

# Dun & Bradstreet Code of Conduct

*Do the Right Thing*

Dun & Bradstreet Global Compliance Hotline (U.S. and Canada) 800.261.8552  
(Outside U.S. and Canada) Country Access Number, then 800.261.8552

<https://dnb.alertline.com>

2018

## Putting our Values to Work

### *A Message from Our Executive Leadership Team*

Dun & Bradstreet enjoys a reputation for "doing the right thing." Being named one of the World's Most Ethical Companies for ten consecutive years is a testament to the importance we place on integrity. We don't just talk about it. We embrace it, as part of our forward-leaning culture.

Those who put their trust in our company—customers, shareholders, business partners and our employees—deserve nothing less than our full commitment to the highest standards of ethics. Each of us is accountable, since our actions not only determine how others see our company, but also contribute to our long-term growth and success.

Dun & Bradstreet's Code of Conduct was written in simple language and provides real-life examples to make it easier to understand exactly what's required and to help us always know and do what's right. As we work together to deliver on our strategy, it's fitting that our Code reflects our values and the modern, global, outside-in company we have become.

Thank you for all you do to ensure that we continue to do the right thing, every day, in every way.

Best,  
Executive Leadership Team

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### *Our Values*

***Data Inspired.*** *We're passionate about the power of data. It's at the heart of everything we do.*

***Relentlessly Curious.*** *We embrace the change in the world around us. We know it brings new problems to solve, new things to learn and new ways to grow.*

***Inherently Generous.*** *We succeed by helping others succeed. We openly share our time and talent, and we confidently welcome the help of others.*

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*The Code applies to all Dun & Bradstreet employees. You are required to comply with this Code as a condition of your employment. A violation of this Code or other Dun & Bradstreet policy may (a) affect an employee’s compensation, including but not limited to eligibility for promotions, increases, bonuses and commission and (ii) make an employee ineligible for company awards, including non-monetary awards, such as trips or other offsite events.*

*This document does not provide any guarantee of continued employment at Dun & Bradstreet, and, unless otherwise permitted by local law or a written employment contract with the company stating otherwise, you are employed “at will.” This means that you or Dun & Bradstreet can end the employment relationship at any time, with or without cause, and without prior notice, for any reason not prohibited by law. This Code is reviewed and updated annually, at a minimum. It may be unilaterally modified by Dun & Bradstreet at any time.*

## Our Code

### It Starts with Integrity

Since 1841, Dun & Bradstreet has been a trustworthy partner of global businesses large and small. We have a reputation for integrity—conducting business ethically and in compliance with the letter and spirit of the law in every interaction, with all of our global stakeholders, regardless of location or business unit.

Our Code of Conduct keeps us working toward a common goal—a respectful workplace that operates with the highest standards of business ethics and conduct. As an employee, you are expected to follow the Code and all applicable Dun & Bradstreet policies and laws and to use good judgment at all times. When faced with a difficult ethical decision, ask yourself some basic questions to help guide your decision-making.

#### Ask Yourself:

- *Am I compromising my own personal ethics in any way?*
- *How would I feel if my action was shared on Twitter or Chatter or reported in the news?*
- *Could Dun & Bradstreet lose customers—or shareholders—if they knew employees did this?*
- *Would I be comfortable explaining my action to other employees? My family? My friends?*
- *Is my action consistent with being a trusted business partner?*
- *Could my actions violate the law or any company policy?*

We believe in only doing business with suppliers, contractors, consultants and other business partners who share our high standards. We seek to establish mutually beneficial, long-term relationships with our business partners and strategic partners such as members of the Dun & Bradstreet World Wide Network. Our goal is to direct all of our business to partners who share our commitment to do the right thing.

We conduct business in many countries, and laws, local customs and social standards differ greatly from one place to the next. We abide by the laws of the countries in which we operate, unless they violate applicable U.S. law. If there is a conflict between local law and U.S. law, seek guidance from the Compliance team.

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*... follow the Code and all applicable Dun & Bradstreet policies and laws and use good judgment at all times.*

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All employees comply with GDPR policies and procedures, which apply globally when handling EU personal data. For more information on specific requirements of our Dun & Bradstreet employees in the U.K., refer to Appendix A.

### Asking Questions and Raising Concerns

If you become aware of a possible violation of this Code or any applicable law or policy, you should immediately report it. Remember, no one—not even your leader—has the authority to make you do something illegal or improper.

No book or code can provide all the answers or cover every possible situation. Our Code only serves as a guide to ethical conduct. In some circumstances, the right thing to do will be obvious, but in others, it may be difficult for you to choose the right course of action. At Dun & Bradstreet, we have many internal contacts and [resources](#) that will help you get the answer you need.

If you are unsure what to do, please reach out and ask for help before acting.

Failure to comply with the Code and all applicable Dun & Bradstreet policies and laws may have severe consequences for both Dun & Bradstreet and the people involved. In addition to damaging our good name, conduct that violates the Code may also violate the law, subjecting our company and those involved to legal action. Dun & Bradstreet will impose disciplinary action for violations, including termination of employment and recovery of damages.

**You may report a potential concern or ask questions in several ways:**

- *Talk to your immediate leader if you are comfortable doing so;*
- *Reach out to the People team;*
- *Contact the Compliance team;*
- *Talk to a Legal team member;*
- *Send an email to the [Compliance Inbox](mailto:ComplianceOfficer@dnb.com) ([ComplianceOfficer@dnb.com](mailto:ComplianceOfficer@dnb.com)); or*
- *Contact the Dun & Bradstreet Global Compliance Hotline:*
  - *By phone: In the U.S. and Canada: 1-800-261-8552. Outside the U.S. and Canada, [click here](#) for detailed dialing instructions.*
  - *Online: <https://dnb.alertline.com>. (You can access both the country-specific dialing instructions and the online reporting form from this site.)*

To report concerns directly to Dun & Bradstreet’s Board of Directors, visit the Investor Relations section of [www.dnb.com](http://www.dnb.com) and follow the “Contact the Board” link under the Corporate Governance tab.

The Dun & Bradstreet Global Compliance Hotline is staffed by an outside company and is available 24 hours a day, seven days a week. You may report anonymously to the extent permitted by applicable law, although maintaining anonymity may limit our ability to effectively investigate your concerns.

**Global Fact-Finding**

As a company, we look into all concerns promptly, thoroughly and fairly, and treat all those involved with respect and professionalism. Based on the facts found, we aim to make the best decisions for the company and employees involved, and we take appropriate action in accordance with our Global Fact-Finding Protocol (governing the internal investigation process), including, where applicable and/or required by law, notification to the Audit Committee and/or governmental authorities. Nothing in the Code prohibits you from communicating with government agencies about possible violations of federal, state, or local laws or otherwise providing information to government agencies, filing a complaint with government agencies, or participating in government agency investigations or proceedings, and the Code does not require you to notify the Company of any such communications. If a Fact-Finding arises and your participation is requested, understand, first and foremost, that this is a routine business process of the company. In addition, as an employee, you have an obligation to cooperate fully in any Fact-Finding and share information openly, honestly and without fear of retaliation. Unless required by law, employees are not permitted to have legal counsel or other representatives present at meetings related to the Fact-Finding. Further, audio or video recording of calls or meetings concerning the Fact-Finding is not permitted by either party.

### Cooperating with Fact-Finding

We each have an obligation to comply with Fact-Findings, whether conducted by the Compliance team, the Internal Audit team or others. If you are asked to cooperate with any Fact-Finding or audit, do so fully and honestly, knowing that Dun & Bradstreet has zero tolerance for retaliation.

If you receive a request for information or notice of an investigation from a government agency, notify the Legal team immediately. They will provide you with information on how to proceed.

We:

- Make every effort to safeguard your confidentiality and, if applicable, your anonymity; and
- Make every reasonable attempt to communicate back to you once the Fact-Finding is complete.

The Dun & Bradstreet's Global Fact-Finding Protocol and Ask for Help are available on the company's intranet.

### Additional Expectations for Leaders

Leaders have an additional responsibility to lead by example and operate with integrity, every day.

If you are a leader:

- Make sure the Code is communicated to those you lead so they understand their obligation to comply with it;
- Ensure that your employees receive appropriate training on the Code and all applicable Dun & Bradstreet policies and laws that impact their job duties;
- Look for opportunities to routinely role model, communicate and discuss ethical conduct, difficult decisions or other challenging situations with your employees; and
- Create an open working environment that encourages employees to come to you with any questions or reports. When they approach you, respond promptly. Report all concerns or questions to the People team, the Compliance team or other [resource](#) immediately.

Closely monitor what is happening with your employees.

If you become aware of any conduct that may violate the Code, or any applicable Dun & Bradstreet policies or laws, report it immediately. Not reporting a violation by

one of your employees when you know or should have known about it will result in discipline, including termination of employment and recovery of damages in appropriate cases.

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*Leaders have an additional responsibility to lead by example ...*

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### Zero Tolerance for Retaliation

It is a violation of our Code to retaliate against an employee for reporting a concern in good faith or participating in a Fact-Finding, even if the allegations prove to be inaccurate. Good faith does not mean you have to be right, but it does mean that you are providing all information you have and that you believe it to be true. Individuals who engage in retaliation are subject to disciplinary action, including termination and, if legal action is taken, could be responsible for payment of damages.

If you believe that you have been the subject of retaliation, immediately contact the People team, the Compliance team or other [resource](#).

**What If ...**

*A Dun & Bradstreet employee suspects his leader is making false entries on her expense report. He knows he should report it, but he doesn't want his leader to get in trouble. He also fears that if she finds out about his report, it will not only affect the good working relationship he has with her but also his future advancement within Dun & Bradstreet. What should he do?*

*Acts of misconduct that seem small or inconsequential can erode our company's reputation for operating honestly and with integrity. When someone violates our Code or our policies, it affects all of us. Speaking up isn't always easy—but it's always the right thing to do. The employee should come forward and share his concerns without fear, knowing that our company will not tolerate retaliation against him for sharing his concern. Where permitted by law, he may report his concerns anonymously. Be relentlessly curious – ask questions when you are not sure if things are being done correctly!*

## Our Commitment to Each Other

### We Put People First.

Our continued success depends largely on our ability to attract and develop a diverse work force. At Dun & Bradstreet, we are committed to providing a work environment that fosters respect for all employees, customers, suppliers, contractors, consultants and other business partners and reflects the diversity of the communities in which we operate.

### Respect for Diversity

Any unfair employment practice, however inadvertent, ultimately hurts all of us. We make employment decisions based on merit and do not discriminate based on race, color, national origin, religion, creed, gender, sexual orientation, gender identity or expression, civil union or marital status, age, citizenship status, disability status, pregnancy, genetic information, protected military or veteran status, ancestry, medical condition (cancer or genetic characteristics) or any other characteristic protected by law and as set out in our Equal Employment Opportunity Policy. We are also committed to applying affirmative action in our workplace.

We demand a work environment free from harassment, abusive conduct and bullying and do not tolerate any form of inappropriate conduct that creates an intimidating, hostile or offensive work environment. Harassing or bullying conduct can include physical actions or verbal remarks/messages. Sexual harassment can involve unwelcome sexual advances, requests for sexual favors or other physical or verbal conduct of a sexual nature.

All forms of harassment, abusive conduct and bullying are prohibited. This policy extends to vendors, consultants and others with whom we do business and applies in both work-related settings and work-sponsored activities, regardless of when or where the activity takes place.

If you observe, learn of or are subject to harassment, abusive conduct or bullying, immediately report it to your leader, the People team, the Compliance team or other [resource](#). A Fact-Finding will be conducted promptly and discreetly.

