



# **Dun & Bradstreet Code of Conduct**

## *Do the Right Thing*

Dun & Bradstreet Global Compliance Hotline (U.S. and Canada) 800.261.8552  
(Outside U.S. and Canada) Country Access Number, then 800.261.8552

<https://dnb.alertline.com>

2016

Dun & Bradstreet enjoys a reputation for "doing the right thing." Being named one of the World's Most Ethical Companies for eight consecutive years is a testament to the importance we place on integrity. We don't just talk about it. We embrace it, as part of our forward-leaning culture. And that's how it should be.

Those who put their trust in our company—customers, shareholders, business partners and our employees—deserve nothing less than our full commitment to the highest standards of ethics. Each of us is accountable, since our actions determine how others see our company.

To help us always know and do what's right, we have updated Dun & Bradstreet's Code of Conduct. The Code is written in simple language and provides real-life examples, making it easier to understand exactly what's required. As we work together to deliver on our strategy, it's fitting that our Code reflects the modern, global, outside-in company we are becoming.

Our commitment to doing the right thing is demonstrated every time we:

- Act in a relentlessly curious way, using the Code of Conduct as a guide and asking for help when in doubt;
- Provide a safe and supportive work environment for each other, in support of our inherently generous culture;
- Act in the best interest of Dun & Bradstreet and our stakeholders; and
- Conduct business in a fair and honest manner with customers, competitors and vendors.

Thank you for all you do to ensure that we continue to do the right thing, every day, in every way.

Best,  
Bob

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*The Code applies to all Dun & Bradstreet employees. You are required to comply with this Code as a condition of your employment. This document does not provide any guarantee of continued employment at Dun & Bradstreet, and, unless otherwise permitted by local law or you have a written employment contract with the company stating that your employment is not “at will,” you are employed “at will.” This means that you or Dun & Bradstreet can end the employment relationship at any time, with or without cause, and without prior notice, for any reason not prohibited by law. This Code may be unilaterally modified by Dun & Bradstreet at any time.*

## Our Values

Our values are the constant touchstone of our community; they guide our behavior and anchor our decisions.

The Dun & Bradstreet family is ...

- **Data-Inspired** - We're passionate about the power of data. It's at the heart of everything we do.
- **Relentlessly Curious** - We embrace the change in the world around us. We know it brings new problems to solve, new things to learn and new ways to grow.
- **Inherently Generous** - We succeed by helping others succeed. We openly share our time and talent, and we confidently welcome the help of others.

## Our Code

### It Starts with Integrity

For over 170 years, Dun & Bradstreet has been a trustworthy partner of global businesses large and small. We have a reputation for integrity—conducting business ethically and in compliance with the letter and spirit of the law in every interaction, with all of our global stakeholders, regardless of location or business unit.

Our Code of Conduct keeps us working toward a common goal—a respectful workplace that operates with the highest standards of business conduct. As an employee, you are expected to follow the Code and all applicable Dun & Bradstreet policies and laws and to use good judgment at all times. When faced with a difficult ethical decision, ask yourself some basic questions to help guide your decision-making.

### Ask Yourself:

- *Am I compromising my own personal ethics in any way?*
- *How would I feel if my action was shared on Twitter or Chatter or reported in the news?*
- *Would Dun & Bradstreet lose customers—or shareholders—if they knew employees did this?*
- *Would I be comfortable explaining my action to other employees? My family? My friends?*
- *Is my action consistent with being a trusted business partner?*

Dun & Bradstreet believes in only doing business with suppliers, contractors, consultants and other business partners who share our high standards. We seek to establish mutually beneficial, long-term relationships with our business partners and strategic partners such as members of the Dun & Bradstreet World Wide Network. Our ultimate goal is to direct all of our business to partners who demonstrate that they share our commitment to do the right thing.

