



# Reputation

**Reputation.com, Inc.**

**Code of Conduct and Ethics**



# Reputation

## Table of Contents

|   |    |
|---|----|
| I. Introduction .....                                       | 3  |
| II. Compliance with laws .....                              | 3  |
| III. Responsibility to the Company .....                    | 3  |
| A. Conflicts of Interest .....                              | 3  |
| B. Corporate Opportunities .....                            | 4  |
| C. Protection and Proper Use of Company Assets .....        | 4  |
| 1. Property and Equipment .....                             | 4  |
| 2. Confidential and Proprietary Information .....           | 4  |
| 3. Information Resources .....                              | 5  |
| D. Entertainment, Gifts and Gratuities .....                | 5  |
| E. Books and Records .....                                  | 5  |
| F. Responding to Inquiries from the Media and Others .....  | 6  |
| IV. Responsibility to employees .....                       | 6  |
| A. Respecting One Another .....                             | 6  |
| B. Safety in the Workplace .....                            | 6  |
| C. Equal Employment Opportunity and Nondiscrimination ..... | 6  |
| D. Privacy .....  | 7  |
| V. Competition and fair dealing .....                       | 7  |
| A. Antitrust and Competition Laws .....                     | 7  |
| 1. Conspiracies and Collaboration among Competitors .....   | 8  |
| 2. Distribution Issues .....                                | 8  |
| B. Bribery, Kickbacks and Fraud .....                       | 8  |
| VI. Foreign Corrupt Practices Act Compliance Policy .....   | 9  |
| VII. Implementation of the code .....                       | 9  |
| A. Seeking Guidance .....                                   | 9  |
| B. Reporting Violations .....                               | 10 |
| C. Investigation of Suspected Violations .....              | 10 |
| D. Discipline for Violations .....                          | 10 |
| E. Acknowledgement .....                                    | 10 |
| Code of Conduct Acknowledgement .....                       | 11 |



# Reputation

## I. Introduction

Reputation.com, Inc. (collectively with its subsidiaries, the “Company”) is committed to conducting our business in accordance with all applicable laws and regulations and in accordance with the highest standards of business conduct and ethics. The Code of Conduct helps by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. The Code applies to all our directors, officers, employees and agents (collectively “employees”).

This Code cannot provide answers to all issues that may arise. Employees are encouraged to seek assistance from their supervisor or the General Counsel if questions or concerns arise with respect to any matter addressed in the Code. The Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

## II. Compliance with laws

Reputation.com upholds the letter and spirit of the laws in all locations in which our business operates and conducts transactions in full compliance with applicable laws and regulations. These are the conditions under which we compete, deliver value and act as responsible members of our communities. We are convinced of our ability to succeed honestly and expect all employees to abide by this conviction.

Employees are expected to comply with all applicable laws and regulations and to conduct themselves with the highest level of ethics and integrity. In some instances, there may be a conflict between the applicable laws of two or more countries, states or provinces. If such a conflict occurs, or if local law conflicts with the requirements of this Code, the more stringent course should be pursued. Employees are encouraged to seek the advice of their supervisor or the legal department in case of any question.

## III. Responsibility to the Company

Employees are expected to dedicate their best efforts to advancing the Company’s interest and to make decisions that affect the Company based on the Company’s best interest, independent of outside influences.

### A. Conflicts of Interest

Reputation.com expects employees to act ethically and honestly in the best interest of the Company, including the handling of potential or actual conflicts of interest in personal and professional relationships. A “conflict of interest” arises when an employee’s private interest interferes or even appears to interfere in any way with the Company’s interests. Such a conflict can arise when an employee takes an action or has an interest that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an individual benefits as a result of his or her position in the Company.



# Reputation

## B. Corporate Opportunities

Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees who learn of a business or investment opportunity through the use of corporate property or information or his or her position in the Company, such as from a competitor or actual or potential customer, supplier or business associate of the Company, may not participate in the business opportunity or make the investment without the prior written approval of the General Counsel. Such an opportunity should be considered an investment opportunity for the Company in the first instance. No employee may use corporate property, information or position for improper personal gain, or to compete with the Company.

## C. Protection and Proper Use of Company Assets

Reputation.com's assets include all the resources the Company maintains to conduct and plan our business. Among them are physical property and equipment, confidential information, intellectual property and other assets. Assets are used to promote the Company's interests and are never for personal gain. Employees are expected to protect Reputation.com's assets and ensure their efficient use.

