you have your supervisor's approval.

- **Company Information**

Company information comes in many forms: non-public information, trade secrets and intellectual property. All forms of Company information are vital to our effective business operations, success in serving our customers and working with our other stakeholders. Understand how to identify this information and properly use it.

- **Non-public information** – This includes any Company information that has not been made public, including Company proprietary and confidential information. We must safeguard this information from disclosure outside the Company. One way to safeguard such information is to label it appropriately so that other associates can identify it as confidential or proprietary. We should only share it with other associates who have a need to know it and are authorized to have it. No confidential, non-public information should be shared with any person outside the Company except when disclosure is specifically authorized by the Law Department or required by laws, regulations or legal proceedings. The obligation to preserve confidential information continues after employment or service to the Company ends.

Examples of non-public information include financial data, customer, associate and agent data, product development information, marketing strategies, projected earnings, potential litigation, litigation, trade secrets, potential mergers and acquisitions, communications with regulators and rating agencies, and information system designs.

- **Trade secrets** – Trade secrets include, but are not limited to, any formula, pattern, idea, process, compilation of information or information that provides our company with a competitive advantage. We treat them in a manner that can reasonably be expected to prevent the public or competitors from learning about them, absent improper acquisition or theft. Trade secrets may be so important to our operations and success that improper disclosure to others could harm our Company's ability to compete. Identify Company Information that could be classified as a trade secret and carefully safeguard it from disclosure, even to other associates who do not need to know this information. Keep this information secured when not using it.
  - **Intellectual property** – This information consists of anything protectable by a copyright, patent, trademark, trade name or service mark. Whenever possible, we should identify intellectual property that we create and label it correctly.
- **Company Records:** Company records are critical resources. They reflect a history of our activities, and are important for our effective operations and to the many stakeholders interested

in what we do. In many cases, we need to use these records to report on our activities to various regulators. Overall, we need to ensure that all Company records, and any reports produced from them, accurately reflect the transactions or activities on which they are based, in a full, fair, accurate, timely and understandable manner.

Specifically, we need to ensure that:

- Accounting and financial records meet generally accepted accounting standards and any other applicable regulatory or industry standards.
- Records do not contain false, misleading or artificial entries, and that they are supported by documents that accurately and adequately explain the nature of the entries.
- We do not make or approve entries for any accounting payment if any part of the payment will be used for a purpose not indicated in the supporting documentation.
- Records do not include any false or misleading statement to, or withhold a material fact from, any auditor in connection with the examination of the Company's financial statements.
- Records support all Company accounts, and that no unrecorded Company accounts hold Company funds or other assets.
- We retain records according to regulatory requirements, Company policies or guidelines on record management and retention, and that we do not delete or destroy any record subject to a "litigation hold order" that may be required by pending litigation or by a regulatory authority as part of an inquiry or investigation.

### **Anti-Money Laundering and OFAC**

Terrorists, narcotics traffickers, counterfeiters, smugglers and other criminals attempt to enlist companies to help them hide their proceeds or their sources of funds. Aiding in money laundering and making payments to prohibited individuals under OFAC and similar laws are criminal offenses. We need to help the Company avoid inadvertently participating in attempts to launder funds derived from these activities or make payments to prohibited individuals. We should raise concerns regarding:

- Payment requests that are unusual in any way, such as payments in cash equivalents, including money orders or travelers checks or in currencies other than specified on the invoice.
- Requests to make payments to individuals, companies, addresses, countries or third parties who have no apparent connection to or legitimate interest in the transaction.
- Business partners or customers who hesitate to provide the complete information that we need to process payments.
- Business partners or customers who structure transactions so as to avoid recordkeeping requirements, such as requesting or making payments just below the thresholds that require regulatory reporting.
- Business partners or customers who provide unusually favorable trade terms.
- Requests for funds transfers that are unexplained or unusual.

## Fraud

Fraud is often described as an intentional act of deception, misrepresentation or concealment done in order to gain something of value to the individual, entity or some other party. The Company has a zero-tolerance for fraud and similar misconduct and will seek to identify, investigate, resolve and possibly prosecute any fraud or related misconduct committed by individuals or vendors.