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*... follow the Code and all applicable Dun & Bradstreet policies and laws and use good judgment at all times.*

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We conduct business in many countries, and laws, local customs and social standards differ greatly from one place to the next. We abide by the laws of the countries in which we operate, unless they violate applicable U.S. law. If there is a conflict between local law and U.S. law, seek guidance from the Compliance team.

As part of our Code and our commitment to integrity, Dun & Bradstreet employees in the U.K. comply with the Financial Conduct Authority (FCA) regulations. To see links to the relevant U.K.-specific policies, see Appendix.

### **Asking Questions and Raising Concerns**

If you become aware of a possible violation of this Code or any applicable law or policy, you have a duty to immediately report it. Remember, no one—not even your leader—has the authority to make you do something illegal or improper.

No book or code can provide all the answers or cover every possible situation. Our Code only serves as a guide to ethical conduct. In some circumstances, the right thing to do will be obvious, but in others, it may be difficult for you to choose the right course of action. At Dun & Bradstreet, we have many internal contacts and resources that will help you get the answer you need.

If you are unsure what to do, please reach out and ask for help before acting.

Failure to comply with the Code and all applicable Dun & Bradstreet policies and laws may have severe consequences for both Dun & Bradstreet and the people involved. In addition to damaging our good name, conduct that violates the Code may also violate the law, subjecting Dun & Bradstreet and those involved to legal action. Dun & Bradstreet will impose disciplinary action for violations, including termination of employment and recovery of damages.

### ***You may report a potential concern or ask questions in several ways:***

- *Talk to your immediate leader if you are comfortable doing so;*
- *Reach out to the People team;*
- *Address your concerns with Employee Relations;*
- *Contact the Compliance team;*
- *Talk to a Legal team member;*
- *Send an email to the Compliance Inbox; or*
- *Contact the Dun & Bradstreet Global Compliance Hotline:*
  - *By phone: In the U.S. and Canada: 1-800-261-8552. Outside the U.S. and Canada, [click here](#) for detailed dialing instructions.*
  - *Online: <https://dnb.alertline.com>. (You can access both the country-specific dialing instructions and the online reporting form from this site.)*

To report concerns directly to Dun & Bradstreet’s Board of Directors, visit the Investor Relations section of [www.dnb.com](http://www.dnb.com) and follow the “Contact the Board” link under the Corporate Governance tab.

We also have Quick Reference Guides available to help you with compliance and privacy questions or concerns.

The Dun & Bradstreet Global Compliance Hotline is staffed by an outside company and is available 24 hours a day, seven days a week. You may report anonymously to the extent permitted by applicable law, although maintaining anonymity may limit our ability to effectively investigate your concerns.

As a company, we investigate all reports promptly, thoroughly and fairly, and will take appropriate action in accordance with our Compliance Incident and Investigations Protocol. As an employee, you have an obligation to cooperate fully in any investigation and share information openly, honestly and without fear

of retaliation. Unless required by law, employees are not permitted to have legal counsel or other representatives present at meetings related to the investigation. Further, audio or video recording of calls or meetings concerning investigations is not permitted.

We:

- Make every effort to safeguard your confidentiality and, if applicable, your anonymity; and
- Make every reasonable attempt to communicate back to you once the investigation is complete.

Dun & Bradstreet's Global Compliance Incident and Investigations Protocol as well as "Ask for Help" resources are available on the company's intranet.

### **Additional Expectations for Leaders**

Leaders have an additional responsibility to lead by example and operate with integrity, every day.

If you are a leader:

- Make sure the Code is communicated to those you lead so they understand their obligation to comply with it;
- Ensure that your employees receive appropriate training on the Code and all applicable Dun & Bradstreet policies and laws that impact their job duties;
- Look for opportunities to routinely communicate and discuss ethical conduct, difficult decisions or other challenging situations with your employees; and
- Create an open working environment that encourages employees to come to you with any questions or reports. When they approach you, respond promptly. Report all concerns or questions to the People team, the Compliance team or other resource immediately.

