



Code of Business Ethics and Conduct

US Edition

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MESSAGE FROM CEO DOUG HAMMOND

Integrity is fundamental to our business. Our passion is building strong personal relationships based on trust, transparency and active communication so we can create a vibrant and positive work environment for our employees and deliver creative and outstanding solutions to our clients. We care deeply about our employees' and clients' well-being and strive to lead by example. This Code of Business Ethics and Conduct represents our shared commitment to conduct ourselves in a manner that reflects these key values.



All of us – our employees, agents, independent contractors and directors – have a responsibility to understand and follow the Code of Business Ethics and Conduct. The Code defines how we should conduct ourselves as representatives of NFP. It addresses our responsibilities to the company, to each other and to our customers. It also provides guidance on how you should report something that isn't right. We rely on your personal integrity to protect our company's reputation. Never underestimate the importance of the choices you make and the effect they can have on NFP's success.

A handwritten signature in black ink that reads "Doug Hammond". The signature is fluid and cursive, with a large, sweeping initial "D".

CODE OF BUSINESS ETHICS AND CONDUCT

The purpose of this code is to underscore and further strengthen NFP's commitment to a business culture of honesty and accountability and to inform on the appropriate means to ask questions or raise concerns.

WHAT IS EXPECTED OF US?

Each of us is responsible for knowing, understanding and complying with our Code of Business Ethics and Conduct.

We're expected to use good judgment and avoid even the appearance of improper conduct. If you have questions, ask them; if you have ethical concerns, raise them. Our conduct should reflect the company's values, demonstrate ethical leadership, and promote a work environment that upholds the company's reputation for integrity, ethical conduct and trust.

If you're ever in doubt about a course of conduct, ask for guidance. While the code tries to capture many of the situations we may encounter, it cannot address every circumstance. You can direct questions about this code to any of the following:

- Your manager
- The Legal department
- The Compliance department
- The Human Resources department

The contact information for these departments can be found at the end of this code.

WHO MUST FOLLOW THE CODE?

All employees, officers, directors and managing directors must conduct themselves in accordance with this code, in addition to consultants and independent contractors who have been provided a copy of this code (collectively referred to herein as "you" and "we"). This code doesn't replace thoughtful behavior but serves as a source of guiding principles. This code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that, the company must ultimately rely on us to use good judgement, including knowing when to seek guidance from others on the appropriate course of conduct. Note that this code doesn't create any rights for any employee, client, competitor, stockholder or any other person or entity.

This code doesn't replace or supersede existing rules, policies or guidelines of NFP, such as the Employee Handbook. Those who violate the standards in this code may be subject to disciplinary action up to and including termination. Additionally, any office or department of the company may impose more restrictive policies as required in the course of our business. We're each responsible for complying with these supplemental policies to the extent they apply to our office or department and to the extent they are more restrictive than the NFP's standard policy.

Q: Where can I find NFP's corporate policies?

A: A: NFP's corporate policies may generally be found via your My Apps page by clicking on the NAVEX One logo tile.

MANAGERS' OBLIGATIONS

Managers have a greater level of responsibility. Managers should model appropriate conduct and ensure that the people they supervise understand their responsibilities under the code. As a manager, you should create an environment where employees feel comfortable raising concerns without fear of retaliation. If approached with a concern related to the code, give the employee your complete attention and seek additional clarification. Don't investigate the matter yourself. Instead, contact the chief compliance officer, the Legal department or the Human Resources department to raise issues or concerns that arise under the code. Managers who fail to report misconduct may be held responsible and disciplined accordingly.

RAISING CONCERNS

We all share the obligation to uphold the ethical standards of NFP. When we observe conduct that is concerning, we're expected to report the issue promptly. Doing so will allow NFP to investigate the matter and correct it, possibly before it becomes a violation of the law or a risk to the company's reputation.

We have several options for raising issues and concerns. We may contact any of the following:

- Your manager
- The Legal department
- The Compliance department
- The Human Resources department
- A senior member of the Finance department
- An officer at NFP's corporate office
- Your regional leader

Contact information is located at the end of this code. We also have the option to make reports of suspected violations of the code by calling the company's anonymous NFP EthicsPoint Hotline at 855.296.9085 or by logging onto <https://nfp.alertline.com/gcs/welcome>.

