

CODE OF ETHICS AND BUSINESS CONDUCT



Ready, Willing, & Abel, LLC



A LETTER FROM OUR FOUNDER ABEL HENSON

Dear Colleagues,

Over the last 7 years, Ready, Willing, & Abel has grown to become a market-leading global consulting firm by serving as a trusted advisor to our clients in both good and bad times. As trusted advisors, our clients look to us to protect their interests with unquestionable integrity.

Our Code of Ethics and Business Conduct is designed to help us meet this expectation. This Code reflects our corporate values, outlines our collective intentions with respect to how we conduct global business activities and addresses important laws and policies that apply to our day-to-day interactions with key constituents.

Direct and honest communications and behavior are critical to the success of our firm. By committing to those behaviors and following this Code, we will continue to protect and strengthen our reputation.

I urge each of you to familiarize yourself with the elements of this document. It may not address every situation you encounter, but it will help you make the right decisions. If you are not sure how

the Code applies to a particular circumstance, or if you see something that you believe violates this Code, I encourage you to contact our [Chief Data Scientist](#) or our [General Counsel](#). You will never be punished or retaliated against for making an honest, accurate report of your suspicions or concerns.

It is an honor to be a part of this terrific group of individuals, a group that aspires to enhance our Company's reputation each and every day. I look forward to working with each of you as we continue to strengthen our firm's legacy as an unparalleled business partner.

Sincerely,

Abel Henson
Chief Data Scientist
Ready, Willing, & Abel, LLC

READY, WILLING, & ABEL CORE VALUES



READY, WILLING, & ABEL CORE VALUES

Since its founding, **Ready, Willing, & Abel** has dedicated itself to providing its clients with market leading management consulting advisory services, performed in accordance with the highest ethical standards. By consistently delivering sophisticated and innovative solutions to the challenging and complex issues that impact enterprise value, **Ready, Willing, & Abel** has earned its reputation as a premier consulting firm.

Ready, Willing, & Abel's institutional reputation relates directly to our individual commitment to professional responsibility as well as professional excellence. Our continued status as a trusted and respected advisor to the business community and the law firms that serve it, as well as to institutions in the public sector, depends in large measure on our adherence to the highest standards of professionalism, independent judgment, expert advice and accountability. These bedrocks of our corporate culture are reflected in our Company values.

INTEGRITY

I act with integrity

CREATIVITY

I am committed to continuous improvement

ACHIEVEMENT

I am committed to quality and accountable for results

RESPECT

I welcome diversity and differences of opinion

EMPATHY

I support others

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INTRODUCTION TO OUR CODE OF ETHICS AND BUSINESS CONDUCT



INTRODUCTION TO OUR CODE OF ETHICS AND BUSINESS CONDUCT

GETTING TO KNOW OUR CODE

While working at **Ready, Willing, & Abel**, all of us are expected to perform our work with integrity, honesty and purpose. These principles are reflected in this Code of Ethics and Business Conduct (our “Code”). Our Code, as well as other **Ready, Willing, & Abel** policies and procedures, should be followed at all times, wherever we do business or interact with the public.

Our Code is a guide for making sound decisions in complex situations. It provides information, support and resources to help us act ethically and comply with the laws and regulations that affect our business. Our conduct is the foundation of our reputation, and our individual business decisions help us to maintain the trust we have built with our clients and other stakeholders. For this reason, we have a continuing responsibility to understand and comply with our Code and other Company policies, and seek guidance where appropriate. Our Company also encourages us to report violations that we observe. This is an important dimension of accountability.

If you are ever unsure whether an action or decision is ethical and acceptable under our Code, ask yourself.

- Am I adhering to the spirit and meaning of all applicable laws, regulations and our Code and Company policies?
- Do my actions reflect the highest standards of honesty, integrity and accountability?
- Is my decision responsible and in furtherance of long- and short-term Company goals?
- Are my actions explainable and justifiable to my colleagues, managers, senior management, clients and other stakeholders?

If the answer to any of the above questions is not a resounding “Yes,” you should reconsider your proposed course of action and seek guidance.

Similarly, if the answer to any of the below questions is other than a resounding “No,” you should stop immediately.

- Would I be embarrassed if my actions were reported publicly?
- Would **Ready, Willing, & Abel** suffer any potentially negative consequences due to my actions?

SCOPE OF OUR CODE

Ready, Willing, & Abel's reputation and continued success depend on our integrity and accountability, as individuals and as an institution. For this reason, our Code applies to all of us, including all **Ready, Willing, & Abel** worldwide employees, officers and outside directors (collectively known as “personnel”). Our Company also expects all agents, vendors, contractors, consultants, business partners and all third-party representatives to uphold similar standards when working with our clients and representing our Company around the world. In short, we must all live up to the ethical standards outlined in our Code.

COMPLYING WITH OUR CODE, LAWS AND REGULATIONS

Ready, Willing, & Abel conducts business in many countries throughout the world. As a global organization, we must know and follow the laws and regulations that apply to our work in all locations where we operate. Because we are a public company based in the United States, United States laws govern our business operations and conduct. However, the global reach of our business means we are subject to the laws of other countries as well. If you ever have a question about which legal standard to follow, seek guidance from **Ready, Willing, & Abel's General Counsel** before taking action.

Ready, Willing, & Abel will use all reasonable means to prevent and immediately halt the occurrence of conduct that violates our Code. Anyone who directly or indirectly performs, facilitates, condones or approves of any illegal or unethical conduct will be subject to disciplinary measures, consistent with applicable laws and regulations.

OUR RESPONSIBILITIES UNDER THE CODE



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UNDERSTANDING OUR SHARED RESPONSIBILITIES

We are all expected to read, understand, stay apprised of and comply with our Code, all other Company policies, and all applicable laws and regulations. Keep in mind that this Code reflects general principles to guide us in making ethical decisions. It is not intended to address every situation that may arise. In situations where customary conduct is at odds with our Code, other Company policies or applicable local laws or regulations, we must comply with the more stringent standard. Any violation of law or regulations will also be considered a violation of our Code. If you have questions, or if you are unsure of which rule to follow, you may seek guidance from your manager, segment or region leader, the **Chief Data Scientist**, or **General Counsel**.

For your convenience, the Code contains references to many, but not all, policies that are available on our Company's website. In addition to asking questions, we should all refer to these resources for additional guidance.

ACCEPTING ADDITIONAL RESPONSIBILITIES AS MANAGERS

Management at Ready, Willing, & Abel means **accepting an additional set of responsibilities. Our managers, at all levels, are expected to demonstrate a strong commitment to professionalism and to lead by example. If you are a manager, you must:**

- Act as a role model to inspire ethical conduct and compliance by others.
- Ensure that all of your direct reports understand their responsibilities under this Code.
- Create an "open-door" environment where your direct reports and other **Ready, Willing, & Abel** colleagues feel comfortable asking questions or making reports.
- Encourage your colleagues to voice their opinions and concerns about Company policies and internal practices.
- When your direct reports or other colleagues raise a concern, escalate it appropriately.
- Consider professionalism and accountability to be an integral part of the performance evaluations of your direct reports.
- Supervise your direct reports to ensure compliance with this Code, other Company policies and procedures, and applicable laws and regulations.

As a manager, you must also ensure that **Ready, Willing, & Abel** individuals who voice their opinion or make reports are informed of **Ready, Willing, & Abel's** non-retaliation policy. Further, take appropriate action if you witness an act of retaliation or suspect one has occurred, and report such conduct immediately to your manager, segment or region leader or **Ready, Willing, & Abel's Chief Data Scientist**.