Closely monitor what is happening with your employees. If you become aware of any conduct that may violate the Code, or any applicable Dun & Bradstreet policies or laws, report it immediately. Not reporting a violation by one of your employees when you know or should have known about it will result in discipline including termination of employment and recovery of damages in appropriate cases.

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*Leaders have an additional responsibility to lead by example ...*

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### **Zero Tolerance for Retaliation**

It is a violation of our Code to retaliate against an employee for reporting a concern in good faith or participating in an investigation, even if the allegations prove to be inaccurate. Good faith does not mean you have to be right, but it does mean that you are providing all information you have and that you believe it to be true. Individuals who engage in retaliation are subject to disciplinary action including termination and, if legal action is taken, could be responsible for payment of damages.

If you believe that you have been the subject of retaliation, immediately contact the People team, the Compliance team or other resource.

### **What If ...**

*A Dun & Bradstreet employee suspects his leader is making false entries on her expense report. He knows he should report it, but he doesn't want his leader to get in trouble. He also fears that if she finds out about his report, it will not only affect the good working relationship he has with her but also his future advancement within Dun & Bradstreet. What should he do?*

*Acts of misconduct that seem small or inconsequential can erode our company's reputation for operating honestly and with integrity. When someone violates our Code or our policies, it affects all of us. Speaking up isn't always easy—but it's always the right thing to do. In fact, failing to speak up when you know or suspect misconduct, is, in itself, a violation of our Code. The employee should come forward and share his concerns without fear, knowing that Dun & Bradstreet will not tolerate retaliation against anyone who reports in good faith. Where permitted by law, he may report his concerns anonymously.*



## **Our Commitment to Each Other**

### **We Put People First.**

Our continued success depends largely on our ability to attract and develop a diverse work force. At Dun & Bradstreet, we are committed to providing a work environment that fosters respect for all employees, customers, suppliers, contractors, consultants and other business partners and reflects the diversity of the communities in which we operate.

### **Respect for Diversity**

Any unfair employment practice, however inadvertent, ultimately hurts all of us. We make employment decisions based on merit and do not discriminate based on race, color, national origin, religion, gender, sexual orientation, gender identity or expression, civil union or marital status, age, citizenship status, disability status, pregnancy, genetic information, protected military or veteran status, ancestry, medical condition (cancer or genetic characteristics) or any other characteristic protected by law and as set out in our Equal Employment Opportunity Policy. We are also committed to applying affirmative action in our workplace.

We demand a work environment free from harassment, abusive conduct and bullying and do not tolerate any form of inappropriate conduct toward another person that creates an intimidating, hostile or offensive work environment. Harassing or bullying conduct can include physical actions or verbal remarks/messages, which are based on a protected characteristic. Sexual harassment can involve unwelcome sexual advances, requests for sexual favors or other physical or verbal conduct of a sexual nature.

All forms of harassment, abusive conduct and bullying are prohibited. This policy extends to vendors, consultants, and others with whom we do business and applies in both work-related settings and work-sponsored activities, regardless of when or where the activity takes place.

If you observe, learn of or are subject to harassment, abusive conduct or bullying, immediately report it to your leader, the People team, the Compliance team or other resource. Investigations will be conducted promptly and discreetly.

For more information, refer to our Global People Policies as well as the local People policies where you work.

The Dun & Bradstreet Equal Employment Opportunity and Affirmative Action Policy and the Non-Discrimination and Anti-Harassment Policy are available on the company's intranet.

