



Code of Business Conduct and Ethics

Adopted on **November 6 , 2024**

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Statement from the CEO

Dear Colleagues:

This Code of Business Conduct and Ethics (the "Code") provides guidance for your day-to-day business conduct as an employee of Advantage Solutions Inc. (the "Company").¹ The Code also tells you how to get help if you have questions or concerns about the Code.

The Company operates in a highly competitive industry, and our success depends on our ability to compete in that environment. At the same time, each of us must recognize that it is not just the work that is done that matters, but how we achieve the results. The Company's reputation, and our own, requires that we not only do a good job, but do it the right way. As always, doing the right thing is more than just complying with the laws that govern our business. It literally means acting with integrity, respect, and professionalism in everything we do. The Company is committed to conducting all of our affairs and activities in accordance with the highest standards of ethical conduct.

Every employee is responsible for complying with this Code, and the Company relies on the honesty, fairness and integrity of all employees. The standards contained in this Code serve as guideposts for us. Some standards, such as honest recordkeeping, obviously concern the day-to-day activities of almost all employees at the Company. Other standards, such as compliance with competition laws, may appear to concern only some employees, but in fact affect all of us. Some standards deal directly with positive ethical obligations, and these outline types of acceptable and unacceptable behavior. Other standards deal with safeguards to avoid actual or perceived impropriety.

The Company's obligations go beyond simply stating that you should always act in a professional and ethical manner. This Code formalizes our corporate values that have made our Company what it is today and will continue to guide it into the future; it sets forth the fundamental ethical policies that govern all of our work, and the duties and obligations of all of our employees under those policies. Every employee is required to read this Code carefully and become fully familiar with its contents. When questions or concerns arise and an answer is not immediately available, we encourage you to seek help.

Thank you for your contributions to our company's success and for your commitment to integrity and professionalism, which has made our company what it is today and will continue to be in the future. We share your pride in our company's accomplishments and look forward to a bright future.

Sincerely, David Peacock, CEO

¹ References to the "Company" in this Code are Advantage Solutions Inc. and its direct and indirect subsidiaries, affiliates and divisions (unless any such entity has separately published and maintained its own Code of Conduct). Employment is limited to one specific legal entity within the Company and does not include all legal entities that comprise the Company; any reference to the "Company" as an employer is to the specific employing entity.

introduction

The Company is committed to conducting its business with the highest ethical standards. This commitment is reflected in our principles: In all our business dealings, Act with integrity. "The Principles provide guidance for our daily conduct, wherever we are and whatever we do. However, in many cases, more specific guidance on the Company's expectations may be helpful.

The Company's Code of Business Conduct and Ethics describes the ethical standards applicable to all employees (hereinafter referred to as "employees"), directors and officers of the Company, as well as third parties (including but not limited to consultants, suppliers, independent contractors and other third-party representatives) (hereinafter referred to as "third parties") who contract with the Company and/or provide services to the Company or on its behalf. For clarification, third parties should consider any provisions of the Code applicable to employees to be applicable to themselves. 2Employees should be familiar with this Code; abide by and act in accordance with the principles and procedures described below, demonstrate the highest standards of business and professional integrity, and strive to avoid any appearance of impropriety.

This Code is not intended to cover all laws or policies, nor to address every ethical issue an employee may face in the workplace. Rather, it is a guide and resource that is intended to alert employees to significant legal and ethical issues that may arise. This Code is intended to encourage:

- Honest and ethical behavior, including fair dealing and ethically handling actual or apparent conflicts of interest;
- Full, fair, accurate, timely and understandable disclosure of information;
- comply with applicable governmental laws, rules and regulations;
- Promptly report any violations of policy, law or the Code internally;
- Accountability for compliance with the Code, including fair procedures for determining violations;
- Consistently implement the Code, including clear and objective compliance standards;
- Protect employees who report in good faith any suspected violation of the Code or questionable conduct;
- protect the Company's legitimate business interests, including its assets and corporate opportunities; and
- Maintain the confidentiality of information entrusted to employees by the Company and its customers.

Our industry, and our company, continue to undergo significant changes. Overall, these changes have made the way we do business more complex. Because of the need to continually re-evaluate and clarify our practices and procedures, the content of this Code may be reviewed and changed at any time with or without notice.

No guide can anticipate every potential situation. If you have any questions about the interpretation or application of this Code, it is your responsibility to consult with your supervisor/ manager, department head, Human Resources contact or the Chief Legal Officer, as provided in this Code.

