



Code of Ethics and Business Conduct

Last Revised on: March 15, 2023

Ethics and Compliance Officer:

Kathleen Boyle, CEO

Table of Contents

I. Introduction	4
II. Customers and the Marketplace	4
A. Client Value Creation	4
B. Competition and Fair Dealing	4
C. Treatment of Competitors	5
D. Protection of Information and Intellectual Property	5
E. Conducting Business Worldwide	5
F. Accurate Invoicing	5
G. Gifts	5
III. Business Conduct	6
A. Meritocracy	6
B. Anti-Harassment	6
C. Personal Relationships	6
D. Maintaining a Safe Workplace	7
E. Prior Employment Obligations	7
F. Data Privacy	7
G. Internet, E-mail and Voice Communications	7
H. Personal Activities	8
I. Background and Drug Screening	8
IV. Protection of Verify Assets	8
A. Verify Name and Brand	8
B. Verify Intellectual Property	9
C. Verify Confidential and Proprietary Information	9
D. Verify Computer Hardware and Electronic Device Protection	9
E. Financial Integrity and Reporting	9
F. Time and Expense Reporting	10
G. Purchasing and Payments	10
H. Archives and Records Management	10
I. Conflicts of Interest; Corporate Opportunities	10

V. Verify as a Local and Global Citizen	11
A. Improper or Questionable Payments	11
B. Immigration Policy	11
C. Export Control	11
D. The Environment	12
E. Political and Charitable Contributions and Activities	12
F. Lobbying and Dealing with Government	12
G. Anti-Corruption Policy	12
VI. Our Responsibility	13
VII. Where to Go for Help	13

I. Introduction

This Code is applicable to all “Verify people” which term includes employees, independent contractors, agents, retained consultants and other representatives of Verify. “Verify” is a collective term used to include Verify, Inc., Vendor Surveillance Corporation (VSC), Verify Europe Ltd., Verify Asia, VTR, Inc. and other present or future affiliate and subsidiary companies of Verify, Inc. throughout the world.

The Verify Code of Ethics and Business Conduct (the Code) describes and reinforces conduct that is based on our guiding core values: ***Integrity, Teamwork, Respect, Accountability and Innovation***. We foster an environment and culture of diversity, equity, inclusion and belonging.

Our ongoing commitment to these values is necessary to ensure that we will operate with the highest ethical standards, achieve our corporate objectives, and maintain our leadership standing in our industry. Together, all Verify people have put these values into practice and have built a highly reliable, skilled, world-class, global company.

We share responsibility as Verify people to apply the principles of our Code of Ethics and Business Conduct in every decision we make affecting our people, our customers, and Verify. We also are each responsible for reporting violations and for protecting from retaliation those who report their concerns.

II. Customers and the Marketplace

Verify strives to create value for its customers and stakeholders. In doing so, it is essential that we conduct our business activities in a manner that is accurate, responsive, lawful and fair, with the highest level of integrity.

Verify, in all its business and employment relationships affirms the principle of equal employment and business opportunities without regard to race, religion, national origin, gender, age, physical disability, pregnancy, marital status, or sexual orientation. Verify policy prohibits harassment in any form, and we require all independent contractors, consultants, representatives and other suppliers to provide a work environment free from harassment in all locations, consistent with Verify policies and local laws.

A. Client Value Creation

Verify commits to provide quality service to its customers— collaborating with them to shape opportunities that are value-driven, placing their interests first and providing excellence in delivery.

B. Competition and Fair Dealing

Verify abides by all laws and regulations that promote fair and open competition among companies. In no case will Verify engage in activity that has the effect of restraining competition. While Verify people are encouraged to compete vigorously in the marketplace, each person must conduct our business affairs in a fair and lawful manner and avoid all forms of deceptive conduct or unfair advantage through manipulation, concealment, misrepresentation of material fact or otherwise.

C. Treatment of Competitors

Verify will always compete assertively, but will treat its competitors fairly. Verify will market its services and solutions on their merits and will not disparage or provide misleading information about its competitors. While gathering information about Verify's competitors is a legitimate business activity when done lawfully and ethically, it is never appropriate for Verify people to obtain information about a competitor through improper means, such as misrepresenting one's identity, inducing an employee of the competitor to divulge confidential information or gaining improper access to a competitor's confidential information, directly or through third parties.

