

Angie's list.

VENDOR CODE OF BUSINESS CONDUCT

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Letter from Mark Howell



At Angie's List, we are dedicated to relentlessly elevating the service experience. We accomplish this goal, in part through partnerships with vendors who share our commitment to quality and low cost, and who operate under a philosophy that focuses on integrity, compliance and doing the right thing. We strive to foster a culture of honesty and accountability and hold a commitment to the highest level of ethical conduct and ask that all of our business activities, including our business with you, reflect this commitment.

Angie's List's Vendor Code of Business Conduct applies to all businesses that provide products or services to Angie's List. Recognizing that legal and cultural requirements vary in a global business environment, Angie's Lists expects that all of our vendors follow the applicable laws of their country or territory. At the same time, the Vendor Code sets forth certain universal requirements that vendors must follow.

The Vendor Code provides the foundation for our ongoing evaluation of a vendor and constitutes additional terms of your contract with Angie's List. If you have questions or feedback about this Code, or need any additional information or assistance please contact the Senior Compliance Director at Legal@angieslist.com. Thank you for all you do to make Angie's List successful and to help us live our values in all that we do.

J. Mark Howell
Chief Operating Officer

1. Vendors Must Follow the Law.

Angie's List's vendors must comply with the laws of their countries and all other applicable laws, rules and regulations. Many times, vendors who do work for Angie's List must also comply with certain laws of the United States even if they are located in another country. While there are many laws and regulations that companies must follow, some examples of important areas of compliance include:

Bribery/Corruption

Angie's List strictly prohibits all bribery and all of its vendors must follow the applicable law and the Angie's List policy that prohibits accepting or extending gifts of any form which could result in a feeling of personal obligation. Any gifts must be of nominal value and infrequent in nature.

Bribery can include not just the payment of money, but the transfer of anything of value including lavish entertainment or travel expenses, a future job offer, or political or charitable donations to obtain an improper business advantage.

Fair Competition and Anti-Trust Compliance

Vendors must comply with all applicable anti-trust or fair competition laws and regulations. These laws deal with agreements among competitors or resellers, price discrimination, price fixing and other acts or situations that may unfairly reduce competition.

Compliance Guidelines

- Vendors should know all applicable laws and maintain awareness of any legal or regulatory changes that may impact operations.
- Vendors should ensure employees are aware of all applicable laws and put systems in place to monitor compliance.
- Angie's List's policies on Insider Trading, Related-Person Transactions, our Code of Conduct and Business Ethics and other legal obligations can be found on the Angie's List website at angieslist.com. Vendors who have any questions about our policies or expectations should contact Angie's List for more information.

**2. Vendors Must Treat All People Humanely and With Dignity and Respect
Commitment to Diversity and Equal Employment Opportunity.**

Angie's List believes in the value of diversity. Bringing together people of different races, gender, education, language, viewpoints, skill sets and experience enables ideas and innovation to flourish.

Angie's List expects its vendors to be inclusive and to ensure that its employees and other stakeholders are always treated with dignity and respect. Angie's List expects its vendors to prohibit discrimination based on race, color, gender, nationality, religion, age, disability, union membership, maternity, sexual orientation, gender identity and/or expression or marital status. No employee of Angie's List or a vendor should take part in harassing behavior, such as sexual or racial harassment or any behavior that creates a hostile or offensive work environment for others.

Wages and Hours

Vendors must follow all applicable laws regarding working hours, wages and overtime pay. Workers must be paid at least the minimum legal wage or a wage that meets local industry standards. Vendors should conduct operations in ways that limit overtime to a level that ensure human and productive working conditions.

Vendors must pay overtime and any incentive rates that meet all legal requirements or the local industry standard. Workers should receive necessary time off, paid annual leave and holidays, as required by local laws.

In the event their employees have lawfully chosen to be represented by third parties, we expect our vendors to bargain in good faith and not to retaliate against employees for their lawful participation in labor organization activities.

No Forced or Child Labor

Vendors must not use slave or involuntary labor of any kind, including prison labor, debt bondage, or forced labor by governments and vendors must not be involved in human trafficking. Vendors must not use corporal punishment, physical or psychological abuse, threats of violence, or other forms of physical or mental coercion.