If you report a concern to anyone in the list above and don't believe the issue has been addressed, feel free to raise it with another corporate officer. While all violations should be reported, the following must be reported immediately:

- Bribery
- Any ethics violation by an officer
- Fraud or theft greater than \$5,000
- Incorrect records and accounts
 - Interfering with audits
 - Falsifying, misrepresenting, or destroying financial data or reports
 - Improperly concealing financial data, including creating off-the-record bank accounts
- Unauthorized access to company information systems (hacking)
- Significant accounting deficiencies
 - Deficiencies in the design or operation of internal control over financial reporting
 - Fraud involving managers or employees involved in financial reporting
- Improper disclosure of protected health information
- Threats to human life or slave or forced labor
- Bid rigging, price fixing and other anti-competitive practices
- Money laundering
- Violations of state insurance laws

Q: I've seen something that I think may be a violation of company policy, but it doesn't affect my area of the company or it's not my area of expertise, so I may be incorrect. What should I do if I'm unsure and it doesn't affect me directly?

A: Report concerns, even if you aren't certain that it's a violation. Our reputation depends on it!

We must all rely on employees to report misconduct and unethical issues. As Warren Buffet famously said, "It takes 20 years to build a reputation and five minutes to ruin it." When misconduct is left unreported, it can cause immeasurable damage to our reputation and possibly lead to regulatory and legal consequences.

ANONYMITY AND CONFIDENTIALITY

Although we are encouraged to identify ourselves to facilitate communication and follow-up, when someone submits a report through the company's NFP EthicsPoint Hotline, they may choose to remain anonymous. If someone makes their identity known, NFP will take every reasonable precaution to keep their identity confidential – consistent with conducting a thorough and fair investigation – and subject to the company's obligation to notify third parties, such as regulators or other authorities. To help maintain confidentiality, avoid discussing these issues, or any investigation, with other employees.

Q: Can I report an issue and still remain anonymous?

A: We encourage employees who make reports to provide contact information so that we can investigate the matter thoroughly and more efficiently. However, you may choose to remain anonymous if you prefer.

INVESTIGATIONS

NFP will promptly investigate any reported matter. It's important that we don't conduct our own preliminary investigations with respect to alleged violations. Investigations of alleged violations may involve complex legal or ethical issues, and acting independently may compromise the integrity of a future, official investigation. We're each expected to cooperate fully in any investigation of any potential violation. NFP takes these matters seriously and expects the same from all of us that comprise the company. It's a violation of the code to make a false accusation, lie to an investigator or refuse to cooperate with an investigation. Honest reporting means that you believe the information you're providing is accurate, even if it's later determined that the facts were different than you believed.



NO RETALIATION

NFP values the help of employees who bring potential problems to our attention. Retaliation against employees who raise an issue is strictly prohibited and a violation of this code. Voicing concerns related to this code may not be used as a basis for any adverse employment action, including demotion, loss of benefits, harassment, discrimination or termination.

If you believe someone has retaliated against you or someone else in the NFP family, report the matter to the Human Resources department or use the company's NFP EthicsPoint Hotline.

CONSEQUENCES OF VIOLATIONS

Subject to applicable law, employees, officers, directors and managing directors who violate applicable laws and regulations, this code and/or other company policies may be subject to disciplinary actions, up to and including termination of employment and, if warranted, civil legal action or referral to criminal prosecution. In addition, such disciplinary action may be taken against anyone who directs or approves infractions or has knowledge of them and doesn't promptly report them in accordance with company policy.

UPHOLDING INTEGRITY: COMPANY ASSETS, INFORMATION AND REPUTATION

Business and Financial Records

Ensuring the accuracy of the company's business and financial records is everyone's responsibility, not just the role of Accounting and Finance personnel. Each of us is responsible for creating, retaining and disposing of company records in accordance with NFP's **Record Retention Policy** and applicable legal requirements.

