



## Code of Conduct

**ALL INQUIRIES RELATED TO THIS CODE OF CONDUCT SHOULD BE DIRECTED TO:**

**OWNER:**  
Jeff Fendler, Chief Compliance and Risk Officer, EVP  
470-564-7165

**CONTACT(S):**  
Ellen Montgomery, Ethics Officer, SVP  
470-564-6881

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Dear Primerica Colleagues:

Primerica's long-term success is based on our integrity. Every day our many stakeholders – clients, investors, regulators, employees and representatives – count on our commitment to the highest standards of business ethics and compliance.

The Primerica Code of Conduct is an expression of our values. Whatever your role at Primerica, the judgments you make reflect on our reputation and we are all responsible for abiding by the standards of behavior described in our Code of Conduct. I am counting on you to drive a culture in which we aggressively grow our business consistent with our values and legal and ethical requirements in all the markets that we serve.

We should all recognize that the financial services industry is heavily regulated and that, in many cases, the rules are complex and strictly enforced. For these reasons, I expect every employee to ask questions and raise concerns as they arise to ensure that we are always comfortable with our conduct. Every manager is also responsible to create an environment where such questions and concerns are welcome.

Please take the time to read our Code of Conduct and make sure you understand it. In addition to setting out the core principles that govern all Primerica employees, it also identifies the many resources available to help you understand how these principles relate to your job.

Integrity must always be the foundation of our business operations and the starting point of all our decisions and actions. For our clients, our investors and our colleagues, the name Primerica must inspire the kind of trust and confidence that says — wherever we operate and whatever the situation — we will do the right thing. Each of us has an obligation to honor and uphold the Primerica legacy that has been entrusted to us. I know I can count on you to do your part.

Glenn Williams  
Chief Executive Officer

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## **1 OVERVIEW**

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### **1.1 Objective**

Our Code of Conduct is designed as a guide to assist us in choosing the proper course of action, individually and as a company, in every aspect of our work lives. It is designed to promote honest and ethical behavior and to help us avoid situations that would give even the appearance of impropriety.

### **1.2 Scope**

Primerica expects all its employees to act in accordance with the highest standards of personal and professional integrity in all aspects of their activities, including ethical handling of actual or apparent conflicts of interest between professional and personal relationships, and to comply with all applicable laws, rules, regulations and Primerica policies. We must never compromise that integrity, either for personal benefit or for Primerica's purported benefit.

### **1.3 Target Audience**

Our Code of Conduct applies to every officer and employee and member of the Board of Directors of each of Primerica, Inc. and its subsidiaries (collectively, "Primerica" or the "Company"). All such individuals are required to review and comply with our Code of Conduct. In addition, other persons performing services for the Company may be subject to our Code of Conduct by contract or other arrangement.

### **1.4 Owner**

Our Code of Conduct is owned by the Chief Compliance and Risk Officer. It, and any changes to it, must be approved by the Chief Compliance and Risk Officer and the Primerica, Inc. Board of Directors.

### **1.5 Effective Date / Transition Period**

The Code of Conduct is effective August 15, 2018.

### **1.6 Retired Policies / Related Policies**

Our Code of Conduct supersedes and replaces the Code of Conduct dated March 2010, as subsequently amended.

## 2 **POLICY**

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Our Code of Conduct provides an overview of Primerica's key policies, each of which you should be familiar with. Additionally, your particular business unit may also have its own policies and procedures that you must follow. If you have any questions or concerns about our Code of Conduct or any Primerica policies and how they apply to you, you should discuss them with your supervisor, your business unit's legal counsel, the Human Resources department or the Chief Compliance and Risk Officer. If there appears to be a conflict between our Code of Conduct and any law, rule or regulation, as amended from time to time ("Law"), or if you have questions regarding the interpretation of applicable Law, you should contact your business unit's legal counsel. As a general matter, when there is a difference between Primerica policies and the Law, the more restrictive requirements apply.

Failure to observe the policies set forth in our Code of Conduct, Primerica's other policies, or the policies and procedures applicable to your business unit, may result in disciplinary action, up to and including immediate termination of employment or other relationship with Primerica at the discretion of management or the Board of Directors. Furthermore, violations of this Code of Conduct may also be violations of the Law and may result in civil or criminal penalties for you, your supervisors and Primerica.

Our Code of Conduct neither constitutes nor should be construed to constitute a contract of employment for a definite term or a guarantee of continued employment. Your employment with Primerica is at-will.

### **2.1 Exception Process**

In rare circumstances, a strict application of one or more provisions of our Code of Conduct may result in a serious hardship. In these exceptional circumstances, a waiver of such provisions may be sought. Waivers for employees may be granted at the discretion of and only by both the General Counsel and the Chief Compliance and Risk Officer based on the circumstances. Any waiver of one or more provisions of our Code of Conduct for executive officers or members of the Board of Directors of Primerica, Inc. may be made only by a documented decision of the Board of Directors or a Board committee, and must be disclosed promptly to the public if required by Law or the listing standards of the New York Stock Exchange.

### **3 GUIDELINES AND PROCEDURES**

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#### **3.1 Raising Ethical Issues and Reporting Suspected Violations**

Compliance with the highest ethical standards is a critical element of your responsibilities. All employees must promptly report to the persons identified in our Code of Conduct any suspected or actual violations of our Code of Conduct, other Company policies, Law, or other wrongdoings affecting the Company. Early identification and resolution of these issues is critical to maintaining Primerica's commitments to its clients, employees and stockholders.

Our Code of Conduct provides an overview of the key policies, each of which you need to be aware. In addition, you must also be aware of the detailed policies and procedures specific to your business unit. However, Primerica cannot anticipate every issue you may encounter. Situations in the workplace may arise where the proper course of action may not be clear, and it is helpful to consider some questions before you act. When faced with this type of dilemma, first ask yourself:

- Does something feel wrong about this situation?
- Would my action be consistent with our Code of Conduct, applicable policies and the Law?
- Would my actions or failure to act result in even the appearance of impropriety?
- How might my decision impact others?
- What might be the consequences of my actions or inaction?

