

Living Our **TRUE** Values



The Warranty
Group's Code
of Business
Conduct
and Ethics



the warranty group®



Living Our **TRUE** Values

The Warranty Group's Code of Business Conduct and Ethics

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A message from our CEO

Dear Colleagues:

One of our most valuable assets is integrity. Protecting this asset is everyone's job and a key responsibility in every role here at The Warranty Group (TWG). As a trusted business partner to some of the world's leading companies, it is critical to our continued success to maintain the trust of our key stakeholders—customers, consumers, shareholders, regulators, and employees.

We have established this Code of Business Conduct and Ethics to help us comply with the law and maintain the highest standards of ethical conduct. Please use this as a resource and a guide that will help you understand what you must do to comply with the law, as well as TWG's policies and ethical standards. It is an important part of the way we conduct our business and act as responsible and accountable representatives of this company. It guides us through our day-to-day dilemmas and is the basis for how we behave as guardians of TWG's integrity. It applies to all of us, and it is what unites us irrespective of cultural and geographical differences.

Any violation of our Code is a serious matter and can result in reputational and legal harm for both the employee and the company. Each of us has an obligation to not only adhere to these guidelines, but also to raise any questions or report concerns in a timely fashion. If you have a question or concern, there are many channels available to you including your manager, Human Resources, the Global Compliance Officer, the Legal department or the Ethics Point Hotline.

I thank each of you for your ongoing commitment to TWG and to the values and principles that differentiate and strengthen our organization.

Sincerely,

Nelson Chai
Chief Executive Officer
The Warranty Group, Inc.



We are guided by our culture and TRUE Values

Our culture and TRUE Values guide our behavior as a company and collectively determine our reputation and success in the global marketplace. Living these values and demonstrating the underlying behaviors that support them are critical to The Warranty Group maintaining its position as the world's premier provider of extended warranties, service contracts, and other protection programs.

Our TRUE Values

- **Trust.** Earn our clients' trust every day.
- **Respect & Integrity.** Respect others and operate with unquestionable integrity.
- **Urgency.** Operate with urgency.
- **Excellence & Accountability.** Demand excellence in everything we do and take accountability for our actions.

Our culture

We embrace a work environment that promotes collaboration, innovation, and transparency at all levels, while providing employees with resources and developmental tools to foster individual growth and job fulfillment.



We follow our Code

The Warranty Group is **committed** to promoting and maintaining high standards of professional and ethical conduct. This Code of Business Conduct and Ethics (the “Code”) reflects our commitment to a culture of honesty, integrity, and accountability. It defines how we live our TRUE Values.

Who must follow our Code

Our decisions exemplify who we are as individuals and as an organization. Our Code applies worldwide to all directors, officers, and employees of The Warranty Group, as well as contract and temporary workers. It also applies to partnerships, joint ventures, and other business associations that are controlled by The Warranty Group. In addition, The Warranty Group selects business partners who share our values and act in a manner consistent with our Code. As an employee you are expected to:

- Act in a professional, honest and ethical manner.
- Know our Code and be familiar with all laws and policies that pertain to your job responsibilities.
- Complete all required ethics and compliance training in a timely manner.
- Report concerns about possible violations of our Code and The Warranty Group policies.
- Cooperate fully and tell the whole truth when responding to an audit or investigation.
- Be a role model for ethical leadership and support your team members if they raise ethical questions or concerns.

Use good judgment when making decisions

While you won't find the answer to every question here, you will find the guidance you need to help in your decision making. You will also find a list of

resources available should you have questions or concerns. When faced with a situation that is not covered by our Code ask yourself:

- Is it ethical?
- Is it legal?
- Is it consistent with The Warranty Group's TRUE Values?
- Does it comply with other company policies?
- Would you feel ok if your actions were reported in the media or to The Warranty Group management? Your peers? Your family?

If you can answer “yes” to all of these questions then the decision to move forward is probably appropriate. If you are not sure, consult with your manager or a team member in Legal, Compliance, or Human Resources.

Raising concerns

The Warranty Group's success in living our TRUE Values and protecting our culture depends on each employee seeking advice before problems occur and reporting incidents that raise concerns. Violations of the law or of company policy for any purpose can damage The Warranty Group's reputation and are unacceptable.

All employees have an obligation to promptly report known or suspected violations of our Code, the law, or company policies. You may report suspected violations to one of the following:

- Your supervisor
- General Counsel
- Global Compliance Officer
- Human Resources department
- The Warranty Group Ethics Point Hotline

If you have a concern or are unsure, ask for help.

The Warranty Group Ethics Point Hotline

The Warranty Group Ethics Point Hotline is a way to report, in good faith, possible violations of our Code or any of The Warranty Group's policies or applicable laws. Those who contact The Warranty Group Ethics Point Hotline can remain anonymous if they choose. The Warranty Group Ethics Point Hotline is operated by an independent, third-party provider, who helps ensure the confidentiality and anonymity of calls. The hotline does not use caller ID and does not identify which computer was used to fill out on-line forms. Employees who submit a report will be given a password so they can check the status of their report in the system. Employees who choose to provide their names will have their identities protected to the extent possible and allowed by law.