### **What If ...**

*A Dun & Bradstreet employee has built a strong working relationship with several supplier representatives. One of them has started flirting with her recently and leaves her suggestive notes. She feels uncomfortable but isn't sure what to do since he is not a fellow Dun & Bradstreet employee. What options does she have?*

*Even though the supplier representative is not a Dun & Bradstreet employee, the employee should report the situation to her leader, the People team or the Compliance team. Harassment includes physical actions or written remarks made by anyone in our workplace. We take all reports of harassment, abusive conduct or bullying seriously and will investigate them promptly and discreetly.*

**What If ...**

While on a business trip, a Dun & Bradstreet employee repeatedly asks a co-worker out for drinks and makes comments about the co-worker's appearance that make her uncomfortable. The co-worker has asked him to stop, but the requests and the comments continue. Since the two employees are not in the office and the conduct is happening "after hours," what should she do?

She should report the incident to her leader, the People team or the Compliance team. This type of conduct is not tolerated at Dun & Bradstreet, even in work-related situations that occur off site or after hours.

**Respect for Health and Safety**

We want to maintain a safe, healthy work environment. Each of us has a responsibility to:

- Follow safe working procedures and applicable laws and regulations, at all times;
- Actively work to prevent accidents;
- Immediately report any unsafe condition to our leader, Site Incident Manager or other resource; and
- Immediately report any violent behavior or threats to our leader, the People team or other resource for investigation.

Because safety comes first, while at work, employees must remain free from the influence of illegal drugs, alcohol or any substance that may impair their ability to work safely and effectively. In addition, employees may not possess, sell, use or purchase illegal drugs or drug paraphernalia on Dun & Bradstreet premises or at Dun & Bradstreet-sponsored events.

Likewise, we prohibit the wearing, transporting or storage of firearms or other dangerous weapons in our facilities or on our properties by employees, consultants or visitors.

The Dun & Bradstreet Drug-Free Workplace and Possession of Weapons Policies are available on the company's intranet.

**Respect for Human Rights**

We support the principles established under the United Nations Declaration of Human Rights, and are committed to conducting business in a way that respects the rights and the dignity of people. We prohibit the employment of underage children or forced labor, as well as any form of physical punishment or abuse. We expect suppliers throughout our global supply chain to share our commitment to the same high standards.

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*... respect the human rights of people in communities that are impacted by our activities.*

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We take steps to ensure that slavery and human trafficking is not taking place anywhere within our organization or our supply chain. Do your part to respect the human rights of people in communities that are impacted by our activities, and report any human rights abuse that you see or suspect either in our operations or in those of our business partners.

**Respect for the Environment**

We follow applicable laws, policies, permits and regulations as they relate to protecting the environment and conserving energy and natural resources, and we work to reduce the environmental impact of our

operations everywhere we do business. Your commitment helps our company to be good stewards, to reach our goals and to make positive environmental change.

## Our Commitment to Our Company and Our Shareholders

### Handling Conflicts of Interest

A conflict of interest occurs when personal or family interests interfere—or appear to interfere—with our ability to make sound business decisions on behalf of Dun & Bradstreet. We need to avoid any situation that creates even the appearance of a conflict of interest.

It is not possible to list all of the situations that could present a potential conflict, but there are some areas where conflicts often arise:

- Conducting business with—or supervising—spouses, partners, family members, friends or others with whom you have a close personal relationship (“family or friends”);
- Having business interests or employment outside of Dun & Bradstreet;
- Having a business arrangement or transaction between two parties who have a relationship outside of the business transaction—this is referred to as a related party transaction;
- Serving on boards of directors outside of Dun & Bradstreet;
- Pursuing opportunities that belong to Dun & Bradstreet; and
- Exchanging gifts and entertainment.

Each of these situations is described in more detail below, under the Disclosing a Potential Conflict section.

#### *Disclosing a Potential Conflict*

As a general rule, conflicts of interest are not permitted. If a real, potential or perceived conflict of interest arises, you must disclose it to your leader and the Compliance team immediately once you become aware of the situation. Your leader will review the conflict with the Compliance team. You must have the approval of both your leader and the Compliance team before an exception to our conflict of interest policy is granted.

The Compliance teams are responsible for administering the Code of Conduct Certification process.

