



# Our Code of Ethics

*This document is intended to provide information on the core set of values and principles that guide our business and conduct at ProVest LLC and to ensure that all team members have a detailed understanding of the company's ethical standards of operations in the workplace and in the community.*

\* "ProVest" includes ProVest LLC, ProVest California LLC, ProVest Services LLC, ProVest Holdings LLC, and any subsidiary or affiliated company or division that becomes a part of or is related to any of the aforementioned companies or divisions by merger, acquisition, or any other manner following the effective date of this company policy.

# CODE OF ETHICS

## Table of Contents

- Our Mission ..... 3
- Our Vision..... 3
- Policy Overview..... 6
- General Provisions ..... 6
- Build Trust and Credibility..... 7
- Respect for the Individual ..... 7
- Discrimination and Harassment Free Workplace ..... 7
- Non-Retaliation ..... 8
- Anti-Fraud ..... 9
- Create a Culture of Open and Honest Communication ..... 10
- Raising Concerns and Reporting Violations ..... 10
- Set Tone at the Top..... 11
- Uphold the Law ..... 11
- Policies and Procedures ..... 12
- Competition ..... 12
- Team Member and Client Confidentiality; Proprietary Information ..... 13
- No Expectation of Privacy ..... 13
- Selective Disclosure..... 13
- Health and Safety..... 14
- Anti-Bullying..... 14
- Pre-employment Screening and Selection..... 15
- Avoid Conflicts of Interest..... 15
- Gifts, Gratuities and Business Courtesies ..... 16
- Accepting Business Courtesies..... 17
- Meals, Refreshments and Entertainment..... 17

Gifts .....	18
Offering Business Courtesies.....	18
Setting Metrics & Reporting - Accurate Public Disclosures.....	19
Corporate Recordkeeping, Financial Controls and Disclosures.....	19
Improper Influence on Conduct of Auditors .....	20
Promote Substance Over Form .....	20
Accountability .....	20
Use of Company Resources.....	21
Speaking Publicly and Social Networking.....	21
Media Inquiries .....	22
Responding to External Inquiries, Investigations or Audits .....	22
Records Management .....	23
Doing the Right Thing.....	23
Enforcement.....	23
Revisions.....	24
Contacts .....	24

## Our Mission

ProVest manages quality and reliable service of process. As a trusted source, we provide stability, soundness and security through financial strength and investments in human resources, compliance, legal, technology and vendor management practices.

## Our Vision

ProVest will be the trusted source in service of process management by providing our clients with superior quality, speed, and accuracy, while quickly adapting to ever-changing industry requirements. Our team members, as reliable and knowledgeable business partners, will provide our clients with the highest level of service and continue to comply with industry rules and regulations.

## Message From Our CEO and The Chairman of the Board



*Scott Strady, CEO*



*Bryan Daniels, Chairman of the Board*

Dear Team Members:

At ProVest we are committed to cultivating a successful and profitable company that delivers quality products and services while always holding true to our core values. One of these core values is integrity, which means we can always be trusted to do the right thing. This Code of Ethics embodies our core values and how we expect all of us at ProVest to conduct ourselves so that we can meet our commitment to integrity.

It is essential that the principles and ethical business standards set out in this Code are applied throughout our organization. Our leaders are therefore asked to show their personal commitment by regularly endorsing this Code and confirming compliance within their own areas of responsibility, and we are counting on all of our team members to promote a culture where we can accomplish our business goals without compromising our commitment to integrity.

Please take the time to read and understand this Code of Ethics. If you have any questions or an issue arises, please seek answers from one of the resources identified in the Code, and know that we do not tolerate threats or acts of retaliation against any team member who raises ethics or conduct issues in good faith. Your commitment to the principles herein will enhance ProVest's reputation and benefit our core constituencies --- our Company, our Clients, and you.

It is possible to both pursue growth and remain compliant. Please join us in renewing our commitment to strengthening and protecting and our Company's most important attribute—our integrity, which is at the heart of the ProVest brand.

Thank you.

Scott Strady, *CEO*  
Bryan Daniels, *Chairman of the Board*

*Quality means doing it right when no one is looking.*

Henry Ford

## **ProVest Values at a Glance – Doing the Right Thing**



## Policy Overview

This policy is issued and endorsed by our Board of Managers (the “Board”) and Executive Management. It applies equally to all ProVest officers and employees (collectively hereafter “team members”).