### 1. Property and Equipment

Employees must safeguard the Company's property and equipment and act to prevent careless or misguided use, waste, loss or theft, so that the Company can conduct business efficiently, compete successfully and be profitable. The Company's property and equipment may only be used for Company business. Incidental and occasional personal use of electronic mail and telephones are permitted, but such use should be minimized, as this use costs the Company in terms of time and money.

### 2. Confidential and Proprietary Information

Employees handle considerable information about business activities, operations and plans that are of great value to the Company and that are not known to the general public or competitors. Sensitive information such as customer data, marketing or strategic plans and product specifications are examples of the Company's information that must be maintained as confidential and proprietary. Confidential information includes all nonpublic information that might be useful to competitors or others, or that could be harmful to the Company or those who do business with the Company if disclosed. Suppliers, business partners, and customers regularly provide confidential information to Reputation.com and trust that the information will be protected. Information received from third parties must be carefully safeguarded in accordance with good business judgment and practices as well as any applicable nondisclosure agreement(s). Unauthorized use or distribution of proprietary information is not allowed and could be illegal.

Employees who possess or have access to confidential proprietary information should must comply with the above requirements and those of any confidentiality agreement

# Reputation

signed at the outset of employment. Company restrictions relating to confidential information remain in full force beyond the conclusion of an individual's employment unless the information subsequently enters the public domain through proper means.

In keeping with these policies, employees should never disclose to anyone within the Company any confidential information about or from his or her former employer.

### 3. Information Resources

The Reputation.com computer and network hardware, software, and data are key components of our business. Employees are responsible for protecting these resources from damage, destruction, viruses, alteration, theft, fraudulent manipulation, and unauthorized access, disclosure or use. Use of information resources is subject to the Company's electronic media and IT policies.

### D. Entertainment, Gifts and Gratuities

When involved in making business decisions on behalf of the Company, employees' decisions must be based on uncompromised, objective judgment. Employees who interact with anyone conducting business with the Company (including suppliers, customers, competitors, contractors and consultants) must carry out such activities in the best interest of the Company based on consistent and unbiased standards. Personal relationships, gifts, hospitality, or anything else of direct or indirect value must not be used to influence decisions.

### E. Books and Records

Employees must complete all Company documents accurately, truthfully, completely, and in a timely manner, as well as comply with the Company's review and approval procedures. This includes but is not limited to expense reports, time sheets, reporting of vacation or paid time off, payroll and service records, bills, equipment orders, or invoices and other financial data such as might be submitted to Company auditors or government agencies. These records are critical to the management of the business. False, misleading, or incomplete information undermines the Company's ability to make good decisions about resources, personnel, and programs and, in some cases, violates the law.

Compliance with the accounting and internal control procedures of Reputation.com is mandatory. No undisclosed or unrecorded bank account, fund or asset may be established or maintained. Employees must never create a false or misleading report or request or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents. Employees must never sign another person's name or sign on behalf of anyone other than themselves, unless they are authorized to do so.

# Reputation

## F. Responding to Inquiries from the Media and Others

Reputation.com designates particular individuals as directly responsible for handling inquiries and questions regarding the Company and our business from the media, financial analysts or other members of the financial community, government officials or the general public. Employees are thus instructed to refer any inquiries regarding our financial condition and statements and related matters to their respective finance department. All inquiries concerning the Company from the media, financial analysts or the general public should be referred to the Chief Marketing Officer. Inquiries from regulators or governmental agencies should be referred to the General Counsel.

## IV. Responsibility to employees

Reputation.com is a global enterprise, actively competing in different environments with well-qualified staff from a variety of origins. It is our employees' performance in production and service that earns and maintains our leadership position. We promote and strive for an environment in which all employees can develop and perform to the best of their abilities.

### A. Respecting One Another

The way employees treat each other and our work environment affects the way we do our jobs. All employees want and deserve a work place where they are respected and appreciated. Reputation.com highly values and respects our employees' diversity of backgrounds, skills and professional expertise. We encourage employees to value the diversity that our environment offers and expect everyone to treat all employees with respect and integrity.

