

THE WARRANTY GROUP, INC.
DELEGATION OF AUTHORITY POLICY

Approved by the Board of Directors: January 30, 2014

PURPOSE AND SCOPE:

This Delegation of Authority Policy (“Policy”) is established to define the scope and limits of authority delegated by The Warranty Group, Inc. (“TWG”), for itself and its business segments, corporate departments, and direct and indirect subsidiaries (collectively, TWG and the foregoing constituents are referred to herein as the “Company”). The Policy applies to employees and third parties acting as representatives of the Company, including under a power of attorney.

Conduct that violates this Policy is always considered outside the scope of employment of any employee acting on behalf of the Company. Employees who have other employees or representatives of the Company reporting to them should take all necessary steps to ensure their direct reports know and follow this Policy. Except as otherwise stated herein, this Policy supersedes all policies adopted by the Company, and may not be modified except by the Board of Directors of TWG.

Section 1 General

1.1 General

The limits of authority set forth in this Policy are the maximum limits authorized for the referenced position or area of responsibility. This Policy contains a listing of the most common types of transactions, commitments, agreements and expenditures by the Company, and the appropriate signature level required. The officer positions referred to are officers of TWG. The term **Business Segment** shall mean each of the following geographical business segments: North America, Latin America, Asia/Pacific, and Europe. The term **Corporate Department** shall mean a Department within the Company, including for example: Human Resources, Accounting & Finance, Legal, Regulatory, Tax, and Information Technology. The term Legal Department includes any global internal legal and compliance staff within the Company.

1.2 Combining Transactions

This Policy shall be interpreted broadly so that a series of reasonably related transactions and expenditures shall be considered as a single transaction for purposes of determining approval and authority levels required by this Policy.

1.3 Delegation of Authority to Subordinates and Compliance Documentation

Under this policy, authorized persons may delegate approvals up to the limits of their authority by documenting such delegation consistent with this section. All approvals required by this Policy must be in writing and attached to or maintained with the relevant documents or matter requiring approval. The original or a copy of any such document or approval of a matter must be maintained by the employees responsible for requesting and providing the required approval and by the relevant Business Segment and/or Corporate Department.

1.4 Related Party Transactions

All related party transactions must be handled in accordance with the Company’s Code of Business Conduct and Ethics. A related party transaction includes the purchase of goods or

services from an employee or representative of the Company, that person's immediate family members or entities in which the employee, representative, or their immediate family members has a financial interest. All related-party transactions require advance approval from the CFO and General Counsel.

1.5 Anti-Bribery

The approvals and authority outlined in this Policy must always be made in compliance with the Company's Anti-Bribery Policy and Procedures and the Company's Code of Business Conduct and Ethics.

1.6 Policy Interpretations and Amendments

The Company may periodically issue interpretations of this Policy which will be in writing and approved by the President or CEO and General Counsel. The Board of Directors must approve any amendments to this Policy.

Section 2 Banking, Treasury and Investment Matters

2.1 Borrowing Funds/Existing Credit Facilities

Approval of both the President or CEO and the CFO is required to borrow funds under an existing credit facility.

2.2 Borrowing Funds/New Credit Facilities

Approval of the Board of Directors is required to enter into any credit facility or borrowing arrangement. Board of Directors approval is also required to amend any credit facility or borrowing arrangement in any material respect

2.3 Lending Funds

Except as otherwise provided in Section 2.4 (Advanced Commissions and Dealer Loans) approval of the Board of Directors is required to lend company funds to any third party other than travel advances not to exceed \$1,000.

2.4 Advanced Commissions and Dealer Loans

All advanced commissions and dealer loans must be in compliance with any guidelines established by the Investment Committee of the Board of Directors. Approval of the CFO and President or CEO is required for each advanced commission or dealer loan.

2.5 Granting Liens

Approval of the Board of Directors is required to grant a lien on any Company asset.

2.6 Opening/Closing Bank and Custody Accounts/Signature Changes

The opening or closing of bank or custody accounts and any changes to bank or custody account authorized signatures must be approved by the CFO and the Treasurer.

2.7 Hedging and Derivative Transactions

Any hedging and derivative transactions must be in compliance with any policies and guidelines authorized by the Investment Committee of the Board of Directors. The signatures of the CFO and Treasurer are required to authorize any hedging or derivative transactions.