ProVest has high standards of ethics in dealing with clients and team members and requires that you adhere to general principles of good conduct. Your actions must be consistent with the values of ProVest and should not reflect negatively on you or the organization. Established guidelines are essential in maintaining respect for our clients and team members, as well as demonstrating the professionalism of ProVest.

This policy supersedes all previous policies concerning this matter. Where this policy, or portions hereof, are summarized in other policies or in other documents, including specifically the ProVest Team Member Handbook, they are to be interpreted as being in agreement with each other and where there is a conflict, this policy shall be the prevailing policy guidance for interpretation.

## General Provisions

Our business philosophy has been developed around a core set of values which are fundamental to our development and success. This Code of Ethics covers a wide range of business practices and procedures and attempts to embody our core values and to define the standards of conduct that will ensure that we, as individuals and as a company, are true to our core values. This Code of Ethics does not cover every issue that may arise, but it sets our basic principles that should guide your conduct. You must always conduct yourself accordingly and seek to avoid even the appearance of improper behavior. This Code should also be provided to and followed by ProVest agents and representatives.

Adherence to the ethics guidelines herein will ensure our continued success and positive reputation. These ethics and standards should guide your personal and professional conduct while on ProVest business.

## Build Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from you, our business partners, and our clients. You should strive to consistently deliver service excellence and value for money, meeting clients' expectations and responding quickly to changing rules, laws and regulatory requirements and client requirements. We gain credibility by responding with a sense of urgency at all times, adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

When considering any action, ask yourself:

- Will this build trust and credibility for ProVest?
- Will it help create a working environment in which ProVest can succeed over the long term?
- Can I follow through on the commitment that I am making?

The only way we will maximize trust and credibility is by answering “yes” to these questions and by working every day to build our trust and credibility.

## Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. ProVest is committed to creating such an environment because it brings out the full potential in each of us, which then contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

## Discrimination and Harassment Free Workplace

Our diversity is a tremendous asset. As an equal opportunity employer, ProVest is committed to providing a workplace equal in opportunity for all and will not tolerate any illegal discrimination or harassment based on race, color, religion, gender, age, sexual orientation, national origin, disability or any other protected class or any other factors that are unrelated to ProVest's legitimate business interests. We will not tolerate sexual advances, actions or comments, racial or religious slurs or jokes, or any other comments or conduct that, in the judgment of management, creates, encourages or permits an offensive or intimidating work environment. Prohibited conduct includes, but it is not limited to:

- Making offensive racial, ethnic, religious, age-related, sexual orientation-related or sexual jokes or insults;
- Distributing or displaying offensive pictures or cartoons;
- Using email, voicemail, text messages, social media or electronic devices to transmit derogatory or discriminatory information; and
- Making unwelcome sexual advances, requests for sexual favors, unwanted physical contact or repeated, unwelcome sexual suggestions.

Other prohibited conduct, because of its adverse impact on the work environment, includes:

- Threats or violent behavior
- Possession of weapons of any type
- Use of recording devices, including cell phone cameras and web cameras, except as authorized by management
- A manager having a romantic relationship with a subordinate
- Use, distribution, sale or possession of illegal drugs or any other controlled substance, except for approved medical purposes
- Being under the influence of illegal drugs, controlled substances used for non-medical purposes, or alcoholic beverages in the workplace
- Consumption of alcoholic beverages on ProVest’s premises is only permitted, with prior management approval, for company-sponsored events

Furthermore, if we find that your conduct on or off the job adversely affects your performance, that of other team members, or our legitimate business interests, you can be subject to disciplinary action, including dismissal.

If you feel harassed or discriminated against, you should report the incident to your manager, any member of ProVest management, human resources or through our contracted independent, third party hotline service, “Report It.”

## Non-Retaliation

ProVest will promptly investigate all reported instances of questionable, unlawful or unethical behavior. In every instance where improper behavior is found to have occurred, we will take appropriate action. We will not tolerate threats or acts of retaliation against team members who raise genuine ethics and conduct concerns in good faith.

## Anti-Fraud

We are all responsible for the detection and prevention of fraud, misappropriations and other irregularities. Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. Each member of the management team will be familiar with the types of improprieties that might occur within his or her area of responsibility and be alert for any indication of fraud, misappropriations or irregularity.

