



## ANCESTRY.COM OPERATIONS INC. CODE OF CONDUCT

*Effective October 1, 2018*

### GUIDING PRINCIPLES

At Ancestry, we empower journeys of personal discovery to enrich lives. The relationships we build with our customers, colleagues and partners are a privilege that we earn every day by acting honestly, ethically and with uncompromising integrity in everything we do. Our Code of Conduct (the "Code") applies to all employees, officers and directors worldwide. We designed the Code around a set of guiding principles. These principles are intended to help us comply with the applicable laws and regulations where we do business, and also to foster a culture of honesty and accountability.

While we have attempted to address a broad range of issues that may arise, no policy can address all situations. This Code, in combination with our Employee Handbook, serves as the foundation for our respectful, collaborative and customer-focused culture. In all cases, we expect Ancestry employees, officers, directors and business partners to exercise sound judgment and common sense to adhere to both the letter and the spirit of this Code. If you are ever in doubt about the right course of action to take, you should always feel free to seek guidance by contacting the Ancestry legal team at [compliance@ancestry.com](mailto:compliance@ancestry.com).

Nothing in this Code or any other Ancestry policy prohibits or is intended to discourage an individual from contacting, seeking resolution with, or participating in proceedings conducted by an appropriate federal, state, or local government agency with jurisdiction or authority to consider or investigate potential violations of law.

### FINANCIAL REPORTS AND OTHER RECORDS

**Guiding Principle: We maintain accurate and complete financial records.**

Maintaining accurate records is important. Not only is it required by law, but it allows us to measure the health and success of our business. Just like lying to your doctor about how often you go to the gym ultimately hurts your health, inaccurately recording financial information or other records hurts Ancestry, our shareholders and employees and is never allowed. All Ancestry communications, including SEC reports and press releases as well as communications with our independent auditors, governmental regulators and other regulatory organizations, must always be complete, accurate and free of known misrepresentations or omissions. If you are involved in any part of Ancestry's disclosure process – whether or not you are a member of the finance team - you are responsible for understanding the applicable disclosure requirements as well as Ancestry's business and financial operations.

Our books, records, accounts and financial statements must be maintained in reasonable detail, and reflect the matters to which they relate accurately, fairly and completely. To ensure our financial reporting is accurate and complete, you must promptly notify senior management of information that you believe may be material to the Company. All books, records, accounts and financial statements must conform both to applicable legal requirements and to our internal controls. False or misleading entries should never be made for any reason, and no disbursement of Company funds or other Company property may be made without adequate supporting documentation and authorization. You are responsible for ensuring that you are not knowingly a party to a false or misleading accounting entry.

## MAINTAINING A RESPECTFUL WORKPLACE

### **Guiding Principle: We treat each other with respect and dignity - always.**

Ancestry is dedicated to maintaining an environment in which everyone is treated with respect and dignity. Every individual has the right to work in a professional atmosphere that promotes equal employment opportunities and is free of discrimination and harassment. Ancestry will not tolerate discrimination or harassment of, or retaliation against, employees or others with whom we have a business or professional relationship.

Specifically, we prohibit discrimination against or harassment of any employee on the basis of age, race, color, religion, national origin, pregnancy, sex, sexual orientation, gender, gender identity, gender expression, disability, genetic information, military or veteran status, marital or civil partnership status or any other classification protected by applicable federal, state or local law. We also prohibit discrimination or harassment based upon a perception that anyone has a protected characteristic, or is associated with a person who has or is perceived as having any protected characteristic.

Anyone, including supervisors, managers, co-workers and contractors/third parties, who is found to have discriminated against, harassed, or retaliated against another colleague may be subject to discipline, up to and including termination.

We will not tolerate retaliation against anyone for making complaints in good faith or reporting any incidents of discrimination or harassment, for requesting reasonable accommodation based on religion or mental or physical disability, or for participating in any investigation of incidents of discrimination or harassment. Please see our Equal Employment Opportunity Policy, Anti-Harassment/Discrimination Policy and Anti-Retaliation Policy for more information. You may also make an anonymous report using our Whistleblower hotline at (888) 309-1743 or <https://ancestry.alertline.com>. Additional information about making anonymous reports is available in our Whistleblower Policy.

