

*Everyone at National MI contributes to our **culture of compliance** by understanding – and acting consistently with – our business conduct and ethics policies.*

*This Code has been designed to set forth our **standards of business conduct and ethics** that will protect the Company, its employees, officers, directors and shareholders.*

## INTRODUCTION

This Business Conduct and Ethics Policy (“Policy”) covers a wide range of business practices and procedures. It does not address every issue that may arise, but it sets out basic principles to guide honest and ethical conduct. All covered persons must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The basic principles discussed in this Policy are subject to any specific Company policies covering the same issues.

For purposes of this Policy, the terms “you” or “covered persons” includes all employees, officers, external directors and contractors (full-time, part-time or temporary), of NMI Holdings, Inc. and its direct and indirect subsidiaries (collectively, “we” or the “Company”).

If a law or regulation conflicts with a standard in this Policy, you must comply with law. Alternatively, if a local custom or practice conflicts with this Policy, you must comply with the Policy. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation. All covered persons are responsible for understanding the legal and policy requirements that apply to their jobs and reporting any suspected violations of law, this Policy, or other Company policies.

If you are in, or aware of, a situation that you believe may violate or result in a violation of this Policy, promptly report it as provided in this Policy.

## **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Obeying the law, both in letter and in spirit, is the foundation on which the Company's integrity and ethical standards are built. You must respect and obey the laws, rules, and regulations of the cities, states, and countries in which we operate. Although you are not expected to know the details of each of these laws, rules and regulations, it is important to understand and comply with those that apply to your job position, and to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

## **CONFLICTS OF INTEREST**

The Company's Board of Directors ("Board") has adopted a Conflict of Interest Policy ("COI Policy"), which is hereby incorporated by reference. In the event of a conflict or inconsistency between the COI Policy and this Policy, the COI Policy shall govern.

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when a person takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when a person (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations to, employees, directors and officers and their family members by the Company may create conflicts of interest and in certain instances are prohibited by law.

It is always a conflict of interest for you to work for a competitor, customer or supplier while at the same time employed or engaged by the Company. You should avoid any direct or indirect business connection with our customers, suppliers or competitors, except as required on our behalf.

Conflicts of interest are prohibited as a matter of Company policy, except as approved by the Board. Any covered person who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, a higher level supervisor, the Compliance Officer or other member of the Legal Department, or other appropriate personnel who is not involved in the matter giving rise to the conflict.

## **INSIDER TRADING**

The Company's securities are registered and listed on a public stock exchange (NASDAQ symbol: NMIH). All non-public information about the Company should be considered confidential information. If you have access to confidential information about the Company or any other entity, you are not permitted to use or share that information for trading purposes in the Company's securities, the other entity's securities, or for any other purpose except for the conduct of the Company's business. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but also illegal. Further discussion about insider trading and communication of non-public information is addressed in the Company's Insider Trading and Information Policy. If you have any questions, please consult the Compliance Officer or other member of the Legal department.

## **CORPORATE OPPORTUNITIES**

Covered persons are prohibited from taking opportunities that are discovered through the use of corporate property, information or position for themselves without the consent of the Board. No covered person may use corporate property, information or position for personal gain or to compete with the Company directly or indirectly. You owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

## **COMPETITION AND FAIR DEALING**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance and never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

All covered persons should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No covered person should take unfair advantage of anyone through manipulation, concealment, abuse of proprietary or privileged information, or misrepresentation of material facts, nor engage in price fixing, bid rigging, allocation of markets or customers, or other similar impermissible activities.

## **GIFTS AND ENTERTAINMENT**

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. To avoid even the appearance of impropriety with current or prospective customers, vendors and consultants, covered persons shall observe the following guidelines regarding gifts and entertainment.

No gift or entertainment should ever be offered, given, provided or accepted by any covered person or their family member or agent unless it: (1) is not a cash gift, (2) is nominal in value (*generally less than \$25*), (3) cannot be construed as a bribe, kick-back or payoff; (4) is not received from a vendor for the personal use of a Company employee with influence or decision-making authority over that vendor relationship; and (5) does not violate any laws, regulations or applicable policies of the Company or the other party's organization, including the Real Estate Settlement Procedures Act ("RESPA") or state anti-inducement and anti-rebate laws. Modest and infrequent business meals may be appropriate; accepting or providing lavish entertainment is prohibited.

