



# **CCC INTELLIGENT SOLUTIONS HOLDINGS INC.**

## **Code of Ethics**

**Original Issue Date: 06/09/2021**

## LETTER FROM THE CHIEF EXECUTIVE OFFICER

Dear CCC Employee:

CCC Intelligent Solutions Holdings Inc. and its subsidiaries (the “Company”) are dedicated to conducting business consistent with the highest standards of business ethics. We have an obligation to our employees, shareholders, customers, suppliers and other business contacts to be honest, fair and forthright in all of our business activities.

As a Company employee, you are faced every day with a number of business decisions. It is your personal responsibility to uphold the Company’s high standards of business ethics in each and every one of these situations. It is not possible for our Code of Business Ethics (the “Code”) to address every situation that you may face. If you use your good business judgment and experience, the majority of your business decisions are not likely to raise ethical issues. When you are faced with an ethical issue, we hope that this Code will serve as a guide to help you make the right choice.

You are responsible for reviewing and becoming familiar with the Code. If you have any questions, please contact your supervisor or the Legal Department directly. The guidelines set out in this Code are to be followed at all levels of this organization by our directors, officers, employees and agents. We rely on you to uphold our core values and conduct our business honestly, fairly and with integrity.

Sincerely,

A handwritten signature in black ink, appearing to read 'Githesh Ramamurthy', with a large, sweeping flourish at the end.

Githesh Ramamurthy

Chairman and Chief Executive Officer

# TABLE OF CONTENTS

I. PURPOSE .....	4
WHO DO I CONTACT FOR GUIDANCE OR TO REPORT CONCERNS? .....	5
Our Policy Against Retaliation.....	6
II. Compliance with Laws, Rules & Regulations .....	6
III. Conflicts of Interest .....	7
3.1 <i>Financial Interest</i> .....	7
3.2 <i>Gifts and Gratuities</i> .....	8
3.3 <i>Loans and Guarantees</i> .....	8
3.4 <i>Outside Employment</i> .....	9
3.5 <i>Memberships on Boards and Committees</i> .....	9
3.6 <i>Outside Investments</i> .....	9
3.7 <i>Political and Other Outside Activities</i> .....	9
IV. Protection and Proper Use of Company Assets.....	9
4.1 <i>Theft/Misuse of Company Assets</i> .....	10
4.2 <i>Corporate Opportunities</i> .....	10
4.3 <i>Confidential Information/Privacy</i> .....	10
4.4 <i>Network Use, Integrity &amp; Security</i> .....	11
V. Trade Practices .....	11
5.1 <i>Fair Dealing</i> .....	11
5.2 <i>Antitrust Compliance</i> .....	12
5.3 <i>Bribery and other Corrupt Practices</i> .....	13
5.4 <i>International Business Dealings</i> .....	13
VI. Insider Trading and Fair Disclosure .....	13
VII. Inquiries from the Media and Public .....	14
VIII. Maintaining a Safe, Healthy and Affirmative Workplace .....	15
IX. Political Contributions and Activities.....	15
X. Subpoenas and Government Investigations .....	15
XI. Accounting Practices, Books & Records and Record Retention .....	16
XII. Raising Questions and Concerns .....	17
XIII. Enforcing this Code .....	17
XIV. Management Rights; At-Will Employment.....	18
XV. Violations of this Code.....	18

## I. PURPOSE

This Code of Ethics (this “Code”) is designed to promote **honest, ethical, and lawful conduct** by all employees, officers, and directors of CCC Intelligent Solutions Holdings Inc. and all subsidiaries and entities controlled by it (collectively, the “Company”) and full, fair, accurate, timely and transparent disclosure, and compliance with applicable laws, rules, and regulations.\* This Code is intended to help you understand the Company’s standards of legal and ethical business practices and to make you aware of ethical and legal issues that you may encounter in carrying out your responsibilities to the Company. In addition, independent contractors, consultants, agents, and sales representatives who represent the Company are expected to apply the same high standards while working on Company business.

The actions of every employee, officer, and director (each a “Covered Person”) affect the **reputation and integrity** of the Company. Therefore, it is essential that you take the time to review this Code and develop a working knowledge of its provisions. You are required to complete a certificate attesting to compliance with the Code upon becoming an employee, officer, or director and, thereafter, on an annual basis.

At all times, **you are expected to:**

- **Avoid conflicts** between personal and professional interests where possible;
- **Disclose any conflict** to a supervisor or the Company’s Chief Legal Officer and otherwise **pursue the ethical handling of conflicts** (whether actual or apparent) when conflicts or the appearance of conflicts are unavoidable;
- **Provide accurate and complete information** in the course of fulfilling your obligations and communicate information in a timely manner;
- **Provide full, fair, accurate, timely, and understandable disclosure** in the periodic reports required to be filed by the Company with regulators and in other public communications made by the Company;
- **Comply with all applicable laws, regulations, and Company policies;**
- **Seek guidance** from a responsible supervisor, Human Resources representative, or the Chief Legal Officer;
- **Promptly report any violations** of this Code to a responsible supervisor, your Human Resources representative, the Chief Legal Officer or via EthicsPoint®;
- **Act with integrity and observe the highest ethical standards of business conduct** in your dealings with the Company’s customers, suppliers, partners, service providers, competitors, employees and anyone else with whom you have contact in the course of performing your job; and
- Be **accountable personally** for adherence to this Code.