² Nothing contained herein or elsewhere in these Guidelines is intended to, and shall not, constitute an offer of employment by the Company or the creation of an employment relationship or employment contract between the Company and any third party.

Our Commitment

The Company has six key relationships in its business. These relationships involve customers, those we trade with, suppliers, colleagues, our investors and the communities where we operate. All employees participate in these key relationships in some way. The following commitments are an ideal vision for shaping these relationships:

- For our clients, we will be attentive and work hard to maximize the quality and value of our services while maintaining Highest ethical standards.
- We will treat those with whom we do business with fairness, honesty and integrity.
- With our suppliers, we will emphasize fair competition and maintaining long-term relationships.
- We will treat our colleagues with respect and dignity.
- For our investors, we will pursue growth and profitability objectives while always keeping ethical standards at the forefront of our activities.
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- We will act ethically and morally as a responsible corporate citizen to our communities and society at large.

The above commitments should not be viewed as an exhaustive list but rather as guidelines. In the spirit of these ideals, the Company expects all persons acting within or on behalf of the Company to act with integrity, respect, professionalism, sound business judgment and ethics.

Implementation of the Guidelines

In accordance with the requirements of the U.S. Securities and Exchange Commission and the Nasdaq Stock Market regarding limited liability companies, the Advantage Solutions Inc. Board of Directors has adopted this Code of Business Conduct and Ethics.

This Code sets forth certain basic principles, policies and procedures that Company employees shall follow in conducting Company business. It is not intended to, and does not, create any rights for any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. The Company believes that this Code is robust and covers most situations that may arise. This Code is not a contract. This Code does not convey any specific employment rights nor does it guarantee employment for any specific period of time.

The Company's Board of Directors and the Audit Committee of the Parent Company's Board of Directors (the "Audit Committee") have authorized the Company's Chief Legal Officer to review and maintain this Code, assist management in implementing the ethical standards reflected in this Code, and monitor the effectiveness of this Code. The Company's Chief Legal Officer and/or his/her designee is responsible for applying this Code to specific situations where questions may arise and has the authority to interpret this Code in any particular case. The Audit Committee may also oversee the determination of appropriate disciplinary action, if any, for violations of this Code. Such disciplinary action may include, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution.

Any questions regarding how this Code should be interpreted or applied should be directed to the Company's Chief Legal Officer or the Audit Committee.

Compliance standards; obligation to report violations

Each employee must fully comply with all applicable laws, rules and regulations, as well as this Code, at all times. Any failure to comply with this standard may result in disciplinary action, including reprimand, termination for cause, and possible civil and criminal prosecution.

Any employee who becomes aware of an actual or potential violation of applicable laws, rules and regulations or this Code, or any other unethical conduct by any director, officer, employee or any person purporting to act on behalf of the Company, should promptly report such concern. Reports may be made anonymously. If requested, they will be kept confidential, subject to applicable laws, regulations and legal procedures set forth in the "Reporting; Anonymous Hotline" section below. Failure to do so constitutes a violation of this Code. In order to encourage employees to report any violations, the Company does not permit retaliation for reports made in good faith.

The Company recognizes the importance of establishing and maintaining open channels of communication for all employees. The Company has designated dedicated personnel to assist employees with ethical and conduct issues. Employees who require assistance or information regarding this Code are encouraged to discuss this with their immediate supervisor. If there is reason to believe that a discussion with an immediate supervisor would be inappropriate, employees should seek assistance from a member of their management team, their Human Resources contact, or the Company's Ethics Hotline. We will respond to your inquiries with courtesy and discretion. In order to encourage employees to report any and all violations, the Company will not tolerate threats or retaliation against employees who use the recommended communication channels as outlined in the Company's Open Door Policy. The Company's Open Door Policy can be found in the Employee Handbook.