You should use your judgment and common sense; if something seems unethical or improper to you, it may very well be. If you have any questions regarding the best course of action in a particular situation, or if you reasonably suspect or become aware of a possible violation of a Law, Primerica policy or ethical standard, you must promptly contact any of the following:

- Your supervisor or another member of your management chain
- The Human Resources department
- Your business unit's legal counsel, or in matters involving an executive officer, the General Counsel
- Your Compliance Officer
- The Primerica Chief Compliance and Risk Officer
- Contact the Employee Ethics Hotline:
  - Employees can call the Employee Ethics Hotline, a toll-free number at: (888) 742-5500; or send email to [PrimericaEthics@humana.com](mailto:PrimericaEthics@humana.com)

Employees can also mail complaints to:

Randy Martin  
c/o Humana  
810 7<sup>th</sup> Avenue, 38<sup>th</sup> Floor  
New York, NY 10019

Non-employees: call the General Ethics Hotline, a toll-free number at: (888) 554-2374 or email [Ethics@Primerica.com](mailto:Ethics@Primerica.com)

Non-employees can mail complaints to:

Primerica Ethics Office  
1 Primerica Parkway  
Duluth, Georgia 30099-0001

Further contact information is provided at the end of our Code of Conduct. If you raise an ethical issue and you do not believe the issue has been addressed, you should raise it with another of the contacts listed.

Primerica encourages you to communicate your concerns openly. All contacts and investigations are treated as confidentially as possible, consistent with the need to investigate and address the matter and subject to applicable Law.

Complaints may be made anonymously to the extent permitted by applicable Law. However, please be advised that if you do choose to remain anonymous, we may be unable to obtain the additional information needed to investigate or address your concern. As part of any investigation, we respect the rights that are afforded to all parties under applicable Law.

### **3.2 Protection Against Retaliation**

Primerica prohibits retaliation against anyone who, in good faith, raises concerns or questions or reports matters regarding ethics, discrimination or harassment or suspected violations of other applicable Law or Company policies. Reporting in good faith means that you share accurate information you have about a situation that you believe to be true. Retaliation is a violation of our Code of Conduct, and individuals who retaliate will be subject to discipline, up to and including termination, consistent with applicable policies and the Law.

### **3.3 Protecting Client, Representative, Employee and Vendor Information**

#### **Confidentiality of Personal Information**

Primerica is committed to protecting personal and confidential information about our clients, representatives, employees and vendors (“Confidential Information”) and using it appropriately. Each of us is responsible for avoiding unauthorized disclosure of and safeguarding all Confidential Information.

When we use other companies to provide services for us, we require them to protect the Confidential Information they receive.

Primerica complies with the many Laws directed toward privacy and information security, including but not limited to the requirements governing Health Insurance Portability and Accountability Act (“HIPAA”) “Protected Health Information,” or PHI, for our health insurance business. We also adhere to Primerica’s own high standards, including, but not limited to, the Primerica Privacy Policy and Procedures Manual, the Primerica Information Technology Management Policy and our Information Security Standards.

Confidential Information of our clients should be used only in a manner that allows us to provide our clients with choices and options for products and services to better meet their financial needs and objectives. You must comply with all Company and departmental policies and guidelines relating to privacy and security of Confidential Information you handle, and ensure that such information is only shared with authorized individuals. You may disclose Confidential Information of others only if disclosure is authorized by Primerica or required or permitted by Law. In particular, responses to requests for Confidential Information from anyone outside Primerica under any circumstances may be provided only pursuant to applicable Primerica policy.

Any unauthorized disclosure of Confidential Information, whether inadvertent or not, must be reported to the business unit’s Business Information Security Officer (“BISO”). Privacy and information security laws change rapidly, so you should consult your manager with any questions regarding appropriate handling of Confidential Information. You should inform your BISO of any possibility that the information may have been mishandled or disclosed in a manner not authorized.

Your obligation to protect Confidential Information continues even after you leave Primerica.

See also Section 3.4, “Commitment to Our Franchise -- Safeguarding Personal, Proprietary and Confidential Information.”

### **Fair Treatment**

Primerica is committed to dealing fairly with its clients, employees, representatives, vendors (including suppliers, distributors, product providers and business partners) and competitors. No person may take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or other unfair dealings or practices.

## **Tied Business Dealings**

“Tying” arrangements, where clients are required to purchase one product or service as a condition for another being made available, are unlawful in certain instances. You should consult your business unit’s legal counsel for advice on tying restrictions.

## **Antitrust Compliance**

Primerica is subject to complex Laws designed to preserve competition among enterprises and to protect consumers from unfair business arrangements and practices. As an employee or director, you are expected to be aware of and comply with these Laws at all times.

Many situations create the potential for unlawful anti-competitive conduct and should be avoided. These include:

- Proposals from competitors to share price or other competitive marketing information or to allocate markets or clients;
- Attempts by vendors or potential vendors to preclude Primerica from doing business with, or contracting with, another vendor; and
- Discussions at industry trade association meetings on competitively sensitive topics, such as prices, pricing policies, costs and marketing strategies.

If a competitor tries to discuss subjects with you that raise concerns about anti-competitive conduct, you should refuse to do so and ask the person to stop immediately. If necessary, you should leave or otherwise terminate the conversation and promptly report the matter to your business unit’s legal counsel.

## **3.4 Commitment to Each Other**

### **Fair Employment Practices and Diversity**

Primerica believes that diversity in our staff is critical to our success, and we seek to recruit, develop and retain the most talented people from a diverse candidate pool. Advancement at Primerica is based on merit. We are fully committed to equal employment opportunity and compliance with the letter and spirit of the full range of Law regarding fair employment practices and nondiscrimination. Please consult our Equal Employment Opportunity and Anti-Harassment Policy for more information on recognized and responding to discrimination.

### **Discrimination and Harassment**

Primerica promotes a work environment where diversity is embraced, and where our differences are valued and respected. We prohibit discrimination, harassment or intimidation that is unlawful or otherwise violates our policies, whether committed by or against a supervisor, co-worker, client, vendor or visitor.

Sexual harassment can include but is not limited to unwelcome sexual advances, requests for sexual favors, unsolicited physical contact, propositions, unwelcome flirtations, or offensive verbal, visual or physical conduct of a sexual nature. Examples include but are not limited to suggestive or lewd remarks, unwanted touches and offensive jokes or visuals. Please consult our Equal Employment Opportunity and Anti-Harassment Policy for more information on recognizing and responding to sexual harassment.

