

THE WARRANTY GROUP, INC.
POLICY FOR RAISING AND REPORTING CONCERNS

Approved by the Board of Directors: July 23, 2014

POLICY

The Warranty Group, Inc. is committed to providing a workplace conducive to open discussion of our business practices and is committed to complying with the laws and regulations to which we are subject, as well as our Code of Business Conduct & Ethics (our "Code"). Accordingly, the Company will not tolerate conduct that is in violation of such laws, regulations or our Code. Each employee has a responsibility to promptly report any suspected misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls and auditing matters, or other violations of law or of our Code, in accordance with the provisions of this policy. Any third party, such as contract and temporary workers, consultants, independent contractors, business partners and our other representatives in the TWG community worldwide may also report, under the procedures provided in this policy, a good faith complaint regarding accounting or other violations.

In this Policy for Raising and Reporting Concerns (the "Policy"), The Warranty Group, Inc. and its subsidiaries are referred to as "TWG," "Company" or "TWG Company" and the directors, officers and employees of such entities are collectively referred to as "employees" or as "you" or "your."

This Policy applies worldwide to TWG and all of its U.S. and international subsidiaries, affiliates, partnerships, ventures and other business associations that are effectively controlled by TWG, directly or indirectly. It applies to all directors, officers and employees of the Company and other representatives in the TWG community worldwide.

The Audit Committee of the Company ("Audit Committee") has responsibility for establishing procedures for the receipt, retention and treatment of complaints or concerns received by the Company. In fulfilling its responsibilities, the Audit Committee has adopted this Policy.

The Audit Committee has directed the Company to form a committee (the "Compliance Committee") which is chaired by the Global Compliance Officer ("GCO"). The responsibilities of the Compliance Committee include, among other things, the oversight of the Company's compliance and ethics programs and the monitoring of the Company's compliance with applicable U.S. federal and state laws and regulations, as well as compliance with laws of other countries in which any TWG Company is subject. In addition, the Compliance Committee is responsible for supporting and assisting in the resolution of any compliance or ethics related investigations.

SCOPE OF MATTERS COVERED BY THESE PROCEDURES

For the purposes of this Policy, any accounting or auditing matter which is the subject of a report or submission is referred to as an "**Accounting Irregularity**". Such reports or submissions could be based upon, for example, concerns pertaining to the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of a TWG Company;
- Fraud or deliberate error in the recording and maintaining of financial records of any TWG Company
- Deficiencies in or noncompliance with the internal accounting controls applicable to a TWG Company

- Misrepresentations in financial records or reports or a false statement by or to a director, officer or employee of a TWG Company respecting a matter contained in the financial records, reports or audit reports;
- Deviation from full and fair reporting of the consolidated financial condition of a TWG Company; and

You may also use the procedures set out below to report the following:

- other actual, perceived or potential breach of law or regulation by or involving any TWG Company; or
- any other wrongdoing related to or involving a TWG Company, or their businesses or operations.

Specifically this may include potential or actual breaches of TWG policies including, but not limited to, the TWG Code of Business Conduct and Ethics, the Anti-Bribery Policies and Procedures, and the TWG Employee Handbook (collectively, "**Violations**").

Such reports or submissions could be based upon, for example, concerns pertaining to the following:

- Conflicts of interest
- Giving or receiving inappropriate gifts, hospitality or other type payments
- Bribery or corruption
- Discrimination or harassment
- Falsification of contracts, reports or records
- Employee misconduct or inappropriate behavior
- Sabotage or vandalism
- Substance abuse
- Theft of cash, goods, services or other company resources
- Workplace safety issues
- Workplace violence or threats
- Wage and salary issues
- Release of proprietary or confidential information
- Retaliation (defined below) for any report, complaint, concern, allegation or other disclosure made pursuant to this policy

Employees who report any breach or other wrongdoing in good faith will be afforded all of the protections described below.

NO RETALIATION

This Policy is intended to encourage and enable employees to report violations, suspected violations or concerns with the comfort that they will not suffer any adverse consequence and that their report will be appropriately received, considered and investigated.

A TWG Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of his/her employment based upon the lawful action of any such employee with respect to good faith reporting of a matter covered by these procedures.

A director, officer or employee who retaliates against someone who, in good faith, has reported a matter covered by these procedures is subject to discipline up to and including termination of employment. In addition, it may be a criminal offense for a TWG Company or any person who acts on behalf of a TWG Company or is otherwise in a position of authority with respect to an employee to take or threaten any action to prevent an employee from reporting a concern that a law has been or is being breached, or to retaliate against an employee who makes such a report.

REPORTING PROCEDURES

It is your responsibility to report all suspected Accounting Irregularities or Violations in accordance with this Policy. You may choose to report your concerns to an appropriate individual within the TWG Company or to report anonymously through a third party service that TWG has retained for this purposes.

Internal Reporting

TWG maintains an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, your immediate supervisor or manager is in the best position to address an area of concern. Your supervisor or manager may be more knowledgeable about the issue and will appreciate being brought into the process, and it is their responsibility to help you to solve the problem. If you are not comfortable speaking with your supervisor or manager or you are not satisfied with your supervisor's response, you are encouraged to speak with anyone in management who you are comfortable in approaching.

