

# **D&B Code of Conduct**

*Do the Right Thing*

D&B 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>  
2014

Dun & Bradstreet enjoys a reputation for "doing the right thing." Being named one of the [World's Most Ethical Companies](#) for six consecutive years is a testament to the importance we place on integrity. We don't just talk about it. We live it. And that's how it should be.

Those who put their trust in our company – customers, shareholders, business partners and team members – deserve nothing less than our full commitment to the highest standards of ethics. Each of us is accountable, since our actions impact how we operate every day.

To help us always know and do what's right, we have updated Dun & Bradstreet's Code of Conduct. The Code provides simple language and clear examples, making it easier to understand exactly what's required. As we work together to bring our strategy to life, it's fitting that our code reflect where D&B is heading as a modern, global, outside-in company. One thing, however, that won't change is our commitment to doing the right thing, which is demonstrated every time we:

- Use the Code of Conduct as a guide and ask for help when in doubt
- Provide a safe and supportive work environment for each other
- Act in the best interest of Dun & Bradstreet and our stakeholders; and
- Conduct business in a fair and honest manner with customers, competitors and vendors

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

Best,  
Bob

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*The Code applies to all D&B team members, suppliers, contractors, consultants and other business partners. You are required to comply with this Code as a condition of your employment and as a condition of working with us. This document does not provide any guarantee of continued employment at D&B, and, unless otherwise permitted by local law or you have a written employment contract with the company stating that your employment is not “at will,” you are employed “at will.” This means that you or D&B 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 may be unilaterally modified by D&B at any time.*

## Our Code

### It Starts with Integrity

For over 170 years, D&B 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 conduct. As a team member, you are expected to follow the Code and all applicable D&B 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?*
- *Would D&B lose customers—or shareholders—if they knew team members did this?*
- *Would I be comfortable explaining my action to other team members? My family? My friends?*
- *Is my action consistent with being a trusted business partner?*

D&B believes 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 D&B World Wide Network. Our ultimate goal is to direct all of our business to partners who demonstrate that they 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.

### Asking Questions and Raising Concerns

If you become aware of a possible violation of this Code or any applicable law or policy, you have a duty to 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 D&B, we have many internal contacts and resources that will help you get the answer you need.

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

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

#### **You can ask questions or raise concerns in several ways:**

- *Talk to your immediate Team Leader if you are comfortable doing so;*

- *Reach out to the People team;*
- *Address your concerns with Employee Relations;*
- *Contact the Compliance team;*
- *Talk to a Legal team member;*
- *Send an email to the Compliance Inbox;*
- *Call the D&B Global Compliance Hotline; or*
- *Go to our secure, Web-based global hotline: <https://dnb.alertline.com>.*

To report concerns directly to D&B'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.

We also have checklists available to help you with compliance and privacy questions or concerns.

The D&B 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.

As a company, we investigate all reports promptly, thoroughly and fairly, and will take appropriate action in accordance with our Compliance Incident and Investigations Protocol. As a team member, you have an obligation to cooperate fully in any investigation and share information openly, honestly and without fear of retaliation. Unless required by law, team members are not permitted to have legal counsel or other representatives present at meetings related to the investigation. Further, audio or video recording of calls or meetings concerning investigations is not permitted.

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 investigation is complete.

The D&B Global Compliance Incident and Investigations Protocol as well as the "Ask for Help" resources are available on the company's intranet.

### **Additional Expectations for People Leaders**

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

If you are a People Leader:

- Make sure the Code is communicated to those you lead, including contractors, so they understand their obligation to comply with it;
- Ensure that team members receive appropriate training on the Code and all applicable D&B policies and laws that impact their job duties;
- Look for opportunities to routinely communicate and discuss ethical conduct, difficult decisions or other challenging situations with your team members; and
- Create an open working environment that encourages team members to come to you with any questions or reports. When they approach you, respond promptly. If you are unsure of the answer to a question, refer the question to the People team, the Compliance team or other resource.