Please review the Company's COI Policy, Employee Handbook, and RESPA/Anti-Inducement Policy for further information, and always discuss with your supervisor any gifts or proposed gifts (*in advance* of giving or receiving, if practical) that you are not certain are appropriate. If a Company employee is faced with a situation where they cannot return a gift of more than nominal value,

and offering to pay for it could adversely impact the continuing business relationship, the individual should promptly notify their supervisor who will determine appropriate next steps, including possible donation to charity, employee give-away, or other disposition of the gift.

## **INTELLECTUAL PROPERTY**

Federal and state laws prohibit any unauthorized use or expropriation of another party's intellectual property. Intellectual property includes copyrights, trademarks, patents, and trade secrets, each of which is briefly discussed below. It is important to respect the intellectual property rights of the Company, as well as the intellectual property rights of others. It is the Company's policy not to acquire or seek to acquire via improper means a competitor's trade secrets or other proprietary or confidential information.

### **Copyright**

Copyright laws provide automatic protection of an original work of authorship, such as a book or an article, contents of a website, a computer software program, or video or audio recordings.

Examples of the types of activities that might constitute a violation of the laws protecting copyrights are the following:

- installing computer software on more than one computer system, if the license agreement permits only a single user installation;
- copying an entire issue or an article from a magazine or newsletter, or the internet; and;
- downloading information from a subscription database for uses beyond temporary reference.

### **Trademarks/Service marks**

Trademark laws protect consumers from confusion as to the source and quality of goods or services. Infringement occurs when the use of a mark (e.g., logo, symbol, moniker or phrase) in a manner likely to cause a consumer to be confused as to the source of the product or service.

Examples of the types of activities that might constitute a violation of the laws protecting trademarks or service marks include:

- adopting a new slogan, name, or symbol for goods or services that is confusingly similar to trademarks in use or reserved by others; and
- using another's trademark without obtaining such party's permission.

### **Trade Secrets**

Trade secret laws prohibit misappropriation of valuable information that is not generally available and is protected from public disclosure by the owner taking reasonable steps to protect it.

Examples of the types of activities that might constitute a violation of the laws protecting trade secrets include:

- disclosing to others outside of the Company any information received in confidence from a vendor, supplier or contractor.
- disclosing to others, who do not have a reason to know, any confidential or proprietary information belonging to the Company.

Notwithstanding the foregoing nondisclosure obligations, the Defend Trade Secrets Act provides that an individual 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 made in confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law. Further, an individual 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 made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An employee who files a lawsuit for retaliation for reporting a suspected violation of law may disclose the trade secret to an attorney and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

### **Patents**

Patent laws give an inventor exclusive rights to make, use and sell the patented invention, which may include a process, a machine, or the manufacture or composition of a tangible thing. Once a patent is issued, the invention is protected.

Examples of the types of activities that might constitute a violation of the laws protecting patents include:

- selling or giving to third parties a process or device developed internally.
- failure to cease use of a device, software, process or system after receipt of information that NMI may be infringing a patent that belongs to a third party.

Before using or incorporating materials, slogans, or names belonging to another party into products or informational materials or presentations for the Company's use, consult with the Legal Department to ensure that you are not infringing the trademarks, copyrights or patents of the owner. Anyone who produces copies of a protected work without authorization is subject to an infringement suit, which may result in an award of monetary damages, possibly attorney's fees, and an injunction against continuing use. It is also a criminal act to violate the intellectual

property rights of other parties; any such violation may be prosecuted as a federal misdemeanor punishable by fines (minimum of \$10,000), or up to one year's imprisonment.

Similarly, the obligation of employees and officers to protect the Company's assets includes the Company's own intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Company policy. It could also be illegal and result in civil or criminal penalties. Please remember that your obligations to respect the Company's intellectual property rights survive even after you leave the Company.