Each Covered Person under this policy owes a duty to the Company to adhere to a high standard of business ethics and should be sensitive to situations that may give rise to actual, as well as apparent conflicts of interest. Each Covered Person should encourage his or her colleagues who provide services to the Company, whether directly or indirectly, to do the same.

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\* This Code also constitutes the code of ethics applicable to senior financial officers and the principal executive officer, disclosure of which is required by Section 406 of the Sarbanes-Oxley Act of 2002.

## **WHO DO I CONTACT FOR GUIDANCE OR TO REPORT CONCERNS?**

If you believe a situation may involve or lead to a violation of this Code, please seek guidance and report such concerns in accordance with this Code and the Company's Whistleblower Policy.

- **Seek Guidance.** Seek guidance from a responsible supervisor (for example, your immediate supervisor, a department head or location manager) or your Human Resources representative, a compliance officer, or the Chief Legal Officer. Whenever this Code requires or suggests that you “**Seek Guidance**”, it means to seek guidance from one of the foregoing individuals.
- **Report Concerns to a Supervisor, Manager or Your Human Resources Representative.** The most direct way to raise any concern is to speak to a supervisor, manager, or your Human Resources representative (who can be found on [Dash](#)). They, in turn, will communicate the concern to the respective Executive Leadership Team (ELT) member who will escalate to the Chief Legal Officer or Audit Committee for review as described below. You may also report a concern directly to the Chief Legal Officer.
- **Use EthicsPoint®.** Reports may also be made through EthicsPoint®.
- **Report to the Chief Legal Officer.** Concerns may be reported to the Chief Legal Officer.
- **Accounting or Audit Concerns.** In addition, reports related to accounting or auditing concerns may be directed to the Audit Committee.

Whenever this Code requires or suggests that you “**Report**” any concern or matter, it means to report the concern or matter to one of the individuals identified in the four bullet points above, via EthicsPoint®, to the Chief Legal Officer or to the Audit Committee, or otherwise as set out herein.

**ETHICSPPOINT®:** The Company has engaged EthicsPoint®, a service of NAVEX Global, to provide a confidential reporting hotline and web portal that is available 24 hours a day, 7 days a week at 1-800-499-8626 or by accessing a secure internet site, <http://www.ethicspoint.com>. All reports made through EthicsPoint® are assessed by members of the Executive Leadership Team to determine the appropriate action and potential escalation including reporting to the Audit Committee.

**CHIEF LEGAL OFFICER:** The Chief Legal Officer can be reached at the contact information found on Dash or by writing to:

CCC Intelligent Solutions Holdings, Inc.  
222 Merchandise Mart, Suite 900  
Chicago, Illinois 60654  
Attn: Chief Legal Officer

**AUDIT COMMITTEE:** The Audit Committee can be reached at the contact information found on Dash or by writing to:

CCC Intelligent Solutions Holdings, Inc.  
222 Merchandise Mart, Suite 900  
Chicago, Illinois 60654  
Attn: Audit Committee

## OUR POLICY AGAINST RETALIATION

**It is the Company's policy to encourage the good faith communication of concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures or related matters. It is also the policy of the Company to protect those who in good faith communicate concerns from any retaliation for such reporting.**

**Confidential and anonymous mechanisms for reporting concerns are available and are described in this Code and the Company's Whistleblower Policy, including EthicsPoint®.**

This Code is part of a broader set of Company policies and compliance procedures described in greater detail in the Company's [Employee Handbook](#) (which can be found on DASH [here](#)) and distributed memoranda. This Code is not intended to supersede or materially alter such documents.

No policy can provide definitive answers to all questions. It is difficult to anticipate every decision or action that you may face or consider. **Whenever there is doubt about the right ethical or legal choice to make, or questions regarding any of the standards discussed or policies referenced in this Code, you should fully disclose the circumstances, Seek Guidance, and keep asking until guidance is obtained.** The earlier a potential problem is detected and corrected, the better off the Company will be in protecting against harm to the Company's business and reputation.