The terms fraud, misappropriation and irregularities include, but are not limited to, the following prohibited conduct:

- Any dishonest or fraudulent act;
- Misappropriation of funds, supplies or other assets;
- Impropriety in the handling or reporting of money or financial transactions;
- Impropriety in the handling of company or client documents or sensitive personal information;
- Profiteering as a result of insider knowledge or company activities;
- Disclosing confidential and proprietary information to outside parties including , but not limited to, vendors, clients, media, relatives or friends;
- Accepting or seeking anything of material value from contractors, vendors or persons providing services to ProVest. Gifts \$200 or less in value are acceptable;
- Destruction, removal or inappropriate use of records, furniture, fixtures and equipment; and,
- Any similar or related irregularity.

Examples of dishonest or fraudulent activities include, but not limited to:

- Forging signatures on documents of any kind;
- Falsifying documents (i.e. expense reports, affidavits, purchase orders, etc.);
- Altering payroll time keeping systems without appropriate authorization;
- Unauthorized use of private and protected data;
- Unauthorized use of our funds (.i.e. petty cash) or company credit card for personal purchases ;
- Falsification of personal information such as employment applications, résumés, education, former employers and references; and
- Conducting, aiding or abetting to conduct searches on our third party data providers systems for non-permissible purposes or for entities unrelated to our business.

## Create a Culture of Open and Honest Communication

At ProVest, everyone should feel comfortable to speak his or her mind, particularly with respect to ethics and conduct concerns. Managers have a responsibility to create an open and supportive environment where team members feel comfortable raising such questions. We all benefit tremendously when you exercise your power to prevent mistakes or wrongdoing by asking the right questions at the right times, and we do not tolerate retaliation against anyone who does so in good faith.

## Raising Concerns and Reporting Violations

If you know of, or have good reason to suspect, an unlawful or unethical situation, any fraudulent conduct or other irregularity, or believe you are a victim of prohibited workplace conduct, immediately report the matter through any of our communication channels:

- Your direct supervisor/manager is usually the best place to start
- Any member of ProVest management
- ProVest Human Resources
- ProVest's Legal Department
- Risk Management and Compliance Department
- Executive and Senior Management
- "Report It" hotline

ProVest does not tolerate any form of retaliation against any person who reports a suspected violation in good faith. In addition, no one who participates or cooperates honestly and completely in our Company's investigation of a report will be subject to retaliation for doing so. However, this does not mean that there will be immunity for violations.

Anyone who retaliates against a person for making a good faith report or for participating in the investigation of a report, as described above, will be subject to disciplinary action, which may include termination.

If you are unsure where to go to ask questions, uncomfortable about using one of the other resources identified in our Code, or wish to raise a concern anonymously, use the "Report It" hotline. Our anonymous hotline resource is hosted by "Report It", an independent provider, and is available 24/7/365. "Report It" allows for open

door communications to higher management and allows you to raise your concern anonymously, if you so choose.

REPORT IT	
TELEPHONE:	877-778-5463
ONLINE:	<a href="http://www.reportit.net">http://www.reportit.net</a>
	Username: provest1
	Password: provest1

Information related to “Report It” is also posted on Pronto and within all ProVest locations.

## Set Tone at the Top

Management has the added responsibility for demonstrating, through their actions, the importance of this Code of Ethics. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions individually and collectively are what matters.

To make our Code of Ethics work, managers must be responsible for promptly addressing ethical questions or concerns raised by team members and for taking the appropriate steps to deal with such issues. Managers should not consider team member ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At ProVest, we want the ethics dialogue to become a natural part of daily work. Management should not attempt to restrict, limit or otherwise improperly control the upward communication of ethical questions or concerns.

## Uphold the Law

Our commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or ProVest policy,

we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

As a service provider in the legal support services industry, our business is subject to numerous laws and regulations spanning multiple states and local jurisdictions. Additionally, many of our clients are attorneys and law firms who have, and expect ProVest to have, a reliable and meaningful understanding of the applicable laws, rules and regulations governing our and our clients' businesses. You must uphold the law and abide by our policies, yet also meet client expectations. Thus, where a client as a lawyer/law firm directs an action that is in potential contradiction of your obligations/understanding of applicable law or ProVest policy, you must seek input and approval from the ProVest Legal Department before fulfilling the client's request. In many instances, the client has the right to direct action related to interpretations of applicable law governing their business and we can defer to that legal expertise after proper review by ProVest's Legal Department.

