

**GENERAL POLICIES****CP-101 ETHICAL CONDUCT POLICY**

DATE: The date when this policy is posted to the online Company Policy Manual and communicated to all business lines: **December 16, 2011**

**SUPERSEDES
POLICY DATED:** January 1999; updated January 2002; updated December 2006; updated July 2008

SECTION: CP-100 General Policies

TOPIC TITLE: Legal and Ethical Conduct

POLICY OWNER: General Counsel

PURPOSE: The Company expects every employee to conduct business in accordance with the highest legal and ethical standards, in accordance with the Group Ethical Principles and the Group Statement of Business Integrity.

SCOPE: All employees of the Company. This policy is subject to all terms and conditions of the Company Policy Manual.

POLICY: The Company will conduct its business in accordance with uncompromising ethical standards. Employees should never trade adherence to such standards in favor of financial or other business objectives. High ethical standards are necessary to maintain a competitive advantage, to ensure the pride and confidence of Company employees, and to provide quality products and services to customers and clients.

The Company expects every employee to adhere to the highest ethical standards and to promote ethical behavior. Employees should not engage in unethical activities by seeking loopholes, shortcuts or technicalities, and should reject the notion that unethical behavior is acceptable because "everyone is doing it." Every action should be judged by considering whether it is legal, fair to all concerned, and would withstand the scrutiny of outsiders. Employees whose behavior is found to violate ethical standards will be subject to constructive counseling action including, where appropriate, termination. The Company will not tolerate willful violations of this policy.

In order for the Company to conduct its business in accordance with the highest ethical standards, every Company employee will do at least the following:

Obey all relevant laws, regulations and Company policies – Obey all relevant laws, regulations and Company policies including but not limited to those policies

provided in the Company Policy Manual and categorized as follows: Introduction, General Policies, Employee Relations, Employment, Federal and Employment Laws, Compensation, Benefits and Finance. While the Company does not expect its employees to be experts in legal matters, it holds each employee accountable for being familiar with the laws governing his or her areas of responsibility. Employees should seek advice from the Law Department whenever they have a question concerning the application of the law.

Treat employees fairly, with dignity and with respect – All employees are entitled to work in an environment free of harassment and to be treated with honesty, fairness, dignity and respect. The Company is committed to the principles and procedures set forth in its Promise of Respect and Fair Treatment policy (CP-205).

The Company also is committed to providing equal employment opportunities (CP-202) and believes that the promotion of workforce diversity (CP-204) is an important objective in its own right, is a source of competitive advantage, and is consistent with equal employment opportunity laws.

Report financial condition and results of operations fairly and honestly – Employees should keep the Company's books and records in accordance with generally accepted accounting principles and established finance and accounting policies. Accrual and reserve entries and the capitalization of costs are for legitimate business purposes only. Employees should seek advice from the Finance Department regarding the application of accounting principles and policies. All employees will cooperate fully with internal and outside auditors during their examinations of the Company's books, records and operations.

Deal honestly and fairly with clients, customers, suppliers and financial partners – The long-term success of the Company depends upon establishing mutually beneficial relationships. The Company will honor the terms of contracts with clients, customers, suppliers and financial partners. It also will uphold the spirit of all business arrangements. Our expectations of those with whom we conduct business are formalized in our Supplier Code of Conduct.

Avoid conflicts of interest – Employees should avoid conduct which presents an actual or potential conflict of interest (CP-216, CP-132). An actual or potential conflict of interest occurs when an employee is in a position to influence a decision that may result in a personal gain for that employee, relative, or another with whom the employee has a personal relationship (as such terms are defined in CP-100) as a result of the Company's business dealings.

An employee having any interest, direct or indirect (other than an interest of 5% or less in a publicly held company), in any supplier, customer, competitor or franchisee of the Company, should make prompt disclosure to the Company and obtain approval from the appropriate authority to continue the relationship.

If an employee has any influence on transactions involving purchases, contracts, or leases with any entity with which that employee (or relative or another with whom the employee has a personal relationship) has an interest or potential for personal gain, he or she must disclose to Company management, as soon as possible, the existence of any actual or potential conflict of interest so safeguards can be established to protect all parties.

Management employees should not offer their skills or services to competitors, engage in activities with outside businesses which sell goods or services to the Company or in competition with the Company, or employ a relative in direct supervisory-subordinate relationships (CP-303).