**Those who violate the standards in this Code will be subject to disciplinary action. Failure to follow this Code, as well as to comply with applicable federal, state, local and foreign laws, and the Company's corporate policies and procedures may result in termination of employment or termination of board service.**

## II. COMPLIANCE WITH LAWS, RULES & REGULATIONS

The Company requires you to comply, both in letter and in spirit, with all applicable laws, rules, and regulations in countries where the Company does business. Violation of domestic or foreign laws and regulations may subject you, as well as the Company, to civil and/or criminal penalties. To assure compliance with applicable laws and regulations, the Company has established various policies and procedures, including those relating to:

- Global Anti-Bribery Policy
- Corporate Governance Guidelines
- Fraud Control Policy
- Insider Trading Policy
- Whistleblower Policy
- Record Retention Policy
- Regulation FD Policy
- Americans with Disabilities Act Compliance Policy
- Equal Employment Opportunity Policy
- Harassment Policy

You are responsible for the integrity and reputation of the Company and for compliance with this Code. Prompt Reporting of any circumstances that you believe may constitute a violation of this Code, any other Company policy, or applicable law, regulation, or rule is integral to our commitment to ethics and compliance. Legal compliance is not always intuitive. To comply with the law, you must learn enough about the national, state, and

local laws that affect your work at the Company to spot potential issues and to obtain proper guidance on the right way to proceed. When there is any doubt as to the lawfulness of any proposed activity, you should Seek Guidance.

Certain legal obligations and policies that are particularly important to our business and reputation are summarized below. Further information on any of these matters may be obtained from the Company's Chief Legal Officer.

### **III. CONFLICTS OF INTEREST**

The Company expects you to exercise good judgment and the highest ethical standards in your activities on behalf of the Company as well as in your private activities outside the Company. Particular care should be taken to ensure that no detriment to the interests of the Company (or appearance of such detriment) may result from a conflict between those interests and any personal or business interests which you may have. In particular, you have an obligation to avoid, and where avoidance is not feasible to Report any activity, agreement, business investment, interest, or other situation that might in fact or in appearance cause you to place your own interests, or those of another, above your obligation to the Company. Care should be taken about the appearance of a conflict since such appearance might impair confidence in, or the reputation of, the Company even if there is no actual conflict and no wrongdoing.

While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest may arise whenever you (or an immediate family member) take action or have interests that may make it difficult, or may be perceived to make it difficult, to perform your work objectively or effectively or when you (or an immediate family member) receive improper personal benefits as a result of your position or relationship with respect to the Company. An "immediate family member" is anyone who lives in the household of a person subject to this policy (whether or not family members) and any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, and includes adoptive relationships.

In all instances where a conflict or the appearance of a conflict exists, you must Report the nature of the conflict as soon as possible. Where there is a real or perceived conflict of interest involving a director of the Company, the matter should be referred to the Chairman of the Board or Presiding Director. Company policy is that conflicts of interest should be avoided, except as pre-approved by:

- The Audit Committee, with respect to conflicts of interest related to directors, director nominees and executive officers; or
- A member of the Executive Leadership Team, with respect to conflicts of interest related to all other persons.

Conflict of interest transactions may also be subject to the Company's Related Person Transaction Policy.

Some situations and activities increase the risk of conflicts of interest, or the appearance of conflicts of interest. Policies and guidance concerning certain such scenarios are addressed in the remainder of this Section III.

#### *3.1 Financial Interest*

You must Report to the Chief Legal Officer or their designee promptly upon becoming aware of any person subject to this policy who has (or whose immediately family member has) a Significant Financial Interest in any customer, supplier, or competitor of the Company.

- A “Significant Financial Interest” means (i) beneficial ownership or control of greater than 1% of the outstanding equity securities of a customer, supplier, competitor or other entity dealing with the Company, or (ii) an investment or other beneficial financial interest in a customer, supplier, competitor or other entity dealing with the Company that represents more than 5% of the net worth of the individual at the time of purchase.
- For purposes of this Code, a customer is “material” if they have made payments to the Company in the past year in excess of \$1 million. A supplier is “material” if they have received payments from the Company in the past year in excess of \$200,000 or 5% of the supplier’s gross revenues, whichever is greater. A competitor is “material” if they compete in the Company’s line of business and has annual gross revenues from such line of business in excess of \$5 million. If you are uncertain whether a particular company is a material customer, supplier, or competitor, please contact the Legal Department, whose contact information can be found on Dash, for assistance.

If a person subject to this policy has a financial interest that does not at the outset constitute a Significant Financial Interest in a material customer, supplier or competitor but that subsequent thereto becomes such an interest, the employee will (i) Report the financial interest to the Chief Legal Officer or their designee; (ii) recuse himself or herself from all matters relating to such material customer, supplier or competitor; and (iii) reduce the investment so it is no longer a Significant Financial Interest as soon as reasonably practicable or obtain approval by the Chief Legal Officer of the material financial interest.

If (i) an immediate family member of a person subject to this policy has a Significant Financial Interest in any customer, supplier or competitor, or (ii) a person subject to this policy has a Significant Financial Interest in any customer, supplier, or competitor which is not a “material” customer, supplier or competitor (as described above), then (in either case) the Chief Executive Officer and either the Chief Financial Officer or Chief Legal Officer will determine whether any special procedures are required, such as, without limitation, recusal of the employee from all matters relating to such customer, supplier or competitor.

