



Code of Conduct

Policy Owner: Executive Vice-President, Chief Corporate Officer and General Counsel	Approved by: ISC Board of Directors	
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Application and Scope

This Code of Conduct (the “Code”) applies to all employees, officers, contractors and directors of Information Services Corporation (“ISC” or the “Company”) and its subsidiaries, which for purposes of the Code are referred to as “Employees”. Contractors include any consultants, suppliers and vendors who are required to have access to ISC’s confidential, business and proprietary information in order to perform their duties.

Our Values

This Code is reflective of the following values guiding all Employees.

Our Values				
Integrity	Accountable	Driven	People	Customer
I approach all interactions honestly and ethically.	I am responsible for my commitments and do what I say I will do.	I give my best effort every day because I care about the success of ISC.	I will make a positive impact by collaborating and respecting the experience and ideas of others.	I am dedicated to delivering service in a professional, accurate and timely way, and see beyond what is expected of me.

Purpose

Ethical behavior is an essential part of your position with the Company and is a personal responsibility that should be taken very seriously. We expect each Employee to be accountable for their work and behavior and to support the Company’s values, principles and standards for appropriate business conduct. This Code is a guide to help you live up to the Company’s values, abide by the Company’s policies and respect the best interests of our customers and stakeholders.

The Code sets out the standards that govern the way we deal with each other, our customers, shareholders, governments, regulators, suppliers, competitors, the media and the public at large. Many sections of the Code reference matters for which specific policies exist; this is because the Code provides general guidance and standards of behaviour. If a specific policy exists, you must comply with the policy. To the extent of a conflict with any policy, the provisions of the Code govern.

Employees should always be guided by the following basic principles:

- act legally and honestly;
- put the Company’s interests ahead of personal or other interests; and
- avoid any conduct that could damage the Company or risk its reputation.

Although the Code lays out fundamental principles of ethical and legal conduct, it cannot anticipate every ethical dilemma or situation you may encounter in performing your daily work. If at any time you have questions about the Code, any Company policy or are unsure about the proper course of action discuss your concerns with your manager. The Company strongly encourages dialogue between Employees and their managers regarding appropriate business conduct. You can also approach Human Resources, Legal or any other appropriate leader for guidance.

Compliance

Compliance with the Code is mandatory. You are expected to be familiar and comply with the Code and all Company policies.

On an annual basis all employees and members of the Board are required to sign an annual acknowledgement that indicates that you understand and agree to comply with the Code and all Company policies and are not aware of a violation or potential violation of the Code or any Company policies.

If you fail to abide by the Code or the Company's policies, you may be subject to disciplinary action up to and including dismissal or prosecution. If laws have been violated, the Company will fully cooperate with the appropriate authorities.

Responsibility to report

It is the responsibility of all Employees to report any known or suspected unethical conduct, which includes any violation of the Code, by other Employees or anyone in any way associated with the Company. The Company is committed to protecting all Employees who report unethical conduct from reprisal as well as offering any necessary support to individuals who make reports. When an Employee makes a report of unethical conduct they should do so in good faith.

Employees can make a report in the following ways:

- ***Talk to your manager.*** You can make a report at any time to your manager or another leader at the Company. Managers must involve the Chief Corporate Officer & General Counsel or the Chief Financial Officer of ISC in all reports of unethical conduct or violation of the Code.
- ***Make a report to the Chief Corporate Officer & General Counsel or Chief Financial Officer of ISC.*** If you suspect or know of unethical conduct or violation of the Code, you may submit a report to either the Chief Corporate Officer & General Counsel or Chief Financial Officer of ISC in person, by email, telephone or anonymously in writing.
- ***Make an anonymous report to Clearview.*** Clearview is a third-party reporting agency used to make anonymous reports of unethical conduct or violation of the Code. If, for any reason, you feel uncomfortable making a direct report to someone at the Company, you can use the online form to make a report. Your identity will be protected, and the unethical conduct or violation of

the Code will be investigated and dealt with accordingly. You can contact Clearview 24/7 at: <http://www.clearviewconnects.com>. For the purpose of reporting to Clearview the company name that should be used is Information Services Corporation. If you are reporting from a subsidiary, the name of the subsidiary can be included as part of the report.

Detailed in the Reporting Violations section of the Code are the procedures to be followed following a report of unethical conduct.

Our Business Conduct

Legal and social responsibility

In conducting the business of the Company, you must comply with all applicable laws and regulations. Ensure that your actions are free from suspicion and criticism and have no unfavourable effects on society.

Anti-Bribery

It is our policy to conduct our business in an honest and ethical manner, without the use of corrupt practices or acts of bribery to obtain an unfair advantage. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our dealings wherever we operate. We are also committed to implementing and enforcing effective systems to prevent bribery.