### **POLITICAL CONTRIBUTIONS**

Except as approved in advance by the Chief Executive Officer, General Counsel, or Chief Financial Officer, the Company prohibits political contributions (directly or through trade associations) by the Company or its business units. This includes: (a) any contributions of Company funds or other assets for political purposes; (b) encouraging individual employees to make any such contribution; or (c) reimbursing an employee for any contribution.

Individual employees are free to make personal political contributions as they see fit.

### **DISCRIMINATION AND HARASSMENT**

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race, color, religion, gender, sexual orientation, national origin, veteran status, age or any other protected class. For further information, employees should consult the Employee Handbook.

### **HEALTH AND SAFETY**

The Company strives to provide a safe and healthy work environment. As applicable, all covered persons have the responsibility for maintaining a safe and healthy workplace for all by following environmental, safety, and health rules and practices and by reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are expressly prohibited.

You are expected to perform your Company related work in a safe manner, free of the influences of alcohol, illegal drugs or controlled substances. The use of illegal drugs in the workplace will not be tolerated. Employees can find more information in the Employee Handbook.

### **COMPANY RECORDS**

The Company requires honest, accurate and timely recording and reporting of information in order to make responsible business decisions.

All business expense accounts must be documented and recorded accurately in a timely manner. If you are not sure whether a certain expense is legitimate consult the Company's Business Expense and Travel Policy, which is available from the Finance & Accounting Department (also posted on the Company intranet for employees).

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail; must appropriately reflect the Company's transactions; must be promptly disclosed in accordance with any applicable laws or regulations; and must conform both to applicable legal requirements and to the Company's system of internal controls.

Business records and communications often become public and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that may be misunderstood or misconstrued. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to the Company's Record Retention and Destruction Policy, subject to any litigation holds issued by the Legal Department. In the event of litigation or governmental investigation, please consult with the Legal Department prior to destroying records.

## **PUBLIC COMMUNICATIONS AND FINANCIAL REPORTING**

As a public company, and state-regulated insurance company, the Company has obligations to the public, its shareholders, and its regulatory authorities to make accurate and timely disclosures. We are committed to operating in an environment of open communication, while not compromising proprietary and confidential information.

We have various reporting obligations with the Securities and Exchange Commission ("SEC") and other regulatory authorities and it is our policy to make timely, accurate, and full disclosures regarding our financial condition in these filings and related communications. The Company expects you to take this responsibility very seriously. Misstating financial results can result in criminal and civil penalties for you, the Company and other individuals.

If you have any concerns or complaints related to financial, accounting or auditing matters of the Company, you should promptly discuss it with your supervisor, a senior officer within your department, or a director or officer within the Finance department, Internal Audit or the Legal department, or via the anonymous hotline process described herein.

## **IMPROPER INFLUENCE ON CONDUCT OF THE COMPANY'S INDEPENDENT AUDITOR**

It is prohibited to directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence the Company's independent auditors for the purpose of rendering the financial statements of the Company materially misleading. Prohibited actions include, but are not limited to, those actions taken to coerce, manipulate, mislead or fraudulently influence an auditor: (1) to issue or reissue a report on the Company's financial statements that is not warranted in the circumstances (due to material violations of generally accepted accounting principles, generally accepted auditing standards, or other professional or regulatory standards); (2) not to perform an audit, review or other procedures required by generally accepted auditing standards or

other professional standards; (3) not to withdraw an issued report; or (4) not to communicate matters to the Company's audit committee.

## **PRIVACY AND CONFIDENTIALITY**

Our customers, suppliers and shareholders trust us to protect information – and as such, covered persons have a duty to maintain the confidentiality of sensitive, confidential and proprietary information entrusted to them. This includes all non-public information that might be of use to competitors or harmful to the Company or its customers, employees or suppliers if disclosed, including, but not limited to, non-public personal information (“NPI”) of borrowers that the Company collects and retains in connection with underwriting mortgage insurance. All covered persons involved in the human resources, underwriting, claims and servicing functions, or that otherwise have access to NPI in carrying out their employment responsibilities, are expected to be knowledgeable about, and comply with the applicable provisions of the Federal Gramm-Leach-Bliley Act and substantially similar state laws.

