

ANGIE’S LIST, INC.

AMENDED AND RESTATED  
INSIDER TRADING POLICY AND MEMORANDUM

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## **SUMMARY OF OUR POLICY CONCERNING TRADING POLICIES**

The Board of Directors of Angie’s List, Inc. (the “**Company**” or “**Angie’s List**”) has adopted this policy effective May 2, 2017 to establish procedures for complying with federal and state securities laws regarding insider trading.

### **Scope**

All directors, employees and contractors (“**Angie’s List Workers**”) of Angie’s List and its subsidiaries are expected to comply with this policy.

Angie’s List Workers and Reporting Persons (together with Angie’s List Workers, “**Covered Persons**”), are expected to comply with the policies specified below under “Prohibition of Hedging, Short Selling and Derivatives” and “Prohibition of Pledged Securities.”

“**Reporting Persons**” are affiliates of directors and executive officers of Angie’s List and its subsidiaries for which such persons report beneficial ownership of Angie’s List securities pursuant to U.S. federal securities laws.

“**Affiliates**” are persons that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Covered Person. For purposes of clarity, this includes, but is not limited to, immediate family members of the Covered Person or persons sharing residency with the Covered Person.

### **Policy**

#### *General policy*

Subject to compliance with the “Trading Window Restrictions” section below, which should also be read in its entirety:

- Angie’s List Workers may not disclose material inside information to anyone, except to persons within Angie’s List whose positions require them to know it.
- No Angie’s List Worker may place a purchase or sale order, or recommend that another person place a purchase or sale order in our securities when he or she has knowledge of material information concerning Angie’s List that has not been disclosed to the public. This includes orders for purchases and sales of our common stock and any other securities we may issue, such as preferred stock, warrants and convertible debentures, as well as derivative securities relating to our securities, whether or not issued by us, such as exchange-traded options. The exercise of employee stock options is not subject to this policy; however, stock that was acquired upon exercise of a stock option will be treated like any other stock, and may not be sold by an employee who is in possession of material inside information.

- No Angie’s List Worker should place a purchase or sale order, or recommend that another person place a purchase or sale order, in the securities of another corporation, if the Angie’s List Worker learns in the course of his or her employment confidential information about the other corporation that is likely to affect the value of those securities.
- Covered Persons must not engage in any hedging transactions designed to hedge or speculate on any change in market value of our equity securities, sell our stock short or trade in options and other derivatives involving our stock.
- Covered Persons must not hold our securities in a margin account or pledge our securities as collateral to secure or guarantee indebtedness.

What is material inside information?

Information is material if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision (e.g., to buy, hold or sell securities). It is inside information if it has not been publicly disclosed in a manner making it available to investors generally on a broad-based, non-exclusionary basis.

Information that might be deemed material inside information includes, but is not limited to: preliminary income reports, earnings estimates, significant expansion or curtailment of operations, sale or purchase of substantial assets, major litigation, or other information that could have a significant effect on Angie’s List.

Trading Window Restrictions

Angie’s List Workers may trade during the period that starts on the third business day following an earnings release with respect to the preceding fiscal period until the first calendar day of the last month of the then current fiscal quarter (the “**Trading Window**”). All other provisions of this policy continue to apply to all trades transacted during the Trading Window.

Angie’s List Workers may not trade outside the Trading Window except for reasons of exceptional personal hardship and subject to prior review by the Chief Legal Officer; provided that, if one of these individuals wishes to trade outside the Trading Window, it shall be subject to prior review by the other.

Notwithstanding the foregoing, (i) our directors and executive officers and their assistants and household members, (ii) members of the finance team and (iii) such other persons as may be designated from time to time and informed of such status by our Chief Legal Officer (collectively, the “**Window Group**”) are subject to the following restrictions during the Trading Window:

- All trades subject to prior review and clearance from our Chief Legal Officer or her or his designee.
- All trades are also subject to the general restrictions on all Angie’s List Workers.