## Inside Information and Securities Trading

Our customers, other business partners and shareholders trust us not to use the Company's information for personal gain or disclose it to others who may attempt to do so. In our personal investments, we should never trade stock or other securities if we have material non-public information, also called "inside information," about the Company or one of its business partners, and we must always safeguard that information from disclosure to others who may trade on it.

Inside information is something that a reasonable investor would find useful in determining whether to buy, sell or hold a stock or other security and that has not been released to the public. Examples of material inside information include: Company financial results; projections of future financial results; news of a pending or proposed alliance, merger or asset purchase; a major new contract or contract cancellation; information regarding litigation involving the Company; a change in dividend policy; or a change in senior management. Inside information may be information that could be perceived as either positive or negative for the Company.

## Critical Matters

The Company's success is partly based on our ability to respond quickly to any critical matters that arise in the business. These matters may include:

Alert Status	Matter	When to Forward	Who to Forward to
Red	Impending, significant risk to Company, business operations, facilities, information technology resources, other important assets, or a suspected data breach	Immediately by phone	A live person in Corporate Security, the Law Department or a member of senior management
Red	Receipt of subpoenas or other legal orders or notices of pending lawsuits	Immediately	Law Department
Yellow	Regulatory inquiries or investigations	Within 24 hours	Law Department

Early focus on these matters helps the Company safeguard its interests and reputation and coordinate the best response across functions. It is important that we forward any critical matters to the indicated Company resources as soon as possible so that the Company can respond quickly and effectively.

## Our Commitment to Integrity: in the Marketplace

Our customers rely on us to offer insurance and other financial products and services that meet their life, health and retirement needs. They trust us to provide valuable products and to follow through on our promises. Our business partners look to us to demonstrate fair, responsible business practices. To serve our customers, we are committed to our core values of **customer focus** and **excellence**. We are committed to working responsibly with our business partners to ensure **integrity** and **excellence** in our relations with them.

### Marketing and Sales Practices

Marketing and sales materials include product descriptions and features, lead generating devices, actuarial projections and customer testimonials. We use only those materials that accurately characterize our Company and its products and services, and only those materials that have been approved for use. We do not disparage our competitors or mislead the public regarding their companies, their products, or their services.

### Working with Business Partners

The Company relies on strong relationships with our many agents, representatives and other business partners to help administer its business, support its systems and infrastructure, and promote and sell our products. We are responsible for ensuring that business partners, their services in support of Company functions, and their interactions with the Company's potential and current customers, demonstrate integrity, customer focus and service excellence. We should:

- Follow all Company policies and contractual commitments when working with our business partners. We need to demonstrate that we respect our business partners and will treat them fairly.
- Work with business partners to address any questions or concerns regarding how the Company administers its business, supports its systems, and markets and sells its products.
- Follow and clearly represent the Company's standards of conduct and policies in all interactions with our business partners so that they understand the Company's commitment to integrity.
- If we supervise the Company's relationship with specific business partners, help them understand the Company's standards of conduct, policies and other business practices so that they can properly represent the Company and its products.
- Discuss with our direct manager any concerns about a business supplier's specific practices.

### Personal Information of Customers

Providing insurance and financial services products requires that we collect and keep Personal Information about our customers. Personal Information is information that, if misused or wrongfully disclosed, could cause harm to the customer, including putting the customer at risk of identity theft. Social Security numbers, bank account numbers and information about the health conditions of our customers are all examples of Personal Information.

The Company is committed to protecting the Personal Information of its customers as a reflection of the integrity of our organization. If we work with Personal Information, we are obligated to safeguard it from misuse and wrongful disclosure even to fellow associates or business partners who do not have a

business need for it. We will not tolerate conduct of associates or business partners that displays a disregard for this responsibility.

A complex set of state and federal law governs Personal Information owned by our customers. These laws set high standards for handling and safeguarding this data. The Company takes seriously its obligation to train its associates in these matters and to select outside service providers that will adhere to the same high standards regarding protecting Personal Information.

### **Fair Dealing**

In all instances, we must deal honestly with our customers and other business partners. We should never try to take unfair advantage of them through manipulation, concealment, misrepresentation, or other dishonest means.

