

# VERICITY, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS (this “Code”)

To All Directors, Officers and Employees:

One of our Company’s most valuable assets is its integrity. The successful business operation and reputation of Vericity, Inc. and its affiliated companies (collectively the “Company”) is built upon the principles of fair dealing and the ethical conduct of our employees. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

The continued success of the Company is dependent upon our customers’ trust and our dedication to preserving that trust. Employees owe a duty to the Company, its customers, and shareholders to act in a way that will merit the continued trust and confidence of the public.

The Company will comply with all applicable laws and regulations and expects its directors, officers, and employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

In general, the use of good judgment, based upon high ethical principles, will guide you with respect to lines of acceptable conduct. If a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with your immediate supervisor and if necessary, with the Human Resources Department for advice and consultation. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the procedures described in this Code.

All of the Company’s directors, officers and employees must carry out their duties in accordance with the policies set forth in this Code and with applicable laws and regulations. To the extent that other Company policies and procedures conflict with this Code, employees should follow this Code. Any violation of applicable law or any deviation from the standards embodied in this Code will result in disciplinary action up to and including termination. Disciplinary action also may apply to an employee’s supervisor who directs or approves the employee’s improper actions, or is aware of those actions but does not act appropriately to correct them. In addition to imposing its own discipline, the Company may also bring suspected violations of law to the attention of the appropriate law enforcement personnel.

# VERICITY, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS (this “Code”) SUMMARY

### **Compliance with Laws, Rules and Regulations**

Vericity, Inc. and its affiliated companies (collectively the “Company”) *seeks to comply with both the letter and spirit of the laws and regulations in all jurisdictions in which it operates.*

### **Corporate Opportunities**

*Employees owe a duty to the Company to advance its legitimate interests when the opportunity arises.*

### **Fair Dealing**

*Our goal is to be regarded as a company that does business with integrity.*

### **Books and Records**

*We will comply with all financial reporting and accounting regulations in the preparation of our financial statements and underlying records.*

### **Insider Trading**

*Employees should never trade securities on the basis of confidential information acquired through their employment relationship.*

### **Conflicts of Interest**

*An employee should avoid any situation in which his or her personal interests conflict or would appear to conflict with the Company’s interests.*

### **Confidentiality**

*All confidential information concerning the Company obtained by employees, officers, or directors is property of the Company and must be protected.*

### **Protection and Proper Use of Company Assets**

*All employees should endeavor to protect the Company’s assets and ensure their proper use.*

### **Reporting Violations of Company Policies**

*All employees should report any violation or suspected violation of this Code to the appropriate Company personnel and/or confidential ethics reporting hotline.*

The above summarizes the key tenets of the Code of Business Conduct & Ethics. All Directors, Officers, Employees and other interested parties are encouraged to read the complete text of this Code.

## CODE OF BUSINESS CONDUCT AND ETHICS

### **Compliance with Laws, Rules and Regulations**

*The Company seeks to comply with both the letter and spirit of the laws and regulations in all jurisdictions in which it operates.*

The Company is committed to full compliance with the laws of the cities and states in which it operates. This includes, for example, those relating to antitrust and promoting fair competition, preventing bribery, licensing requirements, illicit payments and corruption, insider trading laws, and labor laws and practices, among others. When faced with situations that require some knowledge of the law, employees should seek advice from supervisors, managers, or other appropriate personnel.

### **Corporate Opportunities**

*Employees owe a duty to the Company to advance its legitimate interests when the opportunity arises.*

Examples of prohibited conduct by employees with respect to corporate opportunities include, but are not limited to:

- taking for themselves opportunities that are discovered through the use of corporate property, information or position;
- using corporate property, information, or position for personal gain; or
- competing with the Company.

If an employee has any doubt concerning his or her obligations with respect to any opportunity that presents itself to the employee, the employee should seek advice from supervisors, managers or other appropriate personnel.

### **Fair Dealing**

*Our goal is to be regarded as a company that does business with integrity.*

Each employee should endeavor to deal fairly with the Company's customers, suppliers, competitors, and employees. Under federal and state laws, the Company is prohibited from engaging in unfair methods of competition, and unfair or deceptive acts and practices. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other practice not considered to be fair-dealing.