Closely monitor what is happening with your team. If you become aware of any conduct that may violate the Code, or any applicable D&B policies or laws, report it immediately. Not reporting a violation by one of

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

### **Zero Tolerance for Retaliation**

It is a violation of our Code to retaliate against a team member for reporting a concern in good faith or participating in an investigation, 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 recovery of damages in appropriate cases.

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

*[Box]*

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

*A D&B team member overhears a phone conversation and suspects that his Team Leader may have revealed proprietary client information to a competitor. He has no solid proof and fears that if he tells anyone about this suspicion, it will jeopardize his chances of being considered for a promotion. What should he do?*

*The team member has an obligation to speak up—even if the individual he suspects is his Team Leader. Whether or not his suspicions are confirmed, he will have reported this information in good faith. Retaliation against any team member who reports a possible violation of the law or D&B policy will not be tolerated. To report the situation, he can contact the People team, the Compliance team or other resource.*

## **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. We are committed to providing a work environment that fosters respect for all team members, 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, gender, sexual orientation, civil union status, age, marital status, citizenship status, disability, veteran status 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 and bullying and do not tolerate any form of inappropriate conduct toward another person that creates an intimidating, hostile or offensive work environment. Harassing or bullying conduct can include physical actions or verbal remarks/messages, which are based on a protected characteristic. Sexual harassment can involve unwelcome sexual advances, requests for sexual favors or other physical or verbal conduct of a sexual nature.

All forms of bullying or harassment 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 or bullying, immediately report it to your Team Leader, the People team, the Compliance team or other resource. Investigations will be conducted promptly and discreetly.

The D&B Equal Employment Opportunity and Non-Discrimination/Anti-Harassment Policies are available on the company's intranet.

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

*A D&B team member 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 D&B team member. What options does she have?*

*Even though the supplier representative is not a D&B employee, the team member should report the situation to her Team Leader, the People team or the Compliance team. Harassment includes physical actions or written remarks made by anyone in our workplace. We take all reports of harassment or bullying seriously and will investigate them promptly and discreetly.*

### **Respect for Health and Safety**

We want to maintain a safe, healthy work environment. Each of us has 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 our Team Leader, Site Incident Manager or other resource; and

- Immediately report any violent behavior or threats to our Team Leader, the People team or other resource for investigation.

Because safety comes first, while at work, team members 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, team members may not possess, sell, use or purchase illegal drugs or drug paraphernalia on D&B premises or at D&B-sponsored events.

Likewise, we prohibit the wearing, transporting or storage of firearms or other dangerous weapons in our facilities or on our properties by team members, consultants or visitors.

We also recognize our responsibility to protect human health, the environment and natural resources, and seek to operate in full compliance with all environmental laws and standards that apply to us.

The D&B Drug-Free Workplace and Possession of Weapons Policies are available on the company's intranet.

## **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 D&B. We need to avoid any situation that creates even the appearance of a conflict of interest.

It is not possible to list all of the situations 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 D&B;
- Serving on boards of directors outside of D&B;
- Pursuing opportunities that belong to D&B; and
- Exchanging gifts and entertainment.

Different countries have specific regulations designed to prevent conflicts of interest from arising for government contractors. 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.

If a real or perceived potential conflict of interest arises, you must disclose it to your Team Leader using the Conflict of Interest Certification form. Your Team Leader will work with the Compliance team to determine how to resolve it.

### *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 D&B. A conflict can also arise when a personal or family relationship exists between team members—especially if there is also a reporting relationship; it can create the appearance of preferential treatment or favoritism.

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, notify your Team Leader immediately; 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 Team Leader, the People team or other resource.

The D&B Employment of Relatives Policy is available on the company’s intranet.

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

*A D&B team member learns that his department is negotiating a contract that will make his wife's company a major D&B supplier. Could this create a conflict of interest?*

*Yes. Even if the final decision about the supplier is not his to make, the appearance of a conflict exists. He must notify his Team Leader of the relationship with this company and remove himself from the decision-making process.*

#### **Working Outside of D&B**

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 D&B (e.g., conducting outside business during working hours or using D&B property, equipment or information for non-D&B uses). If you have an employment contract with D&B, 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 D&B if doing so will affect the decision-making you do as a team member of D&B. If you are contemplating an outside job that could interfere with your job duties, notify your Team Leader, the People team or the Compliance team.