Report; Anonymous Hotline

The Company is proud to maintain a strong Open Door policy, which is described in the Company's Policies and Procedures and further described in the Employee Handbook, the Company-specific Ethics Hotline home page, our internal website, and the official website for Service Provider Ethics Complaints:

www.adv.ethicspoint.com. Employees may report workplace concerns through the "Reporting Channels" suggested by the Company's Open Door Policy listed below. While employees may use any of the reporting channels listed below to report concerns, including concerns about behavior that may conflict with ethical or

legal obligations or Company policies (including the Code), we encourage employees to first use the first reporting channel listed below (because first-line supervisors and/or upper-level managers may be best suited to assist and support employees in resolving their concerns; and are better suited to address certain

types of concerns effectively and expeditiously). If employees are not comfortable using a particular reporting channel, or feel that their concern has not been

adequately addressed after raising it through a previous reporting channel, they may use an alternative channel or escalate their concern through an alternative channel. Reporting Channels

- Speak directly to your supervisor/manager
- Contact your department head
- Contact your Human Resources contact
- Contact the Chief Legal Officer:

officeofclo@youradv.com

(1) 949-794-2204

- Report concerns to the company's Ethics Hotline:

www.adv.ethicspoint.com

4001203540

The Ethics Hotline is the Company's ethics and compliance reporting hotline, which may be used anonymously. It is operated by an independent third-party vendor and is accessible 24 hours a day, 7 days a week, 365 days a year, worldwide, via a website or toll-free telephone number. Depending on the subject matter, reports will be investigated by subject matter experts inside or outside the Company under the direction of the Chief People Officer and/or Chief Legal Officer (and, to be clear, not by the third party operating the Hotline), unless the Chief People Officer or Chief Legal Officer is the subject of the allegation, in which case the report will be investigated by another appropriate member of the Company's management or an external third party. The policies and procedures for receiving and investigating such reports are overseen by the Audit Committee. Depending on the significance and nature of such investigations, the Audit Committee may also oversee the determination of appropriate disciplinary action, if any. Such disciplinary action may include, but is not limited to, reprimand, termination for cause, and possible civil and criminal prosecution.

Information will be disclosed only when necessary for legitimate business purposes and will be kept confidential to the extent possible. Employees who choose to report anonymously using the Ethics Hotline will be provided with a password or other anonymous identifier and will be asked to periodically access their report using a confidential identifier to answer follow-up questions and assist the Company in reviewing and resolving (as appropriate) the reported concern. The advantage of direct, interactive communication is that it enables the Company to gather additional relevant information that may assist in resolving the concern. With respect to concerns reported to the Company through any reporting channel, the Company will, if requested, take reasonable steps to protect the confidentiality and anonymity of employees to the extent possible. However, despite the Company's obligation to investigate and implement remedial actions, the Company cannot guarantee confidentiality.

The Company will not retaliate or permit retaliation against an employee who reports any concern to the Company in good faith, even if the report does not reveal a violation or other issue that needs to be addressed. However, an employee who knowingly reports inaccurate or dishonest information, fails to cooperate with an investigation, or threatens or intimidates others to influence their participation in an investigation may be subject to disciplinary action, up to and including termination of employment. Employees are expected to cooperate by: (i) responding promptly to investigations conducted by or on behalf of the Company; (ii) providing honest and complete information in response to questions or information; and (iii) providing honest and complete information in response to a question or complaint.

For the avoidance of doubt, employees are required only to provide truthful and accurate information during any such inquiry or investigation.

Accounting and Financial Practices; Accounting Complaints

The Audit Committee has adopted the following specific policies and procedures to govern the Company's accounting, internal controls, auditing and other financial practices.

policy

All financial books, records and accounts must accurately reflect transactions and events and conform to Generally Accepted Accounting Principles ("GAAP") and the Company's system of internal controls. Accurate and reliable Company accounts and records must be maintained at all times. All payments of money, transfers of property, rendering of services and other transactions must be fully and in detail reflected in the Company's appropriate accounting and other business records. Except for petty cash payments, the Company may not make any payments in cash nor accept cash payments from any client, customer or supplier.

No records may be made that intentionally conceal or disguise the true nature of a transaction. Employees are obligated to comply not only with Company policies, but also with the laws, rules and regulations that govern our financial accounting and reporting.

No unrecorded funds, reserves, assets or special accounts shall be established or maintained for any purpose. No false or fictitious entries shall be made in the books, records, accounts or Company communications for any reason. No payments or transfers of funds or assets (such as tangible or intangible premium) shall be made except for the purposes described in the supporting documents and specifically authorized by the Company and the Client. No Company documents or records shall be destroyed or erased by shredding or other means except in accordance with the Company's record retention policy.

Business expenses reasonably incurred in the course of performing Company business must be recorded promptly, accurately and completely on expense reports. When submitting expense reports, employees must distinguish between personal and business travel expenses, business meeting expenses and business entertainment expenses.