For more information, refer to our Global People Policies as well as the local People policies where you work.

The Dun & Bradstreet U.S. Equal Employment Opportunity and Affirmative Action Policy and Dun & Bradstreet U.S. Non-Discrimination and Anti-Harassment Policy are available on the company's intranet.

### **What If ...**

*A Dun & Bradstreet employee has built a strong working relationship with several supplier representatives. One of them has started flirting with her recently and leaves her suggestive notes. She feels uncomfortable but isn't sure what to do since he is not a fellow Dun & Bradstreet employee. What options does she have?*

*Even though the supplier representative is not a Dun & Bradstreet employee, the employee should report the situation to her leader, the People team, the Compliance team or other [resource](#). Harassment includes physical actions or written remarks made by anyone in our workplace. We take all reports of harassment, abusive conduct or bullying seriously and will investigate them promptly and discreetly.*

## Respect for Health and Safety

We want to maintain a safe, healthy work environment. You have a responsibility to:

- Follow safe working procedures and applicable laws and regulations, at all times;
- Actively work to prevent accidents;
- Immediately report any unsafe condition to your leader, [Site Incident Manager](#) or other [resource](#); and
- Immediately report any violent behavior or threats to your leader, the People team or other [resource](#) for investigation.

Because safety comes first, while at work, employees must remain free from the influence of illegal drugs, alcohol or any substance that may impair their ability to work safely and effectively. In addition, employees may not possess, sell, use or purchase illegal drugs or drug paraphernalia on Dun & Bradstreet premises or at Dun & Bradstreet-sponsored events.

Likewise, we prohibit the wearing, transporting or storage of firearms or other dangerous weapons, chemicals or substances in our facilities or on our properties by employees, consultants or visitors. For more information, refer to our Global People policies and local People policies where you work.

The Dun & Bradstreet U.S. Drug & Alcohol Policy and the Dun & Bradstreet U.S. Possession of Weapons Policy are available on the company's intranet.

## Respect for Human Rights

We support the principles established under the United Nations Declaration of Human Rights and are committed to conducting business in a way that respects the rights and the dignity of people. We prohibit the employment of underage children or forced labor, as well as any form of physical punishment or abuse. We expect suppliers throughout our global supply chain to share our commitment to the same high standards.

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*... respect the human rights of people in communities that are impacted by our activities.*

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We take steps to ensure that slavery and human trafficking is not taking place anywhere within our organization or our supply chain. Do your part to respect the human rights of people in communities that are impacted by our activities and report any human rights abuse that you see or suspect either in our operations or in those of our business partners.

## Respect for the Environment

We follow applicable laws, policies, permits and regulations as they relate to protecting the environment and conserving energy and natural resources, and we work to reduce the environmental impact of our operations everywhere we do business through water and energy conservation and recycling programs, just as a few examples. Your commitment helps our company and the companies we work with to be good stewards, to reach our goals and to make positive environmental change.

## Our Commitment to Our Company and Our Shareholders

### Handling Conflicts of Interest

A conflict of interest occurs when personal or family interests interfere—or appear to interfere—with our ability to make sound business decisions on behalf of Dun & Bradstreet. We need to avoid any situation that creates even the appearance of a conflict of interest.

It is not possible to list every situation that could present a potential conflict, but there are some areas where conflicts often arise:

- Conducting business with—or supervising—spouses, partners, family members, friends or others with whom you have a close personal relationship (“family or friends”);
- Having business interests or employment outside of Dun & Bradstreet;
- Having a business arrangement or transaction between two parties who have a relationship outside of the business transaction—this is referred to as a related party transaction;
- Serving on boards of directors outside of Dun & Bradstreet;
- Pursuing opportunities that belong to Dun & Bradstreet; and
- Exchanging gifts and entertainment.

Each of these situations is described in more detail below, under the Disclosing a Potential Conflict section.

#### *Disclosing a Potential Conflict*

As a general rule, conflicts of interest are not permitted. If a real, potential or perceived conflict of interest arises, you must disclose it to your leader and the Compliance team immediately once you become aware of the situation. Your leader will review the conflict with the Compliance team. You must have the approval of each of your leader, the Compliance team and the Leader, Global People Business Partners before an exception to our conflict of interest policy is granted.

The Compliance team is responsible for administering the Code of Conduct Certification process.

As part of the process, each employee generally certifies that he or she is not aware of any related party transactions that need to be reported or disclosed. If you become aware of a related party transaction, you must disclose it to the Compliance team.

#### *Doing Business with or Supervising Family or Friends*

A conflict of interest can arise if you or your family or friends have a personal stake in a company that does—or seeks to do—business with Dun & Bradstreet. A conflict can also arise when a personal or family relationship exists between employees—especially if there is also a reporting relationship; it can create the appearance of preferential treatment or favoritism.

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*The important thing is to avoid even the appearance of bias.*

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Remember:

- No family member should hold a position where he or she has direct decision-making authority over another family member;
- Never use your position to influence or seek to be influenced during any stage of an opportunity, from the bidding process through negotiations and execution;

- If family or friends work for a competitor, customer or a company that conducts – or seeks to conduct – business with us, disclose it immediately, using the Conflict of Interest Certification form, to your leader, with a copy to the Compliance team; and
- Avoid indirect reporting relationships (for example, dotted-line relationships or reporting relationships related to a specific project) between family or friends.

The important thing is to avoid even the appearance of bias. If such a situation arises, remove yourself from the decision-making process and immediately notify your leader or the People team in writing, with a copy to the Compliance team.

For more information, refer to our Global People policies and local People policies where you work. The Dun & Bradstreet U.S. Employment of Relatives and Close Personal Relationships Policy is available on the company's intranet.

**What If ...**

*A Dun & Bradstreet employee learns that his department is seeking a new supplier, and his brother owns a company that can supply the needed service. Is it okay for the employee to submit the name of his brother's company for consideration?*

*Yes. The employee must, however, disclose the relationship to his leader and to the Compliance team and remove himself from the decision-making process.*

**Working Outside of Dun & Bradstreet**

Sometimes taking outside employment can create a conflict of interest. You may not take another job that interferes with your ability to do your job at Dun & Bradstreet (e.g., conducting outside business during working hours or using company property, equipment or information for non-Dun & Bradstreet uses). If you have an employment contract with Dun & Bradstreet, it will likely specify this requirement and you could be subject to termination for failure to comply.

In addition, you may not take outside employment with a supplier, competitor or vendor of Dun & Bradstreet if doing so will affect the decision-making you do as an employee of our company. If employment you held prior to joining Dun & Bradstreet might create a conflict, or if you are contemplating an outside job that could interfere with your job duties, notify your leader or the People team and the Compliance team.

**What If ...**

*A Dun & Bradstreet employee owns a small business as a side project. She does not have access to all the information in Dun & Bradstreet's systems but knows that some of it could help advance her business. She asks a colleague to quickly look up some information for her to use in her side business, since it will not take much time and her business does not compete with Dun & Bradstreet. If the colleague agrees, is he violating our Code?*

*Yes. If this colleague fulfills her request, he would be violating our Code. We must not use Dun & Bradstreet's information or materials for our own or for others' personal gain. This situation describes both a conflict of interest and a potential breach of data privacy and/or confidentiality. Because this request is not for legitimate Dun & Bradstreet business purposes, this colleague should politely decline.*

### *Engaging in a Related Party Transaction*

A related party transaction is a business arrangement or transaction between Dun & Bradstreet and:

- Affiliates of Dun & Bradstreet, including subsidiaries;
- Entities for which investments in their equity securities would be required to be accounted for by the equity method by the investing entity;
- Trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management;
- Principal owners of Dun & Bradstreet and members of their immediate families; and
- Management of Dun & Bradstreet (Executive Officers as set forth in the Dun & Bradstreet Proxy Statement each year) and members of their immediate families.

The concern with related party transactions is that the business transaction will not be conducted at “arm’s length” because of the pre-existing relationship. Since related party transactions may give rise to conflicts of interest, certain related party transactions require disclosure to the Securities and Exchange Commission. As a result, it’s important that employees know the definition of a “related party” and be vigilant in identifying and reporting any related party transactions (see [Disclosing Potential Conflicts](#) section).

The Related Party Policy with examples of related parties and related party transactions is available on the company’s intranet. For any questions regarding the process, contact the Assistant Corporate Controller or the Corporate Secretary’s Office.

#### **What If ...**

*One of our subsidiaries provided accounting or financial services to Dun & Bradstreet. Would that be an example of a related party transaction?*

*Yes, it would. There are many common transactions between related parties which can occur in the normal course of business, including: other services received or furnished such as engineering and legal services; sales, purchases and transfers of real and personal property; use of property or equipment via lease (or otherwise); and borrowings, lendings or guarantees. All must be reported and reviewed to ensure there is no conflict of interest.*

#### **What If ...**

*Dun & Bradstreet engaged an outside vendor to provide data, and the wife of one of Dun & Bradstreet’s executive officers serves on the Board of Directors of the outside vendor. Would that be an example of a related party transaction?*

*Yes, it would. Entities that our executive officers or directors, and their immediate family members, are affiliated with, are related parties. Dun & Bradstreet does business, both as a provider of data and the recipient of data, with a multitude of entities globally, and from time to time, we may do business with an entity that is affiliated with one of our management members or their immediate family members. These transactions must be reported and reviewed to determine whether the Dun & Bradstreet management member has an interest in the transaction and to ensure the transaction is the result of fair dealing, with no conflicts of interest.*

#### **What If ...**

*A mid-level employee in the Tax Department ran his own tax consulting business when he was hired by Dun & Bradstreet, and he continues to work on his business on the side. Dun & Bradstreet engaged this*

entity to conduct consulting services on a small tax matter. Is this an example of a related party transaction?

*The answer is...it depends. The definition of a “related party” include directors and executive officers of the company but can also include employees that are responsible for achieving the objectives of the company and who have the authority to establish policies and make decisions by which corporate objectives are to be pursued. This broad definition means we need to look at potential related party transactions on a case-by-case basis because, depending on a team member’s responsibilities, they could be considered a related party. Please report all of these potential transactions for review.*

#### **Serving on Outside Boards**

Because of the time commitment and the potential for conflicts of interest, no employee may:

- Be appointed to any outside board of directors (or similar body) of any for-profit public or private company without prior approval of his or her leader, the Corporate Secretary’s Office (who leads the review process and assesses potential conflicts) and the Nominating & Governance Committee of the Dun & Bradstreet Board of Directors; or
- Serve on more than one public company board of directors (or similar body) without the prior approval of the Nominating & Governance Committee.

Helping the community by serving on a board of directors of a non-profit organization is encouraged, so long as such service does not interfere with your ability to do your job. For a non-profit board position, you are required only to notify your leader and [corporatetcitizenship@dnb.com](mailto:corporatetcitizenship@dnb.com). For any questions regarding the process, contact the Corporate Secretary’s Office.

#### **What If ...**

*A Dun & Bradstreet employee in India has been asked to serve on the advisory board of a for-profit private company. She does not believe that the company competes with Dun & Bradstreet, and she is certain that she would be able to manage the time commitment involved. She notifies her leader, who has no objection. If the Dun & Bradstreet employee accepts the advisory position, is she violating the Code?*

*Possibly – depending upon the nature of the advisory board. She must obtain the prior approval of her leader, the Corporate Secretary’s Office and the Nominating & Governance Committee of the Dun & Bradstreet Board of Directors before accepting an appointment to any outside board of directors—or similar body—of any for-profit public or private company. Although an advisory committee is not a board of directors, depending on its nature, it could be a similar body established to provide guidance and advice to a company, like a board of directors. As such, the same approval process would apply, and the Corporate Secretary’s Office and Nominating & Governance Committee would be required to approve the appointment. Please contact the Corporate Secretary’s office to assess any outside board appointments for for-profit public or private companies for the required approvals.*

#### **Making Private Use of Corporate Opportunities**

In some cases, through your work or through contacts with customers, suppliers, contractors, consultants or other business partners, you may become aware of an opportunity to make a purchase or an investment in which Dun & Bradstreet would be interested.