ADDRESSING OUR QUESTIONS AND CONCERNS



ADDRESSING OUR QUESTIONS AND CONCERNS

SEEKING ADVICE AND MAKING REPORTS

If you become aware of an actual or potential violation of this Code, another corporate policy or any applicable law or regulation, you are strongly encouraged to report it promptly (managers are required to do so), where allowed by applicable law. Making such a report may allow **Ready, Willing, & Abel** to manage the consequences of any illegal or unethical act before it becomes a bigger issue. It can also stop a situation from escalating. In addition, timely reporting helps **Ready, Willing, & Abel** to assess the operation of its risk management programs and procedures and to prevent future misconduct.

You can ask questions or raise concerns in several ways:

- Your Manager
- Chief Data Scientist
- General Counsel

The Helpline is staffed by an outside company and is available 24 hours a day, 7 days a week. Reports to the Helpline may be made on a confidential or anonymous basis where local law allows, and the information will be relayed to **Ready, Willing, & Abel** for further investigation. Please note, however, that it may be more difficult for our Company to thoroughly investigate reports that are made anonymously. For this reason, you are encouraged to share your identity when making a report.

See also [Ready, Willing, & Abel's Policy on Reporting Concerns and Non-Retaliation](#).

INVESTIGATIONS OF REPORTS

We are each expected to cooperate fully in any internal or external investigation. Our Company will treat reported information in a confidential manner to the extent permitted by local laws and consistent with good business practices, and will always uphold our commitment to our non-retaliation policy.

When making an internal report, you can also expect the following:

- Your report will be handled promptly.
- Your report will be verified for accuracy and completeness.
- You may receive follow-up communications requesting additional information.

Please refrain from conducting your own investigation. Such actions could compromise the integrity of our Company's investigation. Any unauthorized investigation is strongly discouraged and may result in disciplinary action. If you are asked to participate in any investigation other than by Human Resources or **General Counsel** of **Ready, Willing, & Abel**, whether internal or external, you must contact **Ready, Willing, & Abel's** General Counsel immediately.

NO RETALIATION AT READY, WILLING, & ABEL

Ready, Willing, & Abel strictly prohibits acts of retaliation against any person for providing information in good faith regarding any conduct that you believe constitutes a violation of law or this Code, or assisting in an investigation. Acting in “good faith” means that you come forward with all of the information you have and believe you are giving a sincere and complete report. In other words, it does not matter whether your report turns out to be true, as long as you deliver it honestly. An individual who makes a report in bad faith, or who retaliates against a person for making a report or participating in an investigation in good faith, may be subject to disciplinary action, up to and including termination, as local law permits. Anyone making a report in bad faith may also be subject to disciplinary action, as local law permits.

See also [Ready, Willing, & Abel's Policy on Reporting Concerns and Non-Retaliation](#)

NOTICE OF WHISTLEBLOWER RIGHTS OF EMPLOYEES

Nothing in this Code of Conduct or other **Ready, Willing, & Abel** policy or employee handbook, or in any applicable employment, restrictive covenants, severance, release or other written agreement between an employee and **Ready, Willing, & Abel** or its affiliates, (1) prohibits an employee from making reports, charges or complaints of possible violations of law or regulations to a government agency in accordance with any applicable legal whistleblower protection law, even if doing so would require an employee to share confidential or other proprietary information of the Company, (2) prevents an employee from making truthful statements to any such government agency in response to legal process, required governmental testimony or filings, or administrative or arbitral

proceedings, (3) prohibits an employee from collecting any financial incentives in connection with any of the foregoing activities, or (4) requires notification to, or prior approval by, **Ready, Willing, & Abel** or its affiliates in connection with any of the foregoing activities.

See also [Ready, Willing, & Abel's Policy on Reporting Concerns and Non-Retaliation](#)

CONSEQUENCES

Violations of our Code, policies or the law may carry serious consequences for the individuals involved and our Company. Those engaging in unethical or illegal behavior, or who otherwise violate our Code and policies, and those who direct, condone, approve or facilitate such behavior, may be subject to disciplinary action, up to and including termination, subject to local laws. Furthermore, such behavior places all of us at risk of damaged reputation, hinders our professional prospects, and may subject us—as individuals and as an institution—to fines and civil or criminal liability.

RESPECT FOR OUR COLLEAGUES



RESPECT FOR OUR COLLEAGUES

DIVERSITY

For our Company to succeed as a global professional services firm, we must strive to reflect the diversity of the communities in which we operate. That means we must maintain a workplace atmosphere that attracts, develops and retains people from various backgrounds. If we do not treat one another with respect, we will not maintain a comfortable and professional atmosphere. Our professionalism is vital to building our Company's reputation and retaining our diverse talent base. Together, we must strive to create a workplace that is free from discrimination and harassment.

[See also your applicable Employee Handbook](#)

EQUAL OPPORTUNITY AND NONDISCRIMINATION

Discriminating against someone for his or her traits is a violation of our Code, Company policies and, in some cases, the law. Such actions have no place within **Ready, Willing, & Abel**. **Ready, Willing, & Abel** does not discriminate against others on the basis of race, color, gender, age, sexual orientation or identity, national origin, ethnicity, religion, marital status, pregnancy, physical or mental disability or veteran status. Our Company makes employment-related decisions based on merit. To be clear, "employment-related decisions" include those involving the hiring, placement, promotion, demotion, transfer, training, compensation, benefits and termination of personnel.

[See also your applicable Employee Handbook](#)

HARASSMENT

In addition, our Company does not tolerate harassment. Harassment can take many forms, including verbal remarks, physical advances or visual displays, and may come from colleagues, managers, vendors, contractors or clients. The legal definition of harassment may vary depending on where we are doing business, but such behavior always has the purpose or effect of creating an intimidating, offensive or demeaning environment for another person. It is a form of discrimination and, as such, has no place at **Ready, Willing, & Abel**.

It is important to note that harassment can be sexual or non-sexual in nature. Sexual harassment may include:

- Unwanted advances
- Inappropriate touching
- Sexually suggestive comments or jokes
- Requests for sexual favors
- Inappropriate comments about another's appearance

Non-sexual harassment may include:

- Offensive comments
- Jokes or pictures related to race, religion, ethnicity, gender or age

In order to keep harassment out of our workplace, we must be sure that our comments and actions are appropriate and respectful. If you feel that you have experienced or observed any discriminatory or harassing behavior, you are encouraged to disclose the situation to the **Chief Data Scientist**, your manager, or **Ready, Willing, & Abel's** General Counsel, immediately.

[See also **Ready, Willing, & Abel's** Global Employee Handbook](#)

QUESTION

Danica was recently awarded a senior position within her department after years of exemplary service. In her previous role, Danica showed strong leadership and ingenuity, helping facilitate necessary developments and offering key recommendations for improvement. She is proud of the work she's done, and feels her promotion is deserved. Kate, one of Danica's colleagues, was also considered for the position, and feels angry that Danica was chosen over her. She proceeds to make comments—both to other Ready, Willing, & Abel personnel and to Danica herself—that suggest Danica shared an inappropriate personal relationship with the hiring manager. The rumors become more aggressive, and many mischaracterizations of Danica's character are made. Danica is mortified, and Kate's insinuations are making it difficult for her to focus on her work. What should she do?