NFP is committed to compliance with all applicable laws, rules and regulations, accounting standards and internal accounting controls. Our corporate records must be true, accurate and complete, and company data must be promptly and accurately entered into our books in accordance with applicable accounting principles. Promptly report complaints or concerns regarding accounting, internal accounting controls and auditing matters.

Q1. We have a large policy in the pipeline, management is confident it will sail through underwriting, and they've instructed me to accrue the commission revenue. Can I recognize revenue on the policy?

A1. No, you cannot. You should reach out to corporate Finance and understand NFP's revenue recognition criteria. Misinterpretation of the guidelines could potentially distort NFP's financial reports and result in a substantial amount of effort, including yours, to correct the misstatement. So, it's imperative to seek additional guidance on this subject in advance.

Q2. My supervisor instructed me to postpone entering payables for two weeks until the beginning of the new accounting period. Can I push these invoices into the next period to help improve the profitability of the office?

A2. No, you cannot. Intentionally delaying the processing of invoices in order to skew the individual performance of the office is a violation of the NFP Code of Conduct.

Q3. When the managing director is away from the office, we use his signature stamp to authorize checks. He's given us permission, so it's not a big deal, right?

A3. It is a big deal! You should never use another person's signature stamp to authorize a check. If the managing director's travel schedule interferes with his ability to sign checks timely, then the office should coordinate with NFP's Treasury to add another authorized signer on the account.

Q4. A manager asked me to prepare a wire to a new vendor without any supporting documentation. Should I challenge the validity of the request?

A4. You should, and thank you for helping to safeguard NFP's resources. Please contact corporate Finance or Internal Audit when you have any questions.

Company Assets

We're expected to protect the company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on NFP's profitability. All company assets should be used for legitimate business purposes. Company equipment shouldn't be used for non-company business, but limited personal use may be permitted, provided that such use doesn't violate the **Employee Handbook** in any way.

Q: Is my company email address a company asset?

A: Yes. Your company email address is an NFP asset and should only be used for business purposes. Please don't use it as a username for any personal accounts.

Confidentiality of Company Information

We must all protect the company's nonpublic information at all times, including outside of the workplace and working hours, and even after employment ends. We must maintain the confidentiality of information obtained through our association with NFP and/or our clients, except when disclosure is authorized by the company or legally mandated. We must not use that information for personal advantage. Confidential information includes all financial and other nonpublic information and other records that, if disclosed, might be of use to competitors, or harmful to the company or its clients.

If you possess or have access to confidential information, you must: 1) not use the information for your own benefit or for the benefit of other persons; 2) carefully guard against disclosure of that information to people outside NFP (e.g., avoid discussing with family members and business acquaintances, or in public places such as taxis and elevators) and 3) not disclose confidential information to another company employee unless the employee needs to know the information for a legitimate business purpose undertaken on behalf of the company. Even then, take appropriate steps, such as execution of a confidentiality agreement, to prevent misuse of the information.

Our obligation to treat information as confidential does not end when we leave NFP. Upon termination of employment or other association with the company, we must return everything that belongs to the company, including all documents and

other materials containing company and client confidential information. We must not disclose confidential information to a new employer or to others after you or they cease to be employed or otherwise associated with the company.

We may not disclose your previous employer's confidential information to the company. Of course, we may use general skills and knowledge acquired during our employment.

Q: I'm on vacation next week and want to send some confidential company documents to my personal email account so that I have easy access to the information for a conference call. Is that an issue?

A: You are not permitted to email confidential documents to your personal email. If you need access to the information while you are out of the office, you should use either VPN or Egnyte to access the information.

Company's Corporate Opportunities

We're prohibited from 1) taking for ourselves personal opportunities that are discovered through the use of the company's property, information or position without the prior written approval of NFP's general counsel, and with respect to executive officers of NFP, without the prior approval of NFP's general counsel and chief executive officer, 2) using the company's property, information or position for improper personal gain, or 3) competing with the company directly or indirectly. We owe a duty to NFP to advance its legitimate interests when the opportunity to do so arises.