Taking advantage of such an opportunity can create a conflict of interest or the suggestion of something inappropriate, so you must promptly notify your leader of the opportunity to allow evaluation by our company. Remember, it is important to avoid even the appearance of a conflict of interest, even if there is no actual conflict. You may only act privately on an opportunity discovered through your position with Dun

& Bradstreet after we have had a full and transparent opportunity to evaluate and reject it, and you have received express permission to pursue such opportunity from your leader.

### *Exchanging Gifts and Entertainment*

Business gifts and entertainment are intended to build stronger working relationships and goodwill.

However, this is also an area where conflicts of interest or the suggestion of something corrupt can arise.

Giving or receiving gifts, regardless of who initiated it or who receives it, is not appropriate if it creates an obligation, puts the giver or the recipient in a situation where either party appears biased or is intended by either party to influence a business decision.

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*Always use discretion and good judgment when spending Dun & Bradstreet funds.*

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Employee recognition, entertainment and gifting guidelines, as well as additional Dun & Bradstreet requirements when booking employee travel, can be viewed in the Global Travel & Entertainment Policy available on the company's intranet.

Federal, state and provincial laws all have different gift giving bans covering elected leaders, staffs and key government policy makers. Due to this matrix of gift giving rules and regulations, often confusing and sometimes contradictory, the policy of the company is that no gift shall be given, no matter the nature of the gift, to any elected leaders, staffs or government policy makers. A gift is anything of value, including meals.

Always use discretion and good judgment when spending Dun & Bradstreet funds. Ensure that any travel or entertainment expenses serve a legitimate business purpose and obtain any necessary approvals in advance. Use corporate credit cards exclusively for business purposes and be sure to accurately record, describe—and provide proper supporting documentation for—all transactions. Use of the corporate card for personal expenses is prohibited and could subject an employee to discipline, up to and including termination.

Gifts include goods, services and anything of value including all travel, lodging, meals and entertainment, when the host does not attend.

#### ***Gifts are permitted if they are:***

- *Nominal in value, except to elected leaders, staffs or government policy makers where gifts are banned;*
- *Infrequently given;*
- *In good taste;*
- *Unsolicited; and*
- *Not cash or a cash equivalent.*

#### ***Entertainment may be accepted if it is:***

- *Attended by both the person offering and the person accepting (note that attendance by family or friends is not permitted without proper approval);*
- *Irregular or infrequent;*
- *Unsolicited;*
- *In a setting that is appropriate for a business or relationship-building discussion;*

- Reasonable (e.g., it involves an amount you are accustomed to spending on personal entertainment); and
- Something you or the recipient would freely discuss with coworkers.

The rules for gifts and entertainment apply not only to employees, but also to their spouses, partners or family members. In addition, in many countries, including the U.S., there are regulations that restrict what you may offer government employees; if you regularly interact with government employees at any level, you must familiarize yourself with these regulations and consult with the Legal team.

Decline any offers of gifts or entertainment that are inappropriate. In very limited circumstances, if you find yourself in a situation where refusing a gift offered as a matter of cultural practice would embarrass or offend the person offering it, you may accept the gift on behalf of Dun & Bradstreet and then report it to your leader and the Compliance team.

Similarly, cultural requirements may dictate the giving of gifts that are more than nominal in value. Contact your leader and the Compliance team in advance to determine what is appropriate and what approvals are required.

Finally, if you are induced to provide a benefit under threat of physical force or duress, do what is best for your safety and report the incident immediately to your leader and the Compliance team

Remember, you cannot offer, give or receive anything that would compromise—or even appear to compromise—the ability to make fair and unbiased business decisions on behalf of Dun & Bradstreet (also see [Anti-Corruption](#) section). For advice on what gifts and entertainment are considered appropriate and acceptable, contact the Compliance team.

**What If ...**

*A Dun & Bradstreet employee is sending out gifts to her customers to thank them for their business and wish them a Happy New Year. She decides to send her clients a small gift basket with assorted fruits and chocolates. Each basket is valued at US\$50. Is this an appropriate business gift?*

*Yes. The gift basket is appropriate because it adheres to our standards. It is nominal in value, in good taste, unsolicited, not a cash equivalent and, since it is a once-annual gift, it does not put her customers in a position where they may appear biased or pressured to make a specific business decision.*

**What If ...**

*A long-time vendor sends a Dun & Bradstreet employee a gift card from MasterCard. Can he accept the gift?*

*No. Regardless of amount, Dun & Bradstreet does not permit giving or receiving gifts in the form of cash or cash equivalents such as checks or gift cards from VISA, MasterCard, AMEX or any other cash equivalent gift card that is not for a specified vendor.*

**What If ...**

*We consider offering a very low-value gift to everyone who completes a marketing survey. Is that permitted by our gift policy?*

Yes. A large-scale initiative that is offered to complete a defined task (such as completing a survey) is acceptable if it meets our requirements (e.g., it is nominal in value, infrequently given, in good taste, unsolicited and not cash or a cash equivalent).

#### **What If ...**

A Dun & Bradstreet leader decides to take some customers and a few of his employees to dinner following a long meeting. The group first attends a business dinner where the bill is US\$40 per person. After dinner, the leader proposes that the group attend a nearby gentlemen's club for adult entertainment. The customers and employees willingly agree, and the group continues their business discussions at the club. Did he do anything wrong in this situation?

The business dinner was appropriate. It was unsolicited, in an appropriate setting, and the cost per person was reasonable. However, the decision to take the group to a "non-inclusive establishment" violated our policies. Any restaurant, bar, lounge, club or other establishment that limits entry based on race, gender, national origin, creed or other protected class or offers entertainment of an inappropriate or offensive nature is considered a "non-inclusive" establishment and visiting such an establishment would be inappropriate.

#### **What If ...**

An employee suggests that we offer low-priced promotional items such as pens or coffee mugs with the Dun & Bradstreet logo on them when meeting with our government customer. Is there any problem with this?

Maybe. There may be very limited circumstances where this would be acceptable, but even this type of offer must be monitored very closely to ensure strict compliance with the law. Never offer anything to a government employee, at any level, without seeking approval in advance and ensuring that all reporting requirements are met (see [Anti-Corruption](#) section).

### **Safeguarding Our Company**

The protection of Dun & Bradstreet's assets is a critical responsibility. We must each work diligently to respect these assets, protect them from misuse, damage, loss or theft and preserve our reputation and highly-respected brand.

#### *Protecting Our Brand*

We are each responsible for maintaining and building our company's greatest asset—our brand—as well as our trademarks, copyrights, patents and other intellectual property. Our logos and the name "Dun & Bradstreet" are examples of our trademarks recognized around the world.

We also must take the appropriate steps to protect our brand identity—how Dun & Bradstreet looks and sounds to all our audiences. We have set out specific guidelines covering logos, color palette and the other components that make Dun & Bradstreet's brand instantly recognizable in the marketplace. These guidelines can be found in the Dun & Bradstreet Brand Guidelines Manual; the standards must be followed at all times on all Dun & Bradstreet materials.

Internal Dun & Bradstreet publications and even software programs developed for or by our company are also materials that can be protected by copyrights or otherwise.

In performing your job, you may receive, develop or be exposed to information, practices, methods, inventions, written materials, programs, word algorithms, processes or other works. These creations belong to Dun & Bradstreet. Although such “intellectual property” may not be tangible like our buildings and equipment, it is among the most valuable of our assets, and you are expected to protect it. If you are unsure about a proposed use of Dun & Bradstreet trademarks, copyrights or patents, consult the Legal team.

The full Dun & Bradstreet Brand Guidelines Manual is available on the company’s intranet.

#### *Charitable and Political Giving*

As a company, we make decisions about charitable support and corporate sponsorships based on a fair, unbiased decision-making process. From time to time, we may collect donations or provide benefits in kind to contribute to a charity, but participation in these initiatives must be carefully evaluated and permitted by our policies.

Although giving to legitimate charitable organizations in which our customers or vendors are engaged may be permitted, there must be no business advantage associated with an agreement to give. Decisions should be made by a leader who is not directly involved in the day-to-day relationship with the company or vendor involved.

All Charitable Contributions and Marketing Sponsorships are governed by the Donation Matching Guidelines and Charitable Contributions and Corporate Sponsorship Events Due Diligence Policy available on the company’s intranet..

All requests by customers or vendors or any other third party to use our name or brand in communications related to contributions or events, including listing Dun & Bradstreet as a participant or sponsor of the event, must follow the guidelines, which can be found at Dun & Bradstreet’s Brand Center.

We are committed to being a good corporate citizen and contributing to the well-being of our communities. As part of that commitment, we encourage you to support civic and political activities, as long as they are in compliance with state and federal laws and do not present a conflict of interest (see [Handling Conflicts of Interest](#) section).

Never suggest or imply that your donation of time, resources or money is from—or endorsed by—Dun & Bradstreet. You may not give political contributions on our behalf or use corporate funds for such purposes, and Dun & Bradstreet will not reimburse you for any political or campaign contribution. You will never be favored or punished for making or not making a personal political contribution.

If you are a member of the Government team and intend to make a political contribution, you are required to inform and receive approval from the Office of the Chief Legal Officer. Section 16 Officers and senior executives are also required to inform and receive approval from the Office of the Chief Legal Officer and are required to inform the Office of the Chief Legal Officer after they have made a donation of money, time or their home (e.g., for hosting an event for a candidate). Doing so will enable Dun & Bradstreet to avoid conflict of interest issues and ensure compliance with applicable laws (e.g., Pay to Play laws). You are encouraged to contact the Office of the Chief Legal Officer with any questions or if you are ever unsure about whether it is acceptable to make a contribution or engage in certain political activity.

Strict regulations exist at both the state and federal levels regarding lobbying activities. No Dun & Bradstreet employee may retain a lobbyist or engage in any lobbying activities on our behalf without first having obtained the approval of Dun & Bradstreet's Chief Legal Officer.

### *Speaking on Behalf of Dun & Bradstreet and Media Interviews*

To ensure that accurate information is conveyed to the media, the public, to regulatory authorities and others, we have designated key individuals to serve as our official company spokespersons. Unless you are authorized to do so, do not make any statements nor speak to reporters on the company's behalf.

Refer all media inquiries and public requests for information (including questions about—and requests for—financial performance) to our Public Relations/External Communications ([PRTeam@dnb.com](mailto:PRTeam@dnb.com)) or Investor Relations teams.

If you have been asked to speak from an outside organization on behalf of Dun & Bradstreet, please complete the request form located on the Global Events Delivery Platform. Once approved, you will be required to review the Speaker Training videos prior to your engagement.

The Speaker Bureau with approved speaker profiles is available on the company's intranet.

### *Social Networking*

Social media offers a wonderful forum for exchanging ideas and building relationships. Always use good judgment and engage in social media in a way that is lawful and consistent with our policies. Note that nothing in the Code should be interpreted to prevent employees from engaging in activities that are protected under laws and regulations that allow employees to discuss or disclose compensation information.

People may form an opinion about Dun & Bradstreet based on the comments of team members. Part of a social conversation is that people won't always agree. When engaging online, you need to be prepared to take criticism. Always stay focused on the issue, never on the person.