- The Warranty Group is committed to reviewing any report in a prompt manner and taking remedial action when appropriate.
- Every affected employee is required to fully cooperate with any inquiry that results from any reported conduct or situation.
- You will find The Warranty Group Ethics Point Hotline phone numbers for your area and an online reporting system at www.ethicspoint.com.
- For more information on raising concerns and reporting potential violations, employees should consult **The Warranty Group's Policy for Raising and Reporting Concerns**.

Zero tolerance for retaliation

Raising and reporting concerns or misconduct is your obligation as an employee of The Warranty Group. The Warranty Group forbids any form of

retaliation against employees who, in good faith, raise concerns. "In good faith" means that you are sincere and honest in providing accurate information, even if it turns out that the information is actually false. However, if a report is made in "bad faith"—for instance if a false or misleading report is made in a deliberate effort to get someone in trouble—the person making the report may be subject to disciplinary action.

Any employee of The Warranty Group who is found to have engaged in retaliation against another employee who has exercised his or her rights under our Code or under applicable laws will be subject to appropriate remedial action up to and including dismissal.

If you think you have been retaliated against (e.g. harassed, demoted, terminated, denied opportunities, threatened with harassment, given improper work assignments, bad-mouthed, etc.), report it to the Global Compliance Officer or to Human Resources.

Additional responsibilities of managers

A manager at The Warranty Group is anyone with supervisory responsibilities over another employee. Managers at all levels of The Warranty Group play an important role in sustaining our culture. Each manager is expected to fulfill the following additional responsibilities:

- Serve as a role model for the highest ethical standards, and create and sustain a culture of trust, honesty, integrity, and respect.
- Be a resource for employees. Ensure that they are aware of, understand, and know how to apply our Code and The Warranty Group's policies, applicable laws, and regulations in their daily work.
- Seek assistance from other managers or The Warranty Group's legal counsel, compliance officers or human resource professionals when unsure of the best response to any given situation.
- Be proactive. Take reasonable actions to identify and prevent misconduct. Report any situations that might impact the ability of employees to act ethically on behalf of The Warranty Group.



We **treat** others with respect

A diverse workplace

At The Warranty Group, we seek to provide a work environment where all employees have the opportunity to contribute to The Warranty Group's success and where people feel comfortable and respected, regardless of individual differences, talents or personal characteristics. The Warranty Group encourages an inclusive culture, which enables all employees to do their best. This means we:

- Welcome and embrace the strengths of our differences.
- Treat each other with dignity, respect and fairness.
- Foster an atmosphere of trust, open communications and candor.

Consider the following:

Situation – Someone put a joke on the bulletin board in the break room. You and your co-workers found it offensive, but when you brought it to the attention of your supervisor, she said you were being "too sensitive." You don't want to cause any trouble, but still would like to see it removed.

Living our TRUE Values – If you feel that your supervisor was wrong to ignore your concern, report the incident to your supervisor's manager, the Human Resources department or The Warranty Group Ethics Point Hotline.

Fairness and equality

We are committed to equal opportunity in all aspects of employment for employees and applicants. This means:

- Harassment, including sexual harassment or discrimination, will not be tolerated in any situation, including recruitment, promotion, opportunities, salary, benefits, or terminations.
- All employees should treat each other with courtesy, dignity, and respect.

A safe, healthy, and secure workplace

The Warranty Group is committed to providing a safe, healthy, secure and drug-free work environment for all employees.

Employees are prohibited from using, possessing, selling or being under the influence of any illegal substance on The Warranty Group property or when conducting The Warranty Group business.

To further ensure a safe workplace, employees are also prohibited from making threats, committing acts of violence or intimidation, or possessing or selling firearms or weapons on The Warranty Group property or when conducting The Warranty Group business.

Protecting privacy

The Warranty Group respects the privacy of our employees as well as the consumers who provide their personal information to us. The Warranty Group only collects personally identifiable information for legitimate business purposes and takes steps to safeguard that information from unauthorized access or disclosure. We only allow employees who have a business need to access personally identifiable information. We comply with all applicable privacy and data protection laws.