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

*A D&B team member owns a small business as a side project. She does not have access to all the information in D&B'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 D&B. 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 D&B'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 D&B business purposes, this colleague should politely decline.*

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

Because of the time commitment and the potential for conflicts of interest, no team member 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 Team Leader, the Corporate Secretary's Office (who leads the review process and assesses potential conflicts) and the Board Affairs Committee of the D&B Board of Directors
- Serve on more than one public company board of directors (or similar body) without the prior approval of the Board Affairs 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 Team Leader. For any questions regarding the process, contact the Corporate Secretary's Office.

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

*A D&B team member 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 D&B, and she is certain that she would be able to manage the time commitment involved. She notifies her Team Leader, who has no objection. If the D&B team member accepts the advisory position, is she violating the Code?*

*Yes. She must obtain the prior approval of her Team Leader, the Corporate Secretary's Office and the Board Affairs Committee of the D&B Board of Directors before accepting an appointment to any outside board of directors—or similar body—of any public or private company. Although an advisory committee is not a board of directors, it is a similar body established to provide guidance and advice to a company. As such, the same approval process applies.*

#### *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 D&B 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 Team Leader of the opportunity to allow evaluation by D&B. 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 D&B after D&B has had a full and transparent opportunity to evaluate it, has rejected it, and you have received express permission to pursue such opportunity from your leader.

#### *Exchanging Gifts and Entertainment*

Business gifts and entertainment are courtesies designed to build good 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, 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.

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;*
- *Infrequently given;*
- *In good taste;*
- *Unsolicited; and*
- *Not cash or cash equivalents.*

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

- *Attended by both the person offering and the person accepting;*
- *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);*
- *Between you and the business contact (e.g., attendance of the contact's family or friends is not permitted if requested by the business contact and is not permitted without proper approval); and*
- *Something you or the recipient would freely discuss with coworkers.*

The rules for gifts and entertainment apply not only to team members, but also to their spouses, partners or family members at all times, even during the holidays. In addition, in most 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 hurt the person offering it, you may accept the gift on behalf of D&B and then report it to your Team Leader and the Compliance team.

Similarly, cultural requirements may dictate the giving of gifts that are more than nominal in value. Contact your Team Leader and the Compliance team in advance to determine what type and what value gift should be given.

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 Team 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 D&B. For advice on what is considered appropriate, contact the Compliance team.

**What If ...**

*A D&B team member 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 gift 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 particular business decision.*

**What If ...**

*A long-time vendor sends a team member a gift card to his favorite restaurant. Can he accept the gift?*

*No. Regardless of amount, D&B does not permit giving or receiving gifts in the form of cash or cash equivalents such as gift cards or checks.*

**What If ...**

*A D&B Team Leader decides to take some customers and a few of his team members to dinner following a long meeting. The group first attends a business dinner where the bill is US\$40 per person. After dinner, the Team Leader proposes that the group attend a nearby gentlemen's club for adult entertainment. The customers and team members 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.*

## **Safeguarding Our Company**

The protection of D&B'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 D&B's greatest asset—our brand—as well as our trademarks, copyrights, patents and other intellectual property. Our logos and the name “D&B” are examples of D&B trademarks recognized around the world.

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

Internal D&B publications and even software programs developed for or by D&B 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 D&B. Although such “intellectual property” may not be tangible like our buildings and equipment, it is among the most valuable of D&B's assets, and you are expected to protect it. If you are unsure about a proposed use of D&B trademarks, copyrights or patents, you should consult the Legal team.

The D&B Brand Identity Standards are 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 in order to contribute to a charity, but participation is based on a fair, unbiased decision-making process subject to approval by the Compliance team.

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 requests by customers or vendors or any other third party to use D&B's name or brand in communications related to contributions or events, including listing D&B as a participant or sponsor of the event, must follow the guidelines for Third Party Communications, which can be found on D&B's Brand Home Page.

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](#)).