## INSIDER TRADING GUIDELINES

### **Guiding Principle: We do not take advantage of insider information.**

We want employees to understand how their work fits into the “big picture” at Ancestry. To do this we share information about our business, strategy and successes with our employees and trust you to keep this information confidential. Federal and state laws prohibit purchasing or selling securities while in possession of material, non-public information. To put it simply, "Material non-public information" is information that is not publicly available that a reasonable investor might consider important in deciding whether to buy or sell our stock. Individuals who violate the insider trading laws may face civil damages, as well as criminal fines and imprisonment. Ancestry may also face penalties for insider trading violations by its employees and other agents.

While Ancestry is still a private company, you may not sell any of the Company’s securities on secondary markets or in private transactions. Following an IPO, you are prohibited from buying or selling any of Ancestry’s securities when you are aware of material, non-public information. You are also prohibited from passing on such information to others who might trade based on that information (this is known as “tipping”).

In addition, while working at Ancestry you may learn material non-public information about other companies and the same restrictions on trading and tipping apply to those companies’ securities. Please see our Insider Trading Policy for more information about buying and selling Ancestry securities. If you have any questions please reach out to the legal department at [compliance@ancestry.com](mailto:compliance@ancestry.com).

## ANTI-CORRUPTION

### **Guiding Principle: We will not tolerate bribery or other improper inducements.**

As a general rule, you should never give any sort of gift to a government official without first contacting and receiving approval from the legal department. Antibribery laws are far-reaching and complex. These laws provide severe penalties for companies and individuals who offer or pay bribes to foreign officials, employees of state-owned companies and, in some cases, individuals in the private sector.

See Ancestry's Anti-Corruption Compliance Policy for more information on how to conduct business on behalf of the Company in foreign markets and with foreign governmental officials. If you have any questions about what is permitted you should reach out to the legal department for guidance.

Of course, you should also never give or accept a bribe or gift if it is intended to influence someone's behavior. While we intuitively understand that bribery is not acceptable, intent can be difficult to understand, and well-meaning gifts can sometimes create the appearance of improper influence. We have some specific guidelines around gifts and gratuities in the "Conflicts of Interests" section of the Code, and you can always reach out to the legal department with any questions.

## PROTECTION OF ASSETS, CONFIDENTIALITY AND COMMUNICATIONS

### **Guiding Principle: We protect Ancestry's assets and confidential information**

Protecting Ancestry's assets, including confidential information, trade secrets and intellectual property, is critical to our success, especially in the highly-competitive markets we serve. One of our greatest assets is the trust of our customers, which is why we must also protect the information we receive from them. If you suspect someone is engaging in fraud or theft you should report the matter immediately to your supervisor, a member of the management team or the Ancestry legal department for investigation.

As part of your job, you may learn confidential or proprietary information about Ancestry, its employees, customers, suppliers, or others. Improperly disclosing confidential or proprietary information can subject Ancestry to reputational harm, loss of important relationships and business opportunities and, in some cases criminal or civil liability. Confidential information should only be used for a legitimate business purposes, and you should only disclose confidential information to people who need to know the information, unless disclosure is otherwise authorized or legally required.

Only certain specified individuals are allowed to speak to members of the financial community, the press or any other outside organization about the Company's business. If you are contacted by a member of the press seeking information (even "off-the-record"), quotes or details about Ancestry, you should refer them to [mediainquiries@ancestry.com](mailto:mediainquiries@ancestry.com). More information is available in Ancestry's Procedures and Guidelines for Public Disclosures and Communications with the Investment Community.

We want employees to be excited about Ancestry and our products, and we know that may include sharing your excitement on social media. But remember, you should never share any confidential information about Ancestry or our business partners. If you are not authorized to speak on behalf of Ancestry, it's also important that you are transparent about the fact that you work for Ancestry and that the opinions you express are your own. And remember, the internet is forever, so keep your communications respectful and never post anything you would be embarrassed to see attributed to you or the Company. For more information on appropriate social media usage please see our Social Media Guidelines.

Finally, your obligation to protect confidential information does not end when you leave the Company. For more information, please refer to the Agreement to Protect Company Property regarding these and other confidentiality obligations.

## FAIR DEALING

**Guiding Principle: We strive to outperform the competition fairly and honestly.**

Ancestry has a history of succeeding through fair and honest business competition. We do not seek competitive advantages through illegal or unethical business practices. You must deal fairly with Ancestry's customers, service providers, suppliers, competitors and employees at all times and should never take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts or any other unfair dealing practice.