Therefore, employees should be as clear, concise, truthful and accurate as possible when recording any information. Employees should fully disclose all relevant information and fully cooperate with internal or external auditors, the company's outside legal counsel or the Chief Legal Officer during the course of a compliance audit or investigation. Any fraud related to accounting or financial liability related to financial disclosure or reporting, whether material or not, must be reported immediately to the Audit Committee or the Chief Legal Officer. These issues will be reported to the Audit Committee in accordance with company policies, procedures, legal requirements and stock exchange listing standards.

Accounting Complaints

It is the Company's policy to handle complaints regarding accounting, internal accounting controls, auditing matters or questionable financial practices ("Accounting Complaints") seriously and promptly. As described in the "WhistleBlowing: Anonymous Hotline" section below, employees have the opportunity to submit confidential, anonymous Accounting Complaints to the Audit Committee for review, including, but not limited to, the following:

- Investor fraud, securities fraud, mail fraud, wire fraud, bank fraud, or filing a complaint with the U.S. Securities and Exchange Commission
Make false statements to the Securities and Exchange Commission (SEC), other government agencies, the investing public, or persons outside the Company;
- Violation of the rules and regulations of the SEC or any other regulations applicable to the Company relating to financial accounting, maintenance of financial books and records, Laws relating to internal accounting controls and financial statement review or audit matters;
- In the preparation, evaluation, review or audit of any financial statements of the Company (including all parent and subsidiary entities);
deliberate error or fraud in calculation; and
- material deficiencies or intentional breaches of the Company's internal accounting controls;
- false statements or misrepresentations regarding matters in the Company's financial records, financial reports or audit reports; and
- Failure to fully and fairly report the Company's financial results or condition.

Accounting Complaint Report

Employees are encouraged to submit accounting complaints and any other concerns regarding questionable accounting or auditing matters directly to the Chief Legal Officer or the Company's Ethics Hotline.

- Contact the Chief Legal Officer:

GeneralCounsel@youradv.net

(1) 949-794-2204

- Report concerns to the company's Ethics Hotline:

www.adv.ethicspoint.com

4001203540

The Chief Legal Officer and the Chief People Officer will review all complaints made to the Company's Ethics Hotline to determine whether the complaint constitutes an Accounting Complaint (unless the complaint is made against the Chief Legal Officer or the Chief People Officer, in which case the report will be reviewed by another appropriate member of the Company's management or an outside third party). Under the oversight of the Audit Committee, the Chief Legal Officer may establish policies or internal guidance that further defines and distinguishes Accounting Complaints from other complaints that the Company may receive. The Chief Legal Officer (or, if the Chief Legal Officer recuses himself, another appropriate member of the Company's management) will promptly forward any Accounting Complaint received to the Chair of the Audit Committee or a member of the Audit Committee designated for that purpose. The Chief Legal Officer (or, if the Chief Legal Officer recuses himself, another appropriate member of the Company's management) will also forward the complaint to the Chief Executive Officer, the Chief Financial Officer and the Chief People Officer, unless the complaint involves one of those officers. Upon the employee's request, the Company will protect the confidentiality and anonymity of employees who file Accounting Complaints to the extent possible while ensuring that an adequate review and investigation can be conducted.

Employees who submit accounting complaints do not need to provide their names or other personally identifiable information. As described in the "Reporting: Anonymous Hotline" section, the Company has contracted with an independent third-party provider to provide employees with a way to submit anonymous and confidential accounting complaints. However, we encourage employees to provide as much detail as possible to help further a thorough and effective investigation.

All employees are required to forward any third-party complaints received regarding accounting, internal accounting controls or auditing matters to the Chairman of the Audit Committee and/or the Chief Legal Officer. Clients, customers, suppliers and other third parties external to the Company also have the opportunity to submit accounting complaints directly. The Company has no obligation to maintain the confidentiality or anonymity of non-employee submissions of accounting complaints. As with any report made under this Code or the exercise of any other right under applicable law or Company policy, the Company prohibits and will not tolerate any retaliation against an employee for submitting an accounting complaint in good faith.

The Audit Committee shall

establish, review and oversee the maintenance of procedures relating to accounting complaints and may direct the Chief Legal Officer or other personnel the Audit Committee deems appropriate to assist in such review, oversight and maintenance. The Audit Committee may designate the Chief Legal Officer or other legal counsel to review and/or investigate any accounting complaint and report to the Audit Committee and may obtain assistance from other employees, outside legal counsel, consultants, experts or other third-party service providers as appropriate or necessary. The Audit Committee or its designee will determine whether members of management, outside auditors, legal counsel or other third parties may participate in such review.