Never suggest or imply that your donation of time, resources or money is from—or endorsed by—D&B. You may not give political contributions on behalf of D&B or use corporate funds for such purposes, and D&B 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.

Strict regulations exist at both the state and federal levels regarding corporate political contributions and lobbying activities. You may not retain a lobbyist or engage in any lobbying activities on behalf of D&B without first having obtained the approval of D&B's Chief Legal Officer.

#### *Speaking on Behalf of D&B*

In order to ensure that accurate and complete information is conveyed to the public, to regulatory authorities and others, we have designated individuals to serve as our official company spokespersons. Unless you are authorized to do so, do not make any statements on our behalf.

Refer all media inquiries and public requests for information (including questions about—and requests for—financial performance) to our Communications or Investor Relations teams.

#### *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.

In your online activity:

- Make sure to identify yourself as an employee and state that the views expressed are your own;
- 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, trade secrets, unreleased product information or internal reports)
- Don't disclose anything that could violate another team member's right to personal privacy;
- Immediately correct any mistakes; and
- Recognize and refer to our Communications and Legal teams any issue that requires an official company response.

The D&B 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 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 D&B property against unnecessary damage, loss or theft;
- Ensure that D&B assets are used appropriately and in the manner in which they were intended to be used;
- Change our passwords regularly and refrain from sharing passwords and account access credentials with others;
- Comply with all our security measures and internal controls as they apply to personal computing devices, such as laptops and mobile devices, as well as the information stored, processed or transmitted by them;
- Always wear our badges visibly while on site;
- 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 breach of our data security to your Team Leader or the technology support team.

D&B team members must complete the required Information Security training course as well as review, acknowledge and adhere to the D&B Global Information Security Policy found on the Global Security D&B intranet site.

The D&B Global Security and Privacy policies are available on the company's intranet.

### *Leaving D&B*

At the end of your employment with D&B, all corporate assets and D&B property must be returned, secured and/or disposed of appropriately. At the time of your termination, your Team 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, equipment provided to remote workers, 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
- D&B intellectual property and other work products in your possession, including any copies.

Take care not to 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 D&B. You and your Team Leader should consult with the Legal team for assistance with the preservation.

If you have created an authorized D&B online or cloud account, provide your username, password and other necessary account information to your Team Leader upon your termination of employment.

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

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

*A systems analyst for D&B has created several software applications that D&B 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 D&B as “intellectual property.” When a team member leaves D&B, he or she must return all of D&B’s intellectual property and other work products that are in the team member’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 service. Our customers trust us to provide them with high-quality, reliable information and to protect confidential information.

### *Data Governance*

Just as the People team sets standards for how people are managed and Finance for how money is managed, Data Governance sets policies and standards for managing data.

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

D&B receives data from many sources, and these sources may have specific restrictions on how the data can be used and for what purpose. You have a responsibility to:

- Document the details around the data you manage, so other team members will be able to use it;
- Store documentation in a centralized location for all team members to access;
- Make sure you understand the guidelines set by Data Governance and Legal on how to recognize personal and sensitive information; and
- Learn to identify this information in the data you manage and understand and follow the rules on how that data must be managed, protected and stored.

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, consult with the Data Governance and Privacy Teams.

The D&B Data Governance checklist, which provides information on how to identify personal and sensitive information, is available on the company's intranet.

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

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

*She should check the Data Governance checklist to determine if this data is personal or sensitive data and take the actions outlined in the checklist to protect it. She should also consult with 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 D&B, its team members, its customers and other third parties. Make sure you know the kinds of information considered confidential and protect it from unauthorized disclosure. Some examples include new customer wins, information that would violate our insider trading policy, 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 D&B—who is not authorized to view or use it as part of their job;
  - Never provide any D&B 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
  - Safeguard access to D&B information systems, like dnb.com, Hoovers, Market Insight or DNBi

- Third parties must have D&B's express written permission to access the information and, when authorized, disclosure should be on a "need to know" basis and only 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 D&B material along with confidential information we receive from others under non-disclosure agreements; and
- Keep our trade secrets and other confidential intellectual property secret;

You also have an obligation to protect customer and other third party confidential information. This includes information provided to D&B in confidence, such as business records, financial results, sales figures and information that is subject to a non-disclosure agreement.