### **Fair Competition**

Working responsibly with our customers and business partners is central to securing and strengthening our Company's reputation in the marketplace. While we compete vigorously to best serve our customers and stakeholders, we always do so in a fair manner, and in accordance with laws governing fair competition and antitrust activities. In general, the Company must not make any agreements or understandings with customers, business partners or competitors that are likely to unfairly restrict competition. If our individual role involves discussing, negotiating or finalizing agreements or contracts with these parties, we are expected to understand the relevant rules governing fair competition.

We should use extreme caution in any communications with competitors. Unless we have Law Department approval, we should never develop any written, verbal or indirect agreement or understanding with a competitor, or discuss marketing or other competition practices with them. At industry conferences or meetings that include competitors, we should use caution in talking with them and stop or leave any discussions that may suggest any understandings, agreements or topics that may lead to unfair competition.

We must not disparage competitors or their products or services. When gathering competitive information, we should not engage in theft, espionage or misrepresentation or encourage anyone to violate a confidentiality agreement to provide us this information.

Understandings and agreements with customers and business partners also can run afoul of fair competition rules. We must ensure that our interactions with customers, business partners and competitors do not involve any of the following:

- Fixing prices with other organizations at an agreed-upon level.
- Allocating markets, geographies or customers among competitors.
- Rigging bids with another organization, such as agreeing which party should win a bid or exchanging bid prices.
- Entering into any joint venture without required regulatory review and approval.
- Non-competition agreements (competitor).
- Reciprocal dealing (customer, supplier).
- Bundling unrelated products or services without Law Department approval.

- Setting product terms or agreements with competitors.

Because of the public benefit, insurers have certain exemptions from fair competition laws. We must ensure we understand these exemptions before taking any actions that may risk violating fair competition standards.

### **Gifts and Business Courtesies**

Business courtesies, such as gifts, entertainment and meals, can at times serve as appropriate ways to build and deepen relationships with customers and business partners. If not used appropriately, they can lead to improper conduct and violate the law. In general, we may be permitted to give, receive, or exchange modest gifts and entertainment as part of business. But, we should never give, receive, or exchange a courtesy that is excessive or is intended to win business or influence a specific business decision. This may unreasonably obligate the recipient or be considered a bribe or kickback, and so is almost certainly illegal.

Modest gifts may include promotional items, like company-labeled pens, cups and other nominally-priced items. A supervisor must approve any gifts we plan to provide, especially any gifts in excess of nominally-priced items, since those may suggest an improper motive. In addition, we must notify the appropriate supervisor upon receipt of any business-related gift. We should never provide gifts to government employees, foreign officials, outside agents, agent organizations, or sponsors of groups of insureds.

Any entertainment or meals should be modestly-priced and take place as part of a business meeting or discussion. Entertainment or meals should not involve family members of an associate or of a customer, stakeholder, vendor or business supplier unless approved by a supervisor.

### **Improper Payments, Bribes and Kickbacks**

We adhere to ethical business practices at home and abroad in dealing with public and government officials, other companies, and individuals. We strictly prohibit indirect or direct payments of bribes, kickbacks, or other types of unethical or improper payments. In addition to strict local, state and federal laws prohibiting such actions, activities like this can harm the Company's reputation. Even the appearance of such conduct must be avoided.

### **Government or Regulatory Requests**

We want to ensure that the Company provides appropriate, accurate, complete and timely information in response to any request for information from government or regulatory inquiry, examination or investigation. Anyone who receives a communication for this information should immediately inform the Law Department before providing any information. This helps us ensure that the Company is appropriately responsive to the request. Also, we should retain any records that may relate to this matter, which includes stopping any routine record disposal or destruction procedures which may be underway until the Law Department authorizes them to continue.

Before discussing employment or business supplier opportunities with a current or former government official or employee, first discuss the matter with the Law Department.

## A Commitment to Integrity: to Fellow Associates

Our core values of **customer focus** and **excellence** come from the conscience and **integrity** of our associates working together. It is this **teamwork** that helps us to operate as one enterprise, finding creative solutions and offering innovative products and services to the market. We are committed to fostering an environment where all associates feel valued and respected, are healthy and safe, and understand what is expected of them so that our workplace can best serve our many stakeholders.

### **Diversity and Fair Employment**

We are committed to sustaining a workplace where each individual is valued for the unique contribution that he or she can make to the Company's success – where each associate can succeed on his or her merit and level of commitment. We value the diversity of each person and do not discriminate based on race, color, religion, gender, citizenship status, national origin, age, disability, veteran status or other occupationally irrelevant characteristics. Improper discrimination involves considering the above factors as the basis of an associate's employment, including recruitment, hiring, compensation, benefits, job opportunities, and termination. However, we must comply with all laws regarding individuals who may be prohibited from working in our industry.