The obligation to preserve confidential and proprietary information continues even after your relationship with the Company ends. For more information regarding your privacy obligations, please see the Company's Privacy Policies and Procedures, Information Security Policies, the Employee Handbook (as applicable), and the Record Retention and Destruction Policy. If you have knowledge of an actual or potential incident involving the compromise of confidential or proprietary information, immediately notify your supervisor or the Legal Department, or send an email to [privacy@nationalmi.com](mailto:privacy@nationalmi.com).

## **INFORMATION SECURITY POLICIES**

The Company's Information Security Policies and the Employee Handbook (as applicable) address the appropriate and permissible uses of Company computer and communication systems, including but are not limited to, computer hardware, software, internet, intranet, email, instant messaging, telephone, voice messaging and faxes.

You should be aware that the Company has the right, but not the obligation, to access, monitor, audit, delete, create an audit log, and/or save any and all information, data, documents, presentations, analyses and/or communication that you create, store, transmit or receive at any time and for any reason. In addition, the Company has the right, without prior notice to you, to provide such information and/or communications to other Company personnel or to third parties in connection with its compliance or investigatory activities, in response to regulatory request or legal process. The issuance of a password to you by the Company is to prevent unauthorized access to your work product, but it is not, and should not be expected by you, to create a right or guarantee of privacy.

All of the foregoing applies to your use of the internet and the Company's email systems. The Company has software and systems in place to monitor your internet and email use to ensure your activities comply with this Policy and provisions of our Information Security Policy(ies) or Employee Handbook, as applicable.

## **VIOLATIONS AND WAIVERS**

Potential violations of this Policy will be promptly reviewed and addressed on a case-by-case basis. Any covered person found to have violated any part of this Policy may be subject to disciplinary action, up to and including termination of employment. In addition, persons involved in illegal activities may be subject to civil damages and criminal penalties including fines and imprisonment. The Company may pursue and/or cooperate with any criminal investigation and prosecution that may result from such activity.

Any waiver of this Policy for executive officers or directors may be made only by the Board (or committee thereof) and will be promptly disclosed as required by law, rule or regulation.

## **REPORTING ILLEGAL OR UNETHICAL BEHAVIOR**

This Policy addresses some, but not all, situations where choices and decisions must be made. Covered persons are encouraged to seek guidance from their supervisors or other appropriate personnel about observed behavior that they believe may be illegal, unethical, impermissible, questionable or a violation of this Policy or any other Company policy.

All violations must be promptly reported. Specific sections in this Policy discuss reporting of certain types of issues to specific persons or departments – but Policy violations can always be reported to your supervisor, a higher level supervisor, an HR officer, or the Compliance Officer or other member of the Legal Department. In addition, a covered person who has a concern about the Company's accounting practices, internal controls or auditing matters should report such concerns to the Compliance Officer or other member of the Legal Department, or to the Chairman of the Audit Committee. Covered persons are expected to cooperate in internal investigations of misconduct.

Covered persons wanting to make a report with respect to any of these matters anonymously may do so via the Company's anonymous and confidential hotline service. To do so, go to [www.ReportIt.net](http://www.ReportIt.net) or call toll free at 1-877-RPT-LINE. (Username: Nationalmi. Password: reportit.) The Company will maintain the confidentiality or anonymity of the person(s) making the complaint to the fullest extent reasonably practicable within the legitimate needs of any ensuing evaluation or investigation.

## **PROTECTIONS FROM RETALIATION**

In no event will there be any retaliation against any person for reporting in good faith an activity believed to be a violation of this Policy, or any law, rule, or regulation. Retaliation against an individual, who, in good faith, has made a complaint, disclosed information relating to a complaint or otherwise participated in an investigation relating to a complaint, is prohibited regardless of the outcome of the investigation.

Employees may find additional information regarding the Company's internal complaint reporting procedures in the Company's Complaint Handling Process.

### **ANNUAL ACKNOWLEDGEMENT**

To help ensure compliance with this Policy, the Company requires that all covered persons review the Policy and certify compliance on an annual basis.