This means we:

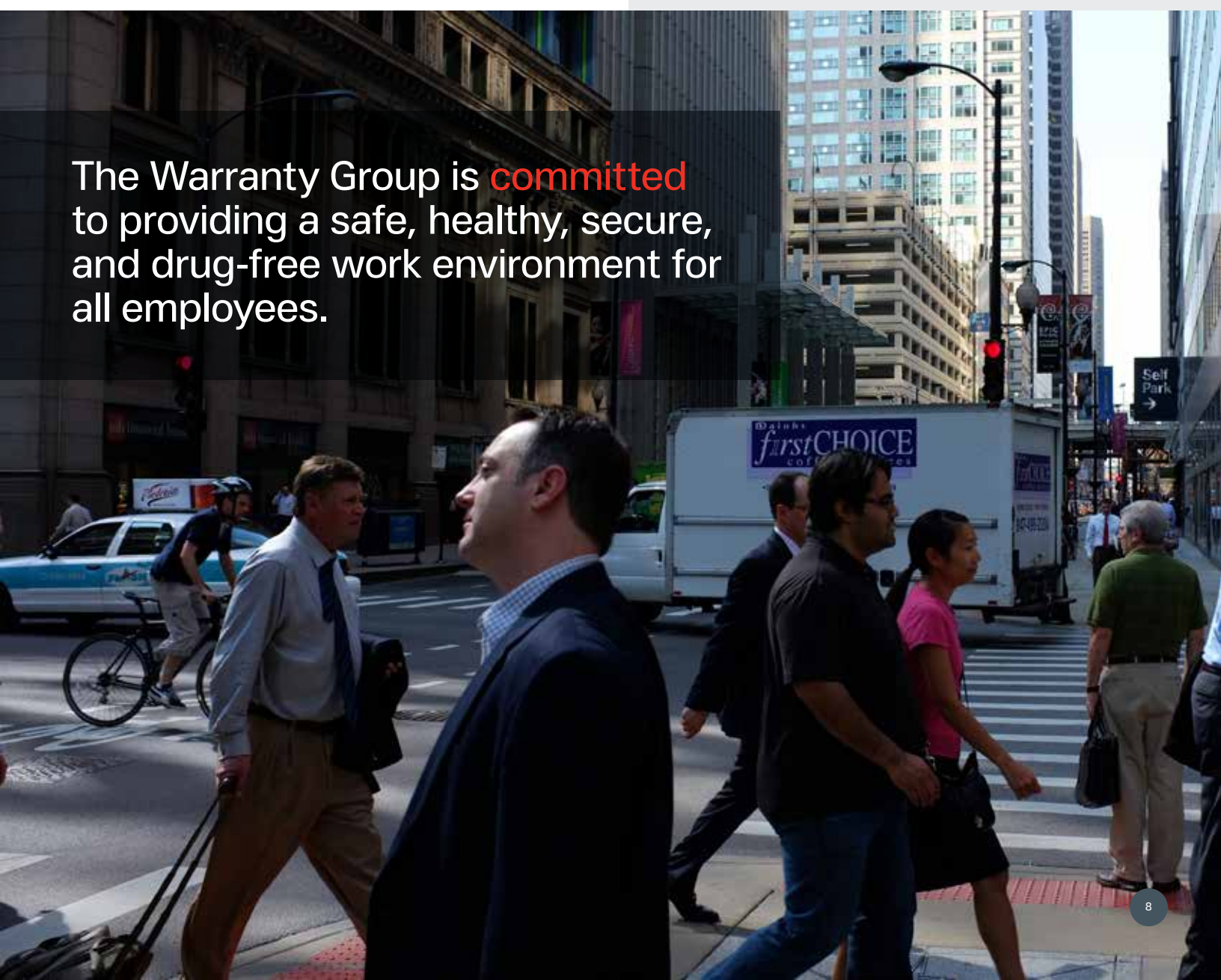
- Treat personal information as highly confidential.
- Use care when providing personal information to anyone outside of The Warranty Group and limit access to those who have a clear business need to know the information.
- Only keep personal information for as long as is necessary to accomplish the legitimate business purpose for which it was collected.
- Are sure to destroy personal information in a confidential manner to prevent unauthorized access or disclosure.

You should consult the Global Privacy Standard for further guidance.

Consider the following:

Situation – Monica is a manager who decides to complete the performance management write ups for her team from home over the weekend. She forwards each of her employee’s files, including information regarding their compensation, to her personal email. Is this appropriate?

Living our TRUE Values – No. These files contain sensitive and confidential data regarding employees and transferring them to her personal email is against company policy because it is not secure.

A photograph of a busy city street, likely in New York City, showing a crosswalk with several pedestrians. In the background, there are tall buildings, a yellow taxi, a person on a bicycle, and a white delivery truck with 'firstCHOICE' branding. The scene is captured from a low angle, looking down the street.

The Warranty Group is **committed** to providing a safe, healthy, secure, and drug-free work environment for all employees.



We **protect** the interests of The Warranty Group

Avoiding conflicts of interest

Employees are expected to dedicate their best efforts to The Warranty Group's success and ensure that these efforts are not compromised by potential conflicts of interest. A conflict of interest occurs when your private interests interfere in any way, or even appear to interfere, with the interests of The Warranty Group. Conflicts of interest also arise when an employee or a member of his or her family receives improper personal benefits (e.g. gifts, entertainment, services or the payment for services) as a result of the employee's position in The Warranty Group.

You must disclose all actual or potential conflicts of interest. Once disclosed the situation can often be managed and resolved.