We should all be aware of – and sensitive to – the fact that what one person may consider to be a joke or an inoffensive comment may be extremely offensive to someone else. For this reason, we must avoid any conduct that might reasonably be interpreted as violating this policy.

Discrimination and harassment, whether based on a person's race, sex, color, religious creed, religion, national origin, citizenship status, age, disability, pregnancy, ancestry, military services or veteran status, genetic or carrier status, marital status, sexual orientation, or any classification protected by applicable federal, state or local laws. Such discrimination and/or harassment, whether committed by or against employees, clients, vendors, contractors, or visitors while at work or outside of work will not be tolerated. Retaliation against individuals for raising claims of discrimination or harassment in good faith is also prohibited.

If you believe that you are being subjected to discrimination or harassment in violation of this policy, or if you observe or receive a complaint regarding such behavior, you must report it to your supervisor or senior business manager, to the Human Resources department or to the Ethics Hotline. (See contact information at the end of this Code of Conduct.)

Primerica will promptly investigate all allegations of harassment or discrimination and will take appropriate corrective action to the fullest extent permitted by Law.

Primerica will not tolerate the use of its systems, including e-mail services, telephones or cellular phones, and intranet/Internet services or social media to create a discriminatory, hostile or offensive work environment. This includes transmitting or exchanging "jokes," pictures, videos or other communications and stories that are harassing, demeaning or offensive to any individual or group. If you receive an inappropriate communication from another employee, you should report it immediately, just as you would any other violation of policy that you observe. If you receive an inappropriate communication from an external source, you should delete it immediately and advise the sender to not forward you similar communications in the future. Do not forward any inappropriate communications to any employee, other than to Human Resources or your BISO for purposes of reporting. In addition, do not forward any inappropriate communication to any external address, even if

it is only to your home computer.

You must never use Primerica systems to initiate, download, transmit or exchange electronic images or text of a sexual nature or containing ethnic slurs, racial epithets or any other material of a harassing, offensive or lewd nature.

### **Preventing Substance Abuse**

Primerica strives to maintain a healthy, productive, and safe work environment. You may never work or attend work-related events while under the influence of alcohol, illegal drugs, misused prescription drugs or controlled substances. In addition, you may never use, possess, transfer, or sell alcohol or illegal drugs while performing work-related duties or on Company premises. Notwithstanding the foregoing, it shall be permissible for employees of legal drinking age to consume alcohol at Company events or when entertaining others on Company business, subject to applicable Law, so long as such alcohol usage is reasonable and does not interfere with your ability to exercise good judgment.

### **Social Media**

The Primerica Social Media Policy establishes a set of rules and guidelines for any activity and participation in “social media” by all Primerica employees. Employees are encouraged to refer to the Social Media Policy or contact their manager or the Human Resources department for specific details of the policy.

## **3.5 Commitment to Our Franchise**

### **Escalation of Business Concerns**

It is critical to our franchise and to Primerica’s reputation that we exercise appropriate judgment and common sense in every action we take, and that we consider all aspects of the potential impact of transactions in which we engage. It is your responsibility to escalate any concerns regarding potential franchise or reputation risks to the General Counsel.

### **Investigations**

You are required to cooperate fully with any authorized internal or external investigations, including, but not limited to, those involving ethical issues or complaints of discrimination or harassment. You should never withhold, tamper with or fail to communicate relevant information. Making false statements to or otherwise misleading internal or external auditors, investigators, counsel, Primerica representatives or regulators may be grounds for immediate termination of employment or other relationship with Primerica and may also be a criminal act that can result in severe penalties.

## **Protecting Primerica Assets**

You are responsible for safeguarding the tangible and intangible assets of Primerica and any assets owned by our clients or vendors that are under your control. Primerica assets may be used only for appropriate business purposes. Assets include cash, securities, physical property, services (whether provided by the Company or its vendors), business plans, client, representative and employee information, vendor information, intellectual property (trademarks, computer software, models, domain names and other items) and all other personal, proprietary and confidential information. Lists of clients and representatives are also trade secrets of the Company.

The U.S. Defend Trade Secrets Act of 2016 grants employees immunity from liability for confidential disclosure of a trade secret to the government, to an attorney or in a court filing if disclosed in the manner required by the law: An employee shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is: (a) made (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (b) made to the employee's attorney in relation to a lawsuit for retaliation against the employee for reporting a suspected violation of law; or (c) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

Before commencing employment with Primerica, you should disclose to your manager the existence of rights or interests you have in any invention or technology that may in any way relate to your employment with Primerica. You may be asked to assign those rights to Primerica. Likewise, you are required to disclose and assign to Primerica all interests in any invention, creation, improvement, discovery, know-how, design, copyright work or work of authorship made or conceived by you or a group, including that which arises out of or in connection or relationship with your employment. You are required to assist Primerica with any effort to perfect such assignment and to secure appropriate intellectual property protection for any of the foregoing. If your relationship terminates for any reason, all rights to property and information generated or obtained as part of your relationship will remain the exclusive property of Primerica.

Misuse, misappropriation or unauthorized disclosure of Primerica assets is a breach of your duty to Primerica and may constitute an act of fraud against Primerica. Similarly, carelessness, waste or unauthorized use in regard to Primerica assets is also a breach of your duty to Primerica.

## **Electronic Communications**

Primerica's equipment and services, including but not limited to computers, PDAs, tablets, flash and thumb drives, fobs, cellular phones, telephones, voicemail, fax machines, video-conferencing equipment, scanners and other electronic communication devices, mail room service, Internet access, e-mail, SMS messages and instant messaging, are provided for business purposes and to enable you to perform tasks related to your job. Accordingly, to the extent permitted by applicable Law, Primerica may at any time monitor and record your use of its equipment, systems and services and the data transmitted. Therefore, you should not have any expectation of personal privacy when you use Primerica equipment, systems or services.

You may not use Primerica's equipment, systems or services in a manner that could be harmful to Primerica or in violation of any Primerica policies or any Law. Personal use of Primerica's equipment, systems and services must be kept to a minimum unless further restricted by applicable Law or your business unit's policies. Use of the intranet/Internet

must be in compliance with all applicable Law and the terms of use of Primerica sites and any third-party sites accessed. Primerica's intranet/Internet servers may not be used for the unauthorized downloading or use of any copyrighted or unlicensed material. This includes the downloading of music and the unauthorized downloading of unlicensed software, copyrighted images, video or printed material. The Internet may not be accessed from a Primerica server to view, download, store, transmit or post illegal, harassing, demeaning, offensive or inappropriate material.