If the Audit Committee deems it necessary, the Company shall provide appropriate funds, as determined by the Audit Committee, to obtain and pay for additional resources that may be necessary to conduct the investigation, including, but not limited to, outside legal counsel, accountants or investigators.

The Audit Committee shall report to the full Board of Directors all confirmed violations of accounting or financial policies arising from accounting complaints and other significant issues relating to the Company's accounting and financial practices, including any disciplinary or corrective actions recommended or directed by the Audit Committee.

The audit committee should continually evaluate the effectiveness of the company's procedures for receiving, analyzing, and investigating accounting complaints and should improve and modify those procedures as necessary.

All reports and records related to Accounting Complaints shall be considered confidential information of the Company. Access to such materials shall be limited to members of the Audit Committee, members of the Board of Directors, Company Legal Counsel, and other persons involved in the review and investigation of Accounting Complaints pursuant to these Procedures, except that the Audit Committee may, in its sole discretion, grant access to such materials to third parties, such as the Company's external auditors, and such materials will not be shared with any member of management who is the subject of the report. Accounting Complaints and any resulting investigations, reports, and remedial actions will generally not be disclosed to the public unless required by applicable law or regulation. The Company shall retain all documents and materials related to any Accounting Complaint in accordance with the Company's Records Retention Policy.

Records Management and Retention

The Legal Department is responsible for developing, managing and coordinating the company's records management and retention program throughout the company and issuing retention guidelines for specific types of documents. All records, including but not limited to accounting and financial records, must be retained in accordance with applicable laws, regulations and contractual requirements, as well as prudent business practices. Employees can find specific information about record retention on the Legal Department's intranet homepage.

Public Disclosure

Information the Company disseminates publicly, including all reports and documents filed or furnished to the Securities and Exchange Commission, must be full, fair, accurate, timely and understandable.

To ensure that the Company meets this standard, all employees (to the extent they participate in the Company's disclosure process) are required to be familiar with the Company's applicable disclosure requirements, processes and procedures appropriate to their responsibilities. Employees are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit material facts about the Company to others, including the Company's independent auditors, government regulators and self-regulatory bodies.

insider trading

Employees who possess material undisclosed information about the company or a business with which the company has business dealings must refrain from trading or advising others to trade in the securities of the relevant company from the date of obtaining such inside information until the information is fully disclosed to the public. Material information refers to important information that is expected to affect investors' judgment on whether to buy, sell or hold the relevant securities. Examples of material undisclosed information include, but are not limited to:

- unannounced mergers or acquisitions;
- pending or potential litigation;
- advance notice of senior management changes;
- undisclosed financial results;
- unannounced stock splits; and
- the development of significant new business or the loss of significant existing business.

Using non-public information for personal financial gain or disclosing such information to others (including, but not limited to, family members or friends) and having them make investment decisions based on this information is not only unethical, but also illegal. Insider trading and tipping are not only violations of our Code of Conduct and Company policies, but are also serious violations of U.S. securities laws. Any such violation will subject the individual concerned to immediate termination of employment (or termination of the relationship if it is a third party not employed by the Company), as well as possible civil and criminal prosecution.

Comply with the Law; No Bribery

The Company is obligated to comply with all applicable laws, rules and regulations in the jurisdictions in which the Company conducts business. Each employee is responsible for complying with the standards and restrictions imposed by these laws, rules and regulations in the performance of their respective duties for the Company. If a local law, custom or practice conflicts with our Code or Company policy, please contact the Chief Legal Officer. In such circumstances, employees must always comply with the most stringent law, custom or practice.

Anti-bribery laws

Anti-bribery laws apply to all of the Company's business activities worldwide. Employees must comply with U.S. laws, statutes, rules and regulatory orders, including the U.S.

Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act 2010. These

The law makes it a crime to bribe government officials and others, and applies wherever the company does business.

The FCPA strictly prohibits giving anything of value, directly or indirectly, to a foreign government official or foreign political candidate for the purpose of obtaining or retaining business. Illegal payments to government officials of any country are strictly prohibited. In addition, promising, offering, or delivering a gift, favor, or other gratuity to a U.S. government official or employee in violation of this provision is not only a violation of company policy, it may also be a criminal offense. State and local governments, as well as foreign governments, have similar anti-bribery statutes.