Consider the following:

Situation – Your spouse owns an office supply firm with lower prices than any other firm. You are responsible for ordering office supplies for The Warranty Group and you want to order them from your spouse's firm. You don't think you need prior approval of the transaction because the prices offered are lower than other competitors.

Living our TRUE Values – While getting the lowest price is normally acceptable, you should not make a purchasing decision if the vendor is an immediate family member or close friend. Disclose the conflict to your manager and allow others without a conflict to make the purchasing decision.

To avoid conflicts of interest you may not:

- Take for yourself (or direct to a third party) a business opportunity that is discovered through the use of The Warranty Group's property,

information or position, or any other opportunity that you may reasonably believe may be of interest to The Warranty Group.

- Use The Warranty Group's property, information or position for personal gain.
- Compete with The Warranty Group.

Consider the following:

Situation – You receive tickets from a friend to a sporting event that the two of you have gone to for years. The friend recently started doing a lot of business with The Warranty Group as a supplier. She insists that the gift has nothing to do with your working relationship. What should you do?

Living our TRUE Values – This raises complicated issues due to your prior relationship. Seek guidance from the Global Compliance Officer before accepting the tickets.

Additionally:

- Employees are not permitted to engage in outside employment activities that compete with products or services offered by The Warranty Group or that conflict with scheduled hours, overtime when required, or the performance of company assignments.
- Employees who engage in any outside employment are prohibited from using The Warranty Group property or resources in connection with outside employment, or performing such work while on The Warranty Group premises or while engaged in The Warranty Group business.
- Executive officers may not serve as directors on the board of any for-profit company other than The Warranty Group without the approval of The Warranty Group's Board of Directors.

- Serving as a director on the board of a not-for-profit company—such as a charitable, humanitarian, educational or cultural institution—does not require prior approval. However, any outside service should not conflict with your duties to The Warranty Group.

Responsible use of company assets

We trust employees to manage their access to The Warranty Group’s assets, systems and other resources responsibly and professionally. These assets include equipment, facilities, computer resources and information technology systems such as e-mail, phone system, voice mail, and internet. While employees are generally permitted to also use such resources for incidental personal purposes, they are primarily for business purposes and employees must use them in a manner that would not reasonably be expected to expose them to loss or damage.

Consider the following:

Situation – You notice a colleague removing various items from the pantry on his way out of work, including paper towels, dish soap, and hand cleaner. Should you report it?

Living our TRUE Values – Yes. Misuse of company resources, even if it seems minor, is considered serious misconduct. All of us are obligated to promptly report any suspected theft.

Employees are not permitted to use The Warranty Group’s technology resources to engage in communications that contain, promote or constitute illegal or obscene information or activities; or conduct that unduly interferes with the work of the particular employee or of other employees.

The Warranty Group retains the right to monitor its assets (including its email system) and work environments to promote safety, prevent criminal activity, investigate alleged misconduct and security violations, manage information systems, or for other business reasons.

All employees must:

- Protect The Warranty Group’s assets from loss or harm.
- Never loan company assets without permission.
- Keep confidential information safe and secure.
- Keep computer equipment safe and secure at all times and protect our user IDs and passwords.
- Respect the intellectual property rights of others, including those of our business partners.

Consider the following:

Situation – Marisol works in the claims area and has difficulty remembering her password and log in ID. She writes them on a Post-It Note and sticks it on her computer monitor. Is this appropriate?

Living our TRUE Values – No, by posting her log in credentials in plain view Marisol is exposing the company’s systems and assets to risk. Marisol must store this information securely.

Protecting confidential information

In carrying out The Warranty Group’s business, employees often have access to confidential or proprietary information about The Warranty Group, its investors and business partners, current and former employees, customers or other third parties. Employees must protect the confidentiality of such information. All information regarding the business affairs and activities of The Warranty Group should be considered confidential by employees unless and until it is properly made available to the public.

Remember the following:

- Be careful when communicating or using confidential information.
- When accessing confidential information in a public place, make sure that no one around you can view the information.
- Respect the confidential information of third parties, including business partners, competitors, and customers.
- When leaving The Warranty Group, an employee must return all confidential information in his or her possession and is required to continue to protect any confidential information learned during the course of his or her employment.

Intellectual property

The Warranty Group's intellectual property including trademarks, copyrights and other proprietary information are valuable assets. All employees must safeguard these assets and disclose such works created on behalf of The Warranty Group. In addition, it is The Warranty Group's policy to respect the valid and legitimate intellectual property rights of others.

The Warranty Group's name, logo, trademarks, and service marks can only be used for authorized company business and never in conjunction with personal or other activities unless appropriate approval is received prior to use.

For additional guidance contact the Corporate Marketing and Communications department.