2.8 Letters of Credit and Guarantees

Approvals of the CFO and the General Counsel are required to execute any guarantee, letter of credit, surety bond, bid bond, make-whole and keep-well letter, or similar agreements.

2.9 Corporate Treasury

The following activities are addressed by the Global Treasury Policies, and may be delegated consistent with the Global Treasury Policies: Bank Account Opening, Closing and Maintenance; Authorized Bank Account Signers, Wire Transfers of Cash, Financing, Investment Management, Hedging and Derivative Transactions and Capital Management & Dividends.

2.10 Petty Cash Disbursements

Only the CFO, the Global Controller, or their designees are authorized to fund and make petty cash disbursements. Delegation of spending authority must comply with the Company's Global Petty Cash Disbursements Policy.

2.11 Investor Relations/ External Communications

Only the President or CEO or CFO is authorized to contact, disclose, or share confidential or proprietary information regarding the Company or its clients with the public (including analysts, portfolio managers or reporters).

2.12 Issuance of Securities

The issuance of securities by the Company must be approved by the Board of Directors.

Section 3 Expenditure Authority

3.1 Disbursement Authorization

Disbursements shall comply with the Company's US Payment Authorization Policy.

3.2 Capital Expenditures / Operating Expenses

All capital expenditures and operating expenses must be approved as follows:

- **North America** - Capital expenditures and operating expenses must be approved in compliance with the Company's U.S. Payment Authorization Policy.
- **Other Continents** - Capital expenditures and operating expenses in territories other than North America must be approved in compliance with the Company's regional or local country payment authorization policies, with modifications only as approved by the CFO and the Global Controller.

Any capital expenditure in excess of US \$2,500,000 must be approved by the Board of Directors.

Section 4 Asset Sales

4.1 Sale of Assets

The sale of assets outside the ordinary course of business must be approved by the Board of Directors, which approval may be expressly delegated by the Board of Directors.

Section 5 Contracts

5.1 Contracts, Agreements and Legal Documents

Unless a contract or legal document is a form or template approved for use by the Legal Department that is not being altered, the Legal Department must approve in writing the final version of any agreement or other legal document, including contract renewal, before it is executed on behalf of the Company. Form or template contracts or legal documents that have been approved by the Legal Department prior to use need only be submitted to and approved by the Legal Department to the extent such form or template is altered. Approval of the Business Segment Head and the Global Compliance Officer or his or her designee is also required prior to the execution of any agency, broker or intermediary agreements.

5.2 Contracting Process and Procedure

Requests for document or agreement review and approval by the Legal Department must be made in writing or, where required, through the Company's applicable project tracking system. All agreements and legal documents must be written in the language of the country of the submitting Business Segment and, unless such contract or legal document is a form or template previously approved by the Legal Department, must also be translated to English. Executed versions of all contracts and legal documents must be entered into the Company's central contract database within 10 days of receipt of each fully executed contract.

Section 6 Real Estate Matters

6.1 Purchases and Sales

The Legal Department, the CFO and the applicable Business Segment Head must review and approve all purchases and sales of real estate. The Chief Risk Officer or other executive responsible for managing the Company's insurance policies shall review all purchases or sales of real estate.

6.2 Leases

All real estate and equipment leases must be reviewed by the Legal Department and the applicable Business Segment or Function Head. The Chief Risk Officer or other executive responsible for managing the Company's insurance policies shall review all leases of real estate and equipment.

Section 7 Employment Related Matters

7.1 Employment and Severance/Separation Agreements, Offers of Employment, and Other Payments to Employees

The following table sets forth the delegation of authority for any offer of employment, employment agreement, severance or separation payment or other monetary payments to prospective, active or terminated employees:

	Hiring or immediate manager plus one level above <u>and</u> region or country HR leader	EVP & Chief HR Officer	President or CEO
Base Salary	Less than USD 175,000	Greater than USD 175,000	Greater than USD 250,000
Variable Cash Compensation (e.g. Global Annual Incentive Program; sales incentives)	Target opportunity 30% or less	Target opportunity 50% or less	Target opportunity greater than 50%
Severance or Separation Payments	Severance as defined by statutory requirements or an approved severance plan	Separation agreement of any value (i.e. not defined by statutory agreement or defined severance plan)	Any severance or separation payment greater than USD 250,000
Any other payment not defined by statutory requirements, a previously approved compensation plan, or previously approved employment agreement		Any value	

Any offer of employment, employment agreement, severance or separation payment to prospective, active or terminated employees which includes equity or other long-term incentives (e.g. cash payment extended beyond one year) must be approved by the Compensation Committee.