Remember: ***once something is online, it's forever***, so think before you share and consider how your words will be perceived. If you have any doubts about whether something is appropriate or not, don't post it.

In your online activity:

- If there is a chance that someone could mistake your personal posts on social media for the views of our organization, you should include a disclaimer, like the following, in a reasonably prominent place (such as in your profile description): "Views are my own." Be sure to include a disclaimer when talking about our products and services;
- Remember that not all company information can or should be made public—protect confidential company, customer and third-party information (such as new customer wins, information that would violate our insider trading policy, information that may violate our data classification policy, trade secrets, unreleased product information or internal reports). Do not share any sensitive or proprietary information regarding our partners and alliances on social media;
- Don't share or post sensitive personal information (PI) about other individuals;
- Don't disclose anything that could violate another employee's right to personal privacy;
- If you make a mistake, be up-front about it, and correct the error quickly;

- Contact our [Social Media team](#) if you have any questions about engaging in social media; and
- Recognize and refer to our Communications and Legal teams any issue that requires an official company response.

The Global Social Media Policy is available on the company's intranet.

#### *Protecting Our Physical and Electronic Assets*

Our physical and electronic assets, such as our facilities, equipment, supplies and computer hardware, operating systems and software are company property and provided for business use. We owe it to our customers, shareholders, suppliers, contractors, consultants, business partners and ourselves to:

- Safeguard all Dun & Bradstreet property against damage, loss or theft;
- Ensure that only Dun & Bradstreet-authorized assets (hardware and software, including IaaS (Cloud environments) are used;
- Change passwords regularly and do not share passwords and account access credentials with others;
- Comply with security measures and internal controls that apply to personal computing devices, such as laptops and mobile devices and the information stored, processed or transmitted by them;
- Always wear your badge and have it displayed at all times;
- Don't let other people use or borrow your badge;
- Always present your badge to all entry access control devices such as turnstiles and card readers when entering Dun & Bradstreet property and when exiting (where available);
- Sign in all visitors at the main security/reception desk (where available) and supervise them during their entire length of stay – return their badges to the security/reception desk at the end of the visit;
- Never tamper with, circumvent or disable security or safety devices or internal controls;
- Promptly report any suspicious activity to the global Physical Security Hotline, 973-921-6200, 24 hours a day, seven days a week; and
- Immediately report any suspicious activity such as a phishing attempt or breach to [security@dnb.com](mailto:security@dnb.com).

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*Safeguard all Dun & Bradstreet property against damage, loss or theft.*

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Dun & Bradstreet employees must complete the required Information Security training course as well as review, acknowledge and adhere to our Global Information Security Policy.

The Dun & Bradstreet Global Information Security policies, Acceptable Use Policy, and Privacy policies are available on the company's intranet.

#### **What If ...**

*My company laptop was stolen out of my car. What should I do?*

*Immediately report the incident to [Global Security](#) so that action can be taken to prevent access to our networks and information. Remember, you have a responsibility to protect the devices entrusted to you. The best practice for preventing loss is to either take your laptop with you or lock it in your car, out of sight or in the trunk.*

### *Leaving Dun & Bradstreet*

At the end of your employment with Dun & Bradstreet, all corporate assets and Dun & Bradstreet property must be returned, secured and/or disposed of appropriately. At the time of your termination, your leader will meet with you to collect—and confirm you have returned—all company property and assets including:

- Electronic equipment (e.g., computers, laptops, iPads, PDAs, cell phones, pagers, etc.);
- Property (e.g., keys, company ID, company credit cards, etc.);
- Materials (e.g., internal presentations, confidential records, brand assets, customer lists, product brochures, etc.); and
- Dun & Bradstreet intellectual property and other work products in your possession, including any copies.

Employees who work remotely will be given specific instructions on how to return their assets.

Do not download, forward or share any business information that resides on company property or assets prior to your departure.

If you are subject to an active Records Hold Notice, ensure that all records or materials (electronic or otherwise) subject to the Hold are preserved after you leave Dun & Bradstreet. You and your leader should consult with the Legal team for assistance with the preservation.

If you have created an authorized Dun & Bradstreet online or cloud account, provide your username, password and other necessary account information to your leader upon your termination of employment.

Comply with any other termination of employment procedures, including an exit interview or process to return assets checklist procedure. Remember, your obligation to protect Dun & Bradstreet, customer and third party confidential and personal information continues even after your working relationship with Dun & Bradstreet has ended.

### ***What If ...***

*A systems analyst for Dun & Bradstreet has created several software applications that Dun & Bradstreet has never used. He is leaving to start his own business and assumes that he can use these applications in his new business. Does this violate our Code?*

*Yes. Although he developed these programs, they belong to Dun & Bradstreet as “intellectual property.” When an employee leaves Dun & Bradstreet, he or she must return all of Dun & Bradstreet’s intellectual property and other work products that are in the employee’s possession. Keeping or using any such property is a violation of copyright laws and the Code.*

### **Safeguarding Information**

We have become a leader in the information service industry through a constant focus on data quality and customer experience. Our customers trust us to provide them with high-quality, reliable information and to protect confidential information. We also comply with global regulatory requirements associated with collecting, using, transferring, storing, securing and disposing specific categories of data.

### *Data Governance and Privacy*

Just as the People team sets standards for how people are managed and Finance for how money is managed, Enterprise Data Governance (EDG) and Privacy teams sets policies and standards for managing data.

All employees manage some sort of data. Examples include: transferring data across borders, collecting information from various data sources and managing personal and sensitive information.

Dun & Bradstreet receives data from many sources, and these sources may have specific restrictions on how the data can be used and for what purpose—where there are specific restrictions, the designated data manager has a responsibility for documenting them. You have a responsibility to:

- If authorized access, use data in accordance with any restrictions;
- Store documentation in a centralized location for all employees authorized to access it. Dun & Bradstreet’s authorized storage tool is either SharePoint or Microsoft 365 OneDrive for Business;
- Make sure you understand the guidelines set by Data Governance and Privacy on how to recognize personal and sensitive information. The Identification of “Personal Information” (“PI”) and Sensitive Personal Information (“SPI”) Data checklist for information on how to identify personal and sensitive information is available on the company’s intranet; and
- Learn to identify personal and sensitive information in the data you manage, understand the permissible use of that information and follow the rules on how it must be managed, protected, transmitted, stored and disposed of.

If you are developing a new source or product using a new or existing source and need assistance to verify the use of the data, you must consult with the Enterprise Data Governance and Privacy teams.

#### ***What If ...***

*An existing data set that an employee is using for a new product has contact name, telephone number and address. What should she do first?*

*She should check the Identification of PI and SPI Data Checklist to determine if this data is personal or sensitive. She must also consult with EDG or the Privacy team to determine if a Privacy Impact Assessment needs to be completed.*

#### ***Protecting Confidential Information***

We are committed to maintaining the security of the confidential Information belonging to Dun & Bradstreet, its employees, its customers and other third parties. Make sure you know the kinds of

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*... know the kinds of information considered confidential and protect it from unauthorized disclosure*

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information considered confidential and protect it from unauthorized disclosure. Some examples include new customer wins, information that would violate our insider trading policy, if traded upon, trade secrets, unreleased product information and internal reports. Remember these are only examples.

To safeguard confidential information:

- Never share confidential information with anyone—inside or outside of Dun & Bradstreet—who is not authorized to view or use it as part of their job;

- Never provide any Dun & Bradstreet data, such as DUNS numbers, reports or company information, to anyone outside of our normal sales and delivery channels; it must be protected by a valid contract or legal agreement; and
- Safeguard access to Dun & Bradstreet information systems, like D&B Hoovers, Market Insight or D&B Credit.
- Anyone outside of Dun & Bradstreet must have Dun & Bradstreet’s express written permission to access confidential information and, when authorized, disclosure should be on a “need to know” basis and protected under a non-disclosure agreement. Be sure to conduct the appropriate due diligence and have the appropriate agreement in place before you disclose the information;
- Properly secure and label confidential Dun & Bradstreet material along with confidential information we receive from others under non-disclosure agreements; and
- Keep trade secrets and other confidential intellectual property secret.

You also have an obligation to protect the confidential information of others (including our customers, suppliers, contractors, consultants and business partners). This includes information provided to Dun & Bradstreet in confidence, such as business records, credit card or e-check information, financial results, sales figures and information that is subject to a non-disclosure agreement.

The Dun & Bradstreet Global Information Security policies, Data Destruction and Handling policy, Privacy policies and Sales Policies and Procedures are available on the company’s intranet.

***What If ...***

*A Dun & Bradstreet employee is approached by a friend who is starting a new business. Since the new business does not relate to—or compete against—Dun & Bradstreet’s business, the friend asks if the employee will share names and contact information of Dun & Bradstreet customers and prospects to help get her business going. Is that a problem?*

*Yes. Regardless of whether her new business impacts Dun & Bradstreet’s business, the list she has asked for is confidential information and must not be shared.*

***Protecting Personal Information***

We are committed to collecting, using and securing personal information entrusted to us by our employees, customers and other third parties in accordance with all legal requirements.

“Personal Information” (“PI”) is any information relating to an identified or identifiable person, including Sensitive Personal Information (“SPI”). PI includes information about individuals (e.g., employees, consultants and contractors) and in some countries about sole proprietorships and other small business entities. Examples of SPI can include (depending on the relevant law) national identification numbers, financial records or intimate personal information.

The definitions of PI and SPI differ from country to country. Contact your local in-house attorney or the Compliance team with any questions or see the company’s Enterprise Data Governance website.

In terms of data privacy and security:

- Access, collect, use, store, secure, transmit, retain and dispose of personal information in accordance with our legal obligations and our internal Privacy Policies;

- Never access, without prior authorization, any system or database containing employee PI, such as employee or personnel records; information about stock ownership or other incentive programs; or email, text messages, instant messages, pager or voicemail messages of your coworkers;
- Safeguard PI from loss, theft, damage or exposure to individuals who are not authorized; Be careful not to improperly reveal PI or SPI on your mobile phone, in social media or with a coworker in public places (such as elevators, airports or restaurants, as well as open areas within Dun & Bradstreet, such as break rooms or restrooms);
- Do not share an employee's personal information with other employees, including any information related to a medical condition, reasons for a leave of absence, or hospitalization or doctor visits. Treat this information as confidential even if it has been disclosed to you personally by the employee. If you are a manager, do not share personal information that you learned about your employee in your role as manager; and
- Immediately report any suspected incident involving a breach or potential breach of our data to our Chief Privacy Officer and Dun & Bradstreet Global Security at [security@dnb.com](mailto:security@dnb.com).

The Data Breach Incident Procedure, Global Security policies and Privacy policies are on the company's intranet.

**What If ...**

*An employee in Sales needs to share a large contract document with a prospect and is unable to send it by email. She decides to use her personal Dropbox account to share this document. Is this OK?*

*No. Dun & Bradstreet documents are not to be shared through personal emails or file-share utilities such as Dropbox, Google Drive, etc. unless they have been specifically approved by the Security and IT teams. Dun & Bradstreet's authorized internal file storage and sharing tool is either SharePoint or Microsoft 365 OneDrive for Business. To share Dun & Bradstreet information with external parties, STP (Safe Transport) should be used. She should use web-conferencing tools such as Skype for Business to review documents with external parties if possible and contact the Security team or IT Support if she needs to send these documents outside our network. In all cases, Dun & Bradstreet information is to be shared with external parties only if the necessary confidentiality agreements or contracts are in effect.*

**What If ...**

*A Dun & Bradstreet employee finds information left behind in a conference room that contains employee names, social security numbers and payroll information. What should she do?*

*She should immediately report the incident to her leader and to [Global Security](#) so the information can be properly secured.*

**Using Computer and Network Systems Appropriately**

Computers and electronic information are essential tools to support our business. We all must use technology for business purposes only. Although limited personal use is permitted, it must not interfere with your job duties.