Financial reports and financial records

The integrity of The Warranty Group's financial reporting is based on the accuracy and completeness of the information on which our accounts and records are based. Our ability to rely on these records, and the ability of our stakeholders to rely on these records, requires employees involved in creating, processing or recording such information to take responsibility for its integrity. While some employees have special responsibilities in this area, everyone needs to be aware of the importance of being honest, forthright, and objective.

- All business records must be accurate and complete.
- Employees may not submit false invoices or expense reports, forge or alter checks, or misdirect payments.
- It is a violation of our Code and TRUE Values to coerce, encourage or direct another employee to create false records.
- Never destroy documents or records in response to or in anticipation of an investigation or audit.
- Report any suspected wrongdoing with respect to company records to the Global Compliance Officer or the General Counsel.

Consider the following:

Situation – An employee has lost a receipt for a legitimate business expense. Can they submit receipts for personal expenses to “even things out?”

Living our TRUE Values – No. Proper accounting requires that the expenses on the books match the expenses incurred. Information about the nature of the specific transaction is just as important as the monetary amount involved. In this circumstance, the employee should contact the Chief Risk Officer or the Finance department to discuss how he or she should be reimbursed.

Fraud

The Warranty Group does not tolerate fraud. Fraud is defined as the intentional false representation or concealment of a material fact for the purpose of inducing another to act upon it. All employees should be familiar with the types of improprieties which might occur within his or her area of responsibility and be alert for any indication of irregularity.

- Any fraud, misappropriation or irregularity that is detected or suspected must be reported immediately in accordance with **The Warranty Group's Policy for Raising and Reporting Concerns**.
- It is the obligation of all employees to promptly report known or suspected violations of our Code, law or company policies to their supervisor, General Counsel, the Human Resources department or through The Warranty Group's Ethics Point Hotline.

Consider the following:

Situation – While traveling, a co-worker had dinner with some local friends, and submitted this dinner for reimbursement on his expense report. Your co-worker's friends are not business partners nor prospective business partners for The Warranty Group. Is this appropriate?

Living our TRUE Values – No. This is actually an act of fraud that violates our Code and other company policies. Report this activity right away.

The Warranty Group's Record Retention Policy

All employees are responsible for retaining The Warranty Group business records in accordance with laws, regulations, and contractual obligations, as well as **The Warranty Group's Record Retention Policy**. This includes paper records, electronic information such as computer files or electronic mail, or information stored on any other medium.

No employee of The Warranty Group may tamper with company business records or remove or destroy company business records in a manner that is contrary to **The Warranty Group's Record Retention Policy**.


Never destroy or alter any document or record if you believe that it may be the subject of any pending, threatened or likely claim, controversy or proceeding, whether investigative, administrative or judicial.

If you have a question concerning The Warranty Group's policies regarding the retention of a particular type of record or document, you should refer to **The Warranty Group's Record Retention Policy** or ask your supervisor or the Legal department for guidance.

External communications and social media

Communicating consistent and accurate information to the public is vital to our image and is required to meet regulatory and legal obligations. Only people authorized by our Corporate Marketing and Communications department may speak as a representative of The Warranty Group or about The Warranty Group's business with the press or at external events, conferences, industry tradeshows, in social media or other forums.

- Direct any inquiries from the media or other organizations to Corporate Marketing and Communications.
- When using social media, never share confidential information, discuss clients or business partners.
- Respect your audience and remember that there always consequences to what you publish.



All employees **must** safeguard intellectual property.

- If you see posts or comments on social media that you believe are inaccurate or do not accurately represent The Warranty Group, do not respond. Instead report the information to Corporate Marketing and Communications, the Legal department or the Global Compliance Officer.

Consider the following:

Situation – You see a blog on the internet about the value of extended warranties to consumers. There are many negative comments on the blog and some of the posted information is incorrect. You have access to information at The Warranty Group about the use of extended warranties by consumers. Should you respond?

Living our TRUE Values – No, you should notify your supervisor or Corporate Marketing and Communications. Some of The Warranty Group's confidential information provides us a competitive advantage. Remember that what you post may be visible to everyone, so never post any confidential information about The Warranty Group, our employees, customers or suppliers. Corporate Marketing and Communications can assess what is the most appropriate response to protect The Warranty Group's brand.



We do business honestly

Business partner relations

The Warranty Group seeks business partnerships that align with our TRUE Values and follow the highest standards of business conduct. We must perform due diligence to know our partners, consultants, and agents before entering a business relationship to ensure that The Warranty Group is able to uphold its standards of conduct and commitments to stakeholders.

When engaging business partners:

- Conduct due diligence on all agents and business partners who will be acting on The Warranty Group's behalf.
- Help our partners to understand our ethical standards and their contractual obligations.
- Report any business partner who is not meeting our standards to the Compliance or Legal departments.
- Never offer or promise anything of value directly or indirectly to a government employee or business partner in an attempt to influence their decision.