## CONFLICTS OF INTEREST

**Guiding Principle: We avoid situations that could result in a conflict of interest or the appearance of a conflict.**

A conflict of interest is any activity or position that is inconsistent with the best interests of Ancestry and its shareholders. If a situation arises in which you believe the transaction or relationship may give rise to an actual *or perceived* conflict of interest, you must disclose the potential conflict by sending an email to [compliance@ancestry.com](mailto:compliance@ancestry.com). The Chief People Officer and/or the Chief Compliance Officer will determine whether the proposed activity constitutes a conflict of interest. If the activity involves an employee at the level of Senior Vice President or higher or a transaction valued at \$500,000 or more it must also be approved by the General Counsel.

Examples of conflicts of interest include:

- *Business with Family Members.* You may not conduct business on behalf of Ancestry with family members or organizations with which a family member is associated, unless your relationship has been disclosed to and authorized by the Company. For example, if Ancestry is considering entering into a supply agreement with a company where your sister-in-law works, you should disclose this relationship and should not be involved in negotiating the terms of the agreement. See the Company's Related Party Transaction Policy for more information. If you are an officer or director of the Company, any Related Party Transaction may also require approval from the Audit Committee.
- *Interests in Other Businesses.* You may not accept any form of compensation from others for work that you perform for Ancestry. You also should not have a significant financial interest in Ancestry's direct competitors. If you have a financial interest (like an investment) in any company that does business or is considering doing business with Ancestry (like a potential supplier) you should disclose the relationship and should not be involved in negotiating the terms of that relationship. Small investments in publicly-traded companies, or investments in mutual funds or index funds are not considered a conflict of interest.
- *Improper Conduct.* You may not engage in any conduct that is inconsistent with Ancestry's best interests or that materially disrupts or impairs its business relationships.
- *Gifts and Gratuities.* Neither you nor your family members may give or receive gifts or other favorable treatment from anyone when doing so may influence, or *be perceived as influencing*, a decision or action or lead to an unfair business advantage. Gifts, including meals and

entertainment, must be consistent with reasonable practices and Ancestry policies, and for the express purpose of enhancing a business relationship. Gifts of cash, and gifts to government officials (including employees of government owned or controlled entities) are never permitted.

If a gift is more than a nominal value, you must receive approval before giving or receiving the gift by contacting [compliance@ancestry.com](mailto:compliance@ancestry.com). Examples of gifts that are of nominal value include Ancestry-branded merchandise (clothing, pens, etc.) or meals and entertainment activities which are not extravagant and at which the giver is present.

- *Personal Use of Company Assets.* You may not use Company assets, equipment, labor or information for personal use, other than incidental personal use, unless approved by the Company.

## CORPORATE OPPORTUNITIES

**Guiding Principle: When Ancestry succeeds, we all succeed – we respect corporate opportunities.**

We all owe a duty to Ancestry to advance its legitimate business interests. You may not take advantage of a business opportunity that you discover through the use of Ancestry property, information or position, unless Ancestry has already been offered the opportunity and turned it down. You are also prohibited from using Ancestry property, information or position for personal benefit and from competing with Ancestry in any way during the course of your employment.

Sometimes the line between personal and Company benefits is difficult to draw, and there may be both personal and Company benefits in certain activities. If you are ever in doubt about whether any use of Ancestry property or services is competitive or permitted, you should contact [compliance@ancestry.com](mailto:compliance@ancestry.com).

Because members of our Board of Directors may be professional investors, no non-employee member of our Board of Directors will be required to offer any opportunity to Ancestry unless the opportunity is presented to, acquired or developed by, or otherwise comes into the possession of that member of the Board of Directors solely in that director's capacity as an Ancestry director. Similarly, no non-employee member of the Board will be prohibited from advising, investing in or entering into a transaction with any person or entity that competes with Ancestry.

## COMPLIANCE WITH LAWS, RULES AND REGULATIONS

**Guiding Principle: We comply with all laws and regulations in the regions where we conduct our business.**

You are required to respect and obey all laws when carrying out your responsibilities at Ancestry. You have an obligation to know and understand the laws, rules and regulations that apply to your specific areas of responsibility.