### *3.2 Gifts and Gratuities*

You (or your immediate family member or an entity with which you are closely affiliated) must not solicit or accept from customers, suppliers or others dealing with the Company any kind of gift or other personal, unearned benefits as a result of your position or relationship with respect to the Company including payment or reimbursement of travel and meal expenses (other than non-monetary items of nominal intrinsic value). Further, any person subject to this policy is prohibited from requesting, accepting, or offering any form of under-the-table payment, kickback, bribe, rebate, barter or other improper payment or gratuity in connection with any corporate expenditure or sale of goods or services. If approached with such an offer, you should Report the offer immediately.

See also the Company’s Global Anti-Bribery Policy and Procedures.

### *3.3 Loans and Guarantees*

You and your immediate family members must not accept loans or guarantees of obligations from any individual, organization, or entity doing or seeking to do business with the Company (except from banks or other entities that provide such services in the normal course and at arms’ length). If approached with such an offer, you should Report the offer immediately.



### *3.4 Outside Employment*

The Company's employees are expected to devote their full time and attention to the Company's business during regular working hours and for whatever additional time may be required. Outside business activities can easily create conflicts of interest or diminish productivity and effectiveness. For these reasons, no employee may be employed by or provide any services to a company that is a customer, supplier, or competitor of the Company without obtaining prior written approval from the Chief Legal Officer. The Company may revisit its approval of any such position at any time to determine whether service in such position is still appropriate. Additionally, employees are expected to disclose the nature of any non-Company activity for which compensation is received to the Chief Legal Officer or his/her designee.

### *3.5 Memberships on Boards and Committees*

Approval must be obtained from the Company's Chief Legal Officer or, in the case of executive officers and directors of the Company, the Board of Directors, prior to serving on a board of directors or trustees or on a committee of any entity, including customers, suppliers, or competitors of the Company. The Company may revisit its approval of any such position at any time to determine whether service in such position is still appropriate. Approval is not required for service on a board of directors or trustees or on a committee of any not-for-profit entity which is not a customer, supplier, or competitor of the Company.

### *3.6 Outside Investments*

You must not participate in an initial public offering or otherwise accept special investment opportunities from a supplier, vendor (including banks or financial advisers), or customer with whom the Company is doing business or that is seeking to sell products or services to the Company without first Reporting the opportunity.

### *3.7 Political and Other Outside Activities*

Prior to seeking any election or appointment to public office, you must Seek Guidance to clarify the Company's position in the event the candidacy is successful or the appointment is made and obtain written approval of the Chief Legal Officer or their designee See "Political Contributions and Activities" below.

Subject to the limitations imposed by this Code and any other agreement between an employee and the Company, each employee is free to engage in outside activities that do not interfere with the performance of his or her responsibilities or otherwise conflict with the Company's interests. For guidance on allowable and appropriate activities, you should Seek Guidance. You must not use your Company position or title or any Company equipment, supplies or facilities in connection with outside activities, nor may you do anything that might infer sponsorship or support by the Company of such activity, unless you have previously Reported the activity and received approval in writing from the Chief Legal Officer or their designee.

You should not solicit contributions or other support from Company employees, officers, directors, customers, and vendors, or distribute non-work-related material in an unreasonable or disrespectful manner.

See also the Company's Solicitation, Distribution and Posting Policy.

## **IV. PROTECTION AND PROPER USE OF COMPANY ASSETS**

You have a personal responsibility to protect the assets of the Company from misuse or misappropriation. The assets of the Company include tangible assets, such as products, equipment, and facilities, as well as intangible assets, such as corporate opportunities, intellectual property, trade secrets, and business information (including any non-public information learned as an employee, officer, or director of the Company).

#### *4.1 Theft/Misuse of Company Assets*

The Company's assets may only be used for business purposes and such other purposes as are approved by the Company. You must not take, make use of, or knowingly misappropriate the assets of the Company for personal use, for use by another, or for an improper or illegal purpose. You are not permitted to remove, dispose of, or destroy anything of value to the Company without the Company's express prior written consent, including both physical items and electronic information.

All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited. Any suspected incident of fraud or theft should be reported for investigation immediately.

See also the Company's CCC Property Policy.

#### *4.2 Corporate Opportunities*

You must not, for personal or any other person's or entity's gain, deprive the Company of any business opportunity which could be construed as related to any existing or reasonably anticipated future activity of the Company. If you learn of any such opportunity through your association with the Company, you may not disclose it to a third party or invest in the opportunity without first offering it to the Company. Nor should you use Company property, information, or position for personal gain. In addition, no director, officer or employee may compete with the Company.

#### *4.3 Confidential Information/Privacy*

If you are entrusted with information of a confidential or proprietary nature (about the Company, its suppliers, customers, or other constituents), you must not disclose that information outside the Company, either during or after service with the Company, except with written authorization of the Company or as may be otherwise required by law. You may not use confidential information for your own personal benefit or the benefit of persons or entities outside the Company.