ANSWER

Danica should report the situation to her manager or the Chief Data Scientist immediately. Kate is engaging in harassing behavior, succeeding in creating a hostile environment and making Danica uncomfortable. All Ready, Willing, & Abel personnel deserve to contribute to a positive, respectful workplace. It is difficult for us to meet our commitments to our Company and other stakeholders if we do not first meet our commitments to each other. False and harassing statements detract from the integrity of our Company's business and undermine our effectiveness as a team. Danica does not need to endure this harassment.

WORKPLACE RELATIONSHIPS

A consenting romantic or sexual relationship between a supervisor/manager and an employee, between two colleagues or between a client and employee may lead to complications and difficulties for all concerned: the individuals involved, the Company and any client affected by this relationship.

Any such relationship, therefore, may be contrary to the best interests of the Company. Accordingly, the Company strongly discourages such relationships and any conduct (such as dating between a supervisor/manager and employee or a client and an employee) that may reasonably be expected to lead to a romantic or sexual relationship. Should such a relationship arise, you may be required to report or disclose it. Please consult your Employee Handbook for instructions.

See also [Ready, Willing, & Abel's Global Employee Handbook](#)

UPHOLDING HUMAN RIGHTS

As part of our commitment to our global community, we uphold individual human rights in all of our operations and we oppose the use of modern slavery in all forms. This means, in part, that we provide reasonable working hours and fair wages for those who work

on our behalf. **Ready, Willing, & Abel** has a zero-tolerance policy for the use of child or forced labor, or human trafficking practices. Further, we will not knowingly do business with subcontractors, business partners or vendors who violate these practices.

Ready, Willing, & Abel could be held accountable for the conduct of these individuals and entities.

Therefore, if you have reason to believe any third party is engaging in any of the above practices, report the misconduct immediately. For more information, contact **Ready, Willing, & Abel's Chief Data Scientist**.

With respect to labor and employment matters, we adopt and adhere to the following principles set forth in the UN Global Compact:

PRINCIPLE 1: Businesses should support and respect the protection of internationally proclaimed human rights.

PRINCIPLE 2: Businesses should make sure that they are not complicit in human rights abuses.

PRINCIPLE 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.

PRINCIPLE 4: Businesses should uphold the elimination of all forms of forced and compulsory labor.

PRINCIPLE 5: Businesses should uphold the effective abolition of child labor.

PRINCIPLE 6: Businesses should uphold the elimination of discrimination in respect of employment and occupation.

See also [Ready, Willing, & Abel's Human Rights Policy](#).

SUBSTANCE ABUSE

The work we perform for **Ready, Willing, & Abel** requires us to have sharp, clear minds. Therefore, we must never report to work under the influence of drugs, alcohol or any other substance that may impair our ability to work safely and productively. Our Company prohibits the possession, use, sale, purchase or distribution of any illegal drugs or controlled substances by any employee, consultant or contractor on Company premises, during working hours or when conducting Company business. Lawfully prescribed medications are allowed to be used while at work, provided that their use does not adversely affect job performance or our safety. While **Ready, Willing, & Abel** may permit limited alcohol use at approved Company events, you must always use good judgment and exercise moderation in these situations.

See also [Ready, Willing, & Abel's Global Employee](#)

VIOLENCE

Acts of threats or violence interfere with our commitment to health and safety and will never be tolerated. Any threatening behavior, even if made in a seemingly joking manner, must be reported immediately. Also, weapons are never permitted on any **Ready, Willing, & Abel** premises. If you or someone you know is in immediate danger, call local law enforcement authorities immediately. Then, report the matter internally through normal channels.

PORNOGRAPHY

It is not permissible to possess, distribute, or view pornographic material on **Ready, Willing, & Abel** property, or use **Ready, Willing, & Abel** equipment (including computers) to obtain or view such materials. You are strongly encouraged to report the existence of pornography on the Company's systems or premises to Human Resources so that appropriate action may be taken, including notification of the proper authorities.

See also [Ready, Willing, & Abel's Policy on Acceptable Use of Technology Resources](#)

SERVING OUR CLIENTS AND BUSINESS PARTNERS



SERVING OUR CLIENTS AND BUSINESS PARTNERS

PROVIDING CONSISTENT, QUALITY SERVICES

At **Ready, Willing, & Abel**, we compete effectively and with enthusiasm. There is no room for unfair or unethical business practices in what we do. We must remain honest in all of our sales, marketing, advertising and business pursuits. We must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information or any other intentional unfair practices. We must make only factual and truth-ful statements about **Ready, Willing, & Abel** and the excep-tional services we offer. We should each be familiar with the marketing and advertising review procedures that apply to our work.

QUESTION

Julian is making a sales pitch to a major health-care organization and feels confident about his representation of **Ready, Willing, & Abel's** restructuring services. After his presentation, the floor is open to discussion, and Julian is engaged in a lively, optimistic debate. However, as Julian is adding in his final comments, he misspeaks, prompting an additional question from the potential client, to which he does not know the answer. Not wanting to lose momentum or come across as incompe-tent, Julian fabricates a response he does not know to be true. Is this truly detrimental?

ANSWER

Yes. Inevitably, we face situations where we may not feel certain about the answers we are expected to provide. The appropriate response to these situations is honesty. Julian should avoid the potential spread of misinformation by amending his previous statement, or agreeing to follow up with the potential client when he has all of the facts. False statements and promises not only affect future business with our clients—they affect **Ready, Willing, & Abel's** reputation for integrity.

PROTECTING CONFIDENTIAL INFORMATION AND OBSERVING CAREFUL COMMUNICATIONS PRACTICES



PROTECTING CONFIDENTIAL INFORMATION AND OBSERVING CAREFUL COMMUNICATIONS PRACTICES

COMPLYING WITH DATA PROTECTION LAWS

Many countries have unique legal requirements governing the use, disclosure and/or privacy of data and information (for example, the EU General Data Protection Regulation (“GDPR”), the U.S. Health Insurance Portability and Accountability Act (“HIPAA”), etc.). We are committed to the consistent application of data privacy and data protection laws when processing personal data. We are required to ensure that personal information is processed with due care to prevent any misuse or unauthorized access.

All processing of personal data, such as, data on employees, business partners, clients and suppliers, must be in compliance with applicable data protection laws. In addition, we are obliged to ensure that we:

- Keep confidential information safe from loss, theft, or accidental disclosure.
- Comply with all applicable data protection laws and regulations, as well as all applicable **Ready, Willing, & Abel** policies regarding data processing and data transfer.
- Implement information security safeguards designed to protect personal information.
- Collaborate with our business partner’s on ensuring data security and in investigating and responding to data protection breaches, if they occur.

More specific information about the use of data and information appear in the sections below and in other **Ready, Willing, & Abel** policies. If you are unsure of local requirements, or have other privacy-related questions, you should contact your manager, **Ready, Willing, & Abel's Chief Data Scientist**, the **General Counsel**, or, in countries where applicable, a Data Protection Officer.