Email, instant messages, text messages and Dun & Bradstreet-tagged social media postings must be composed with the same care you take in composing any other Dun & Bradstreet document. Electronic messages, both personal and business, are lasting and recoverable written records and can easily be copied and forwarded worldwide without your knowledge or consent.

We must not use Dun & Bradstreet's computer systems or mobile devices to:

- Advance personal interests or causes or political views;
- Communicate jokes or inappropriate, sexually explicit or offensive statements;
- Create or send unauthorized solicitations; or
- Conduct business for another organization.

The use of profanity, derogatory remarks, discriminatory or harassing comments, innuendo and threatening or abusive language is strictly prohibited.

We reserve the right, in compliance with applicable laws, to filter Internet access, as deemed appropriate, and to monitor, intercept or recover the entire contents of any messages or files transmitted by or stored on our systems or devices, including information that has been deleted by users.

We monitor our network environment on an ongoing basis to make sure that only authorized resources are used and that they are used appropriately, responsibly and professionally. Any information and records produced by the use of these resources is also subject to Dun & Bradstreet's review. Unauthorized hardware or software assets are subject to removal. Monitoring activities, when undertaken, comply with any applicable legal requirements.

In the course of the monitoring, any traffic on a Dun & Bradstreet network or a Dun & Bradstreet-issued device may come into the scope of an investigation and as such may be examined as part of that investigation. Be aware that any information you create, send, receive, download or store on our systems is company property, and we reserve the right to monitor, review and disclose data as we deem appropriate, subject to applicable laws and regulations. You should not have any expectation of privacy when using Dun & Bradstreet resources, including email, instant messaging, voice, data, mobile and the Internet.

The Dun & Bradstreet Global Security and Privacy policies are on the company's intranet.

#### ***What If ...***

*An employee gets an email from a coworker making fun of men. She wants to send it to a friend outside Dun & Bradstreet who she thinks will also find it funny. Can she forward it on?*

*No. She should never use our computer or network systems to send potentially offensive material to anyone in or outside of Dun & Bradstreet. Sending such materials can also qualify as harassment and is in direct violation of our Code. She should delete the email immediately and refrain from sending it to anyone else. The employee should then report this matter, to ensure it is handled appropriately.*

#### **Maintaining Financial Integrity**

A company's credibility is judged in many ways; one very important way is through the integrity of its books and records. Each of us has an obligation to follow all internal controls in recording and maintaining Dun & Bradstreet's books and records. In every transaction, whether we are filing an expense report, preparing a financial statement or simply completing a time sheet, we must be honest, accurate and complete.

#### ***Public Reporting***

We are committed to providing our shareholders with complete, accurate, timely and understandable information about Dun & Bradstreet's financial transactions and results of operations, in accordance with applicable securities laws.

### *Internal Controls and Procedures*

To fulfill our responsibility to our shareholders, we file our financial results on a timely basis with the SEC. We have a series of procedures and controls in place to help our operations run more effectively and safeguard our assets. They also help us ensure the accuracy, completeness and reliability of our financial reports and assure compliance with all applicable laws and regulations.

Our internal controls cover financial reporting (and certain other related controls in technology, compliance and operations) and include policies and procedures that:

- Require the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles (GAAP); and
- Provide reasonable assurance of prevention or timely detection of unauthorized access, use or disposition of our assets that could have a material effect on our financial statements.

Employees who are requested to provide, review or certify information in connection with Dun & Bradstreet's internal controls or disclosure controls and procedures must provide the requested information and respond in a complete, accurate and timely manner. In addition, designated leaders must sign the Management Representation Letter representing that they have communicated and recorded appropriately all applicable information in the financial statements. If you have any concerns about the accuracy of Dun & Bradstreet's financial results, you have an obligation to report those concerns.

### *Keeping Accurate Records*

Our financial statements are read by investors, analysts and other third parties. Every one of us, regardless of our position within Dun & Bradstreet, has an obligation to make sure that the information we record is complete, accurate and timely.

It is critical that we:

- Report our financial information in accordance with U.S. GAAP;
- Maintain a system of internal controls that will provide assurances to management regarding the reliability of financial reporting;
- Maintain books and records that fully, accurately and fairly represent our transactions in all material respects;
- Maintain a system of disclosure controls and procedures to allow timely communication of material information about Dun & Bradstreet to management, particularly when preparing reports or other required filings; and
- Comply with Dun & Bradstreet requirements with respect to accurately reporting our expenses.

No matter where we are located around the world, we each have a responsibility to follow all applicable internal controls and procedures referenced in our finance and sales policies.

Falsifying financial or business records or making false statements to Dun & Bradstreet's external and internal auditors, is against the law, and the consequences are serious. If you become aware of a potential issue with Dun & Bradstreet's accounting, or a company

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*... we each have a responsibility to follow all applicable internal controls and procedures ...*

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audit, you should raise that concern immediately, by notifying your leader, the People team or other [resource](#). In addition, if you have any questions about whether to report or how to report or record a transaction, contact your local market Controller promptly.

### **What If ...**

*In a department that has met its quarterly sales target, a leader asks an employee to delay sending an invoice so that the transaction can be reflected in the next quarter's quota. Does this violate our Code or policies?*

*Yes. All goods and services must be accounted for in the period in which they occur. Every employee has a responsibility to be honest and accurate and to record entries in a way that fully and accurately reflects the transaction. If the employee is feeling pressured to do otherwise, he or she should report the incident to the local market Controller or other [resources](#).*

### **Records Retention and Records Hold**

Properly maintaining corporate records—in electronic and paper format, including email—is very important. Doing so helps us keep records as long as legally or operationally required and allows for the disposal of records in a systematic and appropriate manner when retention is no longer required.

Our Records Management and Retention Policy:

- Describes the procedures for appropriate records maintenance;
- Addresses the Records Holds process and requirements;
- Provides a schedule of retention periods; and
- Includes instructions for destroying records when they are no longer needed.

When Dun & Bradstreet receives notice of a threatened, anticipated or pending legal claim, litigation, investigation or audit, we have an obligation to preserve all records relevant to the matter. Failing to do so could have significant adverse consequences for Dun & Bradstreet, including the imposition of severe penalties for non-compliance. If you receive a Records Hold Notice from the Legal team, you must:

- Review it carefully and respond promptly, advising the Legal team that either you have no relevant records or acknowledging your awareness of an obligation to preserve relevant records;
- Provide information regarding other potential sources of record;
- Preserve and prevent the destruction of records subject to the hold;
- Interpret the subject matter as broadly as possible—if you think a record might be included by the hold (whether created by you or someone else), preserve it;
- Remember that the hold applies to all records, whether paper, electronic (such as email) or other media (such as voicemails, text messages or photographs); and
- Preserve all forms of a record, whether drafts or copies, and any new relevant records created after the imposition of the hold. You may also receive a Records Hold Notice if you are the owner of a system on which relevant records reside.

Once the Legal team has issued a Records Hold in a matter, it means that Dun & Bradstreet's records retention guidelines are suspended until the Records Hold is released by the Legal team. If you are leaving Dun & Bradstreet or are upgrading any electronic equipment, you must provide any records or materials covered by the hold or electronic equipment (e.g., your laptop) that contain records covered by the hold to the Legal team for further preservation.

Follow proper disposal procedures for records that are no longer required and that do not need to be retained under our Records Management Policy or a Records Hold. If you have any questions regarding the scope of a hold, contact the Legal team.

The Dun & Bradstreet's Records Management Guidelines and Corporate Confidential Information and Shredding Policy are available on the company's intranet.

### **What If ...**

*An employee receives a Records Hold Notice because a customer sued Dun & Bradstreet over a contract dispute. She has a box of papers concerning the negotiation of the contract that a former employee gave her when he left Dun & Bradstreet. She also has emails she exchanged with the customer regarding a product not covered by the contract in dispute. In addition, she has many drafts/redlines/non-final versions of the contract. Which of these should she preserve?*

*She should retain all of them. The Records Hold Notice must be interpreted broadly. Don't try to think of reasons why records/materials would be an exception to the hold—if the records/materials seem to be related to the matter at issue, they must be preserved. When in doubt, contact the Legal team to discuss your ongoing obligations as it relates to a hold.*

### **Complying with Insider Trading Laws**

As a function of your job, you may occasionally have access to information about Dun & Bradstreet and the companies with which we do business that is not available to people outside Dun & Bradstreet, including our outside shareholders. Often, that non-public information or "inside information" is material, or something that would influence an individual to buy, sell or hold securities. Examples of inside information include advance notice of acquisitions and divestitures, certain management changes, pending or threatened litigation, or non-public financial results and projections.

In general, it is illegal for any person with material, non-public information about Dun & Bradstreet or any company to buy or sell securities (stocks, options, etc.) of that company. "Insider trading" is a serious violation of both the Code and U.S. securities laws and could subject the individuals involved to immediate termination, potential criminal prosecution and significant monetary fines. Do not trade in the securities of any company, including Dun & Bradstreet, if you have material, non-public information about that company.

"Tipping" is also a violation of both our Code and U.S. securities laws, and carries the same consequences. Tipping occurs when you provide material, non-public information to someone else, even if inadvertently and even if you did not trade in that security yourself, and that person buys or sells securities of the company based on the information you provided. Be careful not to disclose any non-public information to anyone outside Dun & Bradstreet, including family members or friends.

In the event of a government investigation into trading activity, all trades will be viewed after the fact with the benefit of hindsight. Carefully consider every transaction you make in either Dun & Bradstreet securities or the stock of any company that we have a business relationship with, including any of our suppliers, contractors, consultants and business partners, with this in mind.

Certain employees who are routinely exposed to material, nonpublic information ("Insiders") must seek pre-clearance approval from the Corporate Secretary's office before conducting any proposed transaction in Dun & Bradstreet securities (including Dun & Bradstreet securities in a 401(k) or Employee Stock Purchase Plan account). The policy also describes the "window" time frames each quarter during which

Insiders may transact in Dun & Bradstreet securities and the time frames during which the “window” is closed and Insiders may not transact in Dun & Bradstreet securities.

Consult the Corporate Secretary's office if you have questions.

The Dun & Bradstreet's Insider Trading Policy is available on the company's intranet.

**What If ...**

*My job responsibilities don't include any work with stocks or securities. Do I need to be concerned about insider trading laws?*

*Yes. Anyone at any level of our organization who has material, nonpublic information about our company or companies with which we do business must protect that information. Do not use information you learn about through you job with Dun & Bradstreet to trade or tip others to trade. Exercise caution, even in informal conversations with friends and family, to make sure you do not disclose any inside information.*

## Our Commitment to Fair and Ethical Business Practices

### Anti-Corruption

We comply with the anti-bribery and anti-corruption laws of the countries in which we operate. You are prohibited from offering, authorizing, giving, promising, accepting or offering to accept anything of value to influence decision-making or to gain an improper advantage. Each employee is responsible for knowing and complying with our anti-corruption policies.

Stricter rules apply when working with “government officials”—a term that is broad and not only refers to elected officials, but also to employees of government agencies or government-controlled companies. Be careful when interacting with anyone who can be considered a government official and avoid the appearance of anything improper.

A bribe does not have to be cash. It could also be:

- Extending lavish entertainment, travel or gifts;
- Directing business to a company; or
- Soliciting or providing a charitable donation.