Confidential information includes all non-public information learned as an employee, officer, or director of the Company. It includes, but is not limited to:

- Non-public information that might be (i) of use to competitors, suppliers, vendors, joint venture partners, or others, (ii) of interest to the press, or (iii) harmful to the Company or its customers, suppliers, vendors, joint venture partners, investors or potential investors, or others, if disclosed;
- Non-public information about the Company's financial condition, prospects, or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits, and divestitures;
- Non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers, or joint venture partners;
- Non-public information about discussions and deliberations, relating to business issues and decisions, between and among employees, officers, and directors;
- Non-public information about fellow employees or any other individuals about whom the Company may hold information from time to time;

- Non-public information of or concerning employees and other individuals associated with our customers, suppliers, vendors, joint venture partners, investors; and
- Non-public information provided to us by or on behalf of our customers through use of our products and services.

In addition, most countries have data privacy laws regulating the collection and use of personal data, which is any information that directly or indirectly identifies a natural person, although the types of data covered, the nature of the protection and local enforcement mechanisms vary. Examples of personal data include personal, employment, medical, financial, education, and training information. All employees are responsible for ensuring compliance with the data privacy requirements under the laws, rules, and regulations of the applicable countries.

See also “Insider Trading and Fair Disclosure” below and the Company’s Insider Trading Policy, Regulation FD Policy and Record Retention Policy.

#### *4.4 Network Use, Integrity & Security*

The Company reserves the right to monitor or review any and all data and information contained on any employee’s or officer’s computer or other electronic device issued by the Company. In addition, the Company reserves the right to monitor or review an employee’s or officer’s use of the internet, Company intranet and Company email, or any other electronic communications without prior notice.

Access to Company systems will be revoked and disciplinary action may be taken in the event that such systems are used in violation of Company policy or to commit illegal acts.

In order to maintain systems integrity and protect the Company network, no employee or officer should divulge any passwords used to access any Company computer or database. Any suspected breach of the Company’s network security systems should be Reported immediately.

All employees and officers should refrain from using or distributing software that may damage or disrupt the Company’s work environment by transmitting a virus or conflicting with Company systems.

No employee or officer should engage in the unauthorized use, copying, distribution or alteration of computer software whether obtained from outside sources or developed internally. All software contains terms of use that must be adhered to.

See also the Company’s Software Usage & Procurement Policy, Computer & Network Resources Policy, Technology Code of Ethics, and Security Awareness document.

## **V. TRADE PRACTICES**

### *5.1 Fair Dealing*

You should deal fairly with the Company’s suppliers, customers, competitors, and employees. You must not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. We respect the confidentiality and privacy of our suppliers and customers. Information about the Company’s suppliers, customers, competitors, and employees must be used in an ethical manner and in compliance with the law. Under no circumstance should information be obtained through theft, illegal entry, blackmail, electronic eavesdropping, or through misrepresenting affiliation with the Company or identity. Any confidential or proprietary information should not be used if it is suspected that such information has been obtained improperly.

Similarly, you must respect and protect any confidential or proprietary information shared with the Company unless disclosure is necessary to comply with statutory requirements, subpoenas, court orders or other lawful process or properly authorized government investigations. This information should not be released without proper authorization and should be used for legitimate business purposes only. Employees and officers should not divulge any confidential or proprietary information about their former employers, nor shall any employee, officer, or director ever ask them to.

Customers and potential customers are entitled to receive accurate information regarding prices, capabilities, terms, and scheduling. The Company strives to produce advertisements that are full, fair, and accurate. False or misleading statements (including any statement which omits material facts) to sell or market Company products or services are to be strictly avoided. Immediate efforts should be made to correct any misunderstanding that may exist with a customer or potential customer.

## *5.2 Antitrust Compliance*

Vigorous competition – free from collusion and unreasonable restraints – is the best mechanism for ensuring the production of high quality, well-priced and innovative products and services. Moreover, failure to comply with applicable antitrust and other trade regulation laws in jurisdictions in which the Company does business could result in serious consequences both for the Company and the offending individuals – including significant civil and criminal penalties, and damage to the Company’s reputation. It is Company policy to compete solely on the basis of its superior and innovative products and services, through your collective efforts and contributions, and to avoid improper actions that unreasonably restrain trade. You are expected to support Company efforts to compete vigorously in the marketplace in compliance with both the letter and the spirit of all applicable federal, state, and foreign antitrust laws.

Antitrust and trade regulation issues are very complex. Determining what actions unreasonably restrain trade or are otherwise improper will depend on the structure of the market and a number of other factors. **Whenever any doubt exists as to the legality of any communication, action, arrangement, or transaction, please contact the Legal Department immediately.**

To avoid even the perception of unlawful conduct, employees should avoid:

- Discussing with a competitor prices, costs, production, products and services, bidding practices, other non-public business matters, territories, distribution channels or customers; and
- Restricting the right of a customer to sell or lease a product or service at or above any price.