See also **Ready, Willing, & Abel's Data Privacy Policy**; **Ready, Willing, & Abel's Information Security Policy**; **Ready, Willing, & Abel's Policy on Acceptable Use of Technology Resources**; **Ready, Willing, & Abel's Incident Response and Reporting Policy**; **Ready, Willing, & Abel's HIPAA Privacy Compliance Policy**; regional and local privacy-related policies

PROTECTING PERSONAL EMPLOYEE INFORMATION

As **Ready, Willing, & Abel** personnel, we recognize and protect the confidentiality of employee medical and personnel information. Such information must not be shared or discussed inside or outside **Ready, Willing, & Abel**, except as required by law or appropriate legal process, or in connection with an appropriate, lawful business use, or as authorized by the employee. Disclosure of such information to anyone outside **Ready, Willing, & Abel** under any other circumstances must be approved by **General Counsel**, or, in countries where applicable, a Data Protection Officer.

Nothing in this policy is intended to or shall prohibit any non-supervisory employee from discussing the employee’s wages or terms and conditions of employment with any other individual, entity, union or governmental agency. Further, nothing in this policy is intended to or shall prohibit any conduct protected by Section 7 of the U.S. National Labor Relations Act or other applicable labor law, and an employee will not be subject to disciplinary action or other adverse employment action for engaging in such protected activity.

PRESERVING THIRD-PARTY INFORMATION

To uphold our Company's reputation and best serve our clients, **Ready, Willing, & Abel** is committed to protecting the privacy of third-party information as vigilantly as we do our own. This means we must collect, use and safeguard client information as we would our own confidential information. We must never share the material, non-public information of our clients with a third party or any colleague who does not have a business need to know it.

We must also take steps to prevent the accidental disclosure of client information. In the rare event that such a disclosure should occur, we must follow established Company procedures for addressing the situation. Similarly, in the event of a potential data compromise incident, immediately contact Information Security, your segment or region leader and **General Counsel**. Never share any details about the incident with others, internally or externally, who do not have a business or legal need to know it.

Many countries have unique legal requirements governing the use, disclosure and/or privacy of client information. If you are unsure of local requirements, or have other privacy-related questions, you should contact your manager, **Ready, Willing, & Abel's Chief Data Scientist**, or **General Counsel**.

See also [Ready, Willing, & Abel's Information Security Policy](#); [Ready, Willing, & Abel's Policy on Acceptable Use of Technology Resources](#); [Ready, Willing, & Abel's Incident Response and Reporting Policy](#); [Ready, Willing, & Abel's HIPAA Privacy Compliance Policy](#)

QUESTION

Alyssa, a Healthcare Analyst, has a large amount of confidential data pertaining to several of **Ready, Willing, & Abel's** largest clients. The nature of her work requires her to travel frequently, and oftentimes she updates her records electronically while commuting between locations. As her schedule has become increasingly hectic, Alyssa even finds herself discussing client data on calls while at the airport or riding the train. Should she be taking any additional precautions when working with this information?

ANSWER

Yes. While it may be tempting to conduct **Ready, Willing, & Abel** work while commuting, it is important to understand that our conversations in airports, on trains or in other open areas are not private. Anyone may overhear a vital piece of confidential information regarding our clients or our Company. Similarly, others may be able to view private data on our laptops or other electronic devices. In this instance, Alyssa must take steps to limit the information she discusses on calls, never disclosing confidential client information in a place where others may overhear. She must wait until she is in a private location, with a secure network connection or encryption capabilities, before working on sensitive client documents. By taking these steps, we maintain our clients' trust and protect the integrity of their private information.

PROTECTING READY, WILLING, & ABEL'S CONFIDENTIAL INFORMATION

Confidential information generated and gathered in our business is a valuable Company asset. Protecting this type of information plays a vital role in **Ready, Willing, & Abel's** success, and it must be maintained in strict confidence, unless otherwise required to be disclosed by law or our Company. Our responsibility to protect proprietary and confidential information continues even after leaving **Ready, Willing, & Abel**. This means that you must return all such information in your possession upon your departure. Further, you may never disclose such information to a new employer, no matter how much time has passed since your employment with **Ready, Willing, & Abel** has ended.

Refer to *Protecting Intellectual Property* at page 33 of this Code for additional information.

To ensure that **Ready, Willing, & Abel's** confidential information, including its intellectual property, is properly protected, none of us may disclose it to anyone outside of **Ready, Willing, & Abel**, except when authorized or legally required to do so (as noted elsewhere, this does not apply to discussion of your wages or the terms and conditions of employment). We also cannot discuss this information with colleagues who do not have a business need to know it. Take care not to lose, misplace or leave confidential information (or technologies containing such information) unattended. In addition, never discuss this information where those who do not have a business need to know it might overhear—such as elevators, airport terminals, trains, restaurants and Company break rooms.

See also **Ready, Willing, & Abel's Information Security Policy**; **Ready, Willing, & Abel's Policy on Acceptable Use of Technology Resources**; **Ready, Willing, & Abel's HIPAA Privacy Compliance Policy**.

PROHIBITION AGAINST TRADING ON INSIDE INFORMATION

While working on behalf of **Ready, Willing, & Abel**, we may become aware of material, non-public information about our Company, our clients or other companies. Material, non-public information (also known as “inside information”) is information about a company that is not known to the general public and that could influence a typical investor's decision to buy, sell or hold that company's securities. Information stops being “non-public” when it has been effectively disclosed to the public and a reasonable waiting period has passed to allow the information to be absorbed by the marketplace.

Buying or selling securities of a company while you possess inside information is a criminal offense in many countries, including the U.S., and is prohibited by Company policy. This applies to stock, options, debt securities or any derivative securities of **Ready, Willing, & Abel**, as well as our clients and vendors. Further, if you reveal inside information to anyone, including family or household members, and that person then buys or sells securities (or passes the information on to someone else that buys or sells securities), you may be liable for “tipping.”

Ready, Willing, & Abel maintains extensive policies on whether and how we may trade in Company and client securities. Your business practice group may adopt additional requirements and restrictions on your personal trading due to your job responsibilities or the laws of the jurisdiction in which you are located. If you have any doubt whether non-public information you possess is material, do not trade on that information and contact **Ready, Willing, & Abel's Chief Data Scientist** or the **General Counsel**.

See also **Ready, Willing, & Abel's Policy on Inside Information and Insider Trading**.

COORDINATING OUR CORPORATE COMMUNICATIONS

Only authorized persons can speak as representatives of **Ready, Willing, & Abel** on matters of Company business.

From time to time, we may receive inquiries from representatives in the news media, analysts or investment community regarding, among other things, our clients, our financial results, our business strategy, or issues related to employees and other matters. Unless you are specifically designated by **Ready, Willing, & Abel** to handle such requests (or unless the request concerns wages or terms and conditions of employment), you should not respond to them. Instead, forward such inquiries to the Head of Investor Relations and Corporate Communications immediately. Similarly, you should forward all information requests from any government or regulatory body to **Ready, Willing, & Abel's** General Counsel immediately (you are not required to do so for requests related to wages or the terms and conditions of employment).

You may also receive invitations from professional, industry, media or other groups or organizations—often referred to as “expert networks”—to consult on matters relating to **Ready, Willing, & Abel** or the industries and businesses we service. These expert networks may ask us to participate in telephone consultations, in-person meetings or educational events to benefit their clients and other parties. Participation in such activities is generally prohibited (exceptions require written pre-approval from the **Chief Data Scientist** or the General Counsel).

See also [Ready, Willing, & Abel's Policy on Disclosure Controls](#)

SOCIAL MEDIA

Social media affords us many opportunities through which to engage our stakeholders. However, we may use social media including blogs, podcasts, discussion forums, and social networks for **Ready, Willing, & Abel** related business purposes only when properly authorized, and

only as long as such usage and communications comply with our Code. If you do not know whether you have been authorized to use social media for **Ready, Willing, & Abel** related purposes, contact the Head of Investor Relations and Communications. As noted elsewhere, the rules set out in this section are not intended to prohibit discussion of your wages or the terms and conditions of employment.