D. Protection of Information and Intellectual Property

Verify expects its people to take appropriate measures to protect proprietary, confidential or otherwise protected information of our customers and other third parties. This includes understanding and abiding by any applicable contractual restrictions Verify has agreed to follow with its customers or other third parties. We shall not discuss, disclose, copy or use any copyrighted, licensed, or confidential customer or third-party information without proper authorization. Such information will only be used as authorized and required in our duties with Verify.

Verify people may not use copyrighted, licensed, or confidential customer or third-party information for personal or other gain or advantage, or to advance the interests of Verify, except where specifically authorized by Verify and the affected client or third-party. It is the responsibility of each of us to take appropriate precautions to make sure unauthorized people do not have access to or use such information.

E. Conducting Business Worldwide

Verify is committed to complying with all applicable laws and regulations in all the locations that it operates worldwide. All Verify people who work in international locations are responsible for understanding the legal requirements and restrictions that apply to such work in accordance with Verify's contractual obligations to its customers.

F. Accurate Invoicing

Verify people are responsible for preparing accurate invoices with utmost care. Each and every invoice Verify issues must be based upon accurate and complete information and must be in compliance with the underlying contractual arrangements.

G. Gifts

Verify expects that there may be occasions where offering or receiving social amenities or exchanging business courtesies is appropriate to foster goodwill and enhance business relationships (for example, meals and entertainment with private commercial entities that are reasonable and directly linked to the development of Verify business and otherwise in accordance with Verify policies).

Verify places primary reliance on the good judgment of its people. In any situation where there is a question, one should always disclose the situation and consult others. However, no gift, money or anything of value may be offered, given or received, if it is:

- (a) In violation of the policies or regulations of the other organization (Verify Leadership Team is responsible for understanding those policies and regulations and communicating them to their teams);
- (b) Exchanged with the intent or purpose of receiving a comparable benefit in return;
- (c) Not recorded properly in accordance with Verify's expense and reporting policies;
- (d) Illegal; or
- (e) Otherwise in violation of Verify policies.

In no event does Verify authorize or condone bribery.

III. Business Conduct

Verify is committed to maintain appropriate, professional business conduct in the workplace and in all work-related activities. Our professional conduct is an integral part of Verify's image and business impact in the world at large. It is grounded in our core values of integrity, service excellence, and stewardship.

A. Meritocracy

All Verify people have the right to be treated equitably and to work in an environment that is free from unlawful or unfair discrimination. To achieve this goal, our people have the responsibility to respect the rights of fellow Verify people by supporting and promoting the principles of meritocracy. This means that career decisions will be driven by an individual's talents, skills and ability to perform workplace responsibilities as well as business needs. Verify is likewise committed to preserving and enhancing diversity within the organization.

B. Anti-Harassment

Harassment in any form based on gender, race, age, national origin, disability, religion or any other category protected by law is not only offensive but may expose Verify to legal liability. It could seriously undermine the integrity of Verify's professional environment as one in which all of its people may grow and succeed as much as possible. Such harassment, which can take the form of verbal comments, physical touching or other inappropriate conduct, is not acceptable in or arising out of the work environment. Harassment is not condoned or permitted.

C. Personal Relationships

Verify makes substantial efforts to avoid any risk of compromising its professional objectivity and its reputation. Therefore, it is inappropriate for our people to have a personal relationship beyond friendship with those who are subject to their supervision or with whom they have a reporting relationship, or with any outside party with whom they have dealings as a representative of Verify (this includes customers, contractors, and/or vendors).

D. Maintaining a Safe Workplace

Violent conduct or threats of violent conduct among Verify people, customers or others are never appropriate and will not be tolerated. Anyone who engages in such conduct in the workplace; brings harmful or threatening materials into any workplace; or otherwise engages in such conduct outside the workplace, will be subject to appropriate disciplinary action.

Verify endeavors to avoid unsafe working conditions that could affect Verify people, regardless of who owns the worksite. Any unsafe condition should be immediately reported to a supervisor or to the appropriate Verify officer. Verify people must also be familiar with and follow the safety and emergency procedures applicable to them at the customer or vendor worksites.