Examples of prohibited conduct include, but are not limited to:

- bribery or payoffs to induce business or breaches of contracts by others;
- acquiring a competitor's trade secrets through bribery or theft;
- making false, deceptive or disparaging claims or comparisons about competitors or their products or services;
- use of marketing materials without prior approval;
- mislabeling products or services; or

- making claims about an insurance carrier's products and services without having a reasonable, factual basis for doing so.

In addition, any public statements by or on behalf of the Company should always be accurate, have a reasonable basis in fact, and not be misleading. Public statements may include such things as advertising, promotional activities and sales presentations.

### **Books and Records**

*We will comply with all financial reporting and accounting regulations in the preparation of our financial statements and underlying records.*

It is our policy to comply with the financial reporting and accounting regulations that apply to the Company. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must fairly represent the Company's transactions and must conform to accounting and regulatory requirements as well as our system of internal controls. No one shall create or participate in the creation of records that are misleading or artificial. No unrecorded or "off the books" funds or assets are to be maintained except where a senior financial officer has determined that they are required or permitted under applicable accounting and financial reporting rules and regulations.

Company records must be maintained in accordance with our record retention policies. In the event litigation or a governmental investigation is under way or threatened, the Company's Law Department should be consulted for guidance with regard to maintaining all relevant records.

### **Insider Trading**

*Employees should never trade securities on the basis of confidential information acquired through their employment relationship.*

No employee shall engage in any personal securities transaction in a security that the person knows or has reason to believe is being purchased or sold or considered for purchase or sale by the Company, until the Company's transactions have been completed or consideration of such transactions has been abandoned. A "personal securities transaction" is any securities transaction in which the employee or his or her spouse, minor child or another relative living in the employee's home has a financial interest, whether direct or indirect.

Federal law and Company policy prohibits the purchase or sale or trading in the stock of publicly held companies, such as existing or potential customers or suppliers, on the basis of confidential information. The "tipping" of others who might make an investment decision on the basis of this information is also illegal. If you have a question concerning appropriateness or legality of a particular securities transaction, it is imperative that you consult with one of the Officers of the Company.

### **Conflicts of Interest**

*Employees, officers, and directors should avoid any situation in which his or her personal interests conflict or would appear to conflict with the Company's interests.*

Business dealings that appear to create a conflict of interest between the Company and an employee, officer, or director are unacceptable. A potential conflict occurs whenever an employee, officer, or

director is in a position to influence a decision that may result in personal gain for the individual as a result of the Company's business dealings.

The Company recognizes the right of employees to engage in activities outside of their employment which are of a private nature and unrelated with the Company. However, employees must disclose any possible conflicts so that the Company may assess and prevent potential conflicts of interests. The following are examples of potential conflict situations that can arise when a director, officer or employee:

- or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company;
- takes actions or has interests that make it difficult to perform his or her Company work objectively and effectively;
- works simultaneously for a competitor, customer, or supplier;
- has a financial interest in a customer, supplier, or competitor that may cause divided loyalty with the Company or the appearance of divided loyalty;
- acquires an interest in property (such as real estate, patent rights or securities) where the Company has, or might have, an interest;
- is provided loans, or guarantees of obligation of obligations of, employees and their family members;
- divulges or uses the Company's confidential information – such as financial data, customer information, and computer programs – for his or her own personal or business purposes; or
- accepts gifts, entertainment, or other benefit of greater than a nominal value from a competitor, customer, or supplier of the Company.

Conflicts are not always clear-cut. If an employee becomes aware of a conflict, potential conflict, or has a question as to a potential conflict, the employee should consult with one of the Corporate Officers and/or follow the procedures for reporting claims described below. If an employee becomes involved in a situation that gives rise to an actual conflict, the employee **must** inform one the Officers of the Company of the conflict.

### **Confidentiality**

*All confidential information concerning the Company obtained by employees, officers, or directors is the property of the Company and must be protected.*

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Employees must maintain the confidentiality of such information entrusted to them by the Company, its customers and its suppliers, except when disclosure is authorized by the Company or required by law. The obligation to keep this information confidential applies even to communications with family members. Compliance with all federal and state laws governing privacy of personal and customer information is required.

Examples of confidential information include, but are not limited to: the Company's trade secrets; business trends and projections; information about financial performance; new marketing plans; research and development ideas or information; sales and service processes; information about potential acquisitions, divestitures and investments; public or private securities offerings; and existing or potential

major contracts, orders, suppliers, customer information or application records, or finance sources or the loss thereof.