Only workers who meet the applicable minimum legal age requirement in the country where they are working, or are at least 15 years old or are over the age for completion of compulsory education, whichever is greater, may be hired by a vendor. Vendors must comply with all applicable child labor laws, including those related to hiring, wages, hours worked, overtime and working conditions.

<p>Compliance Guidelines</p> <ul style="list-style-type: none">• Vendors should have formal policies prohibiting harassment, discrimination and ensuring fair treatment of all employees.• Vendors should conduct periodic reviews of hiring and promotion practices to help ensure against discrimination.• Vendors must maintain payroll records documenting wages, overtime pay and hours worked.• Vendors must maintain official documentation that verifies a worker's date of birth, employment history and training history. Angie's List reserves the right to review this information if necessary.
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3. Vendors Must do Business Fairly and Honestly and Avoid Conflicts of Interest.

Vendors must do business in a way that is open, transparent and with the highest integrity. There is a potential for a conflict of interest if a vendor's employee or his or her family member has a close relationship with an Angie's List employee who can make decisions that will affect the vendor's business. For that reason, the vendor must disclose these types of relationships to Angie's List before entering into negotiations and whenever they arise.

We ask that vendors respect the Angie's List policy on conflicts of interest, which limits the giving and receiving of business gifts. While the exchange of gifts such as meals, entertainment and items of nominal value is a widespread business practice, these exchanges must be casual and of modest value. The following exchanges are **never** acceptable under Angie's List's policy:

- Any gift of cash or cash equivalents
- Any item offered with the expectation of something in return
- Any gift that involves parties currently in a competitive bidding process
- Any entertainment or other gift that is indecent or in violation of our prohibitions against discrimination and harassment.

For all other business gifts (meals, entertainment, etc.), the gift must be for a legitimate business purpose and of modest value.

Compliance Guidelines

- Vendors should review Angie's List Related-Party Transactions Policy by visiting Angieslist.com.
- Because the Angie's List's Code of Business Conduct and Ethics Policy limits the giving and receiving of gifts, vendors should refer to this policy before giving a gift to any Angie's List employee
- Vendors should have policies regarding conflicts arising from personal relationships and the giving and receiving of gifts.
- Vendors must notify Angie's List promptly if they become aware of any relationship that could be a conflict or if an Angie's List employee ever requests or demands a gift or exchange of any type that does not seem appropriate to the vendor.

4. Vendors Must Protect the Environment.

Vendors must comply with all applicable environmental laws, regulations and standards that apply to their business. Vendors must endeavor to reduce or eliminate waste of all types, including water and energy, by implementing appropriate conservation measures in its facilities, in its maintenance and production processes, and by recycling, re-using, or substituting materials. In addition, all waste materials and production by-products should be disposed of properly and in an environmentally responsible manner. Finally, to ensure safe handling, movement, storage, recycling, reuse, and disposal, vendors must identify and manage substances that pose a hazard if released to the environment and comply with applicable labeling laws and regulations for recycling and disposal. Vendors must post Material Safety Data Sheets in the primary language of its workers for any hazardous or toxic substances used in the workplace and train workers who will come into contact with such substances in the workplace.

Compliance Guidelines

- Vendors should establish means by which they understand the identity and quantity of chemicals and compounds used in their operations and products such that they are able to manage the regulatory requirements and potential hazards posed by these materials.
- Vendors must maintain documentation to be able to respond to requests for information, including but not limited to, resource consumption, and other environmental sustainability metrics.
- Vendors should implement an audit program that reviews compliance to applicable environmental regulations and standards, including a means to ensure corrective actions and avoidance of recurrence.

5. Vendors Must Provide a Safe and Healthy Working Environment

A safe and healthy working environment is a critical component of an effective partnership between Angie's List and a vendor. To that end, we expect our vendors to provide a safe workplace with policies and practices in place to minimize the risk of accidents, injury, and exposure to health risks.

Compliance Guidelines

- Vendors must know and comply with applicable health and safety regulations.
- Vendors are responsible for providing all required safety training for their employees, contractors and others and the effectiveness of such training must be evaluated in a timely manner.

6. Vendors Must Protect Angie's List's Technology, Information, and Intellectual Property

All Angie's List vendors are responsible for safeguarding our confidential information and intellectual assets, maintaining physical and electronic security for all sensitive information; ensuring employees use extreme care in protecting all types of sensitive information.