Copying, selling, using or distributing information, software and other forms of intellectual property in violation of intellectual property laws, license agreements or Primerica policies is prohibited.

## **Safeguarding Personal, Proprietary and Confidential Information**

While working for Primerica, you have an obligation to safeguard and not disclose personal, proprietary and confidential information that you have access to, obtain or create in connection with your activities for Primerica, regardless of its form.

Your obligation to safeguard personal, proprietary or confidential information, including, but not limited to, personal and confidential information of clients, representatives, other employees and vendors, includes protecting it from misuse, using it only for the performance of your assigned job duties and not using such information or permitting such information to be used for unauthorized purposes. You must not disclose personal, proprietary or confidential information about any client, representative, employee or vendor to any unauthorized person (including other Primerica employees). Such information must not be shared or discussed outside Primerica, except where permitted or required by applicable Law, or pursuant to a subpoena or order

issued by a court of competent jurisdiction or requested by a judicial or administrative body.

Examples of such information include:

- any system, information or process that gives Primerica an opportunity to obtain an advantage over our competitors;
- nonpublic information about Primerica's technology, systems and products
- nonpublic information about Primerica's finances, operations, results, strategies or projections;
- nonpublic information about Primerica's business plans or business processes, as well as nonpublic information about Primerica's clients, representatives, employees, or vendors;
- Confidential Information relating to individuals, including clients, employees, representatives or vendors; and
- information that is subject to regulatory or contractual restrictions.

You must take precautionary measures to prevent unauthorized disclosure of personal, proprietary and confidential information. Accordingly, you should also take steps to ensure that business-related documents are produced, copied, faxed, transported, filed, stored and disposed of by means designed to prevent unauthorized access to such information. You should also ensure that access to work areas and computers is properly controlled in accordance with our Information Security Standards. You should not discuss sensitive matters or personal, proprietary or confidential information in public places, such as elevators, hallways, cafeterias, restaurants, restrooms and public transportation, or on the Internet or any other electronic media (including blogs and social networking sites); and you should be cautious when using mobile phones or other communication devices or messaging services. Great care should be exercised when discussing such information in open workplace areas, such as cubicles or when using speaker phones.

Your obligation to safeguard personal, proprietary and confidential information extends to all situations in which you may use such information, including when you are away from work or working remotely.

You are also responsible for ensuring that you are in compliance with all Primerica policies and guidelines relating to the safeguarding of personal, proprietary and confidential information, including, but not limited to, our Information Security Standards and the Primerica Records Management Policy and Standards. These obligations are in addition to the requirements set forth in Section 3.2, "Protecting Client, Representative, Employee and Vendor Information."

Once your employment or association with Primerica ends, you may not divulge or use Primerica's personal, proprietary or confidential information and must immediately return any copies of such information in all forms to Primerica.

Additionally, you may not bring to Primerica personal, proprietary or confidential information of any former employer, or use such information to aid the business of Primerica, without the prior consent of your former employer.

### **Use of Primerica Name, Facilities or Relationships**

You should not use Primerica's name, trademarks, logos, ticker symbol (including on letterhead or personal websites), facilities, services or relationships for personal benefit or for outside work.

### **Continuity of Business**

Primerica maintains continuity of business plans to minimize financial losses and respond to market and clients' needs when a man-made or natural disaster (e.g., power outage, fire), crisis, disruption or emergency occurs. To be successful, Primerica must be prepared to respond to any event that may affect normal business operations. You should be familiar with the crisis management procedures for your business.

For more information, see the Primerica Business Continuity Policy.

### **Anti-Money Laundering ("AML") Compliance**

Money laundering is a global problem with potentially devastating consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate and thereby enter the stream of commerce. It is not limited to cash transactions.

Primerica and its employees must act diligently to prevent our products and services from being used to further money laundering and to detect and report related concerns. Toward that end, we have established standards to protect Primerica from being used to launder the proceeds of illicit activity.

The Primerica U.S. AML Procedures and Guidelines and the Primerica Canada AML Policies & Procedures require that Primerica businesses develop and implement effective AML programs to comply with applicable Law and to protect Primerica from being used for money laundering. You must follow the applicable Primerica AML Procedures & Guidelines and your business unit's specific AML program and procedures, including those requiring appropriate diligence for accepting client relationships and, where applicable, individual transactions. No client relationship is worth compromising our commitment to combating money laundering, terrorist financing or other crimes. Primerica is committed to cooperating with these efforts to the fullest extent permitted by law.

In the U.S., questions regarding Primerica's AML and anti-terrorist financing efforts may be directed to the AML Compliance Officer or to the Chief Compliance Officer of your business unit. In Canada, questions may be directed to the Regulatory Compliance Department or the Chief Anti-Money Laundering Officer. For more information, see the Primerica U.S. AML Procedures and Guidelines, or in Canada, the Primerica Canada AML Policies & Procedures.

### **Suspicious Activity Reporting**

In the U.S., Canada and many countries, financial institutions are required to identify and report to government authorities any suspicious accounts or transactions that may be related to possible violations of law, including money laundering, terrorist financing, insider trading and insider abuse, fraud and misappropriation of funds, among others. Primerica requires all its businesses to implement procedures to monitor for suspicious activity with regard to accounts and transactions so that, when required, the suspicious activity can be reported to the appropriate government authorities. You are responsible for understanding and following the specific AML program and reporting procedures adopted in your business area. This is of particular importance if you deal with clients, transactions or financial records. If you are unclear as to your responsibilities, contact the AML Compliance Officer for your business unit. In Canada, you may contact the Regulatory Compliance Department or the Chief Anti-Money Laundering Officer.

### **Gifts and Entertainment**

#### ***Accepting Gifts and Entertainment***

In general, you may not accept gifts of anything of value (including entertainment, services, loans or preferential treatment) from current or prospective Primerica clients or vendors. You may never accept a gift under circumstances in which it could even appear to others that your business judgment may be compromised. Similarly, you may not accept or allow a close family member to accept gifts, services, loans or preferential treatment from anyone—clients, vendors or others—in exchange for a past, current or future business relationship with Primerica.