The obligations of directors, officers and employees with respect to confidential information of the Company continue even after their employment/director relationship with the Company terminates.

### **Protection and Proper Use of Company Assets**

*All employees should endeavor to protect the Company's assets and ensure their proper use.*

Company assets are to be used only for legitimate business purposes of the Company and only by authorized employees or their designees. This includes both tangible and intangible assets. Intangible assets include, but are not limited to: intellectual property such as trade secrets, patents, trademarks and copyrights; business, marketing, and service plans; designs; databases; Company records; salary information; and any unpublished financial data and reports. Unauthorized alteration, destruction, use, disclosure or distribution of these assets violates Company policy and this Code. Any such action, as well as theft or waste of, or carelessness in using these assets have a direct adverse impact on the Company's operations and profitability and will not be tolerated.

The Company provides computers, voice mail, electronic mail (e-mail), and Internet access to certain employees for the purpose of achieving the Company's business objectives. As a result, the Company has the right to access, reprint, publish, or retain any information created, sent or contained in any of the Company's computers or e-mail systems of any Company machine. The Company also reserves the right to use software in order to monitor and track the use and content of internet and telephone service. Employees may not use e-mail, the Internet, telephones, or voice mail for any illegal purpose or in any manner that is contrary to the Company's policies or the standards embodied in this Code.

No employee should make copies of, or resell or transfer (externally or internally), copyrighted publications, including software, manuals, articles, books, and databases being used in the Company that were created by another entity and licensed to the Company unless he or she is authorized to do so under the applicable license agreement or by the "fair use" doctrine, such as for "backup" purposes. If you should have any question as to what is permitted in this regard, please consult with one of the Officers of the Company.

### **Reporting Violations of Company Policies**

*All employees should report any violation or suspected violation of this Code to the appropriate Company personnel and/or confidential ethics reporting hotline.*

The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that employees bring any instance, occurrence or practice that they, in good faith, believe is inconsistent with or in violation of this Code to the attention of their supervisors, managers, or other appropriate personnel. The following is an approach to dealing with potential problem situations. At all times maintain a professional demeanor when dealing with such situations.

- Discuss possible problems with an internal manager, supervisor, or through our external communication services. In the event you believe a violation of this Code has occurred or you have observed or become aware of conduct which appears to be contrary to this Code, choose

one of the following ways to communicate this concern. Depending on the situation, either immediately discuss the situation with a supervisor, contact the President or CEO or call, write, or email the confidential ethics reporting hotline program. To report concerns, please call 888-513-0135, or go online to [MyComplianceReport.com](http://MyComplianceReport.com). All such reports will be treated in strict confidence. These resources will promptly listen to your concerns and assess the situation.

- Use common sense and good judgment. Every employee and manager is expected to become familiar with and to understand the requirements of this Code. If you become aware of a suspected violation, don't try to investigate it or resolve it on your own. Prompt disclosure to the appropriate parties is vital to ensuring a thorough and timely investigation and resolution. A violation of this Code is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put him or her in a false light. Reports of suspected violations should always be made in good faith.
- Internal investigation. When an alleged violation of this Code is reported, the Company shall take appropriate action in accordance with the compliance procedures outlined in this Code. Employees, officers and directors are expected to cooperate in internal investigations of misconduct.
- No fear of retaliation. It is a federal crime for anyone to intentionally retaliate against any person who provides truthful information to a law enforcement official concerning a possible violation of any federal law. In cases in which an employee reports a suspected violation in good faith and is not engaged in the questionable conduct, the Company will attempt to keep its discussions and actions confidential to the greatest extent possible. In the course of its investigation, the Company may find it necessary to share information with others on a "need to know" basis. No retaliation shall be taken against employees for reporting alleged violations while acting in good faith.

### **Publication of this Code of Business Conduct and Ethics**

The most current version of the Company's Code of Business Conduct and Ethics will be posted and maintained by Human Resources and/or on any Company Employee Portal or Intranet site.

### **Waivers of this Code of Business Conduct and Ethics**

Any waiver of this Code for directors or executive officers may be made only by a committee entirely comprised of independent members of the Board.