All non-US employment agreements will be executed and handled in accordance with applicable law and may be signed by the Country Manager and the Country or Region HR Manager after obtaining appropriate approvals as set forth above.

7.2 Executive Officer Remuneration

All remuneration (e.g. salary, incentives, equity, severance, separation agreements, sign-on bonuses, extraordinary payments, relocation assistance, etc.) for Executive Officers of TWG, which include the President or CEO, CFO, General Counsel, Chief Human Resources Officer, EVP Operations, Chief Information Officer, Global Compliance and Risk Officer, and all Regional Executives must be approved by the Compensation Committee. The Compensation Committee may also require that remuneration for other key executives, as determined in its sole discretion, be approved by the Committee.

7.3 Consulting Agreements/Contract Employees

The engagement of an independent individual consultant or contract employee in the United States for a period of more than six months within a 12-month period must be reviewed by the Legal Department and approved by the Regional HR Manager or the Head of HR Operations, the President or CEO, Business Segment or Corporate Department Head.

7.4 Recruiting Services

The engagement of a recruiting/search firm to assist in finding and interviewing potential candidates for employment must be approved by the Executive Vice President and Chief Human Resources Officer.

Section 8 Legal Matters

8.1 Settling Claims / Litigation or Threatened Litigation Claims

Approval of the General Counsel or his or her designee is required prior to the Company settling any litigation or threatened litigation claims, including any administrative proceeding in front of a governmental/regulatory agency or commercial disputes (but not including an insurance claim or refund), with Audit Committee approval for settlements in excess of US \$2,000,000.

Severance/separation agreements that do not involve litigation or threatened litigation are subject to the review and approval procedures set forth in Section 7.

8.2 Insurance Claims/Refunds

All insurance claims to be filed with the Company's insurers must be approved and filed by the Company's Chief Risk Officer or his or her designee. The General Counsel and CFO must approve resolution and/or settlement of disputed insurance claims.

8.3 Legal Bills

All bills from law firms or otherwise for legal services rendered to the Company must be reviewed by the Legal Department. Bills from or proposals to engage law firms or other service providers in excess of \$25,000 must be approved by the General Counsel.

8.4 Formation/Dissolution of New Legal Entities and Branch Offices

Formation or dissolution of a new entity or branch office must be approved by the General Counsel and CFO prior to the formation or dissolution of any such entity.

8.5 Qualification of Existing Company in New State or Territory

Qualification of an existing company in a new state or territory must be approved by the General Counsel and the CFO.

8.6 Powers of Attorney

Approval of the General Counsel is required prior to the execution of any Power of Attorney. Only the General Counsel may grant a Power of Attorney unless (1) expressly delegated by The General Counsel in writing or (2) otherwise required by the governing documents of the relevant subsidiary, in which case the appropriate corporate officer of the subsidiary may execute the Power of Attorney subject to approval of the General Counsel. The Company's Treasurer must approve any Power of Attorney governing banking matters.

Section 9 Acquisitions/Divestitures of Businesses and Licenses

9.1 Purchasing or Selling Business, Product Line or Subsidiary

Approval of the Board of Directors is required for the Company to purchase or sell any business or product line, or a direct or indirect subsidiary of the Company.

9.2 Entering or Exiting Line of Business or Country

Approval of the President or CEO and General Counsel is required for the Company to enter into or exit any new line of business unrelated to the Company's existing operations or enter into or exit any new country.

Section 10 Political Contributions

No political contributions may be made on behalf of the Company without review by the Global Compliance Officer or his or her designee and the written approval of the President or CEO and General Counsel.

Section 11 Charitable Contributions

No charitable contributions may be made on behalf of the Company without review by the Global Compliance Officer or his or her designee, and for contributions in excess of US\$10,000 the written approval of the President or CEO.

Section 12 Policy Update

The Company reserves the right to revise this Policy at any time. Employees and representatives of the Company are responsible for understanding and seeking clarification of this Policy, if necessary, and for familiarizing themselves with the most current version of this Policy and any written interpretations.

Section 12 Questions

All questions or requests for interpretations of this Policy should be directed to the Chief Compliance Officer.

Section 13 Availability of Policy

A copy of this Policy and the additional referenced policies are posted on the Company's internal website.