Fair dealing

Employees are expected to compete vigorously in business dealings on behalf of The Warranty Group but also to deal fairly with The Warranty Group's investors, service providers, suppliers, competitors and other employees. Employees are required to select and deal with service providers, suppliers and others who seek to do business with The Warranty Group in an impartial manner. Employees must ensure their actions are perceived by others as impartial, without favor or preference based on any considerations other than the best interests of The Warranty Group.

Decisions regarding the purchase of goods or services should be made only on sound business principles and in accordance with ethical business practices.

No employee should take unfair advantage of any other person through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.


No employee should unfairly disparage or misrepresent competitors of The Warranty Group either generally or in respect to a particular matter or transaction, and should never seek to induce another party to breach a contract in order to enter into a transaction with The Warranty Group.

Gifts and corporate hospitality

The Warranty Group believes it is acceptable and appropriate to give and receive reasonable gifts and corporate hospitality—such as gifts, travel, entertainment, and promotional or other similar business expenditures—that are intended to market The Warranty Group's products and services, or to learn about a business partner's products and services. However, if not handled appropriately, the exchange of gifts or other hospitality can violate our Code and damage our reputation.

In order to mitigate these risks, The Warranty Group has established a set of guidelines to assist employees in distinguishing between reasonable and excessive corporate hospitality.

Corporate hospitality must be for genuine business development purposes, such as the promotion and marketing of The Warranty Group products and services. Gifts or corporate hospitality given or received by The Warranty Group or employees must be consistent with the following guidelines:



The Warranty Group seeks business partnerships that align with our **TRUE Values** and follow the highest standards of business conduct.

- Reasonable in value and proportionate to the recipient's position and not lavish.
- In accordance with customary courtesies.
- Permitted under applicable law.
- Fully in accord with applicable local or regional guidelines adopted by The Warranty Group.
- Not provided or offered with the intent to improperly influence the recipient in the performance of his or her official duties for the benefit of The Warranty Group.

Consider the following:

Situation – A company supplier regularly invites you to dinner to discuss how his company can provide better service to The Warranty Group. Can you accept?

Living our TRUE Values – Yes. Under our Code it is ok to accept a business meal from a supplier provided that it is not lavish, is customary and is not intended to inappropriately influence you. You should also be aware of the local monetary limitations on such hospitality set forth in your local Travel and Expense Policy.

Moreover, in assessing whether corporate hospitality is for general business development purposes, reasonable and proportionate, employees should consider the following points:

- Never give or accept hospitality or gifts that would influence or appear to influence an objective business decision.

- No corporate hospitality should be of such nature or value as to constitute a real personal enrichment of the recipient or to create an obligation on the part of the recipient, or as would reflect unfavorably on The Warranty Group, the donor or recipient if subjected to public scrutiny.
- It is never appropriate for cash or a cash equivalent (such as checks, money orders, gift certificates/ cards, or coupons) to be given or accepted since cash or equivalent payments of any kind create a potential appearance of impropriety or conflict of interest.
- Be aware of the standards our partners must follow to ensure that you do not violate our partner's standards.
- Employees must never directly or indirectly give or accept corporate hospitality which might be perceived as a bribe.

Consider the following:

Situation – A business partner of The Warranty Group sends you a gift card as a holiday gift. Can you keep it?

Living our TRUE Values – No. To avoid any actual or apparent conflicts of interest our Code prohibits The Warranty Group employees from accepting cash or cash equivalents from customers or business partners regardless of the dollar amount.

We have also established pre-approval requirements in areas of particular risks, as detailed below. Some types of corporate hospitality pose unique risks. To mitigate these risks, The Warranty Group established the following pre-approval requirements regarding corporate hospitality:

- **GOVERNMENT OFFICIALS.** Due to special rules that apply when the intended recipient is a Government Official (as described in more detail in **The Warranty Group's Global Anti-Bribery Policies and Procedures**), prior review by and written approval from the Global Compliance Officer must always be obtained before any gift, meal, entertainment, travel or other hospitality of any value is provided to any such individual.
- **EXTERNAL AUDITORS.** To avoid the appearance of partiality, prior review by and written approval from the Global Compliance Officer must always be obtained before any gift, meal, entertainment, travel or other hospitality of any value is provided to or from any external auditor for The Warranty Group companies.
- **ALL OTHER THIRD PARTIES.** Corporate hospitality to or from third parties (other than Government Officials and external auditors) in excess of the amounts set forth in your local or regional Travel and Expense Policy must be approved in writing by the Global Compliance Officer and the CEO. The amounts set forth in the applicable Travel and Expense Policy are intended to be maximum amounts per individual, company or other entity. Multiple gifts, travel, entertainment and

promotional or other similar business expenditure given or received which individually or collectively exceed the limitation during the same calendar year must be approved.

You should consult your local or regional Travel & Expense Policy and The Warranty Group's Global Anti-Bribery Policies & Procedures for further guidance.

Consider the following:

Situation – The Warranty Group has a business relationship with an insurance company that is state-owned in China. Some senior employees of this insurance company ask The Warranty Group to sponsor them on a trip to the United States to visit The Warranty Group's headquarters. While in the US, these employees also want to visit several other US cities, such as New York, Las Vegas and Hawaii. Can The Warranty Group honor this request?