Comply with Laws, Rules and Regulations

NFP strives to be a good corporate citizen and comply with all applicable laws, rules, regulations and ordinances. We're expected to comply with all laws, rules, regulations and ordinances affecting the company. If you're unsure about any legal or compliance requirements, seek advice from your manager or the Legal department.

Q: If my supervisor asks me to do something that I think is wrong, what should I do?

A: You should never do anything that you think is in violation of a company policy, including this Code of Business Ethics and Conduct, or the law. Discuss your concerns with your supervisor, if possible. Otherwise, see the section titled "Raising Concerns" for a list of other possible reporting avenues.

The Media and Others

In order to ensure that all information about the company provided to the media and other related parties is accurate, non-confidential and in compliance with all applicable laws, contact with the media and such other parties is restricted to designated NFP spokespersons. This extends to communications with the public, regulators and other government officials. If a member of the press contacts you to discuss the company or any of its subsidiaries or vendors, please contact the Marketing department before responding to any questions or requests for interviews. Note the person's name, telephone number, the name of the publication or company, the applicable deadline, and the nature of the inquiry. Once contacted, the company will provide guidance regarding an appropriate response.

For more information regarding the disclosure of information about the Company, refer to the *Policy on Communication with the Media*.

If a regulator or other government official contacts you to discuss NFP or any of its subsidiaries or affiliates, please contact the Legal department or Compliance department. If you receive a subpoena, enforcement inquiry from a regulator, litigation documents or inquiries from outside counsel, forward the information to Legal. Contact information may be found at the end of this code.

Q: If I am asked to comment about NFP's business or financial condition by a member of the media, may I give my opinion if I position it as merely my opinion?

A: No. You should not provide any comments, even personal opinion, to the press without prior approval from NFP's Marketing department. Further, comments about financial matters may seriously impact our business and are generally considered highly confidential.

Gifts, Meals & Entertainment

Gifts, meals and entertainment for customers must support a legitimate business interest of the company and should be reasonable and appropriate under the circumstances. When we act on NFP's behalf and provide or receive third-party gifts and entertainment in our corporate capacity, we're expected to exercise good judgment in each case, taking into account the circumstances, including the character of the gift or entertainment, its purpose, its appearance, the positions of the persons providing or receiving the gift or entertainment, the business context, reciprocity, and applicable laws and social norms.

Don't accept gifts, meals or entertainment, or any favors, from vendors or customers if doing so could compromise, or appear to compromise, our ability to make objective business decisions in the best interests of NFP. Please refer to **NFP's Travel and Expense Policy** and the **Anti-Corruption Policy** for specific guidelines and approval requirements for gifts, meals and entertainment.





UPHOLDING INTEGRITY: AVOIDING CONFLICTS OF INTEREST

Personal Conflicts of Interests

We're expected to exhibit honest and ethical conduct, including the ethical handling of conflicts of interest in personal and professional relationships. We must avoid conflicts of interest involving the company or its business. A "conflict of interest" occurs when our private interest interferes in any way, or even appears to interfere, with the interests of the company. A conflict situation could arise if you take action or have an interest that makes it difficult to perform your work for NFP objectively and effectively. Conflicts of interest could also arise if you receive improper personal benefits as a result of your position with the company.

Potential conflicts of interest may not always be obvious or easy to resolve, so if you're engaged in or otherwise aware of any conduct that creates actual, apparent or potential conflicts of interest, you must promptly seek guidance from your manager, the Legal department or an HR representative. In addition, certain transactions between executive officers and NFP or any of its subsidiaries require prior approval. For more information, please refer to NFP's **Related Person Transactions Policy** and the **Conflicts of Interest Policy**.

Q: It's my job to select a vendor for the company. One of the vendors being considered is a company that I have an investment in. Do I need to take any precautions?

A: In this situation, your interest in the vendor conflicts – or at least appears to conflict – with your responsibility to select the best vendor for NFP. The best course of action is either for you not to be involved in the selection process or for your interest in the vendor to be disclosed to your manager and others involved in the selection process.