### **Compliance Procedures**

The Company has established this Code of Business Conduct and Ethics as part of its overall policies and procedures. This Code applies to all Company employees in all locations. This Code is based on the Company's core values, good business practices and applicable law. The existence of this Code, however, does not ensure that directors, officers and employees will comply with it or act in a legal and ethical manner. To achieve optimal legal and ethical behavior, the individuals subject to this Code must know and understand this Code as it applies to them and as it applies to others. All employees must champion this Code and assist others in knowing and understanding it.

- Compliance. Every director, officer or employee is expected to become familiar with and understand the requirements of this Code. Most important, each of those persons must comply with it.

- Management responsibility. The Company's CEO shall be responsible for ensuring that this Code is established and effectively communicated to all employees. Although the day-to-day compliance issues will be the responsibility of the Company's managers, the CEO has ultimate accountability with respect to the overall implementation of and successful compliance with this Code.
- Corporate Compliance Management. The CEO shall select an employee to act as the Corporate Compliance Officer. The Compliance Officer will, with the assistance and cooperation of the Company's executives and managers, foster an atmosphere where employees are comfortable in communicating and/or reporting concerns and possible violations.
- Access to this Code. All employees may access this Code on the home page of the Company's ADP Portal at <https://workforcenow.adp.com>. In addition, each current employee will be provided with a copy of this Code. New employees will receive a copy of this Code as part of their new hire orientation.
- Communication. The Officers of the Company shall be responsible to review this Code with all of the Company's managers. In turn, the Company's managers with supervisory responsibilities should review this Code with his/her direct reports. The manager is the "go to" person for employee questions and concerns, especially in the event of a potential violation. The manager will immediately report any known violations or allegations to one of the Company's officers (the "Officers"). The managers will work with the Officers in assessing areas of concern, potential problems and overall compliance with this Code and other related policies.
- Monitoring. The Audit Committee will be responsible for monitoring the Company's compliance with this Code.
- Internal Investigation. When an alleged violation of this Code is reported, the Company shall take prompt and appropriate action in accordance with the law and good business practice. If the suspected violation appears to involve either a potentially criminal act or an issue of significant corporate interest, then the manager or investigator should immediately notify his or her reporting Officer (or other senior person) and any other relevant corporate Officer, who, in turn shall notify the CEO/Chairman of the Audit Committee, as applicable. If a suspected violation involves any corporate Officer or any Senior Financial Officer, or if the suspected violation concerns any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls, the manager or investigator should immediately report the alleged violation to the CEO, the CFO and/or the Chairman of the Audit Committee. The Vice President, CFO, CEO or Chairman of the Audit Committee, as applicable, shall assess the situation and determine the appropriate course of investigation. Investigations shall be documented, as appropriate.
- Disciplinary Actions. A manager after consultation with a corporate Officer and the HR manager shall be responsible for implementing the appropriate disciplinary action in accordance with the Company's policies and procedures for any employee who is found to have violated this Code. If a violation has been reported to the Audit Committee or another committee of the Board, that committee, in consultation with the HR manager, shall be responsible for determining appropriate disciplinary action. Such disciplinary action may include the termination of the employee's employment. Disciplinary action shall be documented, as appropriate.
- Required Government Reporting. Whenever conduct occurs that requires a report to the government, the corporate Officers shall be responsible for complying with such reporting requirements.



- Corrective Actions. In the event of a breach of this Code, the manager and Officers should assess the situation to determine whether the breach is a problem that can be resolved by corrective action. If a violation has been reported to the Audit Committee or another committee of the Board, that committee shall be responsible for determining appropriate corrective actions in consultation with the HR manager. Such corrective action shall be documented, as appropriate.

**VERICITY, INC.**  
and its affiliated companies (collectively the “Company”)

**Code of Business Conduct and Ethics**

**Annual Certification**

**Code of Ethics**

All Directors, Officers and employees are subject to the Code of Business Conduct and Ethics (the “Code”). The Code requires that you annually certify that you are in compliance with the Code.

1) Are you in compliance with the Code of Business Conduct and Ethics?

YES

NO

If NO, please describe the circumstances which you believe would constitute a violation of the Code.

2) Are you aware of any noncompliance with the Code by any other Director, Officer or employee?

YES

NO

If YES, please describe the circumstances.

**Conflict of Interests**

Are you aware of any actual or potential conflict between your interests and those of the Company, or any situation that may appear to present such a conflict of interests?

YES

NO

If YES, please describe.

**SIGNED:**

**DATE:**

**PRINTED NAME:**