As part of the process, each employee generally certifies that he or she is not aware of any related party transactions that need to be reported or disclosed. If you become aware of a related party transaction, you must disclose it to the Compliance team

#### *Doing Business With or Supervising Family or Friends*

A conflict of interest can arise if you or your family or friends have a personal stake in a company that does—or seeks to do—business with Dun & Bradstreet. A conflict can also arise when a personal or family relationship exists between employees—especially if there is also a reporting relationship; it can create the appearance of preferential treatment or favoritism.

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*The important thing is to avoid even the appearance of bias.*

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Remember:

- No family member should hold a position where he or she has direct decision-making authority over another family member;
- Never use your position to influence or seek to be influenced during any stage of an opportunity, from the bidding process through negotiations and execution;

- If family or friends work for a competitor, customer or a company that conducts – or seeks to conduct – business with Dun & Bradstreet, disclose it immediately, using the Conflict of Interest Certification form, to your leader, with a copy to the Compliance team; and
- Avoid indirect reporting relationships (for example, dotted-line relationships or reporting relationships related to a specific project) between family or friends.

The important thing is to avoid even the appearance of bias. If such a situation arises, remove yourself from the decision-making process and immediately notify your leader or the People team in writing, with a copy to the Compliance team, or other resource.

The Dun & Bradstreet Employment of Relatives and Close Personal Relationships Policy is available on the company's intranet.

**What If ...**

*A Dun & Bradstreet employee learns that his department is seeking a new supplier, and his brother owns a company that can supply the needed service. Is it okay for the employee to submit the name of his brother's company for consideration?*

*Yes. The employee must, however, disclose the relationship to his leader and to the Compliance team, and remove himself from the decision-making process.*

*Working Outside of Dun & Bradstreet*

Sometimes taking outside employment can create a conflict of interest. You may not take another job that interferes with your ability to do your job at Dun & Bradstreet (e.g., conducting outside business during working hours or using Dun & Bradstreet property, equipment or information for non-Dun & Bradstreet uses). If you have an employment contract with Dun & Bradstreet, it will likely specify this requirement and you could be subject to termination for failure to comply.

In addition, you may not take outside employment with a supplier, competitor or vendor of Dun & Bradstreet if doing so will affect the decision-making you do as an employee of Dun & Bradstreet. If employment you held prior to joining Dun & Bradstreet might create a conflict, or if you are contemplating an outside job that could interfere with your job duties, notify your leader or the People team and the Compliance team.

**What If ...**

*A Dun & Bradstreet employee owns a small business as a side project. She does not have access to all the information in Dun & Bradstreet's systems but knows that some of it could help advance her business. She asks a colleague to quickly look up some information for her to use in her side business, since it will not take much time and her business does not compete with Dun & Bradstreet. If the colleague agrees, is he violating our Code?*

*Yes. If this colleague fulfills her request, he would be violating our Code. We must not use Dun & Bradstreet's information or materials for our own or for others' personal gain. This situation describes both a conflict of interest and a potential breach of data privacy and/or confidentiality. Because this request is not for legitimate Dun & Bradstreet business purposes, this colleague should politely decline.*

*Engaging in a Related Party Transaction*

A related party transaction is a business arrangement or transaction between Dun & Bradstreet and:

- Affiliates of Dun & Bradstreet, including subsidiaries;

- Entities for which investments in their equity securities would be required to be accounted for by the equity method by the investing entity;
- Trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management;
- Principal owners of Dun & Bradstreet and members of their immediate families; and
- Management of Dun & Bradstreet (Executive Officers as set forth in the Dun & Bradstreet Proxy Statement each year) and members of their immediate families.

The concern with related party transactions is that the business transaction will not be conducted at “arm’s length” because of the pre-existing relationship. Since related party transactions may give rise to conflicts of interest, certain related party transactions require disclosure to the Securities and Exchange Commission. As a result, it’s important that employees know the definition of a “related party” and be vigilant in identifying and reporting any related party transactions (see [Disclosing Potential Conflicts](#) section).