Examples of a conflict of interest:

- Financial investment in a vendor or supplier
- Engaging in a business that competes with NFP
- Investing in a competitor unless the investment is in a publicly traded company
- Working for, or serving as a director or advisor to, a competitor
- Acting on behalf of NFP in a business transaction involving a family member or close friend
- Allowing your activities to interfere with your job performance

Directorships with Outside Entities

Members of the Executive Management Committee are prohibited from serving on the board of directors (or similar governing body) of a for-profit outside entity without the prior approval of NFP's chief executive officer, after consultation with NFP's general counsel. All other NFP employees, officers, directors and managing directors are similarly prohibited from serving on the board of directors (or similar governing body) of a public for-profit outside entity without the prior approval of NFP's chief executive officer, after consultation with NFP's general counsel.

After joining the board of directors (or similar governing body) of an outside entity, whether for-profit or not-for-profit, company employees, officers, directors and managing directors must avoid any actual or perceived conflicts of interest.

UPHOLDING INTEGRITY: CLIENTS

Fair Dealings

We expect to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, not through unethical or illegal business practices. We're expected to deal fairly with the company's customers, suppliers, competitors and employees. Don't take unfair advantage of anyone through manipulation, concealment, misrepresentation of material facts or any other unfair-dealing practice in connection with the company's business. Stealing proprietary information, possessing or utilizing trade secrets obtained without the owner's consent or inducing such disclosures by past or present employees of a competitor is strictly prohibited.

Q: My manager has asked me to share customer information from my former employer. Can I do that?

A: No. You're not permitted to disclose customer information of your former employer. You have an obligation to protect your former employer's confidential information after leaving that company, just as you would be expected to protect our confidential information should you leave to work somewhere other than NFP. It is not only a breach of this code to share your ex-employer's confidential information: it may create liability for yourself and NFP.

Anti-Bribery

Transactions with local and foreign governments are governed by certain laws and aren't the same as conducting business with private parties. There are federal, state and local laws that restrict payments or reimbursements of expenses incurred by government officials, in addition to the receipt of gifts, meals and entertainment by government officials and their intermediaries. Consult **NFP's Anti-Corruption Policy** to make sure you understand the laws and the company's policies when transacting with governmental entities.

We may not make or receive improper payments on behalf of the company. An improper payment means receiving or paying a bribe or giving, offering or promising to give money or anything else of value to any person, to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the company. There are also state laws that govern bribery in the commercial context. Generally, it's acceptable to have reasonable and customary interactions with commercial parties in the form of gifts, entertainment and hosting business meetings; however, commercial bribery laws prohibit attempts to influence an employee's conduct in relation to his or her employer's affairs without the knowledge of the employer and contrary to the best interests of the employer.

Please review NFP's **Anti-Corruption Legal Compliance Guide** and its index of state bribery laws for more information. Violation of certain state bribery laws may result in a felony conviction and/or incarceration.

Q: A consultant the company uses to assist with government relations recently asked us for a large increase in commission. I suspect the consultant may intend to pass this money on to local officials. What should I do?

A: Report your suspicions to the Compliance department at once. No such payments should be made to the consultant until the company has investigated your concerns.

Anti-Money Laundering

It's NFP's policy to prohibit and actively prevent money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities. To protect NFP from those engaged in money laundering activities, know your clients and obtain all client information required by laws, regulations and policies. Be sure to alert your supervisor of any unusual or potentially suspicious activities that constitute money laundering or the financing of terrorism or that involve proceeds from unlawful activity.

Be alert to:

- Large cash payments
- Payments to someone not a party to a contract
- Payments in an unusual currency
- Payments from an unusual account
- Multiple money orders
- Volume purchases of prepaid products like gift cards
- Unusual fund transfers

Privacy of Personal Information

NFP respects the privacy of all its business partners and customers, as well as its employees. We're expected to handle personal data responsibly and in compliance with all applicable privacy law. We must handle personal information in accordance with any relevant contractual obligation, and only use such information for a legitimate business purpose. Limit access to the information to those who have a legitimate business purpose, and take care to prevent unauthorized disclosure. Don't review or discuss confidential information in public places or in places where you may be overheard.