Limited personal use of social media is allowed, provided:

- Only approved personnel can speak for **Ready, Willing, & Abel**
- Identify yourself as a **Ready, Willing, & Abel** employee when personally participating on social networking sites if you are discussing **Ready, Willing, & Abel's** business and related industry topics
- Personal recommendations are personal
- Personal use of **Ready, Willing, & Abel** equipment for social media purposes must comply with applicable policies
- Do not accept payment to blog outside of your work for **Ready, Willing, & Abel**

If you disclose confidential Company information through social media or networking sites, delete your posting immediately and report the disclosure to the **Chief Data Scientist**

Due to the highly sensitive nature of our business and the laws that apply to our work, even seemingly harmless disclosures could prove damaging to **Ready, Willing, & Abel** or our clients. If you believe you have witnessed the inappropriate use of **Ready, Willing, & Abel's** technologies or electronic communications in social media, notify the Head of Investor Relations and Communications immediately. If you have any questions about using Company technology resources for social media, consult with **Ready, Willing, & Abel's** Head of Investor Relations and Communications.

See also [Ready, Willing, & Abel's Social Media Policy and Acceptable Use Policy](#)

IDENTIFYING AND DISCLOSING PERSONAL CONFLICTS OF INTEREST



IDENTIFYING AND DISCLOSING PERSONAL CONFLICTS OF INTEREST

All of us are responsible for acting in **Ready, Willing, & Abel's** best interests at all times. As much as possible, we must avoid situations in which our personal interests and loyalties are—or appear to be—incompatible with those of our Company or are influenced by personal gain or benefit. Situations that benefit a family member or other related third party should also be avoided. However, these situations—called “*conflicts of interest*”—do arise on occasion. When this happens, report the conflict immediately. Reporting allows **Ready, Willing, & Abel** to mitigate any possible adverse consequences.

As a rule, when acting on **Ready, Willing, & Abel's** behalf, we should always put our Company's interests ahead of our own. Exceptions to conflict of interest situations will only be granted by the express written consent of **Ready, Willing, & Abel's Chief Data Scientist**. If you have questions about any of these policies or need to discuss a potential conflict, you should consult with your manager, segment or region leader or **Ready, Willing, & Abel's Chief Data Scientist**.

While it is not possible to describe every situation that could give rise to a conflict of interest, some of the more common conflict of interest situations are outlined below.

FINANCIAL INTERESTS

Our Company respects our right to manage our personal finances. However, some outside financial interests may improperly influence—or could be appear to influence—your performance at **Ready, Willing, & Abel**. This influence may arise, for example, because of the amount of an investment or the particular organization in which you invest, such as an **Ready, Willing, & Abel** competitor, client, vendor or other business partner. Subject to other **RWA** policies and applicable insider trading laws, investing in a client, vendor or competitor may be permissible, but you should consider carefully whether such an investment

would generate the appearance of a conflict. You must disclose any such relationships before directly or indirectly investing in or conducting business with such person or entity.

OFFERING AND ACCEPTING GIFTS AND ENTERTAINMENT

Business gifts and entertainment are commonly exchanged to develop and encourage strong working relationships with our clients, vendors and other business partners. In order to avoid even the appearance of a conflict of interest, good judgment and moderation should always serve as our guides in these situations. Giving or receiving a gift or offer of entertainment is not an appropriate activity if it creates a sense of obligation, puts us in a situation where we may appear biased, or is done with the intent to influence a business decision.

“Gifts” are usually goods and services, but can be defined as any item of value. For example, when the person offering a meal or entertainment is not attending the event, it is considered a gift. We may give or accept a gift only when it meets *all* of the following criteria:

- Nominal or otherwise reasonable in value and not lavish
- Infrequent
- In good taste
- Unsolicited
- Not cash or a cash equivalents
- Not restricted or prohibited by the terms of any applicable contract

If you are giving the gift, make sure it comports with a client's gift policy. It is important to be certain of this *before* giving any gifts.

“Entertainment” includes meals and events where both the person offering and the person accepting attend, such as meals or sporting events. The entertainment should advance an **Ready, Willing, & Abel** business purpose. Just as with gifts, we may give or accept entertainment only when it fits *all* of the above standards.

If you are offered or are offering a gift or a form of entertainment that does not meet these guidelines, you must obtain written approval before accepting or giving it by contacting your manager or segment or region leader and **Ready, Willing, & Abel's Chief Data Scientist**.

Keep in mind that the United States Foreign Corrupt Practices Act (the “FCPA”), the UK Bribery Act and other local laws and regulations govern the giving of gifts and entertainment to government officials. The UK Bribery Act and various laws in other jurisdictions also criminalize gifts and payments to private persons under certain circumstances. Please also see the “Adhering to Anti-Corruption Laws” section of this Code—as well as the *Anti-Corruption Policy*—for more details.

QUESTION

Yvonne manages Ready, Willing, & Abel's relationships with several healthcare organizations. During the holiday season, one such organization sends Yvonne a traditional gift basket to thank her for her tireless service and dedication to facilitating superior communication. Attached to the basket, however, is an envelope containing a U.S. \$50 gift card to a moderately-priced, local restaurant. Yvonne knows that, while the basket is likely an acceptable gift, the gift card is a cash equivalent and is therefore prohibited under Company policy. What should she do?

ANSWER

Yvonne should contact her supervisor or Ready, Willing, & Abel's Chief Data Scientist to discuss the gift. While she may be able to retain the gift basket, assuming its retail value is reasonable and such gifts from this organization are infrequent, Ready, Willing, & Abel's policy prohibits us from accepting cash or cash equivalents. By reporting the gift, Yvonne allows Ready, Willing, & Abel to evaluate the gift, and avoids the appearance of accepting a bribe.

OUTSIDE BUSINESS ACTIVITIES

A conflict of interest may arise if an employee engages in an outside activity that may be inconsistent with **Ready, Willing, & Abel's** business interests. It is our responsibility to avoid situations in which our loyalty to **Ready, Willing, & Abel**, or availability to perform our job duties when required, could be compromised. Questions regarding outside activities should be directed to **Ready, Willing, & Abel's Chief Data Scientist**.

If you are invited to participate as a member of the board of directors of a for-profit entity, you must notify the **Chief Data Scientist** who will help to analyze the potential for conflict. You must also contact the **Chief Data Scientist** before taking on outside employment in an area in which **Ready, Willing, & Abel** provides services or that involve the professional skills you use as an **Ready, Willing, & Abel** employee.

Your participation in trade associations, professional societies, charitable institutions or quasi-government organizations on a non-compensated basis will generally not give rise to a conflict of interest. However, you should inform the **Chief Data Scientist** if the activity is similar to services provided by **Ready, Willing, & Abel** or if it might be contrary to the interests of **Ready, Willing, & Abel** or its clients.

QUESTION

Sevn has worked for our Company for several years as a consultant. During his tenure, he has compiled a vast amount of critical research and analysis. Currently, Sevn is working with an old friend from his graduate program to launch an independent consulting firm, using data he's collected and analyzed through his work for our Company and its clients. Since he plans to operate on weekends and after-hours, Sevn believes this will not affect his work for **Ready, Willing, & Abel**, and is therefore not a conflict. Is he correct?