In addition, the following practices should not be engaged in without advance written approval by the Legal Department:

- Conditioning the sale or lease of a product or service on the sale or lease of another product or service (“tying”);
- Conditioning the purchase, sale, or lease of a product or service on a reciprocal agreement with a customer or supplier;
- Entering into an exclusive dealing arrangement with a customer (including a lessee) or supplier;
- Limiting a customer (including a lessee) as to the territories in which, or the customers to whom, a product or service can be resold or leased; and
- Discriminating with respect to the prices or allowances offered to competing customers (including lessees).

### 5.3 Bribery and other Corrupt Practices

The Company strictly prohibits giving or promising, directly or indirectly, anything of value to any employee or official of a government (including state-owned companies) or a political party, candidate for office, or to any person performing public duties or state functions in order to obtain or retain business or to secure an improper advantage with respect to any aspect of the Company's business. Improper payments are defined expansively to include payments, both direct and indirect (for example through agents or contactors); gifts; entertainment; and certain travel expenses. Although written local law may permit gift-giving or the payment of entertainment expenses, the Company's Chief Legal Officer or their designee must approve in advance any such payments. "Facilitation" payments to expedite the routine performance of legitimate duties must be avoided unless the prior approval of the Company's Chief Legal Officer or their designee has been obtained.

**Any question as to whether a gift or payment would be considered improper under the Company's guidelines or national or foreign laws must be Reported and discussed with the Company's Chief Legal Officer or their designee.**

**Under no circumstance is it acceptable for you to offer, give, solicit, or receive any form of bribe, kickback, payoff, or inducement.**

In retaining agents, consultants, independent contractors or other representatives, adequate background checks and verification of business credentials is required. Some "red flags" to look out for include:

- Third parties with family or other relationships that could influence the decision;
- Independent contractors or consultants with a reputation for bribes;
- A history of corruption in the country where the third party is being hired;
- Unusually high commission requests;
- A sales representative or agent who approaches you near the award of a contract and indicates a "special arrangement" with an official; or
- A customer who suggests that a Company bid be made through a specific agent or representative.

See also the Company's Global Anti-Bribery Policy and Procedures.

### 5.4 International Business Dealings

Specific laws and regulations apply to participation in international business. If you are involved in conducting international business transactions you must be familiar with, and strictly adhere to, all applicable foreign and domestic laws and regulations controlling exports or regulating with whom the company and its employees may do business. These laws include export control and licensing laws, economic sanctions, anti-boycott laws, and various laws regulating the transnational movement of technology, goods and services. Questions regarding whether particular international transactions are permissible and compliance with applicable laws and this policy must be directed to the Company's Chief Legal Officer.

## VI. INSIDER TRADING AND FAIR DISCLOSURE

No employee, officer, or director (nor any of their immediate family members) may (i) trade in securities while aware of material non-public information or (ii) disclose material non-public information to third parties ("tipping"). Material non-public information is any information that has not been disclosed broadly to the marketplace and, if made public, would be likely to be considered important by investors deciding whether to

trade the Company's shares or other listed securities (*e.g.*, earnings estimates, significant business investments, mergers, acquisitions, dispositions and other developments, expansion or curtailment of operations, and other activity of significance including matters which affect the market in which the Company operates).

Trading in securities of the Company or any other company while aware of material non-public information relating to that company, or tipping others to trade, is both unethical and illegal. Accordingly, you and any of your immediate family members, business associates, or controlled investment vehicles must not: (a) trade securities of the Company or any other company while aware of material non-public information with respect to that company; (b) communicate to anyone outside the Company material non-public information of any company of which you are aware (this includes formal or informal advice given to family, household members and friends); or (c) disclose material non-public information to anyone, other than those persons who need to know such information in order for the Company to properly and effectively carry out its business (*e.g.*, to lawyers, advisers and other Company employees working on the matter).

Certain designated individuals (and any of their immediate family members) who have routine access to material non-public information, are involved in projects of a material non-public nature, and/or have power to make strategic managerial decisions are subject to the Company's pre-clearance procedures which require the approval in writing of the Chief Legal Officer *prior* to any trading in the Company's securities.

In any situation where material non-public information is permitted to be disclosed, the recipient should be advised of its non-public nature and the limitations on its use. Any questions as to whether information is material or non-public should be directed to the Company's Chief Legal Officer.

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each director, officer and employee who is involved in the Company's disclosure process must:

1. be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
2. take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

See also the Company's Insider Trading Policy and Regulation FD Policy.

## **VII. INQUIRIES FROM THE MEDIA AND PUBLIC**

The Company is committed to providing full, fair, and accurate disclosure in all public communications and in compliance with all applicable law, regulations, and rules. Consistent with this commitment, you are not authorized to answer questions from the media, analysts, investors, or any other members of the public. If you should receive such an inquiry, you must record the name of the person and immediately notify Investor Relations, the Disclosure Committee, and/or Marketing.