Cash gifts or their equivalent (e.g., gift cards or vouchers) may not be accepted under any circumstances. Noncash gifts may be accepted when permitted under applicable Law only as follows, unless otherwise approved by the General Counsel:

(1) they are nominal in value (i.e., less than or equal to \$250 or, in the case of employees associated with a broker-dealer, less than or equal to \$100 if the noncash gift is from any vendor, other outside provider, securities offeror, other broker-dealer or anyone associated with an offeror or broker-dealer);

(2) they are appropriate, customary and reasonable meals and entertainment at which the giver is present, such as an occasional business meal or sporting event; or

(3) they are appropriate, customary and reasonable gifts based on family or personal relationships, and clearly not meant to influence Primerica business.

Vendors occasionally sponsor events where raffles or prizes are awarded to attendees. The criteria for selecting winners and the value of these prizes can vary greatly, and could raise the appearance of impropriety. If you have any questions about the appropriateness of accepting a gift, invitation, raffle or other prize, you should discuss the matter with your supervisor or your business unit's legal counsel.

In certain situations, it may be appropriate to accept a gift and place it on display at Primerica or donate the item to a charity in the name of Primerica, or make a donation to charity in an amount equal to the gift's "fair-market value." In the U.S., consult your business unit's legal counsel for further guidance. In Canada, consult the Primerica Financial Services (Canada) Ltd. Charitable Gifts Policy and Procedures, which sets out specific policies and procedures that pertain to the Canadian business.

### ***Giving Gifts and Providing Entertainment***

In certain circumstances, the giving of gifts and entertainment may be seen to others as a conflict of interest or, in extreme cases, bribery. If giving any gift or entertainment could be seen as consideration for corporate or government business or for any governmental favor, you must not give the gift or provide the entertainment. Appropriate gifts and entertainment may be offered to clients, by persons authorized to do so, subject to the procedures applicable to your business unit.

The ability to provide gifts or entertainment to government officials is severely limited by both Primerica policies and by Law. Many countries, states and local jurisdictions have laws restricting gifts and entertainment (e.g., meals, entertainment, transportation, lodging or other things of value) that may be provided to government officials. In addition, you may be required to report participation of government officials in Primerica events. It is your responsibility to become familiar with gift and entertainment restrictions applicable to you and to comply with all pre-approval and reporting requirements.

### **The U.S. Foreign Corrupt Practices Act and Anti-Bribery Laws**

All Primerica businesses are subject to anti-bribery laws, including the U.S. Foreign Corrupt Practices Act of 1977 ("FCPA"). The FCPA prohibits bribery, which includes any improper payment, or promise of payment, or the provision of anything of value, to foreign officials (including any person employed by or representing a foreign government, officials of a foreign

political party, officials of public international organizations, candidates for foreign office and employees of state-owned enterprises). Under no circumstances may you offer anything of value to a government official (or to members of the official's family, or to a charitable organization suggested by the official) for the purpose of influencing the recipient to take or refrain from taking any official action, or to induce the recipient to conduct business with Primerica.

Improper payments for the benefit of a government official, even if made indirectly through a consultant, contractor or other intermediary, are prohibited. In addition to payments and gifts, offering employment opportunities to a government official or a family member of an official may also violate anti-bribery laws. "Facilitating payments" are small payments to low-level government officials to expedite or secure performance of a nondiscretionary, routine governmental action. Facilitating payments may not be made without specific prior approval of the business unit's legal counsel and then only when such payments do not violate local Law and are properly reported.

To ensure compliance with both local Laws and the FCPA, it is your responsibility to comply with all pre-approval and reporting requirements.

### **Information and Records Creation and Management**

Information and records, as defined by Primerica's Records Management Policy and Standards, that are owned, collected, used or managed by Primerica must be accurate and complete. You are responsible for the integrity of the data and information, including reports and documents under your control. Records must be maintained in sufficient detail as to accurately reflect all Primerica transactions. This includes appropriate accounting and internal financial controls.

You must use common sense and observe professional standards regarding content and language when creating business records and other documents including e-mail, SMS messages and instant messaging that may be viewed, used or retained by Primerica or a third party. You should keep in mind that at a future date, Primerica or a third party may rely on or interpret the document solely as it appears, without the benefit of other recollections or context. You are prohibited from destroying or altering any records that are potentially relevant to a violation of law, legal claim or any litigation, or to any pending, threatened or foreseeable government investigation or proceeding.

Records must be identified, classified, retained and disposed of in accordance with Primerica's Records Management Policy and Standards.

### **Financial and Tax Reporting**

Financial statements must always be prepared in accordance with applicable accounting principles and fairly present, in all material respects, Primerica's

financial condition and results.

Primerica is also committed to accuracy in tax-related records, and to tax reporting in compliance with the overall intent and letter of applicable laws.

Employees and executive officers of each company must ensure full, fair, accurate, timely and understandable disclosures are made in reports created for the Board or to be filed by Primerica with any regulatory or governmental entity.

For more information, see Primerica's Financial Code of Ethics.

### **Vendor Relationships**

To make the best use of Primerica's assets and to leverage our buying power with the goal of delivering value to our clients and stockholders, Primerica purchases all goods and services on the basis of price, quality, availability, terms and service. When any Primerica company deals with an affiliate, such transactions must be consistent with arm's-length market terms and applicable law.

If you are responsible for a vendor relationship, you must never lead a vendor to believe that they can inappropriately influence any procurement decisions at Primerica. In connection with offering or pitching business to a vendor, you may not offer any "quid pro quo" or suggest that any business or service may be withdrawn or awarded in return for business. Real or perceived conflicts of interest in the procurement process should be avoided but, if they occur, should be promptly disclosed to your Compliance Officer.

Information pertaining to Primerica's procurement of goods and services is subject to Company policies regarding proprietary and confidential information. It can be shared internally only with others who have been designated by authorized personnel. Such information should not be communicated outside Primerica except as expressly authorized. Any communication of information regarding vendors must also comply with governmental rules. Employees are encouraged to refer to the Primerica Vendor Selection and Management Policy.

### **Political Activities and Contributions**

You may have an interest in the governmental process or influencing or developing relationships with public officials. However, participating in such governmental processes may raise legal implications and liability for Primerica. Depending on the jurisdiction, this may be the case even if you are acting in a personal capacity and not as a representative of the Company.