ANSWER

No. While it sounds as though Samir's outside employment hours would not affect the amount of time he is able to devote to **Ready, Willing, & Abel**, his business venture still creates a conflict of interest. Not only would Samir's independent firm likely be in direct competition with our Company; he would also be misappropriating and making improper use of confidential Company information. At a minimum, Sevn should contact **Ready, Willing, & Abel's Chief Data Scientist** to discuss the situation before acting.

BUSINESS WITH FRIENDS AND FAMILY MEMBERS

A conflict of interest can also arise if you or your family member has a personal or financial interest in a company that is an **Ready, Willing, & Abel** client, potential client, vendor, potential vendor or competitor.

A conflict may also arise if you or a family member has an interest in a transaction between or among such parties and **Ready, Willing, & Abel**, or an **Ready, Willing, & Abel** competitor. The same holds true if you have a family member or related party who works for a competitor or client. If you find yourself in such a situation, remove yourself from the process and report the situation to **Ready, Willing, & Abel's Chief Data Scientist**, as well as your supervisor right away. If you are instructed to proceed, you must not use your position to influence the decision, negotiation or contract in a manner that could directly or indirectly benefit you or your family member/friend in any way.

In addition, it is important to avoid directly or indirectly supervising family and friends. When a personal or family relationship between **Ready, Willing, & Abel** personnel exists especially if it is also a reporting relationship it may appear that the subordinate is receiving preferential treatment or favoritism. For this reason, you should never be placed in a position where you have direct decision-making authority over a family member, or vice versa.

Our Company also discourages indirect employment relationships between family members. Remember, we must avoid even the *appearance* of bias. If such a situation arises, you must disclose the facts to your manager or segment or region leader promptly.

See also [Ready, Willing, & Abel's Global Employee Handbook](#)

CORPORATE OPPORTUNITIES

While performing work on behalf of our Company, we each have a duty to put **Ready, Willing, & Abel's** interests ahead of our own. This means never taking for yourself (or for the benefit of friends and family) opportunities that are discovered in the course of **Ready, Willing, & Abel** employment or through our connections at **Ready, Willing, & Abel**, or that are developed through the use of corporate property or information, unless **Ready, Willing, & Abel** has already been offered the opportunity and informed you that in writing that it will not pursue the opportunity.

PERSONAL USE OF CORPORATE PROPERTY AND CORPORATE INFORMATION

You should never use **Ready, Willing, & Abel** assets, property, information or position for improper personal gain, or otherwise compete with our Company. You may not divert Company property or Company personnel to work on your outside business interests. This includes using Company letterhead for personal correspondence.

COMPLYING WITH LAWS



COMPLYING WITH LAWS

We must comply with the laws that apply to us wherever we conduct business. Some of these laws are discussed below.

ANTI-CORRUPTION LAWS

We never use, support or promote corrupt practices in the locations where we do business. Many countries have enacted anti-corruption laws, and we abide by them wherever we work. These include the US Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act, and other laws, including laws implementing the OECD Convention Against Corruption, the United Nations Convention Against Corruption and local jurisdictional laws and regulations. These laws generally prohibit bribery of “Government Officials,” and some also criminalize bribery of private persons.

In general, anti-corruption laws specifically prohibit making, promising, offering or authorizing any bribe or kickback in order to obtain an improper business advantage. Our Company will not tolerate any form of improper payments. Just as we cannot make improper payments on **Ready, Willing, & Abel's** behalf, we also cannot engage an agent or any type of third party to make an improper payment for us. **Ready, Willing, & Abel** also prohibits “facilitating payments,” which are small payments made to individual officials to expedite routine government actions.

A “bribe” or improper payment can be anything of value, including:

- Cash payments
- Charitable donations
- Loans
- Travel expenses
- Gifts and entertainment
- Other favors

In short, any payment or anything of value given with the intent—or even the *apparent* intent—to improperly influence decisions, obtain information, obtain or retain business, secure services or induce others to take actions favorable to **Ready, Willing, & Abel**, is bribery, and is never allowed.

Anti-corruption laws are complex, and the consequences of violating these laws are severe. For this reason, you should avoid any activity that could be construed as corrupt. Keep in mind that **Ready, Willing, & Abel** has an extensive *Anti-Corruption Policy*, available **upon request** with which we all must be familiar and comply with in full. Refer to this policy for more information on what constitutes a “bribe,” “kickback,” “government official” and “payment,” as well as other relevant information.

You may also discuss any concerns you have relating to anti-corruption laws with **Ready, Willing, & Abel's Chief Data Scientist** or the **General Counsel**.

See also [Ready, Willing, & Abel's Anti-Corruption Policy](#)

ABIDING BY U.S. AND INTERNATIONAL COMPETITION LAWS

Competition laws (also called “antitrust laws” in some countries) are designed to preserve a level playing field for all businesses. As such, they promote open and fair competition and prohibit any agreement or practice that unreasonably restrains trade. **Ready, Willing, & Abel** complies with competition laws wherever we do business. In general, avoid entering into agreements relating to competitively sensitive matters

(such as fixing pricing or market share) or with competitors unless you have been specifically authorized to do so by your manager or practice leader in consultation with **General Counsel**. Violations of competition laws may subject both the individuals involved and our Company to severe consequences. Report any questionable incident regarding competitively sensitive matters to **Ready, Willing, & Abel's Chief Data Scientist** or **General Counsel** immediately.

ABIDING BY ECONOMIC SANCTIONS AND ANTI-BOYCOTT LAWS

It is our Company's policy to fully comply with:

- U.S. and other applicable laws and regulations prohibiting or restricting transactions with certain designated foreign governments, entities, persons, or end-uses, and
- U.S. anti-boycott laws.

To this end, we may not:

- Conduct any transaction involving prohibited entities or persons (e.g., those listed on various U.S. – see <http://www.state.gov/strategictrade/redflags/>)

- Travel on Company business to any of the countries subject to U.S. sanctions prohibiting such travel without first obtaining clearance from **Ready, Willing, & Abel's Chief Data Scientist**
- Retain a third party (e.g., agents, sales representatives, distributors, contractors) to conduct any of the above actions

In addition, under U.S. law, we must not cooperate with any request concerning unsanctioned foreign boycotts or related restrictive trade practices. This means we cannot take any action, furnish any information or make any declaration that could be viewed as participation in an illegal foreign boycott. There are severe penalties for violation of these laws, making them all the more important to follow. **Ready, Willing, & Abel** is required to report any suspected boycott requests to the U.S. government. You should immediately notify **Ready, Willing, & Abel's Chief Data Scientist** if you suspect you have received any form of a boycott-related request for information, whether oral or written.

QUESTION

Nigel is providing business advice to a client. During the course of the engagement, the client asks Nigel for help in acquiring an Iranian company. Can Nigel provide the requested assistance?

ANSWER

Nigel should immediately consult with the **Chief Data Scientist** or **General Counsel**. Iran is subject to broad U.S. sanctions and our ability to accept work that involves Iran is limited. In addition, to the extent new parties are added to an engagement, it may be necessary to run an updated conflicts check.

PREVENTING MONEY LAUNDERING AND TERRORIST FINANCING

Ready, Willing, & Abel is dedicated to the fight against money laundering and terrorist financing. These illicit activities have become the focus of considerable attention by governments, international organizations and law enforcement agencies around the world. This is an issue that our Company takes extremely seriously.