### **A Respectful, Healthy Workplace**

To foster a considerate workplace, we also demonstrate respect for one another in our daily actions. We do not condone behaviors that are disrespectful, such as intimidation or harassment, including sexual harassment. We follow good practices to maintain a healthy and safe workplace by following Company policies, those that govern facility and fire safety, workplace ergonomics, reporting work-related accidents or illnesses, and never engaging in behavior that could be considered as violent or threatening.

Bringing any sort of a weapon onto work premises is not permitted. In addition, we strictly prohibit the use of, possession of, or being under the influence of illegal drugs, controlled substances or drug paraphernalia on Company premises or when conducting Company business. Remember that we can be held responsible for our actions if our off-duty conduct interferes with our ability to perform our job or poses a risk to the Company's reputation.

### **Qualifications, Authority and other Duties**

When required for our work, we should obtain and keep updated professional qualifications, certifications and licenses. We must not conduct any activities for which we are not authorized. For instance, we should not sign any contracts or agreements or approve payments unless the Company has specifically authorized us to do so.

We also are responsible for adhering to any commitments to former employers regarding the protection of confidential information, trade secrets and other intellectual property when we join the Company from another organization, or when we leave the Company. Also, we are expected to use caution in discussing or working with Company confidential information with external contacts, especially departing or former associates.

### **Personal Information of Associates**

Personal information of associates is information that, if misused or wrongfully disclosed, may cause harm to an associate, including putting the associate at risk of identify theft. Personal information of associates may also include confidential employee documentation kept in the regular course of business. As an employer, we are required to collect and keep personal information about our associates for certain business purposes. For example, paying wages is a business purpose that requires us to keep personal information of associates.

If our job requires us to work with personal information of associates, we must never disclose this information to anyone, except when necessary to achieve a legitimate business purpose. We take seriously our responsibility as an employer to keep associates' personal information private and confidential. The Company is committed to complying with all applicable laws and regulations regarding the privacy of associate personal information, and will not tolerate conduct by associates or outside service providers that displays disregard for these responsibilities.

For example, we must ensure that personal information of associates is physically secured in a locked environment. Further, when we are updating our personal information within HRconnect, we should ensure that we are providing accurate information and timely updates. This would include any necessary documentation within the eTime® system.

### **Workplace Monitoring**

Understand that the Company may monitor Company facilities, computers, telephone and Internet/intranet access, and use of other Company assets in order to assure quality control, safety and security, compliance with its policies, and to guard against excessive or inappropriate use. There is no expectation of privacy while at work or while working on Company business. Nevertheless, each of us should respect our fellow associates' privacy regarding non-company matters.

### **Solicitation and Distribution of Literature**

Without appropriate approvals, we are prohibited from soliciting fellow associates – in person, through Company email, or by distributing or posting written materials – related to outside causes during working time in Company facilities where work is being performed. We may use postings in break rooms or on bulletin boards intended for personal causes. For the occasional sale of personal items, you may post a message on the online company bulletin board on our intranet (in locations where available) or on the physical bulletin boards located in many break rooms. All bulletin boards will be monitored, and unapproved posted items may be removed without notice.

## **Our Commitment to Integrity: to Communities**

We rely on our communities to provide our great associates a positive business environment, loyal customers and many other features that help make our Company a success. We want our communities to view the Company as a vital community asset, a good neighbor and an “employer of choice.” Also, we aim to further encourage our associates' professional and personal development through community activities. So, now more than ever, we stand committed to our communities and helping them to achieve their goals. Our shared commitment to personal **integrity** and **teamwork** becomes an important core value in our efforts to demonstrate concern for our communities.

### **Community Support and Volunteerism**

The Company encourages us to take an active role in our communities and participate in Company-sponsored activities that contribute to our communities' welfare. When doing so, we should ensure that any personal activities that the Company does not sponsor or contribute to should remain personal and not involve the Company's name or support. Our community activities are our own choice, and we are never required to participate.