A bribe is a financial or other advantage offered or given:

- to anyone to persuade them to/ reward them for performing their duties improperly; or
- to any public official with the intention of influencing the official while performing their duties.

Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. No employee will suffer any detriment as a result of raising genuine concerns about bribery, even if they turn out to be mistaken.

Conduct when representing the Company

Conduct yourself professionally and with personal integrity, both in and out of the workplace, reflective of the Company's values. Communicate and negotiate with honesty with all Employees, customers, partners, stakeholders, suppliers, associates and other members of the public. Our obligation to act with integrity and within the spirit of this Code continues while traveling, whether domestically or abroad.

Conduct with customers

Serving customers is the focal point of our business. Our customers deserve the highest quality service and standards in all transactions.

Provide our customers with value and deal with them fairly. Act with integrity and do everything possible to provide great service to our customers, either directly or by supporting the work of other individuals or business units.

Do not make promises that you or the Company cannot keep.

Disclosure Obligations

As a publicly-traded company, ISC is committed to providing timely, factual, accurate and balanced disclosure of all material information about ISC and is committed to transparency in its reporting obligations to shareholders and the public.

Material information includes any information relating to the business and affairs of ISC that results in, or would reasonably be expected to result in, a significant change in the market price or value of the ISC's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

ISC has a Disclosure Committee that is responsible for overseeing ISC's disclosure practices, including disclosure and documents filed with securities regulators; financial and non-financial disclosure, including Management's Discussion and Analysis (MD&A); written statements made in ISC's annual and quarterly reports, news releases, letters to shareholders and presentations by senior management and other Employees; electronic communications through e-mail, social networking sites and ISC's website, including audio and video content; and oral statements made in meetings and telephone conversations with analysts and investors, interviews with media, as well as speeches, press conferences and conference calls.

Disclosure to the media

The President and Chief Executive Officer of ISC is the authorized spokesperson for ISC. Certain other individuals may be delegated to speak on behalf of the Company from time to time. If you are delegated to speak on behalf of the Company, you will be briefed prior to being interviewed to review what is, and what is not, public information.

Those of us who are asked for and give our opinions to the media regarding any of our outside interests should know that our comments are strictly personal. Be cautious not to compromise the Company.

Insider trading and tipping

Applicable securities laws prohibit Employees with access to or knowledge of material non-public information from or about ISC from buying, selling or otherwise trading in ISC securities or from informing or tipping others about material non-public information.

Confidentiality of Corporate Information and Protection of Personal Information

All information and materials that come into your possession as an Employee must be kept confidential, even after your employment with the Company has ended. Because of the need for public confidence in the Company's business and in order to protect the Company's reputation, it is critical that no advantage is taken, or perceived to be taken, of any confidential information that you receive as a result of your employment with the Company.

In our business, we become aware of confidential information about our customers' business and personal ventures. We have a responsibility to uphold the trust of our customers. Do not discuss or disclose confidential customer information outside the workplace and ensure that uses of confidential customer information are consistent with the purposes for which it was collected.

You are responsible for the security of the information and materials entrusted to you. You must provide reasonable protection from unauthorized access for all information and materials under your supervision, both during the working day and after hours.

You must handle all personal information used, collected, or disclosed to the Company in accordance with applicable laws. Personal information will not be collected, used or disclosed other than as authorized or as required for business reasons.

Use of Registry Information

Ensure that information contained in the public registries administrated by ISC is used according to the appropriate policies and laws. Do not use your access to or awareness of registry information as an Employee for purposes other than conducting ISC business.

Use of computer systems and software

Our computer systems and software form the backbone of our operations infrastructure and our registry services. Every effort should be made to protect the Company 's computer systems and associated software from various threats to their security such as accidental or deliberate destruction of data or equipment, interruption of service, disclosure of confidential information, theft or corruption of data.

Use of corporate property

You must safeguard all the Company's resources and assets and ensure they are being used appropriately and efficiently for legitimate business purposes. Safeguarding includes, but is not limited to, protection against loss or, unauthorized destruction or, unauthorized access or inappropriate access, use or changes. Employees are responsible for ensuring that:

- the Company 's assets are protected and not used for personal use unless otherwise authorized;

- the Company 's intellectual property is subject to copyright and is not reproduced, distributed or altered without authorization;
- as far as practicable, contracts are put in writing; and
- unless otherwise authorized the Company 's name or purchasing power is not used to obtain personal benefits, discounts or rebates.

Corporate Funds and Proper Reporting of Financial Transactions

You are accountable for any corporate funds over which you have control. Follow the set procedures for handling, recording and protecting funds. When spending the Company's funds, ensure that the Company receives good value for the expenditure. Do not use the Company's funds for personal benefit.