Note that at times the Chief Legal Officer may determine that no trades may occur even during the Trading Window when clearance is requested. The Chief Legal Officer need not provide a reason for closing the Trading Window and the closing of the Trading Window itself may constitute material inside information that should not be communicated.

The foregoing Trading Window restrictions do not apply to transactions pursuant to (i) written plans for trading securities that comply with Rule 10b5-1 (“**10b5-1 Plans**”) promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”); or (ii) standing instructions for trading securities in accordance with the administration of the Company’s Employee Stock Purchase Plan. However, Window Group members may not enter into, amend or terminate a 10b5-1 Plan relating to our securities without the prior approval of the Chief Legal Officer, which will only be given during a Trading Window period.

### **Failure to Comply**

Any Angie’s List Worker who violates this policy is subject to disciplinary action, up to and including termination. The company is entitled to report to the appropriate authorities any violations of this policy that involve illegal behavior.

In addition, a breach of the insider trading laws could expose the insider to criminal fines up to \$5,000,000 and imprisonment up to twenty years, in addition to civil penalties (up to three times of the profits earned), and injunctive actions. Furthermore, punitive damages may be imposed under applicable state laws.

Securities laws also subject controlling persons to civil penalties for illegal insider trading by employees, including employees located outside the United States. Controlling persons include directors, officers, and supervisors. These persons may be subject to fines up to the greater of \$1,000,000 or three times profit (or loss avoided) by the insider trader.

### **Review and Amendment**

The Board of Directors may revise or amend this policy as necessary or appropriate.

### **Related Policies**

- Code of Business Conduct and Ethics
- Regulation FD policy
- Related Person Transaction policy
- Whistleblower policy

### **For More Information**

Please read the attached memoranda:

- The Use of Inside Information in Connection with Trading in Securities
- Other Limitations on Securities Transactions

**No written policy or guidelines can be all-inclusive, and responsibility for proper conduct rests with Angie's List Workers. There is no substitute for personal integrity and good judgment.**

## **THE USE OF INSIDE INFORMATION IN CONNECTION WITH TRADING IN SECURITIES**

### **A. General Rule.**

The U.S. securities laws regulate the sale and purchase of securities in the interest of protecting the investing public. U.S. securities laws give Angie's List, its officers and directors, and other employees the responsibility to ensure that information about Angie's List is not used unlawfully in the purchase and sale of securities.

All Angie's List Workers should pay particularly close attention to the laws against trading on "inside" information. These laws are based upon the belief that all persons trading in a company's securities should have equal access to all "material" information about that company. For example, if an Angie's List Worker knows material non-public financial information, he or she is prohibited from buying or selling our stock until the information has been disclosed to the public. This is because the Angie's List Worker knows information that will probably cause the stock price to change, and it would be unfair for the Angie's List Worker to have an advantage (knowledge that the stock price will change) that the rest of the investing public does not have. In fact, it is more than unfair -- it is considered to be fraudulent and illegal. Civil and criminal penalties for this kind of activity are severe.

The general rule can be stated as follows: It is a violation of the federal securities laws for any person to buy or sell securities if he or she is in possession of material inside information. Information is material if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision. It is inside information if it has not been publicly disclosed in a manner making it available to investors generally on a broad-based, non-exclusionary basis. Furthermore, it is illegal for any person in possession of material inside information to provide other people with such information or to recommend that they buy, sell or hold the securities (this is called "tipping"). In that case, they may both be held liable.

The Securities and Exchange Commission (the "SEC"), the stock exchanges and plaintiffs' lawyers focus on uncovering insider trading. A breach of the insider trading laws could expose the insider to criminal fines up to \$5,000,000 and imprisonment up to twenty years, in addition to civil penalties (up to three times of the profits earned), and injunctive actions. In addition, punitive damages may be imposed under applicable state laws. Securities laws also subject controlling persons to civil penalties for illegal insider trading by employees, including employees located outside the United States. Controlling persons include directors, officers, and supervisors. These persons may be subject to fines up to the greater of \$1,000,000 or three times profit (or loss avoided) by the insider trader.