### B. Safety in the Workplace

The safety of all employees is of utmost concern for everyone. A safe working environment contributes greatly to good health. Employees must observe prescribed safety and health guidelines and notify their supervisors of unsafe working conditions, equipment or practices. Employees must also comply with all applicable laws, regulations and internal guidelines regarding environmental protection, handling of hazardous materials and disposal of waste.

### C. Equal Employment Opportunity and Nondiscrimination

In addition to complying with applicable wage, labor and employment laws, it is the Company's policy to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, citizenship, religion, marital status, gender, sexual orientation, age, disability or any other status protected by law.

All Reputation.com hiring and employment practices are to comply with local laws and regulations, guided by business considerations such as qualifications and capabilities. Recruiting and promotion is based purely on qualifications and not on personal

# Reputation

relationships. Any action or practice, which degrades employees or can reflect badly on the Company's reputation, should be brought to the attention of an employee's supervisor, the human resources department or the legal department. The Company's policy concerning discrimination is described in more detail in the Reputation.com Harassment, Discrimination, and Retaliation Prevention Policy.

## D. Privacy

The Company respects the privacy of all individuals. Personal information and other data that is collected from individual customers and consumers are subject to data protection laws in many countries in which the Company operates. Reputation.com collects and maintains personal information that relates to employment, including medical and benefit information, and follows all applicable laws and regulations regarding privacy and data protection.

Personal data may be collected, processed and used for legitimate business purposes only and may not be released outside the Company without appropriate consent and/or approval and may be released by human resources only. The Company reserves the right to release personal information for legitimate business purposes in accordance with applicable laws in carrying out Company affairs and authorized investigatory or legal requirements. Each employee must take care to protect such information and data from inappropriate or unauthorized use or disclosure, and to ensure compliance with applicable laws and regulations.

## V. Competition and fair dealing

As a global enterprise, Reputation.com conducts business in many countries in which business practices may vary greatly. We succeed in these markets on the basis and merits of our performance, compliant with all local laws and regulations, upholding this Code as our standard of business conduct and behavior. The Company depends on its reputation for quality, service and integrity. Employees are expected to deal fairly with the Company's customers, competitors and suppliers. Employees must never pursue unlawful or unethical means to gain unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material fact or any other unfair dealing practice.

### A. Antitrust and Competition Laws

Reputation.com competes vigorously in all of our business activities. The Company's efforts in the marketplace are always conducted in accordance with applicable antitrust and competition laws. Each of the countries in which the Company does business has antitrust and competition laws that must be observed.

While a full description of antitrust and competition laws is not possible within this Code, what follows is an overview of the types of conduct that are particularly likely to raise concerns. Further information can be obtained from the General Counsel.



# Reputation

## 1. Conspiracies and Collaboration among Competitors

Antitrust laws seek to, among other things, promote and preserve each competitor's independence when making decisions on price, output, and other competitively sensitive factors. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices (as defined below), "rig" bids (as defined below), restrict output or control the quality of products, or to divide a market for customers, territories, products or purchases. Reputation.com competes independently on the merits of our products, skills of our employees, services and performance. Employees should therefore not agree with any competitor on any of the aforementioned topics, as these agreements, either written or oral, are virtually always unlawful. "Price fixing" is an agreement or understanding among competitors to maintain, raise, depress, "peg," or otherwise stabilize prices. To be unlawful: (i) the companies involved do not need to possess market power; (ii) the agreement or understanding need not be effective; and (iii) the prices need not be unreasonable. Bid "rigging" is an agreement or understanding among competitors to fix, determine, or rig an otherwise competitive bidding process.

## 2. Distribution Issues

Relationships with customers and suppliers can also be subject to a number of antitrust prohibitions if these relationships harm competition. For example, it can be illegal for a company to affect competition by agreeing with a supplier to limit the supplier's sales to any of the company's competitors. Also, while a company generally is allowed to decide independently that it does not wish to buy from or sell to a particular person, when such decisions are reached jointly with others, it may be unlawful regardless of whether it seems commercially reasonable. The antitrust law on distribution issues is particularly complex, so before making any decision to (i) terminate a dealer/wholesaler, (ii) enter into any exclusive dealer relationship, or (iii) provide any favorable pricing or promotions to select dealers, employees should consult with the legal department.