Commercial bribery between members of the private sector is also prohibited by the UK Bribery Act 2010. Therefore, whether it is paid to a government official or a private person, commercial bribery is strictly prohibited.

To ensure compliance with anti-bribery laws, you may not offer or request payments, meals, gifts or entertainment to any government official without first reading, understanding and complying with all applicable local laws and this Code.

Conflict of Interest

The Company relies on its employees to perform their duties to the Company in good faith. All business judgments made by employees on behalf of the Company should be based on this trust and in the best interest of the Company. This policy is intended to provide guidance to help employees avoid situations in which personal activities appear or appear to conflict with their duties to the Company or the interests of the Company as a whole.

For example, a conflict of interest arises when an employee takes actions or has personal interests that could make it difficult for him or her to perform his or her respective Company duties objectively and effectively. A conflict of interest may also arise when an employee or an immediate family member receives an improper personal benefit as a result of his or her position with the Company.

Conflicts of interest may also arise indirectly, for example, when an employee or an immediate family member³ is also an executive, a major shareholder or has a significant interest in a company or organization that does business or competes with the Company, or receives an improper personal benefit as a result of their position with the Company.

Each employee has an obligation to conduct Company business in an honest and ethical manner, including ethically handling actual or apparent conflicts of interest between personal and professional relationships.

While this Code does not attempt to describe every conflict of interest that may occur, the following are examples of common conflicts that employees must avoid:

- Employees shall not engage in any conduct or activity that is inconsistent with the best interests of the Company or that disrupts or damages the Company's relationship with any person or entity.
 - Employees shall not accept compensation for services provided to the Company from any source other than the Company in any way.
 - Employees shall not hold a management or other full-time position in any company or business that competes directly or indirectly with the Company, nor
 - Any situation that involves or reasonably might appear to involve a conflict of interest with the Company should be promptly disclosed to the Company's Chief Legal Officer.

Employees who wish to engage in part-time, non-management level employment with any business or entity that does business or competes with the Company must obtain approval of any such working relationship from their department leader prior to accepting outside employment.

³ SEC Regulation SK Section 404(a) defines "immediate family" as a person's child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, uncle, sister-in-law, or any person with whom the person shares the same household (other than a tenant or employee).

Confidential Information

In the course of conducting Company business, employees may become aware of confidential or proprietary information about the Company and its clients, customers, distributors, suppliers or joint venture partners. Confidential or proprietary information includes all non-public information about the Company or other companies that, if disclosed, could harm the company in question or benefit a competitor. Such information includes financial results or prospects, information provided by third parties, trade secrets, new product or marketing plans, research and development ideas, manufacturing processes, potential acquisitions or investments, or any information that could be useful to competitors or harmful to us and our customers.

All materials and information obtained or developed by employees in the course of their work assignments, either individually or in conjunction with other employees, are Company property and are subject to this Code and other legal and contractual restrictions.

Employees must maintain the confidentiality of all information entrusted to them, unless disclosure is authorized or required by law. Employees must protect confidential information by keeping it secure, limiting access to confidential information to those who need to know it for their job, and avoiding discussing confidential information in public places such as airplanes, elevators, restaurants, and on mobile phones.

This prohibition includes, but is not limited to, inquiries from the media, analysts, investors or others. Employees are also prohibited from using this information for personal gain. The obligation to maintain confidential company information continues after leaving the company, as detailed in the confidentiality agreement signed by each employee.

Nothing in this Code shall constitute a prohibition against non-managerial employees from engaging in conduct protected by the National Labor Relations Act, such as taking action with or on behalf of other employees to improve terms and conditions of employment. In addition, nothing in this Code shall prohibit an individual from reporting, cooperating with, or disclosing in good faith to government authorities or an employee's attorney any confidential information lawfully obtained, or testifying in a legal proceeding involving an alleged violation of law; or making any other disclosure protected or required by law.

Asset Protection

The Company's ability to deliver on its promises to clients, customers, suppliers, employees, investors and the community depends on the efficient use of resources and assets – including technology, data (i.e., information), buildings, land, equipment, funds, and the time and talents of its employees. No employee should participate in, assist or, by inaction, condone the misuse of Company assets.