In the event of an emergency during normal business hours, designated members of the Verify Safety and Health Committee are responsible for their respective work section(s). If an evacuation is necessary, committee members will supervise an orderly evacuation and will ensure that each person in their section(s) is accounted for. Committee members will provide instructions and directions for all Verify personnel regarding critical/essential business operations and work schedules, with the guidance of executive management, in the event of an emergency outside of regular operating hours.

E. Prior Employment Obligations

Verify respects the continuing obligations that new and prospective Verify people may have to a prior employer or contractual relationship. These may include restrictions on use or disclosure of confidential or proprietary information or restrictions on the incoming employee's services.

Verify expects its people to uphold their contractual, confidentiality and fiduciary obligations to their prior employers and to notify Verify immediately if they believe any job activity may conflict with such obligations. Verify requires that all incoming workers resolve any such impediments to their employment or contracting with Verify before beginning employment or contract work.

F. Data Privacy

Verify is committed to respect and protect the legitimate interests of its people and third parties in the privacy of their personal data. Many countries in which Verify operates have specific laws and regulations dealing with the treatment of personal data. The European Union, in particular, has enacted very complex and detailed data privacy laws.

G. Internet, E-mail, and Voice Communications

Verify people must exercise good judgment and act in a professional manner when using Verify e-mail or accessing the Internet or any other external electronic system using Verify information technology resources. This expectation also extends to activities on customer or supplier systems or with customer-provided access. All communications relating to Verify business or using Verify's information technology resources are company property and must conform to Verify's guidelines for acceptable use of the Internet, e-mail, voice communications and similar electronic media systems. Our people may not use Verify or customers' information technology resources to take or damage the intellectual property rights of third parties, including, but not limited to, Internet peer-to-peer, file-sharing or other downloading services.

H. Personal Activities

Verify people may not participate in outside activities that may have a negative impact on the performance of their job or services, conflict with their obligations to Verify, or otherwise reflect adversely upon Verify's business, image or reputation. Just as in our business activities, our personal activities must be undertaken with the utmost integrity. This principle extends to how we conduct our personal financial affairs and requires that we do so in a manner that does not adversely impact the business, image or reputation of Verify.

I. Background and Drug Screening

Verify is dedicated to the selection of exceptional new and prospective Verify people. During the application process and at any time during the tenure of a Verify person, Verify may procure a consumer report (known as an investigative consumer report in California) that may include information regarding character, general reputation, personal characteristics or mode of living. This report may be compiled with information from credit bureaus, court records repositories, departments of motor vehicles, past or present employers and educational institutions, governmental occupational license or registration entities, business or personal references, and any other source required to verify information that is voluntarily supplied. Verify people may request a complete and accurate disclosure of the nature and scope of the background verification.

Verify is concerned about the use of alcohol, illegal drugs, or controlled substances as it affects the workplace. Use of these substances, whether on or off the job, can detract from a Verify person's performance, efficiency, safety, and health, and therefore seriously impair the Verify person and potentially affect the welfare and safety of other Verify people. In order to enforce the Verify drug and alcohol abuse policy, Verify may procure a drug screen during the application process or at any time during the tenure of a Verify person.

IV. Protection of Verify Assets

Verify people are expected to use the highest level of care to safeguard, protect and enhance the assets of Verify, and use them only for legitimate business purposes, consistent with our core values of integrity and stewardship. Such assets include all physical property of Verify as well as intangible property, including our brand, all forms of intellectual property and our reputation.

A. Verify Name and Brand

The Verify name and brand identities are powerful and valuable assets that differentiate us from our competitors. Our words and actions as Verify people and the business decisions Verify makes must support and advance Verify's name, brand identities, brand positioning and personality. We go to market as a global brand, and we must treat the Verify name and associated brands in all activities and transactions in a globally consistent manner. No rights to use the Verify name or associated brands should ever be granted to third parties except with appropriate written approvals by Verify management.

B. Verify Intellectual Property

Verify expects its people to protect and help develop its intellectual property. In keeping with that philosophy, Verify endeavors to protect to the greatest extent permissible, in-service contracts or otherwise, its intellectual property rights. Similarly, Verify will aggressively seek appropriate protection of its intellectual property, including copyright and patent protection. All work-product of Verify people created during their employment or contracted services with the company and relating to Verify's present or future business is the exclusive property of Verify. All our people are expected to help identify and secure protection for these innovations.