The **Employee Handbook** outlines NFP's Information Technology and Electronic Communication Policies, which includes policies on computer usage, telecommunications usage, email and voicemail, mobile devices, social networking, and recording. We're all expected to fully understand and comply with these policies.

Q: I emailed some protected information to the wrong client. I've asked the client to delete the information. Do I need to do anything else?

A: Yes. Report the incident to NFP's Coordinated Incident Response Team (CIRT), which stands ready to respond to any cybersecurity incident, even unintended disclosures that are the result of employee mistakes. Alert CIRT of incidents by emailing CIRT@nfp.com or by contacting Mark Grosvenor (mgrosvenor@nfp.com or 512.697.6650) or David Horn (dhorn@nfp.com or 512.697.6508).

UPHOLDING INTEGRITY: PERSONNEL

Equal Employment Opportunity

The company's focus when making personnel decisions is on merit and contribution to the company's success. Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct that we have set for ourselves. NFP affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. For a more detailed discussion on NFP's policies on equal opportunity and nondiscrimination, please refer to the **Employee Handbook**.

Sexual Harassment

NFP values its employees and prohibits all forms of sexual harassment and conduct of a sexual nature that interfere with an individual's work performance. It's the responsibility of every employee and supervisor to ensure compliance with this code and report sexual harassment promptly. Please refer to the Employee Handbook for more information on our sexual harassment policy.

Examples of improper conduct may include, but are not limited to: unwelcome sexual advances, sexual remarks or jokes, inappropriate touching, gesturing or physical interference which impedes or blocks another's movement, or demeaning posters, cartoons, photographs, graffiti or drawings.

If you're a victim of sexual harassment and are uncomfortable reporting the conduct to your supervisor, you may report the incident(s) to your department head, local HR representative, the Human Resources department or the Legal department. You may also contact the company's anonymous NFP EthicsPoint Hotline (www.nfp.alertline.com or 855.296.9085). The website and hotline are administered by an independent third party. Supervisors are required to report any employee complaints or incidents of alleged harassment to the department head and local Human Resources representative or the Human Resources department.

Other Forms of Harassment

The company is committed to maintaining a working environment free from harassment — whether based on race, color, religion, sex, sexual orientation, gender identity, age, national origin, disability or any other characteristic protected by law. Actions that create a hostile working environment are strictly prohibited. Please refer to the [Employee Handbook](#) for more information on our harassment policy.

Examples of unacceptable conduct include inappropriate jokes, threats, derogatory comments, physical contact, teasing, bullying, intimidation or other offensive actions related to an individual's diversity protected in our code and Employee Handbook.

Workplace Safety

Violence or threats of violence in any form are unacceptable and will not be tolerated. The company believes that all employees should be able to enjoy a work environment free from all forms of violence. Any incident or threat of violence, regardless of whether the offender is an employee or third party, must be immediately reported to HR for the prompt investigation of all allegations. Depending on the circumstances, federal, state and/or local authorities may also be contacted. Any report of an act of violence will be kept confidential to the greatest extent possible to the extent deemed appropriate by the company and in accordance with law.

Please refer to the [Employee Handbook](#) for more information on our workplace violence policy.



WAIVERS AND AMENDMENTS

Any waiver of this code may be made by NFP's general counsel and chief executive officer or the Board of Directors of NFP Corp. Any amendments of this code must be approved by the Compliance and Ethics Committee or the Board of Directors of NFP Corp.

CONTACTS

Legal Department

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Chief Financial Officer

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COPIES OF THIS CODE

Copies of this code are available from the Legal department or the Human Resources department.



About NFP

NFP is a leading property and casualty broker, benefits consultant, wealth manager, and retirement plan advisor that provides solutions enabling client success globally through employee expertise, investments in innovative technologies, and enduring relationships with highly rated insurers, vendors and financial institutions.

Our expansive reach gives us access to highly rated insurers, vendors and financial institutions in the industry, while our locally based employees tailor each solution to meet our clients' needs. We've become one of the largest insurance brokerage, consulting and wealth management firms by building enduring relationships with our clients and helping them realize their goals.

For more information, visit **NFP.com**.