## Policies and Procedures

To maintain our valuable reputation, compliance with our service excellence and quality processes requirements is essential. Management is responsible both for ensuring that policies and procedures are in place to manage risks and for complying with those policies and procedures. You should be aware of the risks associated with your activities and comply with policies and procedures in place to manage those risks. All documents must be processed in accordance with all applicable specifications and requirements, including federal, state, and local laws, regulations, or ordinances.

## Competition

ProVest is dedicated to ethical, fair, honest and vigorous competition. We will sell our services based on merit, service excellence, superior quality and competitive pricing but never through unethical or illegal business practices. ProVest will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for ProVest or the sales of our services, nor will we engage or assist in unlawful boycotts of particular clients.

## Team Member and Client Confidentiality; Proprietary Information

Integral to our business success is our protection of confidential company information, as well as nonpublic information entrusted to us by team members, clients and other business partners. Discussions about personal or business matters of our clients should not occur outside of the workplace, and should occur in the workplace only when the issues are relevant to the support of the client. You should be vigilant about protecting client information and be mindful of email and telephone scams seeking to phish information through pretext or otherwise and you must promptly and courteously escalate suspicious calls and all media inquiries to ProVest's General Counsel for handling.

Confidential and proprietary information includes such things as our pricing and financial data, the names of our vendors or clients, and in particular includes the nonpublic personal information of our client's customers. We will not disclose confidential, proprietary or any nonpublic information without a valid business purpose and proper authorization. It is important that we respect the property rights of others. We will not acquire or seek to acquire by improper means a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

## No Expectation of Privacy

You should have no expectation of privacy when using our equipment or when sending information through our network.

## Selective Disclosure

ProVest will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to ProVest, its business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to clients to ensure that our presentations do not contain material nonpublic information that is unsafe or inappropriate for disclosure.

## Health and Safety

We are dedicated to maintaining a safe and healthy work environment. You have a responsibility for maintaining a safe and healthy workplace for all by following environmental, safety and health rules and practices and by reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted, including bullying.

You are expected to perform your work in a safe manner, free of the influences of alcohol, illegal drugs or controlled substances. The use of any of these substances in the workplace will not be tolerated.

## Anti-Bullying

We are committed to providing all employees a healthy and safe work environment and we do not tolerate workplace bullying. Workplace bullying refers to repeated, unwelcome or unreasonable actions of individuals or a group of individuals that are directed towards a team member or group of team members which are intended to demean, intimidate or humiliate, or which create a risk to the health or safety of the team member(s). Bullying behavior creates feelings of defenselessness and injustice in the target and undermines an individual's right to dignity at work. We will ensure that procedures exist to allow complaints of bullying to be dealt with and resolved within our company, without limiting any team member's entitlement to pursue resolution of their complaint with the relevant statutory authority.

Examples of workplace bullying include, but are not limited to:

- Abusive and offensive language
- Blaming without factual justification
- Insults
- Spreading rumor and innuendo
- Isolating people from normal work interaction
- Practical jokes
- Belittling

If you who feel you have been victimized by workplace bullying, you are encouraged to report the matter to your supervisor, any member of ProVest management, Human Resources, or via Report It. Where appropriate, an investigation will be undertaken and disciplinary measures will be taken as necessary.

## Pre-employment Screening and Selection

In order to protect the interests of our team members and clients, meet the expectations of our vendors, and because of the nature of our business, we will apply rigorous pre-employment screening and selection techniques all in accordance with applicable state and federal law.

## Avoid Conflicts of Interest

ProVest must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of ProVest may conflict with our own personal or family interests because of the course of action that is best for us personally may not also be the best course of action for ProVest. We owe a duty to ProVest to advance its legitimate interests when the opportunity to do so arises. ProVest's property or information will never be used for personal gain or personally take for ourselves any opportunity that is discovered through our position with ProVest.

### Examples of Ways in Which Conflicts of Interest Could Arise

1. It is a conflict of interest for you to accept simultaneous employment, either as an employee, agent or consultant, with another company, if that company is a competitor with, supplier to, vendor or client of ProVest. A conflict may also arise if the hours of a second job conflict with the attendance requirements of ProVest.
2. Neither you nor a member of your immediate family should establish or maintain an outside business interest in a company that is a competitor of ProVest, or directly or indirectly supply materials, equipment or services to a competitor of ProVest or to ProVest itself. This includes: commission arrangements, fees, royalties, property interests, or payments of any kind. Exceptions are if management is made aware of the situation and determines that the team member cannot influence ProVest decisions or adversely affect ProVest's business, or the financial interest is stock, with the team member's stock being less than one percent.
3. You should not take advantage of opportunities that rightfully belong to ProVest, nor should you sell your own services or products, or those of another, to outsiders if ProVest offers a similar service or product.