C. Verify Confidential and Proprietary Information

All Verify people have a personal responsibility to protect Verify confidential and proprietary information against disclosure and improper use. It is especially important in our electronic environment that Verify people take all necessary measures to prevent unauthorized disclosure of such information, including maintaining strict adherence to our information security policies, communication policies, and agreements governing proper use or disclosure.

Materials that contain confidential information or which are protected by privacy standards should be stored securely and should be shared internally with only those who have a "need to know". Generally speaking, confidential and proprietary information includes any information or material, not generally available to the public, generated, collected or used by Verify that relates to its business, research and development activities, customers or people. Our people should never use confidential Verify information for personal gain or advantage. Obligations with respect to Verify's confidential and proprietary information continue to apply even after association with Verify ends.

Verify people are required to sign a Confidentiality Agreement upon employment. We acknowledge that we will maintain the confidentiality of Verify's "Confidential Information / Trade Secrets", and those of its actual or prospective clients in the manner specified in the Confidentiality Agreement.

D. Verify Computer Hardware and Electronic Device Protection

Verify people are responsible for protecting the computer hardware and other electronic devices issued to them from theft or use by unauthorized persons, by following all recommended security practices. It is the responsibility of each of us to keep our assigned equipment within our control or to exercise appropriate safety precautions to safeguard our equipment when unattended to prevent unauthorized access by others to such equipment. This is furtherance of the signed Confidentiality Agreement requiring Verify people to maintain the confidentiality of information relating to the operation of Verify's business and its actual or prospective clients.

E. Financial Integrity and Reporting

Verify requires compliance with Generally Accepted Accounting Principles and Verify's system of internal accounting and auditing controls. Our people must maintain and present Verify's accounting and financial records, as well as reports produced from those records, in accordance with the laws of each applicable jurisdiction. These records and reports must accurately and fairly reflect, in reasonable detail, Verify's assets, liabilities, revenues and expenses. All transactions must be recorded accurately using proper charge numbers and in the proper accounting period and be supported by reasonably detailed documentation.

F. Time and Expense Reporting

All Verify people are responsible for submitting timely, accurate and complete time and expense reports, in accordance with Verify's Policies and country regulations, using the time and expense reporting tools. Verify people are responsible for all time and expenses reported—even if the time report is completed on their behalf by someone else—and they must submit the required documentation, in accordance with local policies, laws and regulations.

G. Purchasing and Payments

To ensure effective business and financial control of Verify's expenditures, appropriate written approval and authorization by Verify management must be obtained for purchasing commitments and invoice payments made by Verify. This process ensures that the correct, authorized Verify personnel will review decisions to commit the company to incur expenditures, that the business expense is valid, that goods or services have been received to the required specifications, and that the invoice meets legal requirements and is otherwise compliant with our purchasing policies. None of our people may knowingly cause or direct Verify to purchase goods or services of any kind, for itself or for customers, from vendors owned or controlled by relatives of Verify people.

Verify should purchase goods and services only on the merits of price, quality, performance and suitability. We will not enter into any improper or illegitimate transactions, or transactions that have the appearance of impropriety or illegitimacy, or that are intended in any way to misrepresent the accounting reports or results of any party to the transaction.

H. Archives and Records Management

Verify will manage its archives and records to leverage its knowledge capital, maximize its intellectual property assets, and achieve its business objectives. Furthermore, Verify shall maintain, manage, store, and dispose of its archives and records in compliance with its contractual obligations and applicable legal and regulatory requirements, such as tax or data privacy laws, which may vary by jurisdiction.

Retention of company records, such as tax materials or documents that are required in legal proceedings, may be required for compliance with applicable laws. Also, destruction of records that relate to disputes or legal proceedings may be improper and even unlawful.

Verify people must contact the Verify Leadership Team immediately whenever they have notice that litigation or any government investigation is threatened or initiated against Verify, to allow proper preservation of documents that might otherwise be subject to routine destruction under Verify's records management policies. Verify prohibits the unlawful destruction or alteration of any materials relevant to such an investigation or litigation. Once the Verify Leadership Team receives notice of threatened or actual litigation or an investigation, it will notify the appropriate Verify people and direct that relevant categories of records be retained until further notice.