Please refer to the Related Party Policy for more information and examples of related parties and related party transactions.

**What If ...**

*One of our subsidiaries provided accounting or financial services to Dun & Bradstreet. Would that be an example of a related party transaction?*

*Yes, it would. There are many common transactions between related parties which can occur in the normal course of business, including: other services received or furnished such as engineering and legal services; sales, purchases and transfers of real and personal property; use of property or equipment via lease (or otherwise); and borrowings, lendings or guarantees. All must be reported and reviewed to ensure there is no conflict of interest.*

**Serving on Outside Boards**

Because of the time commitment and the potential for conflicts of interest, no employee may:

- Be appointed to any outside board of directors (or similar body) of any for-profit public or private company without prior approval of his or her leader, the Corporate Secretary’s Office (who leads the review process and assesses potential conflicts) and the Nominating & Governance Committee of the Dun & Bradstreet Board of Directors
- Serve on more than one public company board of directors (or similar body) without the prior approval of the Nominating & Governance Committee

Helping the community by serving on a board of directors of a non-profit organization is encouraged, so long as such service does not interfere with your ability to do your job. For a non-profit board position, you are required only to notify your leader. For any questions regarding the process, contact the Corporate Secretary’s Office.

**What If ...**

*A Dun & Bradstreet employee in India has been asked to serve on the advisory board of a for-profit private company. She does not believe that the company competes with Dun & Bradstreet, and she is certain that she would be able to manage the time commitment involved. She notifies her leader, who has no objection. If the Dun & Bradstreet employee accepts the advisory position, is she violating the Code?*

*Yes. She must obtain the prior approval of her leader, the Corporate Secretary’s Office and the Nominating & Governance Committee of the Dun & Bradstreet Board of Directors before accepting an appointment to any outside board of directors—or similar body—of any public or private company. Although an advisory committee is not a board of directors, it is a similar body established to provide*

*guidance and advice to a company. As such, the same approval process applies. Please contact the Corporate Secretary's office if you have any questions.*

#### *Making Private Use of Corporate Opportunities*

In some cases, through your work or through contacts with customers, suppliers, contractors, consultants or other business partners, you may become aware of an opportunity to make a purchase or an investment in which Dun & Bradstreet would be interested.

Taking advantage of such an opportunity can create a conflict of interest or the suggestion of something inappropriate, so you must promptly notify your leader of the opportunity to allow evaluation by Dun & Bradstreet. Remember, it is important to avoid even the appearance of a conflict of interest, even if there is no actual conflict. You may only act privately on an opportunity discovered through your position with Dun & Bradstreet after Dun & Bradstreet has had a full and transparent opportunity to evaluate it, has rejected it, and you have received express permission to pursue such opportunity from your leader.

#### *Exchanging Gifts and Entertainment*

Business gifts and entertainment are intended to build stronger working relationships and goodwill. However, this is also an area where conflicts of interest or the suggestion of something corrupt can arise. Giving or receiving gifts, regardless of who initiated it or who receives it, is not appropriate if it creates an obligation, puts the giver or the recipient in a situation where either party appears biased or is intended by either party to influence a business decision.

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*Always use discretion and good judgment when spending Dun & Bradstreet funds.*

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Employee recognition and gifting guidelines, as well as additional Dun & Bradstreet requirements when booking travel, can be viewed in the Global Travel & Entertainment Policy. Always use discretion and good judgment when spending Dun & Bradstreet funds. Ensure that any travel or entertainment expenses serve a legitimate business purpose and obtain any necessary approvals in advance. Use corporate credit cards exclusively for business purposes and be sure to accurately record, describe—and provide proper supporting documentation for—all transactions.

Gifts include goods, services and anything of value including all travel, lodging, meals and entertainment, when the host does not attend.