Supervisors and managers are required to report all suspected Accounting Irregularities or certain high risk Violations to the Global Compliance Officer, any member of the Compliance Committee or to any member of the Audit Committee so that these matters can be handled by the Corporate investigation team. These high risk Violations fit one or more of the following criteria:

- Involving a senior official; or
- Potential to result in serious harm to individuals or significant civil or criminal penalties to the Company; or
- Potential to capture significant media attention or seriously damage Company reputation; or
- Potential to result in suspension or debarment by a government, loss of a license to operate in a region or line of business, or other governmental privileges, or de-listing from a stock exchange; or
- Egregious violation of the law or Code of Business Conduct and Ethics; or
- Theft in amounts greater than \$50,000 USD; or
- Association with retaliatory behavior in the workplace.

Anonymous Reporting

Reports may be submitted anonymously via EthicsPoint, an anonymous reporting service that the Company has engaged for this purpose.

Reports may be submitted either by telephone or via the internet using the following procedures:

How EthicsPoint Reports Are Managed

Once a report is logged into the EthicsPoint system by phone or the web, the reporter is issued a unique password and report key. This key allows the reporter to confidentially follow up on their report and access questions or responses posted by the Company. The reporter can then respond to any additional questions so that the investigation into their report can be completed thoroughly and expeditiously.

Reports made via the Hotline are entered directly onto the EthicsPoint secure server, which prevents any potential breach in security. EthicsPoint makes these reports available only to specific individuals within the Company.

TWG is committed to treating each report received with the appropriate confidentiality and due care in performing any necessary investigation.

Investigations will be undertaken as quickly as possible without adversely impacting the quality of the review. Investigations will be conducted appropriately to protect identities and confidentiality to the extent possible and in accordance with prevailing laws and regulations.

In some cases there may be a legal obligation on TWG to report an incident to an external regulator or authority, in which case TWG may be subject to additional regulations applicable which may also impose additional confidentiality restrictions on the reporting or disclosure of an incident and its investigation.

INVESTIGATION OF CONCERNS

Investigation of Accounting Irregularities

The Audit Committee is responsible for investigating and resolving all reported complaints and allegations concerning Accounting Irregularities. The Audit Committee may retain independent legal counsel, accountants or others to assist in its investigations.

Investigation of Wrongdoings

The General Counsel, Audit Committee and Compliance Committee are responsible for investigating and resolving all reported complaints and allegations concerning Violations. The General Counsel, Audit Committee and/or the Compliance Committee may retain independent legal counsel, accountants or others to assist in its investigations.

ACTING IN GOOD FAITH

Anyone making a complaint or voicing a concern regarding a suspected Accounting Irregularity or other Violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates an Accounting Irregularity or Violation. Any allegations that are

proven to have been made maliciously or with the knowledge that they are false will be viewed as a serious disciplinary offense. However, the mere fact that an allegation proves to be unsubstantiated will not expose an employee in any way to discipline or other retaliation where the allegation is made in good faith and on reasonable grounds.

CONFIDENTIALITY

A report concerning a suspected Accounting Irregularity or Violation Wrongdoing may be submitted on a confidential basis by the individual raising it whether they choose to make such report anonymously or on an identified basis. All complaints or submissions will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation and in accordance with prevailing laws and regulations.

RECORD RETENTION

All records related to reporting and investigation under, and enforcement of, this Policy, as a result of a report of Accounting Irregularity or other Violation or of the discrimination, retaliation or harassment of any person making such report, will be kept in accordance with applicable law, including data protection law, rules and regulations, the applicable record retention policy and, otherwise, in such manner as TWG or the TWG Audit Committee determines appropriate.

QUESTIONS

Anyone with any questions regarding this policy should contact the Global Compliance Officer or a member of the Compliance Committee.

APPENDIX A

Telephone Numbers for Submission of Phone Reports

- (1) Within the United States employees dial 1-888-286-5191
- (2) Listed below are the international dialing codes outside of the United States.

<u>Country</u>	<u>Number</u>
Argentina	0-800-444-8084
Argentina (Primary Language- Espanol)	0-800-555-0906
Australia	1-800-339276
Austria	0800-291870
Belgium	0800-77004
Brazil	0800-8911667
China (Northern)	10-800-712-1239
China (Southern)	10-800-120-1239
Colombia	01800-9-155860
Finland	0800-1-14945
France	0800-902500
Germany	0800-1016582
Ireland	1-800615403
Italy	800-786907
Japan	0066-33-112505
Japan (Primary Language- Japanese)	00531-121520
Korea/K2	00308-110-480
Korea/KO	00798-1-1-009-8084
Korea (South)	00798-14-800-6599
Malaysia	1-800-80-8641
Mexico	001-866-737-6850
Mexico (Primary Language -Espanol)	001-8008407907
Netherlands	0800-022-6174
New Zealand	0800-447737
Peru	0800-52116
Poland	0-0-800-1211571
Portugal	8008-12499

Spain	900-991498
South Korea	00798-14-800-6599
Sweden	020-79-8729
United Kingdom	080-00328483