Compliance with the International Financial Reporting Standards and internal controls is expected at all times, and the Company 's books of account, reports, records and other documents must accurately account for and report all assets, liabilities and transactions affecting the Company. We must:

- maintain accurate and reliable records relating to business, customers and Employees to meet our legal and financial obligations and in accordance with our accounting and business practices;
- not intentionally cause the Company 's books or records to be incorrect or misleading in any way and relevant information should never be omitted, deleted or concealed;
- not create or participate in the creation of any record intended to conceal anything that is improper;
- properly and promptly record all disbursements of funds;
- cooperate and ensure full disclosure in communications with both internal and external auditors and with the Chief Financial Officer of ISC and the Finance group;
- promptly disclose knowledge of any untruthful or inaccurate statements or records whether intentionally or unintentionally made;
- promptly bring to the attention of your manager any transactions that did not seem to have a legitimate commercial purpose; and
- information must only be destroyed in accordance with approved retention schedules and procedures.

Our Work Environment

Employee Professionalism

We are all committed to supporting a safe, healthy and positive workplace for all Employees. We will not tolerate behaviour that interferes with an Employee's ability to perform his or her duties.

Employees must not attend work while being impaired from the use of unauthorized, prohibited, illegal, or controlled substances, including impairing medications, alcohol, drugs, cannabis, illegal chemicals or restricted chemicals. Accommodation obligations with respect to the medical use of cannabis may be made in accordance with Company policy. Responsible alcohol use may be acceptable in very limited circumstances as part of social or business events.

Equity

Respect the rights, culture and dignity of all individuals and adhere to the principles of equity and non-discrimination when dealing with Employees, customers, suppliers and others. We will not tolerate any form of discrimination or harassment, in accordance with applicable human rights legislation.

Conflict of Interest

Introduction

We must not engage in any activities which could give rise to, or could be perceived to give rise to, a conflict of interest. As Employees, our business loyalty rests in placing the Company's interests, including those of its customers and shareholders, before our personal interests. A "conflict of interest" arises in a situation where your personal activities, interests or dealings may actually, potentially or be perceived to:

- impair your ability to perform your duties as an Employee;
- have a negative impact on the Company's reputation; or
- result in a personal gain or advantage due to your position in the Company.

We must not use our position to influence or bypass Company procedures for personal gain nor for the personal gain of a family member, friend, colleague or anyone else.

Conflicts of interest negatively impact both you and the Company.

Whether or not an actual or potential conflict of interest exists depends upon the facts of each case. If you become aware that a conflict of interest might exist, seek clarification and guidance before proceeding or, if the activity has commenced, immediately cease the activity and disclose it in writing to the Chief Corporate Officer & General Counsel of ISC as soon as possible.

The examples cited in this Code are not an exhaustive list of all potential conflicts of interest. Use your discretion and be sure to feel comfortable in every situation you encounter.

Remember that when in doubt as to whether or not you are in a conflict of interest situation, disclosure is the best policy. If you have any questions about conflicts of interest, please contact the Chief Corporate Officer & General Counsel of ISC.

Outside activities, employment and business involvement

You may take outside employment, directorships or volunteer positions or engage in outside business or other activities unless such activities:

- create a real, potential or perceived conflict with the Company's interests;
- interfere with the performance of your duties or which adversely affects your performance at work;
- intrude on the time, attention and energies normally applied to the Company; or
- are forbidden by law or involve any unethical or immoral conduct.

You may not receive a financial benefit from an individual or organization doing business with the Company when you are in a position to influence the Company's decisions pertaining to that individual or organization.

Do not provide preferential treatment on any Company business matter or transaction to family members, friends or any organizations with which you may be perceived to have a connection.

Ensure that you disclose any circumstances that may be an actual, potential or perceived conflict.

Unless otherwise authorized, Employees must not:

- either directly, or indirectly, through immediate families, have a financial or other interest in any concern doing business with the Company or otherwise derive any benefit from a business transaction (other than employment or use of the registry services as a customer) with the Company;
- contract with or render services to the Company outside of or in addition to regular employment;
- participate in any outside activity which competes directly or indirectly with the Company;
- act in the capacity of a director, officer, partner, consultant, employee or agent for any supplier, contractor, subcontractor, customer or competitor of the Company;
- enter into business relationships on behalf of the Company with relatives, close friends or any company controlled by such persons;
- convey to others or use for your benefit, non-public information acquired during your employment; and
- appropriate to yourself or others any business opportunity in which the Company would be interested.

Involvement in political activity

You may participate in the political process at any level of government providing that your involvement does not interfere with your work or the effectiveness of your position. Ensure that any political activity does not place you in a conflict of interest situation with the Company.