If you have any questions about the applicability or interpretation of any law please contact [compliance@ancestry.com](mailto:compliance@ancestry.com) or management. Some of the laws we are subject to include:

### **A. Antitrust Laws**

Many countries have laws and regulations designed to promote competition and protect consumers from unfair business practices. The penalties for violating these can include substantial fines and prison terms for the companies and individuals involved. Anticompetitive behavior can include activities such as:

- agreements among competitors on pricing, allocation of customers or geographic markets, or other terms;
- sharing competitively sensitive information with competitors, such as pricing, costs or marketing strategies;
- coordination among competitors in a competitive bidding situations; and
- agreements among competitors to boycott certain businesses.

Potentially anticompetitive behavior receives extra scrutiny where a company has a dominant market position in a particular industry. Ancestry is dedicated to competing fairly, honestly and aggressively. Any activity that undermines this commitment is unacceptable. Antitrust laws and regulations are complex, and we encourage you to contact the legal department for additional information or with any questions.

## **B. Health, Safety & Environment**

Ancestry works to conduct its business activities and operations in a manner that promotes protection of people and the environment to the extent practicable. We comply with all applicable laws, rules and regulations governing health, safety and the environment.

## **C. Political Activities**

Ancestry does not make contributions to political candidates or political parties except as permitted by applicable laws. You are free to engage in political activity on an individual basis, but you must not hold yourself out as a representative of Ancestry when doing so. Your lawful personal political contributions, or decision not to make contributions, will not influence your compensation, job security or opportunities for advancement.

# COMPLIANCE AND REPORTING

**Guiding Principle: When in doubt – ask!**

## **A. Seeking Guidance**

You are encouraged to seek guidance from your manager, members of the executive team, the people team or the legal department whenever you have questions about the best course of action to take in a particular situation.

## **B. Reporting Violations – If you see something say something!**

If you know of or suspect a violation of this Code, or of any applicable laws or regulations, or even if you just have a concern or question about something you see happening, you should report it. All reports will be kept as confidential as possible under the circumstances. We do not permit retaliation of any kind for good faith reports of violations or possible violations.

You can report a suspected violation by contacting your manager, your People Partner, a member of the senior management team or the legal department at [compliance@ancestry.com](mailto:compliance@ancestry.com). You may also make an anonymous report using our Whistleblower hotline at (888) 309-1743 or <https://ancestry.alertline.com>. Additional information about making anonymous reports is available in our Whistleblower Policy.

Nothing contained in this Code or any other Company policy limits your ability to file a charge or complaint with the Equal Employment Opportunity Commission, the National Labor Relations Board, the

Occupational Safety and Health Administration, the Securities and Exchange Commission or any other federal, state or local governmental agency or commission. This Code does not limit you (or your attorney) from initiating communications with, or responding to any inquiry from, or providing testimony before, the Securities and Exchange Commission, FINRA, or any self-regulatory organization or any other state or federal governmental agency, including providing documents or other information, without notice to the Company. This Code does not limit your right to receive a monetary award for information provided to the Securities and Exchange Commission pursuant to Section 21F of the Exchange Act or other government agency or regulatory body, to the maximum extent of the law.

An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that is made in confidence to a Federal, State, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law. An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

### **C. Investigations**

Reported violations will be promptly and thoroughly investigated. You are expected to cooperate fully with any investigation made by the Company into reported violations, but you should not conduct your own investigation unless instructed to do so.

### **D. Disciplinary Action**

Employees or officers who violate this Code may be subject to disciplinary action, up to and including termination of employment. Moreover, employees or officers who direct or approve of any conduct in violation of this Code, or who have knowledge of such conduct but do not immediately report it may also be subject to disciplinary action, up to and including termination of employment.

### **E. Waivers**

In rare circumstances it may be appropriate to allow a waiver of certain provisions of this Code. If you believe a waiver is necessary you should contact the Chief Compliance Officer. Any waivers granted to directors or executive officers must be approved by the Board of Directors and will be publicly disclosed within four business days after the waiver is granted.

## **AMENDMENT**

The Company reserves the right to amend, alter or terminate this Code at any time for any reason.

**ANCESTRY.COM OPERATIONS INC.**

**CODE OF CONDUCT**

*Receipt and Acknowledgment*

I, the undersigned employee, acknowledge that I have received or been given access to a copy of Ancestry's *CODE OF CONDUCT*, and I understand the policies contained therein. I understand that violation of this or any other Ancestry policy may lead to disciplinary action and/or termination.

I also understand that, if I am an employee based in the United States, these policies do not alter the at-will nature of my employment with Ancestry.

\_\_\_\_\_

Employee Signature

\_\_\_\_\_

Date

\_\_\_\_\_

Employee Name (Please Print)