Living our TRUE Values – The Warranty Group must exercise extreme caution in deciding whether to support such a trip, as it may violate the US Foreign Corrupt Practices Act (FCPA) and other bribery laws. If the trip has primarily a business purpose such as to promote The Warranty Group's products or explain the services The Warranty Group offers, then it is likely not a violation. But if the focus of the trip is entertainment, it is not permissible. Because of the sensitivity and complexity in this area, you should always consult the Global Compliance Officer when considering providing gifts or hospitality to government officials.

Insider trading

In the course of business you may become aware of information about clients, business partners or other companies that is not available to the investing public. Using this inside information for personal gain or sharing it with others is illegal and inconsistent with The Warranty Group's values. Never buy or sell securities of any company if you have inside information. Never provide tips or encourage others to trade based on inside information. If you believe inside information has been disclosed, report it to the Legal or Compliance department.



A photograph of two men in dark suits walking away from the camera on a pedestrian walkway of a steel truss bridge. The man on the left is older with grey hair, and the man on the right is younger with dark hair and is carrying a brown folder. In the background, there are tall modern buildings with glass facades and a clear blue sky. A sign on the left side of the bridge reads "NO STOPPING NO STANDING TOW ZONE".

Everyone needs to be aware of the **importance** of being honest, forthright, and objective.



We **comply** with the law

Insurance laws and regulations

The Warranty Group employees must understand and comply with industry-specific regulations that govern insurance companies. These regulations state, in part, that transactions between companies within an insurance holding company system must be fair and equitable. In addition, transfer of assets and material transactions between companies within such a system, as well as certain dividend payments from insurance subsidiaries, are subject to state notice or approval requirements. Our company and its insurance subsidiaries are also subject to regulation and supervision by the states and other jurisdictions where they do business.

You should know and understand the insurance regulations that apply to your work for The Warranty Group. If you have questions or need more information about these regulations, contact the Legal department.

Antitrust laws

The Warranty Group is committed to complying with antitrust and competition laws wherever we do business. When the marketplace is truly free, customers enjoy the benefit of open competition among their suppliers, and sellers similarly benefit from competition among their purchasers. Antitrust and competition laws are intended to ensure that markets for goods and services operate competitively and efficiently.

These laws are very complex and not always intuitive. Strict compliance with antitrust and competition laws around the world is essential as violations can lead to substantial civil and criminal liability. The Warranty Group's employees and other representatives must not only comply with these

laws, but be alert to avoid even the appearance of violating them. Discussing the following topics with a competitor(s) could be problematic:

- Prices
- Allocation of customers or territories
- Bids

Consider the following:

Situation – At a trade association meeting, the association's director distributes an agenda. The agenda includes the following two items:

- "Standard Guidelines on Credit Terms: Does the Industry Need Them?"
- "A United Response to Customer Demands for Longer Warranties"

Should you be concerned?

Living our TRUE Values – Yes, you should. The agenda specifically references credit terms and warranties, which both fall in the domain of price fixing. You should leave the meeting after specifying the reason for your departure to the associations' meeting director and other attendees. You should also notify The Warranty Group's General Counsel or Global Compliance Officer.

The antitrust agencies target trade associations and other types of industry meetings as potential hotbeds of antitrust violations. This includes the informal social sessions where, historically, many criminal antitrust violations were initiated. Whenever you meet with competitors, no matter what the setting, be extremely careful.

You're also encouraged to be extremely careful if someone wants to have a "private" conversation with you. There is no such thing.

If you have friends in the industry, you can obviously socialize with them and discuss general trends that you see. However, never under any circumstances discuss specific customers, prices, sales strategies, or anything else that affects competition or how our company competes. Those subjects are permanently off limits.

If someone tries to start a conversation on these subjects with you, please tell them, "I'm sorry, but our antitrust compliance program doesn't let me discuss this." If the speaker persists, you need to leave immediately, and send a note to the General Counsel or Global Compliance Officer. Someone may be trying to entrap you.

Employees should contact the Global Compliance Officer if they have any questions concerning a specific situation at this email address:
GlobalComplianceOfficer@thewarrantygroup.com.

Bribery and corruption

The Warranty Group is committed to operating ethically and will not engage in commercial or public bribery.

The Warranty Group employees are prohibited from directly or indirectly offering, paying, giving or promising anything of value to anyone in the private or public sector. Additionally, The Warranty Group employees are prohibited from directly or indirectly requesting, agreeing to receive, or accepting a bribe from any business partner(s).

Anticorruption laws, such as the US Foreign Corrupt Practices Act (FCPA), prohibit the offering or payment of anything of value (such as money, services, products, travel expenses, or employment) to a foreign government officer in order to influence official acts, obtain or retain business, or secure an improper advantage. The FCPA also prohibits creating inaccuracies or false books and records, and requires companies to have adequate controls regarding accounting and corporate assets.