Avoid the improper giving and receiving of gifts – The exchange of gifts with customers and representatives of clients and suppliers is a normal and acceptable business practice. However, giving or receiving gifts of significant value could compromise the objectivity of an employee and create the appearance of a possible impropriety. Accordingly, employees must disclose gifts received in excess of \$100 (retail value) to the employee's supervisor. The Company will determine whether the gift should be accepted, turned over to the Company, or returned. Business entertainment in which the Company employee is not present is considered a gift and subject to this \$100 limit. Gifts of perishable items with little or no intrinsic value (e.g., flowers and fruit baskets) or commemorative items (e.g., plaques and framed photographs) are not subject to this \$100 limit.

When a Company employee intends to give a gift exceeding \$100 (retail value) to any person representing a company with which the Company does business, the employee must receive approval from his or her supervisor. Employees may not provide gifts or entertainment for federal, state or local government officials unless done in accordance with the Company policy regarding Conducting Business with Government Officials (CP-104). At all times, business entertainment should be lawful and appropriate, and within acceptable boundaries of good taste and business purpose.

Safeguard the Company's assets – Personal use of supplies, equipment or premises belonging to the Company or its clients is prohibited, unless prior permission is received from a supervisor and adequate compensation is arranged, and, if applicable, prior client approval is obtained. Every employee is responsible for safeguarding Company assets under the employee's control. This includes all forms of technology provided by the Company, which should be used for business purposes only (CP-113-1).

Protect Confidential and Proprietary Information – Employees must keep confidential information about the Company, its clients, customers, suppliers, vendors and others with whom we conduct business confidential. Employees should share confidential information only with those within the Company who have a clear need to know, and employees should not divulge confidential information to individuals outside the Company. Confidential information includes but is not limited to Company confidential information like proprietary information, and customer and employee

personal information. Employees must protect proprietary information including but not limited to Company trade secrets (CP-110).

Protect the Company's reputation – Certain types of off-duty conduct may interfere with the Company's legitimate business interests. Employees are expected to conduct their personal affairs in a manner which does not adversely affect the Company's integrity, reputation or credibility.

Separate personal political activities from the Company's business – The Company encourages individual participation by employees in the political process. This includes service on governmental bodies and participation in partisan political activities. However, such activities should not be carried on in a way which interferes with the employee's job responsibilities. Employees should not make political contributions using Company funds, or take public positions on behalf of the Company without first obtaining approval from the Company's Government Affairs group or the Law Department.

Report observed violations of standards – The integrity of the organization is diminished whenever these standards are violated. The Company expects employees to report any actual or perceived violation of any Company policy including this one. Employees can report any actual or perceived ethical violations to their immediate supervisor, Human Resources representative, the Law Department, the Corporate Compliance Audit Department, the Corporate Security Department, the Office of Ethics and Compliance, or the Business Abuse "hotline" system maintained by the Company. Any such reports made directly to any member of the President's Committee or any member of the Group's Executive Committee specific to the operations in the United States, Canada or Mexico should be forwarded to the Office of Ethics and Compliance. All reports will be investigated promptly by the appropriate Company departments.

The Company will not tolerate retaliation in any form against any person who, in good faith, raises a complaint or reports a concern of wrongdoing or who participates in an investigation or otherwise provides assistance in an investigation or the Company's follow-up to a complaint or concern raised.

Every employee is expected to cooperate fully, promptly and truthfully in internal investigations. This expectation includes but is not limited to responding to requests for information, participating in investigatory interviews, and making full, complete and truthful disclosures.

Certifications regarding compliance with these standards and our Company policies will be obtained on an annual basis from a broad range of management employees. Participation in the annual ethical conduct survey questionnaire when asked to do so is mandatory.

Employees who fail to comply with this policy may be subject to constructive counseling (as more fully described in CP-220) up to and including termination of employment.

RESPONSIBILITIES:

- Employee:** Employees are required to be familiar with and comply with this policy. The Company expects employees to report any possible or actual violations of this policy in a timely manner to one's supervisor or as otherwise provided in this policy.
- Management:** Managers are required to be familiar with and enforce this policy and to take appropriate action when violations of policy occur or are reported. Managers must forward any reported violations, or any violations about which they have knowledge in a timely manner to their supervisors or as otherwise provided in this policy. It also is the responsibility of Managers to ensure there are no retaliatory actions as a consequence of an employee reporting any possible violation of policy.
- Human Resources:** Human Resources representatives are responsible for being familiar with this policy in order to provide appropriate guidance on taking appropriate action when violations of policy are reported.
- INTERPRETATION:** The General Counsel retains the right to interpret, revise and/or amend this policy at any time, subject to CP-103 Policy on Policies. This policy is subject to review and approval by the Legal and Ethical Compliance Steering Committee.