Inside information does not belong to the individual directors, officers or other employees who may handle it or otherwise become knowledgeable about it. It is an asset of Angie's List. For any person to use such information for personal benefit or to disclose it to others outside Angie's List violates our interests. More particularly, in connection with trading in our securities, it is a fraud against members of the investing public and against Angie's List.

## **B. Who Does this General Rule Apply To?**

The prohibition against trading on inside information applies to directors, officers and all other employees, and to other people who gain access to that information. The prohibition applies to both domestic and international employees of Angie's List and its subsidiaries. In addition, directors and certain employees with inside knowledge of material information may be subject to ad hoc restrictions on trading from time to time.

## **C. Other Companies' Stocks.**

Angie's List Workers who learn material information about competitors, partners, advertisers and suppliers through their work at Angie's List should keep it confidential and not buy or sell stock in such companies until the information becomes public. Angie's List Workers should not give tips about such stocks.

## **D. Prohibition of Hedging, Short Selling and Derivatives.**

Covered Persons are prohibited from:

- Engaging in any hedging transactions that are designed to hedge or speculate on any change in the market value of our equity securities.
- Selling our stock short.
- Trading in options and other derivatives involving our stock.

Hedging transactions (including transactions involving options, puts, calls, prepaid variable forward contracts, equity swaps, collars and exchange funds or other derivatives) shift economic risk associated with owning our stock, and can be used to speculate on changes in its market value. Short selling is a bet against our stock. Both hedging and short selling are speculative in nature and contrary to the best interests of Angie's List and our stockholders.

Trading in options or other derivatives is generally highly speculative and very risky. People who buy options are betting that the stock price will move rapidly. For that reason, when a person trades in options in his or her employer's stock, it will arouse suspicion in the eyes of the SEC that the person was trading on the basis of inside information, particularly where the trading occurs before an Angie's List announcement or major event. It is difficult for an employee or director to prove that he or she did not know about the announcement or event.

If the SEC or the stock exchanges were to notice active options trading by one or more Covered Persons prior to an announcement, they would investigate. Such an investigation could be embarrassing to Angie's List (as well as expensive), and could result in severe penalties and expense for the persons involved. For all of these reasons, Angie's List prohibits Covered Persons from trading in options or other derivatives involving our stock. This policy does not pertain to employee stock options granted by Angie's List. Employee stock options cannot be traded.

## **E. Prohibition of Pledged Securities.**

Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Such a sale may occur at a time when a Covered Person has material inside information or is otherwise not permitted to trade in our securities. Covered Persons may not hold our securities in a margin account.

Securities pledged as collateral to secure or guarantee indebtedness may be sold in foreclosure if the borrower defaults. Covered Persons may not pledge or hypothecate our securities as collateral to secure or guarantee indebtedness.

## **F. Guidelines.**

The following guidelines should be followed in order to ensure compliance with applicable antifraud laws and with our policies:

1. Nondisclosure. Angie's List Workers may not disclose material insider information to anyone, except to persons within Angie's List whose positions require them to know it.
2. Trading in Our Securities. No Angie's List Worker may place a purchase or sale order, or recommend that another person place a purchase or sale order in our securities when he or she has knowledge of material information concerning Angie's List that has not been disclosed to the public. This includes orders for purchases and sales of stock and convertible securities. The exercise of employee stock options is not subject to this policy. However, stock that was acquired upon exercise of a stock option will be treated like any other stock, and may not be sold by an employee who is in possession of material inside information. Any Angie's List Worker who possesses material inside information should wait until the start of the third business days after the information has been publicly released before trading.
3. Avoid Speculation. Investing in our stock provides an opportunity to share in the future growth of Angie's List. But investment in Angie's List and sharing in the growth of Angie's List does not mean short range speculation based on fluctuations in the market. Such activities put the personal gain of the Angie's List Worker in conflict with the best interests of Angie's List and its stockholders. Although this policy does not mean that Angie's List Workers may never sell shares, Angie's List encourages Angie's List Workers to avoid frequent trading in our stock. Speculating in our stock is not part of our culture.
4. Trading in Other Securities. No Angie's List Worker should place a purchase or sale order, or recommend that another person place a purchase or sale order, in the securities of another corporation, if the Angie's List Worker learns in the course of his or her employment confidential information about the other corporation that is likely to affect the value of those securities. For example, it would be a violation of the securities laws if an Angie's List Worker learned through Angie's List sources that Angie's List intended to purchase assets from a company, and then placed an order to buy or sell stock in that other company because of the likely increase or decrease in the value of its securities.