Gift acceptance

Gifts or benefits of any kind must not be given or received by an Employee or their immediate family, when it might be perceived that an obligation is created or a favor is expected. The giving and receiving of gifts and promotional items of modest value is acceptable as is reasonable entertainment, if within the limits of responsible and generally accepted business practices.

Never solicit or accept a personal benefit as a condition of performing your duties.

Reporting Violations

The Company acknowledges and understands that reporting violations, often referred to as whistleblowing, is an activity which may be stressful and worrying for Employees. The Company is committed to:

- protect those Employees who report unethical conduct in accordance with this section from undue negative repercussions; and
- protect those who may be wrongly or falsely accused, through effective investigation procedures.

Protection from Retaliation

Employees who report unethical conduct or violation of the Code in accordance with the Code are protected from reprisal. Any reprisal or attempted reprisal against an Employee who makes a report in accordance with the Code is considered to be a breach of the Code.

Employees who feel that they have been discriminated against as a result of reporting unethical conduct or violation of the Code should report the discriminatory actions directly to the President and CEO of ISC.

Investigations

The Chief Corporate Officer & General Counsel and Chief Financial Officer of ISC are responsible for jointly leading all internal investigations into real or suspected unethical conduct or violation of the Code except those involving the President and CEO of ISC, members of the ISC Executive or members of the ISC Board of Directors.

Upon completion of the investigation the Chief Corporate Officer & General Counsel and Chief Financial Officer will provide a report of the findings to the President and CEO of ISC and the ISC Governance and Nominating Committee for appropriate action. The Governance and Nominating Committee will provide a report to the ISC Board of Directors annually.

Findings related to an investigation that is financial in nature will also be reported to the ISC Audit Committee.

When making a report you should try to include or be able to provide the following: the details of the situation, the person(s) involved, how frequent the unethical conduct or violation of Code has occurred or is still occurring, any other avenues that you may have taken to try and rectify the problem, and your contact information (if you are comfortable in providing this).

If you are making a report that involves either the Chief Corporate Officer & General Counsel or Chief Financial Officer, you may select the “sensitive report” option when making a report to Clearview and your submission will be redirected to the President and CEO of ISC and the Assistant General Counsel of ISC for handling and investigation according to the procedures listed below.

Making a report that involves the President and CEO of ISC, Members of the ISC Executive or Members of the ISC Board of Directors.

A report of actual or potential unethical conduct or violation of the Code by the President and CEO of ISC, a member of the ISC Executive or member of ISC’s Board of Director’s will be handled as follows:

- The President and CEO of ISC will lead any investigation of unethical conduct or violation of the Code by an Executive member. Upon completion of the investigation the President and CEO will provide a report of the findings to the ISC Governance and Nominating Committee for appropriate action. The President and CEO will also provide an annual update to the Governance and Nominating Committee on the number and nature of any reports made or investigations conducted as well as any actions taken involving members of the Executive. If a report is made on anything that could have a significant or material impact on the Company, the President and CEO will promptly advise the Governance and Nominating Committee.
- The Chair of the ISC Governance and Nominating Committee will lead any investigation of unethical conduct or violation of the Code by the President and CEO of ISC or any member of the ISC Board, including the ISC Chair. Upon completion of the investigation the Chair will report the findings to the Governance and Nominating Committee for appropriate action. The Chair will also promptly advise the Board of any such report that could have a significant or material impact on the Company.
- The Chair of the ISC Board of Directors will lead any investigation of unethical conduct or violation of the Code by the Chair of the ISC Governance and Nominating Committee. Upon completion of the investigation the Chair will report the findings to the Governance and

Nominating Committee (absent the Chair of the Governance and Nominating Committee) for appropriate action. The Chair will also promptly advise the Board of any report that could have a significant or material impact on the Company.

Investigation Guidelines

The following guidelines apply to all investigations undertaken in accordance with the Code:

- An initial preliminary review will be conducted to determine whether the known or suspected unethical conduct or violation of the Code is properly covered by the Code, whether the disclosure is credible, genuine and whether there are sufficient grounds for further action.
- Any designated investigating authority under the Code may, as deemed necessary or appropriate by such authority, involve internal or independent legal, financial or other professional advisors to investigate any report of unethical conduct or violation of the Code.
- All parties to an investigation will be treated fairly.
- Your information and report will be kept private and confidential.
- Other parties will only be involved on an as needed basis.
- Investigators will access all necessary corporate documentation. Employees are expected to fully cooperate with the investigation.
- Where considered necessary or appropriate, the results of an investigation will be reported to the appropriate law enforcement agency.
- Employees who report unethical conduct or violation of the Code should be aware that the findings and recommendations of any investigation are considered private and confidential, and may not be made available to the person making the report.