4. You should not conduct ProVest business with family members, or with a business in which family members participate. If a potential conflict exists, you must obtain prior written approval from management.
5. It is a conflict of interest for you to accept gifts of more than nominal value, or entertainment from suppliers or those seeking to be suppliers, nor should you accept business meals or entertainment which are lavish or excessive, or which are unrelated to a legitimate ProVest business purpose.
6. You should not do anything in the conduct of business that would violate any Federal, State, or local law, regulation, or ordinance.
7. You are encouraged to participate in the electoral process and support of the political candidates of your choice. However, all such activity must be conducted on your own time, unless applicable law allows otherwise, and outside of ProVest's property. You must refrain from giving the impression that you represent ProVest, or are acting on its behalf. Senior and executive managers, whose activities might be construed to be the official position of ProVest, must refrain from overt political activity.
8. It is a conflict of interest to share with a competitor, either as a current ProVest team member or past ProVest team member, trade secrets, client files, product information or any other proprietary information relevant to the business interests of ProVest.

Determining whether a conflict of interest exists is not always easy to do. If you have a conflict of interest question, you should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, you must disclose it in writing to the Human Resources department or to the Vice President of Risk Management and Compliance.

Having a conflict is not necessarily a violation of our Code, but failing to disclose it is.

## Gifts, Gratuities and Business Courtesies

ProVest is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by ProVest was sought, received or given in exchange for business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom we do or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business

inducements that would violate law, regulation or our policies or our clients' policies, or would cause embarrassment or reflect negatively on our reputation.

## Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at ProVest. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at ProVest to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms with whom we do business or with whom we may establish a business relationship.

Team members who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect our reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier or vendor when we are involved in choosing or reconfirming a supplier or vendor or under circumstances that would create an impression that offering courtesies is the way to obtain our business.

## Meals, Refreshments and Entertainment

You may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive;
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity;
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future; and
- You would not feel uncomfortable discussing the courtesy with your manager or co-worker or having the courtesies known by the public.

## Gifts

You may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion; and
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, you may not accept compensation, honoraria or money of any amount from entities with whom we do or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$200 may not be accepted unless approval is obtained from management.

If you have questions about accepting business courtesies, you should talk to your manager or the Human Resources department.

## Offering Business Courtesies

If you offer a business courtesy you must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon ProVest. You may never use personal funds or resources to do something that cannot be done with ProVest resources. Accounting for business courtesies must be done in accordance with approved company procedures.

ProVest may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our clients. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization;
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish; and
- The business courtesy is properly reflected on our books and records.

## Setting Metrics & Reporting - Accurate Public Disclosures

ProVest will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all team members, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

You should inform Legal, Risk Management and Compliance, and/or the Human Resources department if you learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

## Corporate Recordkeeping, Financial Controls and Disclosures

ProVest requires honest, accurate and timely recording and reporting of information in order to make responsible business decisions.

All business expense accounts must be documented and recorded accurately in a timely manner. If you are not sure whether a certain expense is legitimate, ask our Chief Financial Officer or the Company Controller. Policy guidelines on travel and expense reimbursement are available on Pronto and from the Accounting Department.

All of our books, records, accounts and financial statements must be maintained in reasonable detail; must appropriately reflect our transactions; must be promptly disclosed in accordance with any applicable laws or regulations; and must conform both to applicable legal requirements and to our system of internal controls.

Business records and communications can sometimes become public and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that may be misunderstood. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to our record retention policies and procedures. In accordance with those retention policies and procedures, in the event of litigation or governmental investigation, please consult our President or General Counsel prior to conducting any normal document destruction procedures.

## Improper Influence on Conduct of Auditors

It is prohibited to directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence our independent auditors for the purpose of rendering our financial statements materially misleading. Prohibited actions include, but are not limited to, the following actions taken to coerce, manipulate, mislead or fraudulently influence an auditor: (1) to issue or reissue a report on our financial statements that is not warranted in the circumstances (due to material violations of generally accepted accounting principles, generally accepted auditing standards, or other professional or regulatory standards); (2) not to perform an audit, review or other procedures required by generally accepted auditing standards or other professional standards; (3) not to withdraw an issued report; or (4) not to communicate matters to our Board.