The core competency of the firm is our ability to represent our clients. In the process of representing our clients, our clients (and sometimes our customers) entrust us with their money, information, and other assets. Therefore, all standards related to the protection of firm assets also apply to the assets entrusted to us by others.

Client funds are an example of a situation that requires special attention. All client funds and other property should be used solely for the benefit of that client. All expenditures must be legal and in accordance with instructions provided by the client and the Company's accounting policies and procedures. Transactions involving client funds or accounts, including purchases and allocations of premiums, must be clearly authorized and properly and promptly recorded.

Reselling a customer's products is also a form of misappropriation of customer assets. Reselling occurs when a company distributes a product outside of its intended market or sells it to customers other than those for which it was intended, in violation of a contract, law or regulation. The company prohibits knowingly engaging in transactions that facilitate or result in illegal reselling. If an employee has any questions or concerns about the reselling of a product, they should direct them to their immediate supervisor, a member of their management team, their Human Resources contact, the Chief Legal Officer or the Company's Ethics Hotline.

Another key factor in our success as a company is our ability to develop and increasingly use state-of-the-art technologies in our daily operations. Failure to maintain control of technological advances could cause us irreparable harm. As employees, we all have a responsibility to protect our technology from unauthorized disclosure. This applies to technology we develop or purchase, as well as technology entrusted to us by clients, customers or suppliers.

When people think of property that needs to be protected, intangible assets—such as information—are not often what comes to mind. Yet, failure to protect information can have disastrous consequences. The unauthorized possession, use, modification, destruction or disclosure of confidential information (such as business strategies, unannounced new products, marketing strategies, research results, financial projections, customer lists or employee information) is strictly prohibited, whether it is Company information or information entrusted to us by our clients, customers or suppliers. Confidential information may not be provided or disclosed to any non-Company employee or employee who does not need such information without proper authorization. In addition, confidential information may not be used by employees for their own personal

or for the personal interests of other individuals associated with the employee (for example, such information may not be used to buy or sell stock or other securities of any company). These restrictions apply regardless of whether the information is in written form, electronic form or known only to our employees.

Unintentional disclosure of confidential information can be just as harmful as intentional disclosure. Even when you are with other colleagues, do not discuss confidential information in the presence of unauthorized persons – for example, at a reception at a trade show, or in a public area such as an airplane. The same applies to discussions with family or friends, who may accidentally or unwittingly pass the information on to others.

Other examples of prohibited uses of assets include unauthorized use and misrepresentation of the Company's logos, nameplates and proprietary information or materials or that of its clients, customers or other business partners. In addition, the possession, possession or personal use of technology, software, computers, communications and copying equipment or office supplies must be in accordance with Company policies and procedures.

Competition and other laws

The purpose of competition law (also called antitrust law, antitrust law, fair trade law, or cartel law) is to prevent interference with the operation of the competitive market system.

Under these laws, companies are prohibited from entering into agreements or arrangements with other companies, no matter how informal, that unlawfully restrict the operation of the competitive system. A good example of such a prohibited agreement is an agreement between competitors to charge the same price for products or to boycott customers.

Companies can also violate competition laws without acting in concert with other companies, for example by taking actions that unlawfully restrict the competitive process – particularly in the area of pricing. In this context, "pricing" covers all relevant terms of sale, including advertising, promotions, product presentation and other forms of offers, services or facilities offered directly or indirectly to customers. Generally, all such terms must be extended in equal proportion to all competing customers (whether direct or indirectly through distributors). All employees responsible for participating in pricing and other customer-related decisions should be generally familiar with the principles and objectives of competition laws and avoid any activities that could give rise to violations.

The Company may also violate the law when engaging in competitive intelligence activities. When gathering data about competitors, we should use all legal resources but avoid actions that are illegal, unethical, or that could embarrass the Company. We should not accept proprietary information of others, directly or indirectly, from any source if we have reason to suspect that the release, use, or disclosure of such information is unauthorized.

Competition law provisions apply to both formal and informal activities and communications. Employees who participate in trade association activities or other situations that allow for informal communications between competitors, clients, customers or suppliers must be particularly alert to the requirements of the law.

Competition laws are extremely complex and often unclear when applied to specific conduct. To avoid violations, companies must consider the purpose of a particular action, its impact on competitors and competition, its business rationale, and other factors to ensure that the action will not unlawfully affect competition. This complexity obviously makes it difficult to determine the scope of legally acceptable activities. Therefore, any questions or concerns that employees have about competition activities must be discussed and resolved with the company's legal department.