If you have any questions about whether someone is considered a foreign official and/or whether the FCPA may apply to a particular situation, contact The Warranty Group's Global Compliance Officer.

When working with third parties, it's important to follow these guidelines:

- Be cautious when selecting third parties who will do work on our behalf. Monitor their compliance with contractual obligations and The Warranty Group's standards.
- Keep accurate books and records to ensure that payments are not inadvertently used for unlawful purposes.
- If you are offered or asked for a bribe, no matter how small, you must refuse it and clearly state that it is against The Warranty Group's policy. You should then contact the Legal department or the Global Compliance Officer.
- Giving or accepting any form of bribe will not be tolerated and will be treated as a serious violation for disciplinary purposes.

Consult The Warranty Group's Global Anti-Bribery Policies and Procedures for further guidance on The Warranty Group's prohibition against bribery.

Consider the following:

Situation – You have identified a consultant who tells you she can get all the permits The Warranty Group needs to initiate new business operations in a foreign country. The consultant requests a retainer of \$20,000 but does not detail what the money is for. Since you really don't know where the money is going, you are not concerned about whether it is appropriate.

Living our TRUE Values – You must know where the money is going and for what purpose it is being used. The Warranty Group is required to take steps to ensure that this money is not used as a bribe, and the only way to do this is to make sure we know how the money is being used. In a case such as this, you must seek advice from Legal or Compliance before proceeding.



The Warranty Group employees must be **aware** of and comply with laws governing global trade.

Global trade and economic sanctions

When conducting business globally, The Warranty Group employees must be aware of and comply with laws governing global trade. The Warranty Group honors trade, import and export laws, and laws regarding global sanction requirements of the countries in which we operate.

Be careful and seek guidance from the Legal department if you have questions regarding whether a specific entity or individual is on a restricted list.



We are good neighbors

Environmental management

The Warranty Group is committed to the concept of sustainable development. This requires balancing good stewardship in the protection of human health and the natural environment with the need for profitable growth of its operations.

All employees are responsible for making sure that the business of The Warranty Group is conducted in compliance with this policy, with all applicable laws, and in a way that is protective of the environment.

Charitable contributions

The Warranty Group and our employees have a reputation for being good citizens and neighbors, improving the lives of people in every place we operate. We believe in maintaining the health and welfare of these communities, and charitable contributions are an important component of that commitment within our Corporate Giving Program.

Many of our employees support charitable causes and non-profit organizations. We want to encourage that sense of civic responsibility and pride among our employees. To that end, we welcome your involvement in volunteer activities designed to improve life in local communities.

While we encourage you to get involved in giving to charities and supporting causes, keep in mind that this activity is strictly voluntary and has no bearing on your performance evaluation or your employment at The Warranty Group.

All charitable contributions on behalf of The Warranty Group must be in accordance with **The Warranty Group's Delegation of Authority Policy and Global Anti-Bribery Policies and Procedures.**

Public service, political involvement, and lobbying

The Warranty Group recognizes the legitimate interests of employees who are involved in political activities. This includes the support of political candidates and the expression of opinions on political or public issues, as well as the holding of a public position, political appointment, running for public office, and making political donations. However, these activities must be in strict compliance with all applicable laws and you must make it clear these actions reflect your personal views, not the views of The Warranty Group.

In some places where The Warranty Group does business it is illegal to use company funds to directly or indirectly support parties or candidates. For further guidance you should contact a member of the Legal or Compliance departments.

Always obtain permission before using company funds, assets or resources to support any political candidate or party and before engaging in any political activities. To avoid creating a conflict of interest, you must obtain approval if you plan to accept or seek a public office.

If you are in a leadership position, take care not to exert pressure on others to accept or support your political point of view.

Other resources

Contact information

Employees should always feel free to discuss questions regarding our Code with their manager, local Human Resources representative, local Legal or Compliance representative, the Global Compliance Officer or with any member of the Corporate Compliance Committee. The following resources also exist within The Warranty Group to assist you:

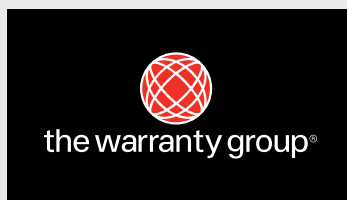
- www.Ethicspoint.com
- GlobalComplianceOfficer@thewarrantygroup.com
- Your local Legal or Compliance representative

Related policies and procedures

The following related policies and procedures exist to assist you and can be found on The Warranty Group's intranet:

- Employee Handbook
- Global Anti-Bribery Policies and Procedures
- Policy for Raising and Reporting Concerns
- Delegation of Authority Policy
- Record Retention Policy
- Global Privacy Standard
- Your local The Warranty Group Policies and Procedures

Many **resources** can be found on The Warranty Group's intranet.



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thewarrantygroup.com