I. Conflicts of Interest; Corporate Opportunities

The term "conflict of interest" describes any circumstance that could cast doubt on one's ability to act with total objectivity. All Verify people must avoid any situations that hold the potential for anyone to act in a way that is not in the best interests of Verify. We should endeavor ***to avoid even the appearance of a conflict of interest.*** In no event, should Verify people use their position,

knowledge of Verify or contacts for personal gain. It is not possible to identify all situations that could create a conflict of interest or the appearance of one. Verify places primary reliance on the good judgment and integrity of its people. In any situation where there is a question, one should always disclose the situation and consult with others.

All Verify people are responsible for ensuring that their personal interests, investments and activities (including those of family members) do not conflict with their objectivity or independent judgment, or Verify's best interests or any other obligations to customers or Verify.

None of our people shall make decisions for or recommendations to Verify concerning third parties (whether customers, vendors or others) in which they have any direct or indirect financial or other interest without full, prior disclosure of such interest to an appropriate member of the management team. (For Management, the disclosure must be to a member of the Verify Leadership Team. With respect to any member of the Verify Leadership Team, the disclosure must be to the CEO.)

Verify people may not take for themselves opportunities that are discovered or created through the use of Verify property, information, relationships or position, nor use them for personal gain. All Verify people have a duty to advance the legitimate interests of Verify when the opportunity to do so arises.

V. Verify as a Local and Global Citizen

As part of being one global network acting with integrity, every Verify person must understand that Verify is committed to complying with all applicable laws throughout the world.

A. Improper or Questionable Payments

Verify people will not make, promise to make, offer, or authorize any unlawful, improper, or questionable payments or commitments of company funds to customers, vendors, government officials or agencies, government employees, political parties or candidates, or any other entities or individuals anywhere in the world for the purpose of obtaining or retaining business or securing any improper advantage, directly or indirectly. In addition, Verify prohibits any undisclosed, unrecorded or falsely recorded transactions as well as any payments made for other than their intended purpose. In any case where our people may have questions about the propriety of a payment, gift or benefit, they must obtain advance approval from the Verify Leadership Team.

B. Immigration Policy

Verify complies with the immigration laws of the locations in which its people are working. All people hired by Verify must possess valid and current authorization to work in their country of employment. Our people working outside of their home country must obtain all appropriate visas and work permits required by law prior to arrival in the host location.

C. Export Control

United States Export Control Laws govern all exports of commodities and technical data from the United States, including items that are hand-carried as samples or demonstration units in luggage and written or oral disclosure of technical data. Verify complies with applicable export control and anti-boycott laws and regulations in the countries within which Verify operates.

Export control laws may restrict the export or re-export of goods, software and technology that originate in a country in which Verify operates. Export control laws may also restrict shipments of certain foreign-made products incorporating technology and software as well as transfers of controlled technology to certain foreign nationals, whether in the local country or abroad.

Anti-boycott regulations may prohibit Verify from participating in certain activities. Examples of these types of activities are: requests or agreements to refuse to do business with certain countries or companies, to provide information about business relations with certain countries or companies or to discriminate against, or provide information about, individuals or companies on the basis of race, religion, gender, national origin or nationality.

In some cases, Verify may be required to report to the government situations in which we are requested to participate in any of the foregoing. Verify will comply with all applicable regulations of this nature.

Various governments have programs of economic and trade sanctions against certain countries, terrorists, terrorism-sponsoring organizations, entities involved in the proliferation of weapons of mass destruction, and international narcotics traffickers. In some cases, even an indirect facilitation of a transaction is prohibited.

D. The Environment

Verify is committed to the protection of the environment and will comply with all applicable environmental laws and regulations of the countries in which it conducts business.

E. Political and Charitable Contributions and Activities

The law in many countries sets strict limits on contributions to political parties and candidates, and violators are subject to very serious penalties. Because of the complexity, variability and severity of laws governing corporate political activities, Verify, its people and agents will not engage in any corporate political activities without first obtaining written consent from Verify's Verify Leadership Team (or other approvers defined in applicable policy) and, in all cases, only for proper and legal purposes. Our people remain free, however, to make personal political contributions in their personal capacity as they deem appropriate; in no event will Verify reimburse such expenditures. Cash or in-kind contributions to political candidates and organizations using Verify resources are prohibited.

The company, however, does not endorse political activities that any person undertakes as a private individual. Use of the Verify name to endorse a political activity or event is not permitted.