The Company is also subject to numerous other laws, rules and regulations, many of which are discussed in the Company's policies and procedures. These include, but are not limited to, laws regarding consumer protection and advertising, employment discrimination and reasonable accommodation, immigration, import and export controls, sexual and other unlawful harassment, wage and hour laws, intellectual property infringement, product safety and recalls, privacy and identity theft, workplace safety and security, and more. Company employees are required to comply with all applicable laws, rules and regulations in all activities performed on behalf of the Company or during their employment with the Company. Any suspected failure to comply with applicable laws, rules and regulations is a violation of this Code and must be reported in the form set forth herein.

Political donations

Employees may participate in political activities in their personal capacity and on their own time. However, employees must make every effort to ensure that they do not give the appearance of speaking or acting on behalf of the Company in political matters.

Employees may not donate Company or client funds or services to any political party, committee, or candidate or incumbent for any governmental office unless such donation is expressly permitted by law and has been approved in writing by the appropriately authorized representative of the client, the Company's Chief Financial Officer, and the Chief Legal Officer. This prohibition covers not only direct contributions, but also indirect funding or support of candidates or political parties through the purchase of tickets to special dinners or other fundraising events, and the provision of any other goods, services, or equipment to a political party or committee.

If an employee of the Company is required by his or her position to engage in personal contact with government entities and officials on behalf of the Company, the employee should be aware of and understand all relevant regulations that apply to such contact. Contacts with government entities and officials may sometimes be considered lobbying activities. Such activities are regulated at both the state and federal levels.

No pressure in any form, directly or indirectly, may be exerted on employees to make any political contribution or to participate in supporting any political party or candidate.

Safe and Professional Work Environment; No Harassment

All employees of the Company must strive to maintain a safe and healthy work environment. This means that employees must follow all safety rules and procedures, pay attention to posted safety-related signs, and use required safety equipment. Employees should immediately report any unsafe conditions or activities. The Company is an equal employment opportunity employer and will not tolerate any form of unlawful discrimination or harassment. All employees of the Company should be able to work in an environment that is free from discrimination and harassment. To this end, the Company is committed to providing a work environment that is free from discrimination and harassment on all legally protected categories (including, but not limited to, race, sex, age, religion, color, national origin, ancestry, sexual orientation, gender identity or expression, marital status, veteran status, genetic information, and disability) and legally protected activities (including, but not limited to, reporting illegal conduct and exercising one's legal rights); and all employees are responsible for complying with these requirements. In order to fulfill this commitment, our personnel actions (including recruiting, hiring, compensation, evaluations, transfers, promotions, corrective actions, disciplinary measures, terminations, and layoffs) must not only comply with the non-discrimination requirements of the laws and policies that govern our workplace; but we must also encourage employees to safely raise concerns and point out any circumstances that do not meet these expectations.

The Company expects all employees to treat each other, the Company's clients, customers and other business partners with dignity and respect; similarly, we expect the same from our business partners when treating our employees. Concerns regarding any such improper treatment should be raised freely through the appropriate reporting channels described elsewhere in this Code.

Please refer to the Company's policies and procedures, including the Employee Handbook, for additional guidance on maintaining a safe, productive and professional work environment.

environment

The Company is committed to managing and operating its assets in a manner that protects human health and safety and the environment. It is our policy to comply with both the letter and the spirit of applicable health, safety and environmental laws and regulations and to strive to establish a cooperative relationship with government inspection and enforcement officials. The Company encourages resource conservation, recycling and energy use programs that promote clean air and water, reduce landfill waste and replenish the earth's natural resources. Employees are encouraged to report conditions that they believe are unsafe, unhealthy or harmful to the environment.

Waivers and Amendments to this Code

The Company's Board of Directors is responsible for approving and issuing this Code. The Chief Legal Officer and the Audit Committee review this Code regularly and submit it to the Board of Directors. Any substantial changes to this Code must be approved by the Board of Directors.

Employees or their immediate family members are strongly encouraged to obtain a written waiver from the Chief Legal Officer or the Audit Committee before engaging in any activity prohibited by this Code.

A director or officer, or an immediate family member of the director or officer, must obtain a written waiver from a disinterested member of the board of directors before engaging in any activity prohibited by this Code. This waiver and the reasons for granting it must be disclosed to the company's stockholders.