### B. Bribery, Kickbacks and Fraud

Reputation.com competes vigorously in all of our business activities. The Company's efforts in the marketplace are always conducted in accordance with applicable antitrust and competition laws. Each of the countries in which the Company does business has antitrust and competition laws that must be observed. While a full description of antitrust and competition laws is not possible within this Code, what follows is an overview of the types of conduct that are particularly likely to raise concerns. Further information can be obtained from the legal department.

In dealing with employees, customers, suppliers, contractors, agents, competitors or government officials of any type or other employees, we conduct business and with utmost integrity. Employees must not offer, give or receive any type of bribe, kickback or payoff (whether in cash, in kind, or in any other form) to anyone in order to influence



# Reputation

some decision affecting the Company's business or for the personal gain of an individual.

Employees may not offer, make, solicit or accept such prohibited payments either directly, through personal involvement, or indirectly, through a third party such as an agent or consultant acting on their behalf.

## VI. Foreign Corrupt Practices Act Compliance Policy

The U.S. Foreign Corrupt Practices Act ("FCPA") and other anti-corruption laws prohibit any payment or offer of payment to a "foreign official" for the purpose of influencing that official to assist in obtaining or retaining business for a company. The Company has established this policy in order to ensure that all employees of the Company, its agents, and its affiliates are aware of the FCPA and engage in ethical and legal practices. This policy is focused on the FCPA because of its broad application; however, it is the Company's policy to comply with all applicable anti-corruption laws.

No Company director, officer, employee, or agent has authority to give or to offer anything of value to a "foreign official" or government employee, or to any person while knowing that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to any foreign official or government employee, for the purpose of inducing that person to affect any government act or decision in a manner that will assist the Company or any of its subsidiaries or divisions in obtaining or retaining business. Furthermore, every officer, employee, and agent is obligated by this policy and federal law to keep books, records, and accounts that accurately and fairly reflect all transactions in and dispositions of Company assets.

Any transaction, no matter how seemingly insignificant, that might give rise to a violation of the FCPA or this policy must promptly be reported to the General Counsel. Such report may also be made through confidential whistleblower reporting system. All such reports will be treated as confidential and will be shared with authorized individuals only on a need-to-know basis. As long as a report is made honestly and in good faith, the Company will take no adverse action against any person based on the making of such a report. Employees should note that the failure to report known or suspected wrongdoing of which an employee has knowledge may, by itself, subject that employee to disciplinary action.

Any questions concerning the FCPA and related reporting requirements should be addressed to the legal department

## VII. Implementation of the code

### A. Seeking Guidance

This Code cannot and is not intended to answer all legal questions and expound all instances of ethical behavior. Situations may arise in which guidance must be sought to navigate a legal and an ethical course of action. Employees are encouraged to seek the

# Reputation

advice of their supervisor, the human resources department or the legal department if they have any questions or if they are doubtful about the appropriate course of action.

## B. Reporting Violations

Reputation.com strongly encourages every employee who knows of or suspects a violation of applicable laws or regulations, the Code or the Company's related policies, including those relating to accounting, internal controls and auditing matters ("Accounting Issues"), to report that information immediately to their supervisor, the General Counsel or by following the Whistleblower Policy procedures.

## C. Investigation of Suspected Violations

All reported violations will be promptly investigated and treated confidentially to the extent reasonably possible. Employees who have reported a violation should not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues. Employees acting on their own may compromise the integrity of an investigation and adversely affect both themselves and the Company. Any such unauthorized investigation, as well as failure to cooperate with an authorized investigation, is a violation of this Code.

## D. Discipline for Violations

The Company intends to make every reasonable effort to prevent behavior that breaches this Code and to stop such behavior as soon as reasonably possible after its discovery. Subject to applicable law and agreements, employees who violate this Code and related Company policies and procedures may be subject to disciplinary action, up to and including termination of employment.

## E. Acknowledgement

Each employee will be required to indicate in writing that he or she has received, read and will abide by this Code of Conduct and Ethics as a part of their employment.

# Reputation

## Code of Conduct Acknowledgement

I, \_\_\_\_\_, have received, read, and understood the Reputation.com Code of Conduct. I understand that should I have any questions or concerns regarding the Code of Conduct, I can address them with a member of the Human Resources or Legal Department.

Please sign and date below to indicate that you have read and understood the above.

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_