If sensitive information is to be discussed or exchanged between Angie's List and the vendor, or the vendor and a third party, the parties must first ensure that a Confidentiality or Non-Disclosure Agreement has been signed.

Intellectual Property

Each vendor must ensure that its own supply network respects the intellectual property rights of others. Vendors must take reasonable steps to ensure that their vendors, through all tiers, safeguard sensitive information. Vendors must not transmit information from other customers to Angie's List without written permission.

If a vendor becomes aware of any violation of Angie's List's intellectual property rights, then the vendor must notify Angie's List immediately. A vendor must not register any intellectual property of Angie's List in the vendor's own name, nor use Angie's List's intellectual property for any other purposes. At the request of Angie's List or at the end of a vendor relationship, a vendor must return Angie's List's sensitive information or certify its destruction.

Data Protection

Confidential proprietary information generated and gathered in our business is a valuable Company asset. Protecting this information plays a vital role in our continued growth and ability to compete and all proprietary information should be maintained in strict confidence, except when disclosure is authorized by Angie's List or required by law.

Angie's List Vendor Code of Business Conduct

Confidential proprietary information includes all non-public information that might be useful to competitors or that could be harmful to Angie's List, its members or its vendors if disclosed. Intellectual property, such as trade secrets, objectives and strategies, records, databases, salary and benefits data, employee medical information, membership, employee and vendor lists and any unpublished financial or pricing information must also be protected.

Unauthorized use or distribution of confidential proprietary information violates Angie's List policy and could be illegal. Such use or distribution could result in negative consequences for both Angie's List and the vendors involved, including potential legal action. We respect the property rights of other companies and their proprietary information and require our vendors to observe Angie's List's rights in this area.

All vendors must protect Angie's List data in accordance with Angie's List's Code of Business Conduct and Ethics, which can be found at angieslist.com. Vendors' own data classification and protection policies must meet or exceed Angie's List's minimum data classification standards.

Compliance Guidelines

- Do not print or download classified Angie's List documents without permission from an Angie's List contract manager or the appropriate document owner.
- No Angie's List classified information should be stored on a USB "thumb" drive or other portable device nor should it be transmitted using unsecured means, such as personal email accounts, text messaging, instant messaging or social media.
- Vendors must have formal policies for the protection of confidential proprietary information.
- Vendors must not use the Angie's List brands, including registered and unregistered trademarks, without the written authorization of Angie's List.

7. Vendors Must Assist Angie's List in Enforcing This Code.

Any code of conduct is only as effective as the efforts to enforce it. In that spirit, Angie's List expects its vendors to comply with the conditions of the Vendor Code and maintain a system to monitor compliance. Angie's List recognizes that many of its vendors have codes of conduct that cover most or all of the principles contained in this Vendor Code. In those cases, vendors can provide evidence of their own Code of Conduct to meet the intent of this Vendor Code. The Angie's List Legal Department will decide if the vendor's code meets the requirements of this document. In any event, Angie's List retains rights to audit vendors for compliance with the requirements of this Code.

Vendors must take the necessary steps to ensure that its employees understand and comply with the Code, including communicating the details of the Code to employees annually in the local language of the business. Vendors must also ensure that its vendors and sub-vendors who work on Angie's List business are aware of and comply with this Code.

Angie's List may visit vendor facilities, review vendor documentation and conduct a full audit, if necessary, to ensure compliance with this Code. If Angie's List determines that a vendor has violated this Code, the vendor must provide information relating to the incident(s) and show within 30 days the actions taken to correct the condition. Angie's List will follow up to make sure the condition has been corrected. Angie's List reserves the right to terminate agreements with vendors for repeated non-compliance or for violations of law.

Compliance Guidelines

- Vendors should have a process for ensuring compliance with this Code
- Vendors must maintain documentation relating to compliance with this Code and provide Angie's List access to that documentation upon request. Documentation demonstrating compliance of sub-contractors shall also be maintained.
- Vendors should have a process and policy giving employees a way to raise concerns without fear of retaliation. Where allowed by law, the vendor should have a system that allows for anonymous reporting of concerns.
- If an employee of an Angie's List's vendor has a concern about a potential violation of this Code with regard to the vendor's business relationship with Angie's List that has not been addressed by the vendor, they should report it to Angie's List directly. Contact information for reporting potential Code violations is available at: www.angieslist.ethicspoint.com

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