See also the Company's Regulation FD Policy and Media Policy.

## **VIII. MAINTAINING A SAFE, HEALTHY AND AFFIRMATIVE WORKPLACE**

The Company is an equal opportunity employer and bases its recruitment, employment, development, and promotion decisions solely on a person's ability and potential in relation to the needs of the job, and complies with local, state, and federal employment laws. The Company makes reasonable job-related accommodations for any qualified employee or officer with a disability when notified by the employee that he/she needs an accommodation.

The Company is committed to a workplace that is free from sexual, racial, or other unlawful harassment, and from threats or acts of violence or physical intimidation. Abusive, harassing, or other offensive conduct is unacceptable, whether verbal, physical, or visual. If you believe that you have been harassed or threatened with or subjected to physical violence in or related to the workplace, you should Report the incident. All efforts will be made to handle the investigation of any Reported activities confidentially.

The Company will not tolerate the possession, use, or distribution of pornographic, racist, sexist, or otherwise offensive materials on Company property, or the use of Company personal computers or other equipment to obtain or view such materials. All employees and officers must promptly Report the existence of any such materials, especially child pornography, on the Company's systems or premises so that appropriate action may be taken, including notifying the proper authorities if necessary.

The Company is committed to providing a drug-free work environment. The illegal possession, distribution, or use of any controlled substances on Company premises or at Company functions is strictly prohibited. Similarly, reporting to work under the influence of any illegal drug or alcohol and the abuse of alcohol or medications in the workplace is not in the Company's best interest and violates this Code.

All accidents, injuries, or concerns about unsafe equipment, practices, conditions or other potential hazards should be immediately Reported.

See also the Company's Americans with Disabilities Act Compliance Policy, Equal Employment Opportunity Policy, Employee Responsibilities Policy, Policy Prohibiting Harassment, Discrimination and Retaliation, Code of Conduct, Weapons Policy, Office Security Policy, Workplace Violence Policy, Safe Driving Policy and Smoking Policy.

## **IX. POLITICAL CONTRIBUTIONS AND ACTIVITIES**

In the United States, federal and many state laws prohibit corporations from making certain types of political contributions. No direct or indirect political contribution (including the use of Company property, equipment, funds, or other assets) of any kind may be made in the name of the Company, or by using Company funds, unless the Company's Chief Legal Officer has certified in writing that such political contribution complies with applicable law. If such certification is obtained, such contributions shall be by Company check or electronic transfer to the order of the political candidate or party involved, or by such other means as will readily enable the Company to verify, at any given time, the amount and origin of the contribution.

## **X. SUBPOENAS AND GOVERNMENT INVESTIGATIONS**

As a general matter, it is the Company's policy to cooperate in any government investigations and inquiries. All subpoenas, information document requests, or other inquiries should be referred immediately to the Legal Department.

## XI. ACCOUNTING PRACTICES, BOOKS & RECORDS AND RECORD RETENTION

**Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions and foster investor trust. You have a strict obligation to provide accurate information in the records of the Company.**

You are expected to support the Company's efforts in fully and fairly disclosing the financial condition of the Company in compliance with applicable accounting principles, laws, rules, and regulations and making full, fair, accurate, timely, and understandable disclosure in our periodic reports filed with the Securities and Exchange Commission and in other communications to creditors, securities analysts, rating agencies, investors, regulators, and the media. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

**All employees, officers, and directors – and, in particular, the Chief Executive Officer, the Chief Financial Officer, the Controller and the principal accounting officer – have a responsibility to ensure that the Company's accounting records do not contain any false or misleading entries.**

We do not tolerate any misclassification of transactions as to accounts, departments, or accounting periods and, in particular:

- All accounting records, as well as reports produced from those records, are to be kept and presented in accordance with the laws of each applicable jurisdiction;
- All records are to fairly and accurately reflect the transactions or occurrences to which they relate;
- All records are to fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses;
- No accounting records are to contain any false or misleading entries;
- No transactions are to be misclassified as to accounts, departments, or accounting periods;
- All transactions are to be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- All accounting records are to comply with generally accepted accounting principles; and
- The Company's system of internal accounting controls, including compensation controls, is required to be followed at all times.

**Any effort to mislead or coerce the independent auditors or a member of the internal audit staff may have serious legal consequences, including criminal sanctions, for the perpetrator and the Company, and is strictly prohibited and should be Reported immediately.**

Laws and regulations require the Company's records, including its financial, environmental, health and safety, human resources, research and development, analytical, engineering and intellectual property records, to accurately reflect the events they represent. Always record data in a timely and accurate manner. This protects the Company's resources and meets the expectations of the people who rely on the accuracy of the Company's records to perform their jobs. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action and/or disciplinary action including termination of employment. If you are authorized to make expenditures or enter into transactions on behalf of the Company, you must ensure that the applicable



records comply with the Company's accounting and purchasing policies and that all transactions are recorded properly.