There are a variety of laws that regulate political activities of Primerica. Any unauthorized political activity by you could result in a legal violation, civil or criminal penalty, a ban on doing business and reputational risk for Primerica.

For these purposes, political activity includes:

- (1) Making corporate political contributions to, using Primerica funds or resources (such as facilities or personnel) for, or, during Company time, soliciting political contributions or volunteering personal services on behalf of. a candidate campaigning for public office, a political party committee or a political committee;
- (2) Lobbying or engaging in any outreach to public officials, including attempts to influence legislation, which, depending on the jurisdiction, may also include attempts to influence agency rulemaking or the awarding of government contracts; and,
- (3) Seeking, accepting or holding any political office associated with the government, including any government board, commission or other similar organization.

To avoid any legal violation by Primerica and to ensure proper regulatory disclosures are filed for Primerica and its employees, the political activities described above require pre-approval by Primerica's Government Relations Department unless you are otherwise subject to a more restrictive policy for your business unit. Since making personal political contributions to candidates holding or running for a government office may also require pre- approval in certain jurisdictions, please consult your business unit's specific policy, the Government Relations department or your business unit's legal counsel for further guidance.

The Government Relations department represents all Primerica businesses when it comes to influencing legislation or rulemaking. Under no circumstance should a non-Government Relations employee represent himself or herself as a government relations representative, or include a government relations title on his/her Primerica letterhead or business card.

Please consult the Policy on Activities Involving U.S. Public Officials for more information on political activities and contributions.

### **Insider Trading**

Primerica policy and the Laws of the United States and Canada prohibit trading in the securities (including equity securities, convertible securities, options, bonds and any stock index containing the security) of any company while in possession of material, nonpublic information (also known as "inside information") regarding that company. This prohibition applies to Primerica securities, as well as to the securities of other companies. It applies to transactions for any Primerica account, client account or personal account. A personal account is any account in which you have a financial or beneficial interest or for which you have the power to affect or ability to influence trading

or investment decisions, either directly or indirectly. Personal accounts typically include accounts of spouses, domestic partners, children and other members of your household, and accounts over which you have investment discretion.

If you believe you have come into possession of inside information, you may not execute any trade in the securities of the subject company without first consulting with Primerica's Chief Governance Officer, who will then determine whether such trade would violate Primerica policy or applicable Laws. The definition of "material, nonpublic information" is broad. Information is "material" (and hence, potentially subject to the prohibition on insider trading) if there is a substantial likelihood that a reasonable investor would consider the information important in determining whether to trade in a security, or if the information, if made public, likely would affect the market price of a company's securities. Information may be material even if it relates to future, speculative or contingent events, and even if it is significant only when considered in combination with publicly available information. Information is considered to be "nonpublic" unless it has been publicly disclosed by the subject company and adequate time has passed for the securities markets to digest the information. Examples of adequate disclosure include public filings with securities regulatory authorities and the broad dissemination of press releases.

It is also illegal to "tip" or pass on inside information to any other person if you know or reasonably suspect that the person receiving such information from you will misuse such information by trading in securities or passing such information on further, even if you do not receive any monetary benefit from the tippee. Trading on or conveying material nonpublic information may also breach contractual obligations assumed by Primerica to or on behalf of vendors. Consequences for insider trading violations can be severe, including termination of employment, civil and criminal penalties for you, the tippee(s) and Primerica, as well as irreparable damage to our reputation and public trust.

For more information, see the Primerica Insider Trading Policy.

### **Personal Investments in Primerica and Other Securities**

Investments in Primerica securities for personal accounts should be made with a long-term orientation and as part of a broader investment strategy.

You are prohibited from trading in publicly traded securities (including Primerica securities) for your personal accounts if you possess material nonpublic information about the security or the issuer (including Primerica). See Section 3.4, "Commitment to Our Franchise—Insider Trading" for a definition of material, nonpublic information and a definition of personal accounts.

Employees, executive officers and other representatives of certain Primerica businesses may be subject to additional restrictions and policies regarding personal trading of securities (including Primerica securities). These may include preclearance, reporting requirements and blackout periods. In addition, members of the Primerica Board of Directors and its executive officers are subject to periodic reporting and other legal restrictions regarding their personal trading of Primerica securities. You are responsible for knowing and abiding by any Company or business unit policies that may be applicable to you regarding securities.

You must not make any personal investment in an enterprise if the investment might affect or appear to affect your ability to make unbiased business decisions for Primerica. If you made such an investment before joining Primerica, or your position at Primerica changes in such a way as to create a conflict of interest or the appearance of such a conflict, you must promptly report the facts to your senior business manager or other person designated by your business unit. Investments subject to this provision include investments in a public or private company that is a vendor or competitor of Primerica, or otherwise does business with or is doing a transaction with Primerica.

This provision will not apply to personal investments in enterprises having a business relationship with Primerica that is solely that of a client of Primerica products available to similarly situated clients on substantially the same basis, or to investments of under 1% of the outstanding equity securities of a public company. Investments in non-Primerica securities may, in some circumstances, raise concerns about conflicts of interest. See Section 3.4, “Commitment to our Franchise – Employee Conflicts of Interest” for more information about conflicts of interest relating to personal investments.

### **Employee Conflicts of Interest**

You must be sensitive to any activities, interests or relationships that might interfere with, or even appear to interfere with, your ability to act in the best interests of Primerica and our clients. The topics below are only some of the areas in which real or perceived conflicts of interest may arise. Because it is impossible to describe every potential conflict, Primerica necessarily relies on your commitment to exercise sound judgment, to seek advice when appropriate and to adhere to the highest ethical standards. Various business units may have specific policies regarding potential conflicts of interest. You are responsible for knowing and complying with the relevant policies applicable to you.

In the event of any material interest or affiliation by an employee that presents, or is likely to create, a conflict of interest, that person should report the matter to the General Counsel who will then assess the potential conflict for appropriate reporting within the company.