### **Communications with Outside Parties**

To ensure that Company communications remain full, fair, accurate, timely and understandable, we should permit only authorized individuals to communicate with shareholders, regulators, law enforcement, the public and other outside parties. If approached by an outside party for Company information, we should refer them to the Company's Corporate Communications Department.

### **Political Activities and Contributions**

The Company also encourages us to be active in the political process. We must ensure that our personal political activities and contributions do not involve or suggest the sponsorship of the Company. We cannot be reimbursed for any political contributions that we make. Laws and regulations place numerous restrictions on a company's role in political activities and funding. We must never use Company funds or other assets for political activities, contributions, candidates or parties without the Law Department's approval. We also should not engage in any political advocacy, or "lobbying" activities without specific approval from the Law Department. Generally, we have the opportunity to contribute to a Company Political Action Committee but are never required to do so. The best route is to keep our political interests separate from the Company and our work duties unless the Company specifically authorizes certain action.

## **Resources for Meeting Our Commitment to Integrity**

Renewing our commitments to our stakeholders is just the first step in making good on them. With the many challenges that all businesses face, we need tools to help keep these important promises and live our core values. This Code is a resource when we need advice or need to raise a concern that – left unaddressed – may otherwise damage our good name and reputation. The only bad question is the one not asked; the only wrong concern is the one not raised. Each of us must take responsibility to help our Company live its core values and practice what it promises.

### **Decision-Making Framework**

The right decision is not always the easy one. At times, all of us need help to determine the right answer to a problem.

Ask yourself the following questions to help think through a challenging ethics or compliance issue:

- What responsibilities does the Company have in this situation?
- What are my specific job's responsibilities in this situation? If not part of my job's responsibilities, whose responsibilities are these?
- What guidance do the Code, other Company policies and the law provide in this situation?
- What resources does the Company have that can help me address this issue?

- What options are available to help resolve this issue?

Ask yourself these questions to determine whether you are comfortable with your intended response:

- How would I feel if my intended response to a situation appeared online or in the newspaper?
- How would I advise a colleague or subordinate to handle the situation?
- Would I be comfortable explaining my intended action to my family?

Generally, it is helpful to discuss the matter with our supervisor before taking action. This will ensure that our planned approach is sensible and that we have not missed any important considerations.

### **Getting Help**

Each of us has a right and responsibility to ask questions about issues that are not clear to us. Our open door policy provides all associates with access to two-way, honest and respectful communications. The open door policy is intended to create an atmosphere that encourages associates to voice concerns, express doubts, discuss problems, ask questions, make observations and offer suggestions about workplace issues. We should feel comfortable approaching our immediate supervisor, any other supervisor or manager, all human resource associates, corporate officers, members of the Law Department or any other Company resource.

### **Reporting Concerns or Violations**

If we know about a possible or actual violation, we have a duty to raise it to one of the following:

- The Executive or Senior Officer to whom we report
- Law Department
- Chief Compliance Officer
- Internal Audit Department
- Corporate Security
- One of the mechanisms the Company has provided in order to preserve the reporting individual's anonymity:
  - "InTouch" hotline - A toll-free enterprise-wide telephone number (855) 835-5266 or (855) Tell-CNO which anyone can call anonymously anytime. An independent company will answer your call, transcribe your message and send it to the Company in writing to maintain the anonymity of the caller.
  - "InTouch" Email - A special email address has been set up to which anyone can leave management a confidential email. The email address is: TellCNO@GetInTouch.com.

If we have a question regarding this Code, we can discuss the question with our supervisor or a member of the Law Department.

### **Non-Retaliation**

The Company will not allow retaliation for reports made in good faith of suspected or actual misconduct.

The Company will investigate reports of suspected retaliation and discipline individuals who engaged in the retaliation. All of us are expected to raise concerns regarding possible retaliation to our immediate manager or the Law or Human Resources Departments.

**Resolution of Reports**

The Company will follow up with all concerns and reports to determine whether it involves violation of the Code, a Company policy, or law or regulation. Any person violating this Code will be subject to appropriate disciplinary action, including possible termination of employment. In addition, the Company will take other corrective action to help prevent further occurrence.

**Waivers of the Code**

Waivers of or exceptions to the Code shall require written approval of the Chief Executive Officer, the Company's Board of Directors, or a board committee. Any waivers will be disclosed as required.