Consistent with the reporting and recordkeeping commitments discussed above, you should accurately and truthfully complete all records used to determine compensation or expense reimbursement. This includes, among other items, reporting of hours worked (including overtime), reimbursable expenses (including travel and meals), and sales activity.

Destroying or altering a document with the intent to impair the document's integrity or availability for use in any potential official proceeding is a crime. Destruction of corporate records may only take place in compliance with the Company's Records Retention Policy and Procedures. If you believe that Company records are being improperly altered or destroyed, you should Report such belief immediately.

See also the Company's Travel and Expense Policies and Record Retention Policy.

## **XII. RAISING QUESTIONS AND CONCERNS**

**Each employee, officer, and director is responsible for the integrity and reputation of the Company and for compliance with this Code. Prompt Reporting of any circumstances that you believe may constitute a violation of this Code, or any other Company policy, or applicable law, regulation, or rule is integral to our commitment to ethics and compliance.** If you are in a situation that you believe may involve or lead to a violation of this Code, you must Seek Guidance. *See "Who Do I Contact for Guidance or to Report Concerns?" above.*

## **XIII. ENFORCING THIS CODE**

Part of your job responsibility is to help enforce this Code. If you are a People Leader, you are responsible for continually emphasizing integrity as a standard of performance for all employees. If you receive any Report relating to, learn about, or suspect actual, potential or suspected violations of this Code, any other Company policy, or any law, or receive any request for approval as required by this Code, you must immediately report the same to the member of the Executive Leadership Team to whom you ultimately report, the Chief Legal Officer, or via EthicsPoint so that the concern may be investigated and addressed. Executive officers receiving any reports under this Code must immediately bring the reported conduct to the attention of the Chief Legal Officer or directly to the Audit Committee.

After receiving a report of an alleged prohibited action, the Audit Committee, the Chief Legal Officer or the relevant supervisor must promptly take all appropriate actions necessary to investigate.

All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

**It is the Company's policy to encourage the good faith communication of concerns relating to the lawful and ethical conduct of business, audit and accounting procedures, and other related matters. It is also the policy of the Company to protect those who in good faith communicate concerns from any retaliation for such reporting.**

**See also the Company's Whistleblower Policy.**

Consistent with the Company's policies and applicable law, no adverse employment action or retaliation may be taken directly or indirectly against anyone who in good faith reports a concern or provides assistance or information to the Chief Legal Officer or Legal Department, management, Human Resources or any other person

or group, including any governmental, regulatory or law enforcement body, investigating or otherwise helping to resolve any concern. Moreover, nothing in this Code prohibits any person from exercising his or her legal right to report possible violations of federal law or regulation to any governmental agency or entity or making other disclosures that are protected under the whistleblower provisions of federal law or regulation, without the prior consent of the Company.

Confidential and anonymous mechanisms for reporting concerns are available and are described in this Code and in the Company's Whistleblower Policy. However, anonymous reporting does not serve to satisfy a duty to disclose your potential involvement in a conflict of interest or in unethical or illegal conduct. Every effort will be made to investigate confidential and anonymous reports within the confines of the limits on information or disclosure such reports entail. While self-reporting a violation will not excuse the violation itself, the extent and promptness of such reporting will be considered in determining any appropriate sanction. The Company will investigate any matter which is reported and will take any appropriate corrective action.

#### **XIV. MANAGEMENT RIGHTS; AT-WILL EMPLOYMENT**

This Code and its contents may be modified and changed, without notice, at any time by the Company. Nothing in this Code limits the Company's ability to determine the size and nature of our work force, determine qualifications of employees, judge employees' performance; determine policies and practices; and direct, supervise, discipline, or terminate employees as necessary.

Nothing in this Code creates a contract of employment. Unless otherwise agreed to in a contract signed by you and an authorized representative of the Company, employment here is at-will, meaning that either party may terminate the employment at any time for any reason or no reason.

#### **XV. VIOLATIONS OF THIS CODE**

Any question as to this Code must be referred to the Company's Chief Legal Officer or Legal Department prior to taking any action that might conflict with this Code.

The Company must ensure prompt and consistent action against violations of this Code.

If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board.

If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor or the Chief Legal Officer determines that a violation of this Code has occurred, the supervisor or the Chief Legal Officer will report such determination to the Chief Legal Officer.

Upon receipt of a determination that there has been a violation of this Code, the Board or the Chief Legal Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

The Board or the Audit Committee (in the case of a violation by a director or executive officer) or the Chief Legal Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.

Any waiver for a director or an executive officer shall be disclosed as required by SEC and NYSE rules.

**Those who violate the standards in this Code will be subject to disciplinary action. Failure to follow this Code, or to comply with applicable federal, state, local and foreign laws, and the Company's corporate policies and procedures may result in termination of employment or termination of board service.**