## **Outside Business Activities**

When a Primerica employee serves as a director of an unaffiliated, publicly traded for-profit company (an “Outside Directorship”), there is a risk of liability for the individual as a director, as well as the risk that he or she will be required to spend large amounts of time attending to the affairs of the public company, thereby interfering with the employee’s responsibilities at Primerica. For these and other reasons, Primerica prohibits its’ employees from seeking or accepting outside directorships unless advance written approval is obtained from the employee’s immediate supervisor, the Chief Compliance and Risk Officer, the Chief Governance Officer and Primerica’s Chief Executive Officer.

In addition, the Outside Directorships and Business Interests Policy states that employees may not engage in other outside business activities, including not-for-profit activities or employment, if a real or perceived conflict of interest exists or could exist. You are also required to comply with any applicable Laws and Primerica and business unit policies. You are responsible for identifying and raising any such activity or relationship that may pose an apparent or potential conflict of interest and to evaluate with your supervisor and your Compliance Officer the possible conflicts that could result. For this reason, employees are required to obtain advance written approval for outside business activities from their immediate supervisor and their Compliance officer. For more information, refer to the full version of the Outside Directorships and Business Interests Policy.

## **Corporate Opportunities**

You owe a duty to Primerica to advance its legitimate interests when the opportunity to do so arises. You may not take for yourself a potential corporate opportunity that is discovered in the course of your Primerica employment or representation or through the use of corporate property, information or position, nor may you compete against Primerica during the duration of employment. In some circumstances, you may also be subject to additional restrictive covenants as set forth in a separate agreement with Primerica.

## **Related Party Business Dealings**

You must notify your supervisor of any business relationship or proposed business transaction Primerica may have with any company in which you or a related party has a direct or indirect interest or from which you or a related party may derive a benefit, or where a related party member is employed, if such a relationship or transaction might give rise to the appearance of a conflict of interest (for example, if you or a family member owns or controls property of significant value that Primerica is either purchasing or leasing).

This requirement generally does not apply if the interest exists solely as a result of your ownership of less than 1% of the outstanding publicly traded equity securities of such company. It also excludes a business relationship consisting solely of the provision of a Primerica product, such as a life insurance policy or securities product that is typically offered to other parties on the same terms.

### **Personal Business Dealings**

Primerica personnel and their families are encouraged to use Primerica for their personal financial services needs. Such services, however, are to be provided on the same terms that they are provided to all other similarly situated persons. Any nonstandard business arrangements between Primerica personnel and Primerica must be pre-approved by your senior business manager and your Compliance Officer. Similarly, you should not receive preferential treatment from vendors without pre-approval from your senior business manager and your Compliance Officer, unless such preferential treatment is available on the same terms to all similarly situated persons.

### **Fair and Free Markets**

Primerica is committed to promoting free and competitive markets. Any attempt by a Primerica officer, director or employee to manipulate or tamper with the markets or the prices of securities, options, futures or other financial instruments will not be tolerated. Primerica's goal is to ensure candor and honesty in all its dealings, including those with any U.S. federal, state or local governmental body or non-U.S. body, any self-regulatory organization of which Primerica or any of its affiliates is a member, and the public.

### **Required Employee Reporting**

Primerica businesses regulated by the U.S. Securities and Exchange Commission (the "SEC"), Financial Industry Regulatory Authority ("FINRA") and various state insurance commissions may be prohibited from employing individuals who have been convicted of certain crimes or who have been the subject of legal or regulatory proceedings related to the financial services industry. Because of these requirements, and except where otherwise prohibited by Law, employees registered with FINRA or the Mutual Fund Dealers Association (the "MFDA") must immediately notify their manager and the Human Resources department if any of the following events occur:

- An arrest, summons, subpoena, arraignment, indictment, a plea of guilty or no contest, or a conviction for any criminal offense, including any participation for such offense in a pretrial diversion program or similar program;
- An investigation, proceeding or finding of guilt by any governmental or securities industry self-regulatory body, including any request for testimony before such bodies;

- A refusal of registration, injunction, censure, fine, suspension, expulsion or other disciplinary action by any governmental or securities industry self-regulatory body;
- An association with a broker/dealer or other institution that was suspended, expelled or had its registration denied or revoked by any governmental or securities industry self-regulatory body;
- A client complaint or disciplinary action by another broker/dealer;
- A compromise with one or more of your creditors;
- A bankruptcy or contempt proceeding, cease and desist order, lien, injunction or a civil judgment as a party defendant; or
- Any securities or commodities-related lawsuit or arbitration or a request to testify in any securities or commodities-related lawsuit or arbitration.

Employees holding a regulatory license are responsible for ensuring disclosures are promptly and accurately made.

Except as otherwise provided by Law, all Primerica employees must immediately notify their manager and the Human Resources department if they have been convicted of a felony or any crime involving dishonesty or breach of trust. A criminal conviction is not an automatic bar to continued employment. Factors such as legal and regulatory requirements, the relationship of the offense to the job responsibilities, the length of time since the conviction, and the nature of the offense will be taken into account. Employees should review the full content of the Disclosure Requirements policy in the Employee Handbook.

Depending on business and position requirements, and to comply with certain Laws, you may be subject to broader background check requirements during the course of employment to include criminal background checks or consumer reports. Your manager will notify you if you are subject to these requirements. If so, we will obtain certain authorizations required by law before performing background checks or obtaining consumer reports.

### **Undertaking to Repay Legal Expenses**

If you expect to pay legal expenses to defend yourself in a civil or criminal action, suit or proceeding arising from your service as an officer, employee or a director of any Primerica company, you may ask Primerica to provide counsel to represent you. If management determines, based on governing documents and applicable law, that you are entitled to representation, but for any reason a Primerica-designated attorney cannot represent you (for example, if there is a conflict of interest), Primerica may advance fees and expenses for outside counsel hired to represent you. By making the request, you agree that you will repay all these expenses to Primerica if it ultimately turns out that you are not entitled to indemnification. The determination of

whether you were entitled to indemnification will be made by the Primerica, Inc. Board of Directors.

### **Compensation Plans, Programs and Arrangements**

At Primerica, all compensation plans, programs and arrangements and any compensation payable thereunder are subject to all applicable Laws. Accordingly, to the extent permitted by applicable Law, Primerica may make changes to your compensation plans, programs and arrangements as it deems necessary, in its sole discretion, for among other reasons, to allow it to comply with or satisfy any legal, regulatory, or governmental requirements or directives or to qualify for any government loan, investment, subsidy or other program.