## **G. Applicability of U.S. Securities Laws to International Transactions.**



All employees of our subsidiaries are subject to the restrictions on trading in our securities and the securities of other companies. The U.S. securities laws may be applicable to the securities of our subsidiaries or affiliates, even if they are located outside the United States. Transactions involving securities of subsidiaries or affiliates should be carefully reviewed by counsel for compliance not only with local law but also for possible application of U.S. securities laws.

## OTHER LIMITATIONS ON SECURITIES TRANSACTIONS

### A. Public Resales – Rule 144.

The Securities Act of 1933 (the “**Securities Act**”) requires every person who offers or sells a security to register such transaction with the SEC unless an exemption from registration is available. Rule 144 under the Securities Act is the exemption typically relied upon (i) for public resales by any person of “restricted securities” (*i.e.*, securities acquired in a private offering or sale, excluding certain private issuances outside the United States) and (ii) for public resales by directors, officers and other control persons of a company (known as “affiliates”) of any of the company’s securities, whether restricted or unrestricted.

The exemption in Rule 144 may only be relied upon if certain conditions are met. These conditions vary based upon whether the company has been subject to the SEC’s reporting requirements for 90 days (and is therefore a “reporting company” for purposes of the rule) and whether the person seeking to sell the securities is an affiliate or not.

(1) Holding Period. Restricted securities issued by a reporting company (*i.e.* a company that has been subject to the SEC’s reporting requirements for at least 90 days) must be held and fully paid for a period of six months prior to their sale. Restricted securities issued by a non-reporting company are subject to a one-year holding period. The holding period requirement does not apply to securities held by affiliates that were acquired either in the open market or in a public offering of securities registered under the Securities Act. If the seller acquired the securities from someone other than the company or an affiliate of the company, the holding period of the person from whom the seller acquired such securities can be “tacked” to the seller’s holding period in determining if the holding period has been satisfied.

(2) Current Public Information. Current information about the issuer must be publicly available before the sale can be made. The company’s periodic reports filed with the SEC ordinarily satisfy this requirement. If the seller is not (and has not been for at least three months) an affiliate of the company and one year has passed since the securities were acquired from the issuer or an affiliate of the company (whichever is later), the seller can sell the securities without regard to the current public information requirement.

Rule 144 also imposes the following additional conditions on sales by persons who are affiliates or who have been affiliates during the previous three months:

(1) Volume Limitations. An affiliate may not sell equity securities, such as our common stock, during any three-month period in an amount exceeding the greater of (i) one percent of the outstanding shares of the class or (ii) the average weekly reported trading volume for shares of the class during the four calendar weeks preceding the filing of the notice of sale referred to below. An affiliate may not sell debt securities during any three-month period in an amount exceeding 10% of a tranche (or class when the

securities are non-participatory preferred stock), together with all sales of securities of the same tranche sold for the account of the affiliate within a three-month period.

(2) Manner of Sale. Affiliates must sell equity securities in unsolicited brokers' transactions, directly to a market-maker or in riskless principal transactions.

(3) Notice of Sale. An affiliate seller must file a notice of the proposed sale with the SEC at the time the order to sell is placed with the broker, unless the amount to be sold neither exceeds 5,000 shares nor involves sale proceeds greater than \$50,000. See "Filing Requirements" below.

*Bona fide* gifts are not deemed to involve sales of shares for purposes of Rule 144, so they can be made at any time without limitation on the amount of the gift. Donees who receive restricted securities from an affiliate generally will be subject to the same restrictions under Rule 144 that would have applied to the donor for a period of up to two years following the gift, depending on the circumstances.