Verify supports community involvement by its people as private individuals. Use of the Verify name to endorse a charitable organization or event, is not permitted without prior approval of the Verify Leadership Team.

F. Lobbying and Dealing with Government

Communications with federal or national, state or provincial, or local officials and their staff by Verify people or contractors may result in an obligation on the part of Verify to register as a lobbyist

or employer of a lobbyist or the need to comply with other regulatory requirements in various jurisdictions. In addition, contact with U.S. government officials by non-U.S. citizens may require registration under the Foreign Agents Registration Act. Before contacting government officials on behalf of Verify or its customers, our people should obtain the approval of the Verify Leadership Team.

G. Anti-Corruption Policy

Verify maintains an Anti-Corruption Policy to ensure that the company complies with laws against bribery and corruption around the world, including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act. The Policy applies to Verify and its subsidiaries, affiliates, directors, officers, and employees worldwide.

VI. Our Responsibility

Verify provides comprehensive training and/or orientation to all Verify people on its code of ethics and business conduct in support of our core values. As employees, agents, contractors, or retained consultants of Verify, we acknowledge that violating any of these principles - including our obligation to report violations or to cooperate in any investigation of suspected violations - breaks our trust with Verify and our customers. It opens us to individual disciplinary action, including termination, and perhaps to legal liability. All Verify people are expected to become familiar with this Code and Verify’s policies and must comply with them at all times. Please note that nothing in this Code constitutes a contract of employment with any Verify person.

Each of us is responsible for being alert and for reporting any violations or suspected violations of these principles either through normal reporting relationships, to any member of management or through the Verify Business Ethics Email Address described below.

All Verify people are encouraged to report any potentially unlawful, unethical, or fraudulent activity, including any activity that causes them concern, and should rest assured that such reporting will not be the basis for retaliation or other disciplinary action.

Each of us certifies our compliance with this Code when we file our time reports. We also may be asked periodically to certify our compliance with this Code or various specific policies.

This Code applies as appropriate to members of our Verify Leadership Team and members of Management as they act on behalf of Verify.

VII. Where to Go for Help

Prompt reporting of violations is in the best interest of everyone. Reports will be handled as confidentially as possible. In the event that you have questions about the Verify Code of Ethics and Business Conduct, any Verify policy, or whether past or contemplated conduct may present ethical or legal issues, or to report any ethical concerns directly, a number of resources are available.

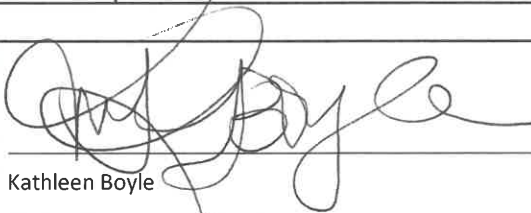
Depending on the circumstances, you may:

- a) Discuss the issue with a direct manager, a Human Resources representative, or a member of the Verify Leadership Team.
- b) Submit a confidential or open ethics violation or complaint to the Verify Ethics-Complaints Hotline or Web Reporting tool as detailed on the Verify corporate website: <https://www.verifyglobal.com>
- c) Send an email message to Verify’s Ethics and Compliance Office at compliance@vscnet.com.
- d) Write to an independent law firm:

Min K. Chai
 MKC Law Group
 9070 Irvine Center Dr., Ste. #135
 Irvine, California 92618
mchai@mkc-law.com

When in doubt, you should stop and consult.

Document Revision	Date	Description of Revision	Approval
00	1/31/2008	New Document Issue	MBS
01	3/28/2008	Appointment of Independent Ethics Legal Counsel	MBS
02	1/23/2012	Addition of VTR as a Verify company, inclusion of document references, updates to Independent Ethics Legal Counsel, addition of Verify Ethics-Complaints Hotline and Web Reporting tool	MKB
03	5/11/2012	Addition of reference to Anti-Corruption Policy	MKB
04	4/3/2014	Update to Independent Ethics Legal Counsel	MKB
04	9/8/2017	Updates to Management and Verify Leadership Team responsibilities	MKB
05	03/15/2023	Review of formatting, removal document numbering from BMS, update address	MKB

Approval	 _____ Kathleen Boyle CEO / Ethics and Compliance Officer	Date	03.16.2023
-----------------	---	-------------	------------