Third parties other than customers include our suppliers, contractors, consultants and business partners. These third parties routinely share their own confidential information with us and we have an obligation to protect that information just as carefully as we protect our own. Our third parties expect this from us and the integrity of our brand demands this of us.

The D&B Global Security, Information Classification and Privacy policies are available on the company's intranet as is additional information on the D&B Sales Policies and Procedures.

#### *Protecting Personal Information*

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

"Personal Information" ("PI") is any information relating to an identifiable person, including Sensitive Personal Information ("SPI"). PI includes information about individuals (e.g., team members, consultants and contractors) and in some countries about sole proprietorships and other small business entities. Examples of SPI include 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 Privacy Checklist.

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 PI, such as team member 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; and
- 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 D&B, such as break rooms or restrooms).
- Immediately report any suspected incident involving a breach or potential breach of our data to our Chief Privacy Officer.

The D&B Data Breach Incident Procedure as well as the Global Security and Privacy policies are available on the company's intranet.

**What If ...**

*A team member 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 with the prospect. Is this OK?*

*No. D&B documents should not be shared through personal emails, file-share utilities such as DropBox, Google Drive, etc. unless they have been previously approved by our Security and Compliance teams. She should use web-conferencing tools such as Lync or LiveMeeting to review documents with external parties if possible, and contact the Compliance team or IT Support if she needs to send these documents outside our network.*

**Using Computer and Network Systems Appropriately**

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

Email, instant messages, text messages and D&B tagged social media postings must be composed with the same care you take in composing any other D&B 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 D&B's computer systems or mobile devices to:

- Advance personal interests or causes or political views;
- Communicate or store 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 resources are used appropriately, responsibly and professionally. Any information and records produced by the use of these resources is also subject to D&B's review. Monitoring activities, when undertaken, comply with any applicable legal requirements.

In the course of the monitoring, any traffic on a D&B network or a D&B-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 D&B resources, including email, instant messaging, voice, data, mobile and the Internet.

Access to D&B data generated by internal systems is solely for D&B team members' use and is never to be shared with customers or third parties without the appropriate approvals and customer signatures. The

intent of D&B team members accessing customers' systems is purely for analysis, support or consulting purposes and not to provide additional data without obtaining the appropriate approvals and signatures.

The D&B Global Security and Privacy policies are available on the company's intranet.

***What If ...***

*A team member gets an email from a coworker making fun of men. She wants to send it to a friend outside D&B 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 D&B. 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 team member 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 D&B'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 D&B'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 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 acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Team members who are requested to provide, review or certify information in connection with D&B's internal controls or disclosure controls and procedures must provide the requested information or otherwise respond in a complete, accurate and timely manner. In addition, designated Team 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 D&B'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 D&B, 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; and
- Maintain a system of disclosure controls and procedures to allow timely communication of material information about D&B to management, particularly when D&B is preparing reports or other required filings.

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 D&B's external and internal auditors, is against the law, and the consequences are serious. If you become aware of a potential issue with D&B's accounting, or a company audit, you should raise that concern immediately, by notifying your Team 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.

#### *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;
- Provides guidance on required retention periods; and
- Includes instructions for destroying records when they are no longer needed.

When D&B receives notice of a threatened, anticipated or pending legal claim, litigation, investigation or audit, we have an obligation to preserve any and all records relevant to the matter. Failing to do so could have significant adverse consequences for D&B, including the imposition of severe penalties for non-compliance. Under these circumstances, you will receive a Records Hold Notice from the Legal team.

When you do, 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 in the form of 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 D&B's records retention guidelines are suspended until the Records Hold is released by the Legal team. If you are leaving D&B (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 D&B Records Management Guidelines and the Corporate Confidential Information and Shredding Policy are available on the company's intranet.

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

*A team member receives a Records Hold Notice because a customer sued D&B over a contract dispute. She has a box of papers concerning the negotiation of the contract that a former team member gave her when he left D&B. 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.*

### **Cooperating with Investigations**

We each have an obligation to comply with internal investigations, whether conducted by the Compliance team, the Internal Audit team or others. If you are asked to cooperate with any internal investigation or audit, do so fully and honestly, knowing that D&B has zero tolerance for retaliation.