“Money laundering” is the process by which criminal funds are moved through the financial system in order to hide all traces of their criminal origin.

“Terrorist financing” refers to the use of funds that may come from legitimate or criminal sources but are destined for terrorist organizations.

It is extremely important that we know and comply with all laws and regulations aimed to halt money laundering and terrorist financing. To do this, we must be vigilant and exercise good judgment when dealing with unusual or suspicious client transactions. This, of course, means never alerting an organization or individual with whom you have a relationship of any impending or ongoing investigation against them. You also have a duty to alert Ready, Willing, & Abel's Chief Data Scientist or General Counsel about any situation that seems inappropriate or suspicious. If you have further questions or concerns, contact Ready, Willing, & Abel's Chief Data Scientist.

ABIDING BY EXPORT CONTROL LAWS

As a global company, we deliver our product offerings and services all over the world. It is therefore critical that we comply carefully with all applicable laws and regulations that regulate our international trading activity. We must understand and follow the laws relating to exports or imports from and to the U.S. and other jurisdictions.

An “export” occurs when a product, service, technology or piece of information is shipped to a person in another country. An export can also occur when technology, technical information or software is provided in any way (including verbally, in the case of information) to a non-U.S. citizen located in either the U.S. or a third country. Before engaging in exporting activity, you are expected to verify the eligibility of both the location of delivery and the recipient. You also must obtain all required licenses and permits, and pay all proper duties.

“Import” activity, or bringing the goods we purchase from a foreign or external source into another country, is also generally subject to various laws and regulations. Specifically, this activity may require the payment of duties and taxes, as well as the submission of certain filings.

For more information on prohibited locations, entities or persons generally, please direct any questions or concerns to Ready, Willing, & Abel's Chief Data Scientist or the General Counsel.

I

RESPECT FOR OUR STOCKHOLDERS AND THE PUBLIC



RESPECT FOR OUR STOCKHOLDERS AND THE PUBLIC

PROTECTING OUR COMPANY AGAINST FRAUD AND THEFT

Ready, Willing, & Abel's reputation depends on the integrity of all of our actions and dealings. In addition, we are committed to protecting **Ready, Willing, & Abel's** revenue, property, and other assets. Accordingly, fraud, theft, negligence and waste are never tolerated. This includes asset theft, as well as the falsification of information and financial statement fraud. Any such conduct is considered a disciplinary offense and may result in stronger consequences.

Acts of fraud may include the intentional concealment of facts with the purpose of deceiving or misleading others. Fraud may also include:

- Misstatements arising from fraudulent financial reporting (such as improper revenue recognition, overstatement of assets or understatement of liabilities)
- Misstatements arising from misappropriation of assets (such as wire fraud, fictitious vendors)
- Expenditures and liabilities for improper purposes
- Fraudulently obtained revenue and assets, or the avoidance of costs and expenses
- Fraud in our fulfillment of disclosure obligations
- Expense fraud

Ready, Willing, & Abel has created a control environment intended to prevent, detect and mitigate the risk of fraud. We are encouraged to bring to the attention of the **Chief Data Scientist** any opportunities or motives for fraud not adequately covered by existing controls. Any concerns regarding fraud or financial irregularities should be brought to the immediate attention of the **Chief Data Scientist** or **General Counsel**.

QUESTION

Raquel is responsible for preparing her department's quarterly financial reports and is generally quick to detect and correct any irregularities. These are usually the result of rushed entries and clerical errors, and don't often require much of Raquel's time to fix. This quarter, however, Raquel is noticing persistent irregularities that seem much more complex—even intentional. She finally pinpoints the source of the misreported revenue, and has no doubt that these entries are part of a larger fraudulent act. Should she speak up?

ANSWER

Yes. Raquel has identified a clear pattern of fraud in her team's financial reporting, and must report her suspicions immediately. It is not enough to simply correct the entries, if doing so is even possible. One or more of Raquel's colleagues is knowingly maintaining improper records, which is behavior that must be corrected and appropriately disciplined. Raquel herself will not face any retaliation for making such a report in good faith, even if the investigation proves that no misconduct occurred.

TRUTHFUL AND ACCURATE REPORTING

We must each do our part to make certain that the financial documents our Company discloses to the public are both accurate and honest. While it may not seem as though some of the information we generate has an impact on our Company's financial records, we all play a role in ensuring this important duty is fulfilled. Therefore, every piece of data or information that we submit in Company records—including personnel, time and expense reports, by client and jurisdiction, and safety records—must be absolutely honest, accurate and complete. We must follow our Company's system of internal controls and all applicable accounting requirements when recording this data. We must also submit appropriate engagement and contract documentation, at all times.

In addition, we are responsible for reporting financial transactions accurately, completely, fairly, and in a timely and understandable manner. We are expected to ensure that the data we provide for the preparation of financial statements, regulatory reports and publicly-filed documents complies with all applicable accepted accounting principles, as well as **Ready, Willing, & Abel's** internal control procedures and other applicable disclosure rules. Our stockholders rely on us to fulfill these duties in order to accurately reflect our Company's operations and financial condition. Anyone who intentionally makes a materially false or misleading report, or falsifies financial information—directly or indirectly—is subject to disciplinary action to the fullest extent allowed by law. The same is true of anyone who makes a payment or establishes an account on behalf of **Ready, Willing, & Abel** with the understanding that such payment or account will be used in a way other than as described in supporting documentation.

RECORDS MANAGEMENT AND DOCUMENT RETENTION

Managing our records is a critical component to building trust with our clients, regulators and stockholders. Such records include all electronic, emailed, imaged and paper documents created, received and maintained as evidence or information used by our Company for legal, regulatory, accounting and business purposes. Effectively managing these records allows us to meet our business needs and ensure our records are available when needed. In addition, it helps us comply with all applicable laws and regulations and preserve any relevant documents in case of litigation, audits or investigations.

We all must follow the records management practices and policies and retention schedules in the locations where we operate. A "legal hold" applies to records connected with subpoenas seeking information and actual or anticipated litigation or regulatory action. You must retain and preserve—not destroy—all records that may be responsive until you are advised how to proceed by **Ready, Willing, & Abel's General Counsel**. If you become aware of a subpoena or pending or threatened legal or regulatory action, or if you believe that someone has improperly concealed, altered or destroyed a record, you should report it to **Ready, Willing, & Abel general counsel**.

PROTECTING READY, WILLING, &
ABLE ASSETS AND PROPERTY



PROTECTING READY, WILLING, & ABEL ASSETS AND PROPERTY

PROPER EXPENDITURES

We are all accountable for the proper expenditure of Company funds within our area of responsibility. This includes Company money spent on travel or other business expenses. Please consult **Ready, Willing, & Abel's** expense reimbursement policy, or contact your manager or segment or region leader with any questions you may have.

