



IRi

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IRI VENDOR CODE OF CONDUCT

Vendor Code

Updated September 1, 2017

It is essential that the employees of Information Resources, Inc. (the “Company” or “IRI”) and its other subsidiaries, (IRI or the Company) conduct themselves at all times with integrity and in full compliance with the laws and regulations that govern our global business activities. To that end, the Company has established a set of company standards of business practices and regulatory compliance that are set out in the IRI Code of Conduct which applies to all IRI employees, directors and officers. The Code of Conduct is an extension of our values and reflects our commitment to ethical business practices and regulatory compliance. We encourage vendors to review this policy located on our website.

IRI expects that its vendors will share and embrace the letter and spirit of our commitment to integrity. By “vendor” we mean any firm or individual that provides a product or service to IRI or indirectly to any of its clients. We understand that vendors are independent entities, but the business practices and actions of a vendor may significantly impact and/or reflect upon us, our reputation and our brand, which is one of our most important assets. Because of this, IRI expects all vendors and their employees, agents and subcontractors (their representatives) to adhere to the Company’s Code of Conduct while they are conducting business with and/or on behalf of IRI. All vendors should educate their representatives to ensure they understand and comply with the Code.

The Code of Conduct is maintained on our public website at www.iriworldwide.com and, to the extent reasonably appropriate to the circumstances under which a vendor and their representatives are engaged, is incorporated into this Vendor Code of Conduct. Additionally, all IRI vendors and their representatives shall:

1. Conduct their business activities in full compliance with applicable laws and regulations.
2. Comply with the anti-corruption laws of the countries in which it does business, including the United States Foreign Corrupt Practices Act and UK Anti-Bribery Act.
3. Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.
4. Comply with all applicable environmental laws and regulations.

5. Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion, accuracy, retention and disposal.
6. Comply with the intellectual property ownership rights of IRI and others, including but not limited to copyrights, patents, trademarks and trade secrets.
7. Use good judgment, discretion and moderation when offering gifts or entertainment to IRI employees.
8. Avoid the appearance of or actual improprieties or conflicts of interests. To that end, Vendors and/or their representatives shall not deal directly with any IRI employee whose spouse, domestic partner or other family member or relative has a financial interest in the vendor (other than ownership of less than one percent (1%) of the Vendor's publicly traded outstanding shares).
9. Avoid insider trading by buying or selling IRI or another company's stock when in possession of information about IRI or another company that is not available to the investing public and that could influence an investor's decision to buy or sell stock.
10. Conduct their employment practices in full compliance with all applicable laws and regulations.
11. Cooperate with IRI's commitment to a workforce free of harassment and unlawful discrimination.
12. Provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations and practices.
13. Prohibit the use, possession, distribution and sale of illegal drugs while on IRI or vendor owned, leased or managed property.
14. Use only voluntary labor. The use of forced labor whether in the form of indentured labor, bonded labor, or prison labor by a Company vendor or its subcontractors is prohibited.
15. Comply with all local minimum working age laws and requirements and not utilize child labor.
16. Do not engage or threaten to engage in physical discipline or abuse.
17. Pay living wages under humane conditions and in accordance with applicable laws.
18. Do not require workers to work more than the maximum hours of daily labor set by applicable laws; ensure that overtime is voluntary and paid in accordance with applicable laws and regulations.
19. Keep employee records in accordance with local and national regulations.

REPORTING OF QUESTIONABLE BEHAVIOR OR POSSIBLE VIOLATIONS

If you or your representative wish to report any questionable behavior or possible violation of this Vendor Code of Conduct, the Company has a variety of resources available to assist you. You are encouraged to work with your primary Company contact in resolving a business practice or compliance concern. However, IRI recognizes that there may be times when this is not possible or appropriate. In such instances, please contact any of the following:

- A. The IRI Global Ethics Hotline at +1-888-205-7834. The Hotline is maintained by an independent service provider, is available at all hours of the day and night and has representatives who speak all major languages. You may also file a report online at www.ethicspoint.com.

The telephone number for parties outside the U.S. can be found on the website above. Reports processed over the phone or online can be done confidentially depending on the country you are calling from. Reports made to the Hotline are sent to the Company for further investigation.

- B. You may also contact the IRI Legal Department at:

General Counsel 150 North Clinton St., Chicago, IL 60661
Telephone: +1 (312) 474-3004
Email address: General.Counsel@iriworldwide.com

IRI will not tolerate any retribution or retaliation taken against any individual who has in good faith sought out advice or has reported questionable behavior or a possible violation. We thank you for your compliance with this important Policy and look forward to a mutually beneficial relationship with all of our vendors based on the highest levels of ethical behavior.