#### **B. Private Resales.**

Directors and officers also may sell securities in a private transaction without registration. Although there is no statutory provision or SEC rule expressly dealing with private sales, the general view is that such sales can safely be made by affiliates if the party acquiring the securities understands he is acquiring restricted securities that must be held for at least one year before the securities will be eligible for resale to the public under Rule 144. Private resales raise certain documentation and other issues and must be reviewed in advance by our Chief Legal Officer.

#### **C. Restrictions on Purchases of Our Securities.**

In order to prevent market manipulation, the SEC has adopted Regulation M under the Exchange Act. Regulation M generally prohibits Angie's List or any of our affiliates from buying our stock in the open market during certain periods while a public offering is taking place. Regulation M sets forth guidelines for purchases of our stock by Angie's List or our affiliates while a stock buyback program is occurring. You should consult with our Chief Legal Officer, if you desire to make purchases of our stock during any period that Angie's List is making a public offering or buying stock from the public.

#### **D. Disgorgement of Profits on Short-Swing Transactions – Section 16(b).**

Section 16 of the Exchange Act applies to directors and officers of Angie's List and to any person owning more than ten percent of any registered class of our equity securities. The section is intended to deter such persons (collectively referred to below as "**insiders**") from misusing confidential information about their companies for personal trading gain. Section 16(a) requires insiders to publicly disclose any changes in their beneficial ownership of our equity securities (see "Filing Requirements", below). Section 16(b) requires insiders to disgorge to Angie's List any "profit" resulting from "short-swing" trades, as discussed more fully below. Section 16(c) effectively prohibits insiders from engaging in short sales (see "Prohibition of Short Sales", below).

Under Section 16(b), any profit realized by an insider on a “short-swing” transaction (*i.e.*, a purchase and sale, or sale and purchase, of our equity securities within a period of less than six months) must be disgorged to Angie’s List upon demand by Angie’s List or a stockholder acting on its behalf. By law, Angie’s List cannot waive or release any claim it may have under Section 16(b), or enter into an enforceable agreement to provide indemnification for amounts recovered under the section.

Liability under Section 16(b) is imposed in a mechanical fashion without regard to whether the insider intended to violate the section. Good faith, therefore, is not a defense. All that is necessary for a successful claim is to show that the insider realized “profits” on a short-swing transaction; however, profit, for this purpose, is calculated as the difference between the sale price and the purchase price in the matching transactions, and may be unrelated to the actual gain on the shares sold. When computing recoverable profits on multiple purchases and sales within a six month period, the courts maximize the recovery by matching the lowest purchase price with the highest sale price, the next lowest purchase price with the next highest sale price, and so on. The use of this method makes it possible for an insider to sustain a net loss on a series of transactions while having recoverable profits.

The terms “purchase” and “sale” are construed under Section 16(b) to cover a broad range of transactions, including acquisitions and dispositions in tender offers and certain corporate reorganizations. Moreover, purchases and sales by an insider may be matched with transactions by any person (such as certain family members) whose securities are deemed to be beneficially owned by the insider.

The Section 16 rules are complicated and present ample opportunity for inadvertent error. To avoid unnecessary costs and potential embarrassment for insiders and Angie’s List, officers and directors are strongly urged to consult with our Chief Legal Officer, prior to engaging in any transaction or other transfer of our equity securities regarding the potential applicability of Section 16(b).

#### **E. Prohibition of Short Sales.**

Under Section 16(c), insiders are prohibited from effecting “short sales” of our equity securities. A “short sale” is one involving securities which the seller does not own at the time of sale, or, if owned, are not delivered within 20 days after the sale or deposited in the mail or other usual channels of transportation within five days after the sale. As discussed above, wholly apart from Section 16(c), Angie’s List prohibits Covered Persons from selling our stock short. This type of activity is inherently speculative in nature and is contrary to the best interests of Angie’s List and our shareholders.