Certain acceptable gifts, travel and entertainment payments, whether received or provided to others, and charitable contributions require appropriate approvals to assure that they are in compliance with local and global anti-corruption laws. All other gifts, payments or charitable contributions are strictly prohibited.

We also cannot hire or use a third party to offer or give a bribe while acting on our behalf or in our name—we will be held responsible for the actions of our suppliers, agents, contractors, consultants and other business partners. All third parties used or retained by Dun & Bradstreet must go through the Third-Party Compliance due diligence process to ensure compliance with our anti-corruption, export control, anti-money laundering and privacy policies.

Our books and records must accurately reflect the true nature of the transactions represented and we must maintain internal accounting control systems. In all our operations, it is against our policy, and may be illegal, for any employee to cause books and records to be inaccurate in any way.

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*... books and records must accurately reflect the nature of the transactions represented ...*

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Never create or participate in the creation of any records that are intended to mislead anyone or conceal anything that is improper.

Contact the Compliance team if you have any questions, no matter how small.

The Global Anti-Corruption policy is available on the company's intranet.

### **What If ...**

*A Dun & Bradstreet employee often works overseas and has become friendly with some government officials. He recently gave a watch to one of them to thank him for being so hospitable and generous. The official did not expressly promise to do anything in return and the employee has no contracts pending with him or his government. Was that okay?*

*No. Anti-corruption laws prohibit the payment or promise of anything of value to a government official or any other entity to gain favor, even if the official never promises to do anything to help you. In this situation, he will likely have business with this government official in the future, even if he has no business with them now.*

**What If ...**

*A long-time, trusted supplier offers a Dun & Bradstreet employee a commission in exchange for securing an annual contract for his company. Is there any problem with this?*

*Yes. In this case, a “commission” for doing business is another word for a bribe. The employee should advise the supplier that she is not permitted to accept the commission and that she is required to follow Dun & Bradstreet’s standard policies and procedures in making a supplier selection. The employee should also report the incident to her leader and the Legal team.*

**Export Controls**

U.S. and international trade laws determine whether a product or technology may be exported and with whom we may do business. These determinations depend on the nature of the item, the country of destination and the end use or end user. In some cases, the U.S. government bans all trade, and in others, an export license is required.

Each of us must comply with all U.S. and international export control laws and regulations. We are all charged with ensuring that we understand who our customers are, how our products will be used and where the end destination for our products is. We must not trade with prohibited countries, individuals and entities.

The export of encryption software may violate export control laws. Release of controlled technology to foreign persons in the U.S. are “deemed” to be an export to the person’s country or countries of nationality. Consult with the office of the Chief Privacy Officer before transferring encryption software to another country via mail, courier, email, Internet or any other method of transmission.

In addition to the restrictions on the export of certain products and services to certain countries, Dun & Bradstreet—like all global companies—must comply with the Office of Foreign Assets Control (“OFAC”) and Specially Designated Nationals (“SDN”) procedures developed by the U.S. Government. These regulations include lists of individuals and organizations with which we cannot do business because the U.S. Government has identified them as being involved in terrorism, money-laundering or other criminal activity.

Remember that we cannot hire or allow a third party to violate export control laws on our behalf. If we cannot conduct business with a certain country or person, no one else can do so for us.

Exporting goods or technology without the appropriate government approvals can result in the loss of export privileges and the imposition of both civil and criminal penalties. Be careful whenever you are considering a potential export—the rules are complex. Be sure to consult the Compliance team for OFAC/SDN procedures for screening customers and third parties, if you have any questions about the end user or destination, or for information about the application of export control laws to Dun & Bradstreet, its products and services.

The Export Controls and Economic Policy is available on the company’s intranet.

### **Anti-Boycott Laws**

A boycott occurs when one person, group or country refuses to do business with certain people or countries. U.S. anti-boycott laws prohibit U.S. companies and their subsidiaries from participating in or cooperating with any international boycott not approved by the U.S. Government, such as the Arab League boycott of Israel. While Dun & Bradstreet always complies with the legal economic sanctions and trade embargoes imposed or approved by the U.S., we never cooperate with boycotts that are illegal in the U.S.

Requests for boycott cooperation may be oral or written and often appear in bid or proposal materials from countries that support a boycott. The requests are often not obvious. If you receive a request that you might think in any way is an invitation to participate in an illegal boycott, contact the Compliance team. We are required by law to report requests to participate in an unsanctioned boycott or for information supportive of an unsanctioned boycott, even if such requests are declined. Please note that merely ignoring a request is not sufficient and is often treated in the same way as if you had agreed to it.

### **Anti-Money Laundering and Know Your Customer Obligations**

We abide by all laws designed to deter criminal enterprise, keep us safe from terrorism and protect the national security of the countries where we do business.

Money laundering is the process by which funds generated from criminal activity such as drug trafficking are moved through legitimate businesses to hide their criminal origin. Terrorist financing refers to funding for terrorist activities and can come from legitimate or criminal sources.

Employees must never knowingly facilitate either money laundering or terrorist financing and must take steps to prevent inadvertent use of Dun & Bradstreet's business activities for these purposes. Be vigilant and exercise good judgment when dealing with customers or business partners. All third parties should be reviewed by the Third-Party Compliance team.

Immediately report:

- Any unusual or suspicious activities or transactions;
- Arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer; or
- Unusually complex deals that do not reflect a real business purpose or attempt to evade recordkeeping or reporting requirements.

If you have questions, contact the Compliance team.

### **Fair Competition/Antitrust**

Dun & Bradstreet competes in markets all over the world. We want to ensure that we compete fairly and in compliance with U.S. antitrust laws and the competition laws of the European Union and other countries where we do business.

Competition law applies to dealings between competitors but also the dealings of third parties within the supply chain, especially with respect to price, output and allocation of markets and customers. Competition laws also place special restriction on "dominant companies" in properly defined economic markets. Before adopting marketing practices in a market where Dun & Bradstreet may have market dominance, consult with a member of the Legal team.

Dun & Bradstreet also complies with all competition laws that govern how we deal with customers. It is illegal to enter into any agreement with a customer that unreasonably restricts competition. For example, you should not make a decision to license or sell our goods or services at prices below cost or enter into reciprocal agreements with customers to buy their products if they buy ours, without consulting with the Legal team in advance.

Comply with all antitrust and global competition laws. If you have any questions about the lawfulness of conduct you are contemplating, you must contact the Legal team immediately.

### **Dealing with Competitors**

While there are situations where it may be appropriate to conduct business with companies considered to be Dun & Bradstreet competitors, it is illegal to enter into any agreement with a competitor that unreasonably restricts competition. Illegal agreements do not have to be signed contracts; they might be as simple as an understanding between two parties. Such conduct can place both you and Dun & Bradstreet at serious risk. Therefore, before meeting or otherwise communicating with competitors, consult with a member of the Legal team.

There are circumstances where, in the normal course of your duties, you could be in the same room with a competitor. Industry and trade associations are one such example. While these associations provide excellent opportunities for networking and discussing industry-related issues, they pose challenges as well. When attending these events, be careful to avoid even the appearance of unlawful business practices. If, at any trade association meeting, you become aware of any formal or informal discussion regarding prices, discounts, a proposal to refuse to conduct business with a third party for anti-competitive purposes (a “group boycott”), terms and conditions of sale, product specifications or any other topic that appears to constitute coordination between competitors, you should voice your disapproval of the discussion and then leave the meeting immediately and contact the Compliance team.

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*... avoid even the appearance of unlawful business practices.*

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#### **What If ...**

*A friend of a Dun & Bradstreet employee works for a competitor. At a recent convention, the friend said his company is bidding for business with the same two, high-profile companies that Dun & Bradstreet is bidding for. He suggests that if Dun & Bradstreet bids a high price for one company, his company would do the same for the other, and this way both would win a contract. What should the employee do?*

*He should not discuss dividing customers with a competitor, nor enter into any formal or tacit agreement with a competitor that restricts competition, whether verbal or written. If a situation like this arises, make your disapproval of the suggestion loud and clear. In addition, make it clear that you cannot discuss anything further related to the matter.*

### **Collecting Information on Competitors**

To compete in the marketplace, it is necessary and appropriate to gather information about competitors. But some forms of information gathering are wrong and can even violate the law. At Dun & Bradstreet, we are committed to avoiding even the appearance of improper information gathering.

These guidelines are not meant to discourage you from gathering information about our competitors, but rather to govern how you gather it. Theft of confidential business information and trade secrets is not allowed.

Unacceptable methods of data collection include:

- Eavesdropping;
- Bribery;
- Secretly taping conversations with a customer;
- Removing documents from the offices of a third party; or
- Making calls under false pretenses to gain information (“pretexting”).

All of these practices violate our Code. Competition laws may also apply to certain information exchanges between competitors and therefore, should not be undertaken without first consulting with the Legal team.

You may accept information about competitors from coworkers, customers, consultants, contractors, suppliers or business partners that they are otherwise free to share. However, you cannot do so if they would violate a non-disclosure agreement or if the disclosure seems improper. For example, do not seek confidential information from a new employee who formerly worked for a competitor or who is otherwise subject to a non-disclosure agreement with the former employer.

If you have questions about whether to use information about a competitor you have gathered or been offered, seek guidance from the Legal team, even if you are reasonably certain that the information was gathered appropriately.

The Dun & Bradstreet’s Competition Law Policy is available on the company’s intranet.

### **Dealing with Third Parties**

To deliver the best possible solutions and services to our customers, Dun & Bradstreet engages with third parties who provide us with content, capabilities and services. These third parties are suppliers, data providers, vendors, service providers, agents, distributors, business partners, consultants, contractors, licensees and members of the Dun & Bradstreet Worldwide Network with whom we engage.

Dun & Bradstreet has developed specific procedures and processes to ensure our engagement with these third parties is undertaken in a way that protects the Dun & Bradstreet brand and is in accordance with our policies. The Procure-to-Pay process protects Dun & Bradstreet by helping us manage risk, enforce compliance and monitor our relationships with third parties.

If you have responsibility for engagements with third parties, directly or indirectly, you should ensure:

- A duly executed non-disclosure agreement is in place prior to any discussions of a proprietary nature;
- Screening and Due Diligence approval has been obtained from the Third-Party Compliance Team; and,
- Where appropriate, a Conflict of Interest Certification form has been completed by the relevant Dun & Bradstreet employee and their leader/decision-maker and counter-signed by the Third Party Compliance team.

Before committing Dun & Bradstreet to a commercial agreement with a third party, be sure to engage with the Third-Party Compliance team, who will undertake screening and other due diligence processes to validate any information concerning the third-party entity, as well as its principals and affiliates. You may not proceed with a contractual commitment until screening clearance is given by the Third-Party Compliance team, and the contract is reviewed and approved by the Global Sourcing and Procurement team.

All third parties should have a contract which governs all legal terms and conditions and includes Dun & Bradstreet's Partner Code of Conduct as appropriate. Make sure any third parties with which you deal understand our Partner Code of Conduct and their obligation to comply with it. If the contract is in a language other than English, then an English translation of the contract is also required. All third-party engagements must adhere to Dun & Bradstreet's Global Delegation of Authority Policy.

The Compliance team aims to support these business transactions in a collaborative manner, protecting Dun & Bradstreet's most vital assets while acting efficiently in support of the business owners' goals. Business owners are responsible for building the appropriate amount of time into the business plan to account for each possible step.

If you have any concerns or questions, contact either the Third-Party Compliance or Global Sourcing and Procurement teams.

### **Dealing with Customers**

We treat customers fairly, and we provide quality products and superior customer experience. We engage in sales that meet our customers' needs, and not just because they may meet our sales goals. We communicate with customers honestly and truthfully and review with them all the important aspects of our products and services, with an aim to make terms of sales clear, accurate and easy to understand.