#### **Gifts are permitted if they are:**

- *Nominal in value;*
- *Infrequently given;*
- *In good taste;*
- *Unsolicited; and*
- *Not cash or a cash equivalent.*

#### **Entertainment may be accepted if it is:**

- *Attended by both the person offering and the person accepting (note that attendance by family or friends is not permitted without proper approval);*
- *Irregular or infrequent;*
- *Unsolicited;*
- *In a setting that is appropriate for a business or relationship-building discussion;*



- Reasonable (e.g., it involves an amount you are accustomed to spending on personal entertainment); and
- Something you or the recipient would freely discuss with coworkers.

The rules for gifts and entertainment apply not only to employees, but also to their spouses, partners or family members at all times. In addition, in many countries, including the U.S., there are regulations that restrict what you may offer government employees; if you regularly interact with government employees at any level, you must familiarize yourself with these regulations and consult with the Legal team.

Decline any offers of gifts or entertainment that are inappropriate. In very limited circumstances, if you find yourself in a situation where refusing a gift offered as a matter of cultural practice would embarrass or offend the person offering it, you may accept the gift on behalf of Dun & Bradstreet and then report it to your leader and the Compliance team.

Similarly, cultural requirements may dictate the giving of gifts that are more than nominal in value. Contact your leader and the Compliance team in advance to determine what is appropriate and what approvals are required.

Finally, if you are induced to provide a benefit under threat of physical force or duress, do what is best for your safety and report the incident immediately to your leader and the Compliance team.

Remember, you cannot offer, give or receive anything that would compromise—or even appear to compromise—the ability to make fair and unbiased business decisions on behalf of Dun & Bradstreet (see [Anti-Corruption](#) section). For advice on what is considered appropriate, contact the Compliance team.

**What If ...**

*A Dun & Bradstreet employee is sending out gifts to her customers to thank them for their business and wish them a Happy New Year. She decides to send her clients a small gift basket with assorted fruits and chocolates. Each basket is valued at US\$50. Is this an appropriate business gift?*

*Yes. The gift basket is appropriate because it adheres to our standards. It is nominal in value, in good taste, unsolicited, not a cash gift and, since it is a once-annual gift, it does not put her customers in a position where they may appear biased or pressured to make a particular business decision.*

**What If ...**

*A long-time vendor sends a Dun & Bradstreet employee a gift card to his favorite restaurant. Can he accept the gift?*

*No. Regardless of amount, Dun & Bradstreet does not permit giving or receiving gifts in the form of cash or cash equivalents such as gift cards or checks.*

**What If ...**

*We consider offering a very low-value gift to everyone who completes a marketing survey. Is that permitted by our gift policy?*

*Yes. A large scale initiative that is offered to complete a defined task (such as completing a survey) is acceptable as long as it meets our requirements (e.g., it is nominal in value, infrequently given, in good taste, unsolicited and not cash or a cash equivalent).*



**What If ...**

A Dun & Bradstreet leader decides to take some customers and a few of his employees to dinner following a long meeting. The group first attends a business dinner where the bill is US\$40 per person. After dinner, the leader proposes that the group attend a nearby gentlemen's club for adult entertainment. The customers and employees willingly agree and the group continues their business discussions at the club. Did he do anything wrong in this situation?

*The business dinner was appropriate. It was unsolicited, in an appropriate setting, and the cost per person was reasonable. However, the decision to take the group to a "non-inclusive establishment" violated our policies. Any restaurant, bar, lounge, club or other establishment that limits entry based on race, gender, national origin, creed or other protected class or offers entertainment of an inappropriate or offensive nature is considered a "non-inclusive" establishment and visiting such an establishment would be inappropriate.*

**What If ...**

An employee suggests that we offer low-priced promotional items such as pens or coffee mugs with the Dun & Bradstreet logo on them when meeting with our government customer. Is there any problem with this?