### **Media Interaction and Public Appearances**

You must refer all inquiries from the media relating to Primerica to the Corporate Communications department. Only individuals officially designated by the Corporate Communications department may provide comments on behalf of Primerica to the media, either on or off the record, or materials for publication. This includes all interaction with the media, however formal or informal, and irrespective of the subject matter. If a member of the media contacts you for a statement on behalf of Primerica or relating to your affiliation with Primerica, you must refer them to the Corporate Communications department.

The Corporate Communications department is the sole organization authorized to issue press releases or public statements on behalf of Primerica. Employees may not consent to or engage in any public relations activity relating to or on behalf of Primerica with clients, vendors, or others without prior approval from the Corporate Communications department.

Before publishing or posting any material in written or electronic format (including books, articles, podcasts, webcasts, blogs, website postings, photos, videos or other media), making speeches, giving interviews or making public appearances that mention or are on behalf of Primerica, our operations, clients, employees or services, you must get approval from your supervisor and the Corporate Communications department. Approval is required regardless of whether or not Primerica equipment is used.

You may not make statements to the media, whether individually or on behalf of Primerica, which are defamatory, threatening, violate the Company's Equal Employment Opportunity and Anti-Harassment Policy.

Primerica has issued its Regulation FD Policy to ensure that employees do not violate public disclosure requirements when communicating with stockholders, analysts or the press. This policy is part of Primerica's commitment to full compliance with the SEC's Regulation FD (Fair Disclosure) and all employees are required to comply with it. To ensure compliance

with this policy, you should consult with the Investor Relations department prior to arranging or participating in any investor or analyst meetings.

### **Anti-Boycott Laws**

U.S. law prohibits U.S. persons from taking actions or entering into agreements that have the effect of furthering any boycott not approved by the U.S. through the following actions: (1) refusing to do business with other persons or companies (because of their nationality, for example); (2) discriminating in employment practices; (3) furnishing information on the race, religion, gender or national origin of any U.S. person; (4) furnishing information about any person's affiliations or business relationships with a boycotted country or with any person believed to be blacklisted by a boycotting country; or (5) utilizing letters of credit that contain prohibited boycott provisions. Primerica is required to report any request to take action, or any attempt to reach agreement on such action in furtherance of an unsanctioned boycott. You should also be alert to the fact that boycott-related requests can be subtle and indirect. Contact the Office of the General Counsel should any such issue arise.

### **Embargoes and Sanctions**

Primerica complies fully with U.S. and Canadian economic sanctions and embargoes restricting U.S. and Canadian persons, corporations and, in some cases, foreign subsidiaries from doing business with certain countries, groups and individuals, including organizations associated with terrorist activity and narcotics trafficking. Unless expressly permitted by the U.S. Treasury Department's Office of Foreign Assets Control, or Canada's similar office, the Law prohibits doing business of any kind with targeted governments and organizations, as well as individuals and entities that act on their behalf. Sanction prohibitions also may restrict investment in a targeted country, as well as trading in goods, technology and services (including financial services) with a targeted country. U.S. persons may not approve or facilitate transactions by a third party that the U.S. person could not do directly. Questions should be directed to the Office of the General Counsel.

### **Conclusion**

Primerica is committed to operating its businesses with the highest level of ethical conduct. This includes compliance with both the letter and the spirit of the various Laws that regulate their businesses. As such, Primerica (including its directors, officers and employees) are expected to be aware of and remain in compliance with all Primerica policies.

We at Primerica aspire to the highest standards of ethical and professional conduct—working to earn and maintain our clients' trust, day in and day out. In the thousands of decisions we make and actions we take every day, we affirm our commitment to our Code of Conduct and to deliver value to our clients, our representatives, our workforce, our stockholders and our communities. Our Code of Conduct summarizes key policies of which you

need to be aware as a member of our Primerica family.

You are encouraged to seek additional guidance or help from your Supervisor or Compliance Officer, the Human Resources department, the Office of the General Counsel, the Primerica Ethics Office, or any of the resources listed below:

## **Useful Addresses and Telephone Numbers**

### **U.S.**

General Counsel  
1 Primerica Parkway  
Duluth, GA 30099-0001  
(470) 564-7869

Anti-Money Laundering/AML Compliance Office  
1 Primerica Parkway  
Duluth, GA 30099-0001  
(470) 564-6471

Compliance Office  
1 Primerica Parkway  
Duluth, GA 30099-0001  
(470) 564-5222

### **Canada**

General Counsel  
P.O. Box 174  
Streetsville, Ontario LM5 2B8  
(905) 369-8100

Chief Compliance Officer  
Regulatory and Anti-Money Laundering Compliance  
P.O. Box 174  
Streetsville, Ontario LM5 2B8  
(905) 369-8100

### **Primerica Ethics Hotlines**

E-mail: [PrimericaEthics@humana.com](mailto:PrimericaEthics@humana.com)  
Employee Ethics Hotline: (888) 742-5500

Employee:  
Humana  
810 7<sup>th</sup> Avenue, 39<sup>th</sup> Floor  
New York NY 10019

General Ethics Hotline: (888) 554-2374

Non-Employee Mail:  
Primerica Ethics Office  
1 Primerica Parkway  
Duluth, GA 30099-0001

**Available 24 hours a day, seven days a week**

## APPENDIX A: CONTACTS

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### Contacts:

- Jeff Fendler                      470-564-7615
- Ellen Montgomery              470-564-6881

**APPENDIX B: CODE OF CONDUCT ACKNOWLEDGEMENT**

For New Hires Only:

I acknowledge that I have read the Primerica Code of Conduct and understand my obligations as an employee to comply with the principles, policies and laws outlined in the Code of Conduct, including any changes made from time to time by Primerica. I understand that a current copy of the Code of Conduct is posted on Primerica's Campus Home Page under the Human Resources tab on the PFSWEB at <http://pfsweb>.

I understand that my agreement to comply with the Code of Conduct neither constitutes, nor should be construed to constitute, either a contract of employment for a definite term or a guarantee of continued employment.

Please sign here: \_\_\_\_\_ Date: \_\_\_\_

Please print your name: \_\_\_\_\_ EID: Number:

**This signed and completed form must be returned to Human Resources within 30 days of your receiving this booklet. Failure to do so will not affect the applicability of this Code of Conduct or any of its provisions to you.**