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

Unless otherwise required by law, team members are not permitted to have legal counsel or other representatives present at any meetings related to an internal investigation, including interviews. Further, audio or video recording of calls or meetings concerning investigations is not permitted.

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

As a function of your job, you may occasionally have access to information about D&B and the companies with which we do business that is not available to people outside D&B, 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, management changes, pending or threatened litigation, or certain non-public financial results and projections.

In general, it is illegal for any person with material, non-public information about D&B 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 will subject the individuals involved to immediate termination, potential criminal prosecution and significant monetary fines. Do not trade in the securities of any company, including D&B, if you have material, non-public information.

"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 inadvertent 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 D&B, 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 D&B 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 team members 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 D&B securities (including D&B securities in a 401k account). The policy also describes the "window" time frames each quarter during which Insiders may transact in D&B securities and the time frames during which the "window" is closed and Insiders may not transact in D&B securities.

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

The D&B Insider Trading Policy is available on the company's intranet.

**What If ...**

*A team member has some information regarding D&B's financial performance for the quarter because of his responsibilities. He wants to make a change to his investment allocation in his retirement fund, but this fund includes stock in D&B and would result in the purchase of more D&B stock. Does he need pre-approval to make this change?*

*Yes. If he has material, non-public information about D&B, U.S. securities laws prohibit him from buying or selling D&B securities and from making certain elections. Directors, Executive Officers and Non-Executive Officers are also subject to additional restrictions on their ability to engage in transactions in D&B securities.*

## Our Commitment to Conducting Business Fairly and Honestly

### Anti-Corruption

Anti-corruption laws apply to all of our operations around the globe. When working with government officials or any other entities, you are strictly prohibited from offering, authorizing, giving, promising, accepting or offering to accept, anything of value for improper advantage—that is, any form of a bribe or kickback. Each team member is responsible for knowing and complying with our anti-corruption policies.

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

- Extending lavish entertainment or travel to a government official or other entity;
- Directing business to a company owned by a government official or other entity;
- Offering lavish gifts to government officials or officials of other entities or their family members; or
- Soliciting or providing a charitable donation.

Certain acceptable gifts, travel and entertainment payments to government officials and other entities require appropriate approvals to assure that they are in compliance with global anti-corruption laws. All other gifts or payments to government officials and other entities 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, contractors, consultants and other business partners. All third parties used or retained by D&B must go through the Third Party Life Cycle Management (TPLM) 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 of our operations, it is against our policy, and may be illegal, for any team member to cause books and records to be inaccurate in any way.

Examples include:

- Making records appear as though payments were made to one person when, in fact, they were made to another;
- Submitting expense reports that do not accurately reflect the true nature of the expense; or
- Creating any other records that do not accurately reflect the true nature of the transaction.

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.

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

*A team member 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 team member has no contracts pending with him or his government. Was that okay?*

*A. No. Anticorruption laws prohibit the payment or promise of anything of value to a government official in order 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.*

### Export Controls

U.S. and international trade laws determine whether a product or technology may be exported and also 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. 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, D&B—like all global companies—must comply with the OFAC/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 TPLM for OFAC/SDN procedures for screening customers and vendors or the Compliance team if you have any questions about the end user or destination or for information about the application of export control laws to D&B, its products and services.

### **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 D&B 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 to participate in an illegal boycott, contact TPLM and 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 in order to hide their criminal origin. Terrorist financing refers to funding for terrorist activities and can come from legitimate or criminal sources.

Team members must never knowingly facilitate either money laundering or terrorist financing and must take steps to prevent inadvertent use of D&B'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 TLPM.

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 TPLM or the Compliance team.

### **Fair Competition/Antitrust**

D&B 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 of 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.

Comply with all antitrust and 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 D&B 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 D&B at serious risk. Therefore, before meeting or otherwise communicating with competitors or adopting marketing practices in a market where D&B may have market dominance, consult with a 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 business development, 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, boycotts, terms and conditions of sale, product specifications or any other topic that appears to constitute coordination between competitors, you should leave the meeting immediately and contact the Compliance team.