We ensure the confidentiality and integrity of customer records and transactions, including, for example, meeting industry standards when processing electronic payments. We are also transparent in our customer outreach and comply with local law and regulations in our marketing and solicitation efforts—we follow the rules, no matter where in the world we conduct business.

Our commitment to fair dealing starts from the point of introduction and endures, whether a customer purchases from us or not. To preserve our commitment, you must:

- Act with integrity;
- Make decisions that serve the best interests of Dun & Bradstreet and our customers;
- Never deceive, defraud or misrepresent facts or sales;
- Never make untrue, unfounded or misleading statements about our or our competitors' products or services, or make untrue comparisons with our own products and services;
- Never make commitments, promises or statements regarding the features or quality of our products that you or Dun & Bradstreet cannot keep;
- Always act in a professional manner; and
- Abide by applicable laws, regulations and policies.

We don't just treat our customers fairly; we treat each other fairly as well. We abide by all sales policies that govern our relationships with other sales employees. We recognize that ignoring sales policies not only erodes our trust in each other but may hurt the customer and our brand.

#### *Ethical Conduct is Essential at All Times*

It's critical not only in helping us to maintain the reputation we have earned as a trusted partner but also in minimizing legal and regulatory risk. Everyone at Dun & Bradstreet, including non-sales team members, such as those in marketing or finance, has an obligation to make sure our sales practices are fair and ethical and compliant with local law or regulation. Customers, suppliers, contractors, consultants or business partners may cease doing business with us if they feel we are unethical or have mistreated them.

If you have any questions about Dun & Bradstreet's commitment to fair and ethical sales practices, contact the Compliance team. Failure to maintain ethical practices can affect compensation and subject an employee to additional consequences.

**What If ...**

*A Dun & Bradstreet employee completes a sales presentation and is asked a question to which she does not know the answer. She really wants to make a good impression and does not want to seem as if she is not prepared, so she glosses over the facts and skirts around some issues. Did she do the right thing?*

*No. Employees cannot make claims about a product that are not based on facts. It is always better to be honest and uphold our reputation for integrity and ethical conduct. She would have better served our company and the prospective customer by explaining that she would need to do more research on those topics and then follow up with them promptly.*

**What If ...**

*An unsolicited voicemail is left at an employee's extension from a current customer who wants to discuss another solution we offer. The employee believes the customer is outside his sales channel, but the customer wants a response urgently. Should he call the customer back and potentially process a sale?*

*No. He must abide by all rules of engagement outlined in our sales policies. He should send the information to the appropriate person as soon as possible, so that he or she may contact the customer in a timely manner. If you aren't sure who should reach out to the customer, escalate the issue to your leader or sales operations.*

**Compliance with Government Contracts**

Dun & Bradstreet regularly contracts with government agencies around the world at national, federal, state, regional and local levels. Accepting the obligation of performance under government contracts normally includes the acceptance of significant regulatory and contract compliance requirements, including procurement integrity, most favored customer pricing, security, confidentiality of government data, audit and reporting obligations.

All contracts with the U.S. Government require review with Dun & Bradstreet's government sales channel to take into account governmental requirements. Refer to Appendix B for additional considerations that apply when the U.S. Government is the customer. For additional information on U.S. and non-U.S. contracts, consult your local Sales Policy, your local Dun & Bradstreet in-house Legal team member or the list of [Legal Contacts](#).

Be aware that different countries have their own specific regulations designed to prevent conflicts of interest from arising for government contractors. Don't assume that the rules in one country are the same as those in any other country—they probably are different and, in some cases, very different. If you work on a government contract or are involved in bidding for government contracts, familiarize yourself with these rules and consult with the Legal team.

## Your Personal Commitment to Always Do the Right Thing

At the outset of employment and every year thereafter, every employee and member of our Board of Directors must affirm their commitment to Dun & Bradstreet's Code of Conduct. At these times, as a condition of employment, you must certify that:

- You have read the Code and understand your responsibility to comply with its principles and policies;
- Except as you may have otherwise reported:
  - You have no interest that might be deemed a conflict of interest;
  - You are not aware of, nor have undertaken, any transaction or arrangement that might be deemed to be a related party transaction;
  - You have not violated the Code or any applicable laws in connection with Dun & Bradstreet's business; and
  - You are not aware of any violations of the Code or any applicable laws in connection with Dun & Bradstreet's business by others, including employees or business partners.

Dun & Bradstreet takes the compliance certification process very seriously and expects that employees and Board members do the same.

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*Dun & Bradstreet takes the compliance certification process very seriously ...*

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Any waiver of the provisions of our Code for executive officers or directors must be made by our Board of Directors or Board Committee and will be promptly disclosed to Dun & Bradstreet stockholders.

## Seeking Guidance or Reporting Concerns

You can ask questions or raise concerns in several ways at any time and, anonymously, where permitted by law. As a Dun & Bradstreet employee, you should promptly report potential violations of the Code, our policies or the law.

Dun & Bradstreet is committed to supporting its employees. You can talk to your immediate leader if you are comfortable doing so. You can also reach out to the following resources:

Resource	Contact
24/7 Dun & Bradstreet Global Compliance Hotline	Report by phone:  In the U.S. and Canada: 1-800-261-8552. Outside the U.S. and Canada, <a href="#">click here</a> for detailed dialing instructions.  Or online: <a href="https://dnb.alertline.com">https://dnb.alertline.com</a>
The People team	Email <a href="mailto:PeopleServiceCenter@DNB.com">PeopleServiceCenter@DNB.com</a> for your People Business Partner's name
Global Compliance & Legal Risk Team	<a href="https://mydnb.sharepoint.com/sites/intranet/legal/Compliance">https://mydnb.sharepoint.com/sites/intranet/legal/Compliance</a>
Compliance Officer Inbox	<a href="mailto:complianceofficer@dnb.com">complianceofficer@dnb.com</a>
Compliance Quick Reference Guide	Available on the company's intranet
Legal Team	Available on the company's intranet

## Appendix A

As part of our Code and our commitment to integrity, Dun & Bradstreet employees in the U.K.:

- observe Financial Conduct Authority (FCA) regulations in relation to our permission for providing credit references on nonlimited companies. D&B's FCA policies and procedures are available on the company's intranet;
- produce an annual statement under s54 of the Modern Slavery Act. D&B's Modern Slavery Statement is available on the company's intranet;
- produce an annual statement in relation to Gender Pay Reporting. The current statement is available on the company's intranet; and
- comply with GDPR policies and procedures, which apply globally when handling EU personal data.

## Appendix B

# Supplement to the Dun & Bradstreet Code of Conduct

## *Additional Considerations that Apply When the U.S. Government Is the Customer*

The Dun & Bradstreet Code of Conduct (“Code”) expresses our commitment to the highest standards of business ethics and conduct. Those high standards govern the conduct of all our team members throughout the United States and around the world – and apply equally to team members who are involved with U.S. Government contracts and subcontracts.

This Supplement to the Code sets forth additional considerations that arise when the U.S. Government is the customer. The U.S. Government is a unique customer. A host of statutes and regulations govern the process of entering into and performing U.S. Government contracts and subcontracts – and prescribe many “do’s” and “don’ts” that must be observed in conducting business with the U.S. Government.

It is vital that Dun and Bradstreet team members who are involved with serving our U.S. Government customers are aware of, and comply with, the terms and conditions of our U.S. Government contracts and subcontracts, and all applicable laws and regulations. All team members must use sound business judgment and comply with all Government contracts and subcontracts, and all applicable laws and regulations.

Any failure to comply with our contractual obligations (or related statutes or regulations) is unacceptable – and can result in severe damage to the Company’s reputation, serious financial consequences, and civil and criminal fines and penalties for both the Company and for individual team members. In severe cases, noncompliance may result in suspension or debarment from receiving additional Government contracts or subcontracts – once again, for both the individual and the Company.

Below are some key standards to which all team members must adhere when pursuing, performing, or closing out Government contracts and subcontracts.

### **Read, Understand and Comply with Contract Terms and Conditions**

It is essential that Dun & Bradstreet team members read, understand and comply with terms and conditions of U.S. Government contracts and subcontracts. All U.S. Government contracts and subcontracts must be reviewed by the responsible Dun & Bradstreet sales channel representatives, and by the Legal Team, to ensure the Company is aware of and properly takes into account contract requirements (including applicable statutes and regulations). Leaders are responsible for reading and understanding the contract – and for disseminating relevant contract information among team members under their supervisory control and ensuring team members receive any necessary guidance and training. Each individual team member must read, understand and comply with contract terms and conditions that relate to his or her work.

It is vital that team members ask questions when they do not fully understand any element of a Government contract or subcontract. Leaders may seek guidance, as necessary, from Dun & Bradstreet’s Legal team. These documents can be difficult to read – as they often incorporate by reference long lists of standard

contract clauses that are identified only by clause number, with the text of the clause not appearing in the contract itself. In order to read and understand the clause, it may be necessary to locate the referenced clause in the Federal Acquisition Regulation (“FAR”) or an agency supplement to the FAR – and read the clause there. Even though the clause may be referenced only by a clause number, it is as much a part of the contract as it were included in full text.

Under no circumstances shall a team member choose not to perform a requirement that is set forth in a Government contract or subcontract (or fail to comply with an applicable statute or regulation). If a team member determines that it would be best to take a course of action that is not consistent with a contract, it is that team member’s obligation to raise the issue within the Company, so we can consider whether to ask the customer to modify the contract. Taking an action without the customer first modifying the contract in writing is never acceptable – and can result in serious contract and legal penalties.

## **False Claims or False Statements**

All Dun & Bradstreet statements, certifications, and data must be true and accurate – and all revenue, costs, expenditures and transactions must be recorded accurately and properly. Dun & Bradstreet’s communications with federal authorities, and Dun & Bradstreet’s requests for payment of federal monies, are subject to federal laws that provide criminal and civil penalties for falsity or inaccuracy in statements or data – namely:

False Statements Act. The False Statements Act is violated where one “knowingly and willfully”: (i) makes a statement to the Government that is materially false; (ii) conceals, covers up, or falsifies a material fact by any trick, scheme or other device; or (iii) makes or uses a false writing or document knowing it contains a materially false statement or entry. “Knowingly and willfully” means that the statement was made with: intent to deceive; a design to induce belief in falsity or to mislead; or reckless disregard for the truth or falsity. A false or fictitious statement or representation includes any assertion that is untrue when made or when used, and that is known by the person making it to be untrue – and is wrongful even when there is no intent to defraud.

False Claims Act. The False Claims Act is violated when one “knowingly presents, or causes to be presented, a false or fraudulent claim for payment or approval.” In order to show a false claim under the False Claims Act, the Government generally must establish that (i) the Contractor presented or caused to be presented to an agent of the U.S., a claim for payment; (ii) the claim was false or fraudulent; (iii) the Contractor knew that the claim was false or fraudulent at the time it was submitted (or recklessly disregarded potential untruth or acted with deliberate indifference); and (iv) the U.S. sustained damages as a result of the false or fraudulent claim.

Statements and data that are knowingly false, inaccurate, misleading or misrepresent the true situation constitute fraud. A violation of the False Statements Act or False Claims Act can subject Dun & Bradstreet to criminal and civil liabilities – and can also result in personal criminal and civil liability for the Dun & Bradstreet team member. Any Dun & Bradstreet team member who knows of any violation of this policy or who suspects that a violation has occurred must report it immediately to Dun & Bradstreet’s Compliance team.