#### **F. Filing Requirements.**

1. Form 3, 4 and 5. Under Section 16(a) of the Exchange Act, insiders must file with the SEC and any stock exchange on which our equity securities are listed public reports disclosing their holdings of and transactions involving, our equity securities. Copies of these reports must also be submitted to Angie’s List. An initial report on Form 3 must be filed by every insider within 10 days after election or appointment disclosing *all* equity securities of

Angie's List beneficially owned by the reporting person on the date he became an insider. Even if no securities were owned on that date, the insider must file a report. Any subsequent change in the nature or amount of beneficial ownership by the insider must be reported on Form 4 and filed by the end of the second business day following the date of the transaction. Certain exempt transactions may be reported on Form 5 within 45 days after the end of the fiscal year. The fact that an insider's transactions during the month resulted in no net change, or the fact that no securities were owned after the transactions were completed, does not provide a basis for failing to report.

All changes in the amount or the form (*i.e.* direct or indirect) of beneficial ownership (not just purchases and sales) must be reported. Thus, such transactions as gifts and stock dividends ordinarily are reportable. Moreover, an officer or director who has ceased to be an officer or director must report any transactions after termination which occurred within six months of a transaction that occurred while the person was an insider.

The reports under Section 16(a) are intended to cover all securities beneficially owned either directly by the insider or indirectly through others. An insider is considered the direct owner of all our equity securities held in his or her own name or held jointly with others. An insider is considered the indirect owner of any securities from which he obtains benefits substantially equivalent to those of ownership. Thus, equity securities of Angie's List beneficially owned through partnerships, corporations, trusts, estates, and by family members generally are subject to reporting. Absent countervailing facts, an insider is presumed to be the beneficial owner of securities held by his or her spouse and other family members sharing the same home. But an insider is free to disclaim beneficial ownership of these or any other securities being reported if the insider believes there is a reasonable basis for doing so.

It is important that reports under Section 16(a) be prepared properly and filed on a timely basis. The reports must be received at the SEC by the filing deadline. There is no provision for an extension of the filing deadlines, and the SEC can take enforcement action against insiders who do not comply fully with the filing requirements. In addition, Angie's List is required to disclose in its annual proxy statement the names of insiders who failed to file Section 16(a) reports properly during the fiscal year, along with the particulars of such instances of noncompliance. Accordingly, all directors and officers must notify our Chief Legal Officer, **prior to** any transactions or changes in their or their family members' beneficial ownership involving our stock and are strongly encouraged to avail themselves of the assistance available from the Chief Legal Officer's office in satisfying the reporting requirements.

2. Schedule 13D and 13G. Section 13(d) of the Exchange Act requires the filing of a statement on Schedule 13D (or on Schedule 13G, in certain limited circumstances) by any person or group which acquires beneficial ownership of more than five percent of a class of equity securities registered under the Exchange Act. The threshold for reporting is met if the stock owned, when coupled with the amount of stock subject to options exercisable within 60 days, exceeds the five percent limit.

A report on Schedule 13D is required to be filed with the SEC and submitted to Angie's List within ten days after the reporting threshold is reached. If a material change occurs in the facts set forth in the Schedule 13D, such as an increase or decrease of one percent or more in the

percentage of stock beneficially owned, an amendment disclosing the change must be filed promptly. A decrease in beneficial ownership to less than five percent is *per se* material and must be reported.

A person is deemed the beneficial owner of securities for purposes of Section 13(d) if such person has or shares voting power (*i.e.*, the power to vote or direct the voting of the securities) or dispositive power (*i.e.*, the power to sell or direct the sale of the securities). As is true under Section 16(a) of the Exchange Act, a person filing a Schedule 13D may disclaim beneficial ownership of any securities attributed to him or her if he or she believes there is a reasonable basis for doing so.

3. Form 144. As described above under the discussion of Rule 144, an affiliate seller relying on Rule 144 must file a notice of proposed sale with the SEC at the time the order to sell is placed with the broker unless the amount to be sold during any three month period neither exceeds 5,000 shares nor involves sale proceeds greater than \$50,000.