## Promote Substance Over Form

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At ProVest, team members must have the courage to tackle the tough decisions and make difficult choices secure in the knowledge that we are committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we should do so.

Although the guiding ethics and principles herein cannot address every issue or provide answers to every dilemma, they can define the spirit in which ProVest intends to do business and should guide us in our daily conduct.

## Accountability

Each of us is responsible for knowing and adhering to the ethical values and standards set forth in this Code of Ethics and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code of Ethics, we must contact the Human Resources department. We all benefit tremendously when team members exercise their power to prevent mistakes or wrongdoing by raising the right questions at the right times, and we do not tolerate retaliation against anyone who does so in good faith.

ProVest reserves the right to determine when your behavior goes beyond the bounds of the Code of Ethics, or when outside activities create a conflict with our interests and to take whatever action it deems necessary to resolve the conflict, up to and including discharge.

## Use of Company Resources

Company resources, including time, material, equipment and information, are provided for company business use. Our assets are not to be used for non-company purposes.

You are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, company equipment such as computers, copiers and fax machines will not be used in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of our network and our fellow team members, we reserve the right to monitor or review all data and information contained on your company-issued computer or electronic device, the use of the Internet or our intranet. We will not tolerate the use of our resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to your manager.

## Speaking Publicly and Social Networking

When you speak out on public issues or in a public forum, you do so as an individual and you should not give the appearance of speaking or acting on our behalf. If you engage in social networking on websites or in groups which show any association with, or make reference to, ProVest, you are expected to behave in ways that are consistent with our values and policies. You must therefore ensure that we are not exposed to legal or reputational risks and the safety and security of team members,

clients and the general public are not undermined. You must be aware that such sites are increasingly being monitored by clients, colleagues and regulators alike.

## Media Inquiries

We are a high-profile company in our community, and from time to time, you may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, you should direct all media inquiries to the General Counsel. You may not make a statement or issue a press release on our behalf without first consulting with the General Counsel and obtaining company approval.

## Responding to External Inquiries, Investigations or Audits

It is our policy to fully cooperate with any lawful investigation or audits initiated by the government or authorized third parties. Examples of inquiries include, but are not limited to:

- Telephone calls or letters from a third party or government official, representative, investigator or other individual acting on behalf of the government;
- On-site visits to, or inspections of, our facilities, by a third party or a government official, representative, investigator or other individual acting on behalf of the government; and
- Receipt of demand letters, subpoenas, or search warrants;

If you are contacted at one of our offices by an official, representative, investigator or other individual acting on behalf of the government, or any other third party inquiring about us, you should: (1) if possible, ask for the credentials or proper identification, including a business card, a telephone number or other contact information before speaking further with the person; and (2) immediately contact our General Counsel or Vice President of Risk Management and Compliance to handle the inquiry. We must provide information lawfully requested in any investigation, whether conducted by us (internal or external) or by any government authority. If you are notified that documents in your possession are subject to a legal hold or are needed as part of an internal or external investigation, you must not destroy, conceal or alter these records in any way. When participating in any

investigation, whether conducted by us or any governmental authority, you may never make untrue or misleading statements, or encourage anyone else to do so.

## Records Management

Documents must be maintained and destroyed in accordance with our records retention policies. These policies and our location-specific records retention schedules provide guidance as to how long you should retain a document and how to destroy it at an appropriate time. If you have any questions, please consult your supervisor or our Risk Management and Compliance Department.

## Doing the Right Thing

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with the ProVest Code of Ethics and other company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

## Enforcement

To help ensure compliance with this Code of Ethics, we will deliver the Code in electronic format to you no less than annually and require that you read the Code of Ethics and acknowledge your understanding and adherence to it. There will be mandatory training on the Code of Ethics which will be tracked by the Human Resources Department.

Failure to comply with this policy can: (i) result in disciplinary action; (ii) affect your employment or contract (up to and including immediate termination of employment or contract in accordance with applicable company policy); (iii) subject you to civil or criminal liability; or (iv) any combination of these.

## Revisions

This Code of Ethics will be reviewed and revised as needed and no less than annually by Human Resources, Risk Management and Compliance, and the Legal Department, to ensure accuracy and that our services conform to regulations and statutes. This Code of Ethics will be reviewed no less than annually by Executive Management and the Board.

## Contacts

Please direct any inquiry concerning this Code of Ethics to the President, the Vice President of Human Resources, the Vice President of Risk Management and Compliance, or the General Counsel.