Dun & Bradstreet expects its team members to abide by these same standards of truthfulness and accuracy in communications with, and claims for payment from, our non-federal business partners. Falsity, inaccuracy, misleading, and misrepresentation will not be tolerated in any business dealings for or on behalf of Dun & Bradstreet. Dun & Bradstreet also expects its team members to abide by these same standards

of truthfulness and accuracy in communications with, and data provided to, colleagues within Dun & Bradstreet. There is no room for falsity, inaccuracy, misleading or misrepresentation in statements or data within Dun & Bradstreet – and, again, such conduct will not be tolerated

In addition to potential legal liabilities, any Dun & Bradstreet team member who violates these standards of truthfulness and accuracy is subject to employment action up to and including termination of employment.

Also, Dun & Bradstreet team members preparing or submitting claims are responsible for ensuring any request for reimbursement made to the Government or its contractors, and any supporting documentation, are true and accurate. Any request for reimbursement that is inaccurate or incomplete, or where fraud, waste or abuse is suspected, should not form the basis for a request for reimbursement. Therefore, any claim, change or request for equitable adjustment under a Government contract or subcontract that is not properly supported should not be the basis of Dun & Bradstreet's request for reimbursement.

### **Procurement Integrity Act Restrictions**

When Dun & Bradstreet receives or seeks to respond to a solicitation from the U.S. Government, the Procurement Integrity Act (41 U.S.C. § 423), places restrictions on the types of information Dun & Bradstreet can access and accept with respect to the procurement. To ensure the integrity of the competitive process, team members may not receive restricted procurement information or source selection material for a procurement that is not generally available to all offerors. Additionally, during a procurement, Dun & Bradstreet may not solicit or obtain from the U.S. Government or any third party, proprietary information about a competing company. For more information about the Procurement Integrity Act and any specific obligations with respect to the Act, contact Dun & Bradstreet's Legal team

### **Representations and Certifications**

Many solicitations ask Dun & Bradstreet to make various representations and certifications regarding its compliance with laws and regulations. Dun & Bradstreet has submitted online representations and certifications on the Government's System for Award Management ("SAM") website, at [www.sam.gov](http://www.sam.gov).

All of Dun & Bradstreet's representations and certifications in SAM and otherwise provided in support of Government contracts and subcontracts must be truthful and accurate. Certifications and representations made to the Government or its contractors require care as falsity or inaccuracy in a certification may violate both the False Statements Act and the False Claims Act. Team members signing certifications are responsible for understanding all facts relevant to the certification and ensuring that any necessary due diligence is performed, and the certification is based on current, accurate and complete information. All Dun & Bradstreet team members who provide information or data in support of a certification or representation to the Government or one of its contractors must exercise due diligence to ensure the truthfulness and accuracy of information or data. Where the team member signing a certification relies on information or data provided by others, the team member signing the certification may, within his or her discretion, request that the individual providing such information or data provide a sub-certification to the effect that the information or data is true and accurate and in accordance with the certification being provided to the Government. Any such sub-certifications are for the purpose of evidencing due diligence and justifiable reliance in preparation of the certification to the Government and will be maintained within Dun & Bradstreet.

## Truthful Cost or Pricing Data

The Truthful Cost or Pricing Data Act (formerly known as the Truth in Negotiations Act (“TINA”); referred to herein as the “Act”) requires Government contractors to submit cost or pricing data and to certify that such data are current, accurate and complete as of the date of final agreement on price. When it applies, compliance with the Act is an essential part of doing business with the U.S. Government. Dun & Bradstreet is committed to fully complying with the requirements of the Act, whether as a prime contractor or a subcontractor. It is the responsibility of every team member who participates in the proposal, bid preparation, and contract negotiation processes to be aware of the requirements of TINA and to diligently adhere to such requirements.

The term “cost or pricing data” as defined by FAR 2.101 includes all facts that prudent buyers and sellers would reasonably expect to affect price negotiations significantly. Cost or pricing data includes more than just historical accounting data – it also includes all facts that can be reasonably expected to contribute to the soundness of estimates of future costs and the validity of incurred costs.

The Act applies to all U.S. Government prime contracts or subcontracts, or modifications thereto, in excess of \$750,000, unless the contract or modification falls within one of the following exceptions: (i) adequate price competition exists; (ii) the acquisition is for a commercial item (see FAR Part 12); (iii) the modification is to a prime contract or subcontract for a commercial item; (iv) the price is set by law or regulation; or (v) the head of the contracting activity for the Government grants a waiver.

The Act requires Dun & Bradstreet to execute a Certificate of Current Cost or Pricing Data and submit it to the Government as soon as practicable after the date of price agreement. The language that must be included in the Certificate can be found in FAR 15.406-2.

Dun & Bradstreet must maintain files and documentation demonstrating that all of the relevant data has, in fact, been disclosed. The documentation should include what was disclosed and to whom. Since contracts are subject to audit until three years after final payment, Dun & Bradstreet must retain these records until at least three (3) years after Dun & Bradstreet's receipt of final payment on the applicable contract. Thus, an orderly filing system and process that can withstand colleague turnover and contract modifications is a key to compliance with the Act.

Violations of the Act are referred to as defective pricing. In such cases, the Government will require a reduction in the price of the contract along with the payment of penalties and interest costs. Furthermore, if a Government contract is defectively priced, each invoice or voucher submitted under that contract can be considered a civil or criminal false claim or a criminal false statement subjecting Dun & Bradstreet and/or its team members to additional liability, including fines, imprisonment and/or suspension or debarment from future Government contracting.

## Disclosing Violations to the Government – The Mandatory Disclosure Rule

FAR Subpart 3.10 requires Dun & Bradstreet to disclose to the U.S. Government certain potential violations of law and overpayments made by the U.S. Government. Also, Dun & Bradstreet may be suspended or debarred if it or one of its principals<sup>1</sup> knowingly fails to timely disclose to the Government: (i) credible

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<sup>1</sup> “Principal” means an officer, director, owner, partner, or a person having primary management or supervisory responsibilities within a business entity (e.g., general manager; plant manager; head of a division or business segment; and similar positions).

evidence of a significant overpayment by the Government; (ii) a violation of the Civil False Claims Act; or (iii) a criminal violation involving fraud, conflict of interest, bribery, or gratuity violations, in connection with the award, performance, or closeout of a Government contract. This duty to disclose begins when Dun & Bradstreet takes any action in connection with the award of a Government contract, and it continues until three (3) years after final payment on the Government contract. As a result of this rule, Dun & Bradstreet must make a timely disclosure to the U.S. Government if it has credible evidence: (1) of Dun & Bradstreet's receipt of a significant overpayment from the U.S. Government, or (2) that a subcontractor, supplier, distributor, vendor, or Dun & Bradstreet itself has engaged in criminal fraud, conflict of interest, bribery, or gratuity violations, or violated the civil False Claims Act.

If a Dun & Bradstreet team member believes any of the situations described above could occur or have occurred, that person must immediately notify Dun & Bradstreet's Legal team to ensure Dun & Bradstreet takes immediate and appropriate actions. These actions include prompt disclosure to and full cooperation with the relevant federal agency.

### **Organizational Conflicts of Interest**

An organizational conflict of interest ("OCI") is defined in FAR 2.101 and consists of three different scenarios: (1) unequal access to procurement information; (2) biased ground rules that favor a particular offeror or team; and (3) impaired objectivity in evaluating proposals, all of which provide an offeror with an unfair competitive advantage. The rules are further set forth at FAR Subpart 9.5.

Dun & Bradstreet will be considered to have unequal access to information if it has access to nonpublic information that would give it or its contracting partners an unfair competitive advantage in a competition for a Government contract. Further, Dun & Bradstreet will be considered to have engaged in biased ground rules if it or its contracting partners have an opportunity to skew a contract competition for a Government contract in its favor, without regard to whether the opportunity is acted upon. Finally, Dun & Bradstreet will be considered to have impaired objectivity if it or its contracting partners are placed in a position of evaluating Dun & Bradstreet or a related entity, either through an assessment of performance under a Government contract or an evaluation of proposals in a competition. If a Dun & Bradstreet team member believes any of these situations could occur or have occurred, that person must immediately notify Dun & Bradstreet's Legal team, to ensure Dun & Bradstreet takes immediate and appropriate actions.

### **Dealings with Suspended or Debarred Companies or Individuals**

Prior to undertaking business dealings with any individual or company, Dun & Bradstreet must check to see if that individual or company is listed as an excluded party in the System for Award Management (available at [www.sam.gov](http://www.sam.gov)). Absent an extraordinary circumstance approved by cognizant Government officials, Dun & Bradstreet will not engage in business activities with individuals or companies that are identified on the list as being excluded from award of Government contracts.

### **Buy American Act, Trade Agreements Act, and Berry Amendment**

U.S. Government contracts may impose certain preferences for the use of domestic sources or materials. These domestic preferences are enforced through inclusion in the prime contract of contract clauses implementing the "Buy American" Act ("BAA"), Trade Agreements Act ("TAA"), or – in the case of military contracts – specialty metals restrictions. The BAA acts as a preference for domestic products, while the TAA prohibits the sale to the U.S. Government of non-domestic products, with some exceptions. Additionally, the BAA and the TAA require the prime contractor to execute disclosure certifications as to

those laws. When making these certifications, Dun & Bradstreet must properly determine the country of origin designation for any end products and components.

### **Recruiting Current and Former Government Employees**

Current and former U.S. Government employees are subject to federal laws and regulations that may limit the ability of Dun & Bradstreet to hire and recruit certain individuals and may limit the activities they can perform for Dun & Bradstreet. Depending on the circumstances, it may be against the law for you and that person to discuss potential employment with Dun & Bradstreet without taking pre-hire steps. Some states also have laws that may limit the ability of Dun & Bradstreet to recruit/hire current/former state government employees. Dun & Bradstreet team members are prohibited from engaging in employment discussions with certain current or former U.S. Government or state employees. Guidance should be obtained from Dun & Bradstreet's Legal team to determine whether a U.S. Government or state employee's prior or current employment could create a conflict of interest and/or a possible violation of law.

### **Combating Trafficking in Persons**

The Government has a "zero tolerance policy" regarding trafficking in persons. The definition of "trafficking in persons" under the law is very broad and includes commercial sex acts or sex acts in exchange for something of value, such as prostitution and related activities, including pimping, pandering, or maintaining brothels. Trafficking in persons is a complex process. Many trafficking victims are forced to work in the sex trade. However, trafficking can also take place in labor situations such as domestic servitude, labor in a prison-like factory, or migrant agricultural work. Dun & Bradstreet can be held liable for a team member's violation of this law, and penalties may include terminating for default Dun & Bradstreet's U.S. Government contracts, or the suspension or debarment of the individual and/or Dun & Bradstreet. All team members involved in soliciting or performing work on contracts or subcontracts with the U.S. Government at any tier must not engage in any form of trafficking in persons. Violations of this policy can result in a range of disciplinary measures, up to and including termination.

### **Ban on Text Messaging While Driving and Cellular Phone Safety**

Text messaging while driving causes distractions and endangers both the driver and others. To improve safety on public roads and highways, Dun & Bradstreet prohibits team members from text messaging while driving a Dun & Bradstreet-owned or -rented vehicle or a U.S. Government-owned vehicle, or a privately-owned vehicle when it is used on official U.S. Government business or when performing any work for or on behalf of the U.S. Government. If Dun & Bradstreet pays a team member an allowance for a vehicle, that vehicle is considered a "Dun & Bradstreet-owned vehicle" for the purpose of this policy. If you must read or send a text message or email while driving, be smart and pull off the road to a safe location. For the purposes of safety and security team members whose job responsibilities include regular or occasional machine operating are expected to refrain from using their phone while working.