***What If ...***

*A friend of a D&B team member 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 D&B is bidding for. He suggests that if D&B 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 team member do?*

*He should not discuss dividing customers with a competitor, nor enter into any 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. This will ensure witnesses, should any legal action be taken.*

### **Licensing Information to Competitors**

D&B has developed “Guiding Principles” concerning the licensing of D&B information to competitors. These Guiding Principles describe the appropriate circumstances for such arrangements, as well as the process and mandated leadership involvement in the establishment or continuation of such business relationships. The Guiding Principles are available on the Legal team website.

### **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 D&B, 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 team member 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.

### **Third Party Lifecycle Management (TPLM)**

To deliver the best possible solutions and services to our customers, D&B 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 D&B Worldwide Network with whom we engage.

D&B has developed specific procedures and processes to ensure our engagement with these third parties is undertaken in a way that protects the D&B brand and is in accordance with our policies. The TPLM Procure-to-Pay process protects D&B 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; and,
- Where appropriate, a Conflict of Interest Certification has been made by the relevant D&B team member and their leader/decision-maker and counter-signed by TPLM.

Prior to committing D&B to a commercial agreement with a third party, ensure that a completed screening questionnaire is submitted to TPLM. TPLM 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 TPLM.

All third parties should have a contract which governs all legal terms and conditions and includes D&B's "Partner Code of Conduct" as appropriate. 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 D&B's Global Approval Authority Policy.

The TPLM team aims to support these business transactions in a collaborative manner, protecting D&B'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 Legal or TPLM team.

### **Dealing with Customers**

D&B treats customers fairly, and we provide quality products and superior customer service. We engage in sales that meet our customers' needs, and not just because they may meet our sales goals; we communicate honestly and truthfully and aim to make terms of sale clear, accurate and easy to determine. We ensure the confidentiality, and integrity of customer records and transactions.

Therefore, you must:

- 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 or promises that you or D&B cannot keep; and
- Make contract renewals transparent.

D&B 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.

## **Compliance with Government Contracts**

D&B 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 D&B's government sales channel to take into account governmental requirements. For additional information on U.S. contracts, team members may view the government Contract Compliance Training on D&BU or consult U.S. Sales Policy 4-9. For additional information on non-U.S. contracts, consult your local Sales Policy, your local D&B in-house Legal team member or the Legal checklist.

## **Fair and Ethical Sales Practices**

In conducting ourselves according to the highest standards of integrity and business ethics, we:

- Act with integrity;
- Make decisions that serve the best interests of D&B and our customers; and
- Never deceive, defraud or misrepresent facts.

Ethical conduct is essential at all times and is critical in helping us to maintain the reputation we have earned as a trusted partner.

Besides being the right thing to do, ethical conduct is a good business practice. Customers, suppliers, contractors, consultants or business partners may cease doing business with us if they feel we are unethical or have mistreated them.

As important as maintaining ethical sales practices is to the success of our business, conducting business with honesty and integrity also minimizes legal and regulatory risk.

If you have any questions about D&B's commitment to fair and ethical sales practices, contact the Compliance team.

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

*A D&B team member is doing a sales presentation and, at the end, is asked some questions that she does not know the answer to. 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. Team members 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 D&B and the prospective customer by explaining that she would need to do more research on those topics and then follow up with them promptly.*

## **Your Personal Commitment to Do the Right Thing**

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

- You have read the Code and are aware of its provisions;
- You are not aware of any violations of the Code; and
- You understand that if you have questions related to the standards of conduct outlined in the Code or other company policies, you will discuss them promptly with your Team Leader (if you are comfortable doing so), the People team, the Compliance team or other resource.

D&B takes the compliance certification process very seriously and insists that team members and Board members do the same.

## Seeking Guidance or Reporting Concerns

You can ask questions or raise concerns in several ways at any time and, anonymously, if you wish not to disclose your identity. As a D&B team member, you have a duty to promptly report potential violations of the Code, our policies or the law