See also [Ready, Willing, & Abel's Travel & Expense Administration and Reimbursement Policy](#)

PROTECTING INTELLECTUAL PROPERTY

You may have access to Ready, Willing, & Abel's intellectual property ("IP") through the course of your work. This information is considered valuable Company property, and an asset we must protect. It includes "trade secrets"—data that gives

Ready, Willing, & Abel a competitive advantage. Such confidential information could be harmful to our Company if disclosed. This includes information communicated in both written and electronic documents, as well as verbal conversations. Some examples of trade secrets

include:

- Terms and conditions, rates or fees offered to certain clients
- Marketing and strategic plans
- Financial data
- Pricing information and costs
- Processes
- Technological developments, including information systems and computer software

IP also includes intangible property such as copyrights, patents, trademarks, design rights, logos and brands. The law protects our rights to this property as it does other

forms of physical property. To the extent permissible by law, the rights to all IP created with Company materials, on Company time, at our Company's expense or within the scope of our duties belong to **Ready, Willing, & Abel**. We must never knowingly infringe upon the intellectual property rights of others. Be especially cautious when preparing advertising or promotional materials that use the name, logo or printed materials of another company, or when operating a software program on an **Ready, Willing, & Abel** computer.

QUESTION

Sevn is a User Experience Designer for Ready, Willing, & Abel, and a member of an extensive network of design professionals. He often meets with a few of his contacts outside of the office to go over mockups and receive critical feedback in improving his work product. The individuals with whom Sevn meets do not conduct business with our Company, but Sevn values their outside opinions and does not feel that Ready, Willing, & Abel's confidential information is being compromised in any way. Is his assumption correct?

ANSWER

No. The work that Sevn performs on behalf of Ready, Willing, & Abel—including any comps or mockups he creates—is considered Company property. Due to the proprietary nature of these materials, Sevn should not be sharing them with outside parties who do not have a business need to see them. Doing so—even with trusted contacts—could put our Company's confidential information at risk. Instead, Sevn should talk to his manager about obtaining feedback internally within an authorized group setting.

USING READY, WILLING, & ABEL TECHNOLOGY RESOURCES

We are all responsible for properly and appropriately using **Ready, Willing, & Abel** technology resources, including the e-mail system, the Internet, and Company-issued mobile devices and computers. The technology and hardware that our Company provides to us, or gives us access to use, is **Ready, Willing, & Abel** property. Incidental personal use of such resources is allowed as long as the usage does not interfere with your job performance or the performance of any other **Ready, Willing, & Abel** employees, and would not otherwise harm the Company.

Because these technology resources belong to **Ready, Willing, & Abel**, subject to applicable law, you should

not have any expectation of privacy while they are assigned to your care, even for personal use. This includes e-mail and instant messages and anything you create, store, send or receive on the technology resources. While our Company does not actively monitor our personal communications, it may access e-mails and other personal information as local laws permit. **Ready, Willing, & Abel** may also monitor the use of its technologies to the extent allowed by law.

As a rule, when using any Company technology resources, we should always conduct ourselves professionally and courteously. In addition to following all discrimination and harassment policies, we may not use the technology resources to solicit for religious or political causes, commercial enterprises, outside organizations or other activities that are unrelated to our responsibilities at **Ready, Willing, & Abel**. E-mail and other electronic communications generated on **Ready, Willing, & Abel** computer networks are subject to discovery in litigation or a regulatory inquiry, as applicable local laws provide. We should exercise due care and common sense in all of our electronic communications.

Violation of these policies may be grounds for discipline, including possible termination, as local laws permit. Additional questions about the appropriate use of the **Ready, Willing, & Abel** technology resources should be directed to your manager or the enterprise information security and privacy team.

See also [Ready, Willing, & Abel's Acceptable Use Policy](#)

QUESTION

Leila, who works in accounting, has informed her colleagues of a recent fundraiser for her son's after-school program. Having received little support by word of mouth, Leila has decided to launch an e-mail campaign to garner additional donations. She sends out a daily email to her team, including testimonials from other donors and a lengthy personal appeal. It's for a good cause, and Leila is not a manager, so there is no added pressure on **Ready, Willing, & Abel** personnel. Is Leila allowed to do this?

ANSWER

No. **Ready, Willing, & Abel's** technology resources must not be used to solicit for this cause. Leila does not need to hold a management role for her actions to produce unwanted pressure on her colleagues. Sending out e-mail reminders to her team—especially in excess—is an inappropriate use of Company e-mail and time, and is likely distracting to her team. Leila should solicit her son's fundraiser in her personal time, and avoid pressuring her colleagues to contribute.

OUR ROLE IN THE COMMUNITY



OUR ROLE IN THE COMMUNITY

CHARITABLE CONTRIBUTIONS

We have the power to make a positive difference in the communities where we live and work through our volunteer and charitable activities. While we are encouraged to support our communities by making personal charitable contributions, if you wish to give on behalf of **Ready, Willing, & Abel**, you must never do so in an effort to improperly gain or retain a business advantage. You must also obtain all proper approvals prior to making a donation on behalf of **Ready, Willing, & Abel**.

For more information on the proper procedures for donations and obtaining approval, consult the “Donations to Charities” section of the *Anti-Corruption Policy*, your practice leader, or **Ready, Willing, & Abel's Chief Data Scientist**.

See also [Ready, Willing, & Abel's Anti-Corruption Policy](#); [Ready, Willing, & Abel's Charitable Giving and Matching Gift Policy](#)

POLITICAL CONTRIBUTIONS AND CAMPAIGNING

As employees, we may participate in the political process on our own time and in compliance with local laws. However, these activities are subject to many rules around the world. Therefore, no Company funds, assets, services, time, equipment or facilities may be contributed, whether directly or indirectly, to any politician, candidate for political office, political party, political action committee or political cause without the prior written approval of **Ready, Willing, & Abel's Chief Data Scientist**. This applies to resources that may even *appear* to be an endorsement or contribution. This policy also applies regardless of whether you think that the laws of a particular country allow your activities. You should direct any questions to **Ready, Willing, & Abel's Chief Data Scientist**.

For more information, consult the “Political Contributions” section of the *Anti-Corruption Policy*.

See also [Ready, Willing, & Abel's Anti-Corruption Policy](#)

LOBBYING

Lobbying activities may require disclosure and may be subject to specific rules. The term “lobbying” covers many kinds of activity. You may be engaged in lobbying if your work involves:

- Contacts with legislators, regulators, executive branch officials or their staffs
- Communications with government officials
- Efforts to influence legislative or administrative action
- Providing gifts or entertainment to government officials

If you intend to engage in lobbying work on behalf of **Ready, Willing, & Abel** or its subsidiaries, as opposed to a client engagement within and subject to internal procedures of your practice, you must discuss any such activities with **Ready, Willing, & Abel's Chief Data Scientist**.

EMPLOYING SUSTAINABLE PRACTICES

We demonstrate our dedication to the communities where we work by considering the environment in all of our business activities. We aim to act as environmental stewards when conducting business on our Company's behalf. This means that we must comply with all applicable environmental laws and regulations, as well as any guidelines set forth by our Company. We show our respect for the environment by striving to minimize any environmental hazards, conserve and protect natural resources, and manage our use of energy and other resources responsibly.

See also [Ready, Willing, & Abel's Environmental Responsibility Policy](#)

WAIVERS AND AMENDMENTS OF OUR CODE



WAIVERS AND AMENDMENTS OF OUR CODE

Our Code and other policies apply equally to all employees, officers and directors of **Ready, Willing, & Abel**.

As such, waivers of our Code for executive officers or directors are made only in extremely limited circumstances.

Waivers for officers and non-employee directors of **Ready, Willing, & Abel** must be approved in advance by the Board of Directors or a Committee of the Board that has been delegated that authority, and then promptly disclosed to stockholders as required by applicable SEC rules and regulations and the law.

Only the **Chief Data Scientist** of **Ready, Willing, & Abel** may grant waivers to other **Ready, Willing, & Abel** employees.