*Maybe. There might be very limited circumstances where this would be acceptable, but even this type of offer must be monitored very closely to ensure strict compliance with the law. Never offer anything to a government employee, at any level, without seeking approval in advance and ensuring that all reporting requirements are met (see [Anti-Corruption](#) section).*

**Safeguarding Our Company**

The protection of Dun & Bradstreet's assets is a critical responsibility. We must each work diligently to respect these assets, protect them from misuse damage, loss, or theft and preserve our reputation and highly-respected brand.

*Protecting Our Brand*

We are each responsible for maintaining and building Dun & Bradstreet's greatest asset—our brand—as well as our trademarks, copyrights, patents and other intellectual property. Our logos and the name "Dun & Bradstreet" are examples of our trademarks recognized around the world.

We also must take the appropriate steps to protect Dun & Bradstreet's brand identity—how Dun & Bradstreet looks and sounds to all of our audiences. We have set out specific guidelines covering logos, color palette and the other components that make Dun & Bradstreet's brand instantly recognizable in the marketplace. These guidelines can be found in the Dun & Bradstreet Brand Guidelines Manual; the standards must be followed at all times on all Dun & Bradstreet materials.

Internal Dun & Bradstreet publications and even software programs developed for or by Dun & Bradstreet are also materials that can be protected by copyrights or otherwise.

In performing your job, you may receive, develop or be exposed to information, practices, methods, inventions, written materials, programs, word algorithms, processes or other works. These creations belong to Dun & Bradstreet. Although such "intellectual property" may not be tangible like our buildings and equipment, it is among the most valuable of Dun & Bradstreet's assets, and you are expected to

protect it. If you are unsure about a proposed use of Dun & Bradstreet trademarks, copyrights or patents, you should consult the Legal team.

The Dun & Bradstreet Brand Guidelines Manual is available on the company's intranet.

#### *Charitable and Political Giving*

As a company, we make decisions about charitable support and corporate sponsorships, based on a fair, unbiased decision-making process. From time to time, we may collect donations or provide benefits in kind in order to contribute to a charity, but participation is based on a fair, unbiased decision-making process subject to approval by the Compliance team.

Although giving to legitimate charitable organizations in which our customers or vendors are engaged may be permitted, there must be no business advantage associated with an agreement to give. Decisions should be made by a leader who is not directly involved in the day-to-day relationship with the company or vendor involved.

All requests by customers or vendors or any other third party to use Dun & Bradstreet's name or brand in communications related to contributions or events, including listing Dun & Bradstreet as a participant or sponsor of the event, must follow the guidelines, which can be found at Dun & Bradstreet's Brand Center.

We are committed to being a good corporate citizen and contributing to the well-being of our communities. As part of that commitment, we encourage you to support civic and political activities, as long as they are in compliance with state and federal laws and do not present a conflict of interest (see [Handling Conflicts of Interest](#) section).

Never suggest or imply that your donation of time, resources or money is from—or endorsed by—Dun & Bradstreet. You may not give political contributions on behalf of Dun & Bradstreet or use corporate funds for such purposes, and Dun & Bradstreet will not reimburse you for any political or campaign contribution. You will never be favored or punished for making or not making a personal political contribution.

If you are a member of the Government team and intend to make a political contribution, you are required to inform and receive approval, in advance, from the Legal team before proceeding. Section 16 Officers are asked to inform the Office of the Chief Legal Officer when they have made a donation (of money, time or their home (e.g., for hosting an event for a candidate)). Doing so will enable Dun & Bradstreet to avoid conflict of interest issues and ensure compliance with applicable laws (e.g., Pay to Play laws). You are encouraged to contact the Legal team with any questions or if you are ever unsure about whether or not it is acceptable to make a contribution or engage in certain political activity.

Strict regulations exist at both the state and federal levels regarding lobbying activities. You may not retain a lobbyist or engage in any lobbying activities on behalf of Dun & Bradstreet without first having obtained the approval of Dun & Bradstreet's Chief Legal Officer.

#### *Speaking on Behalf of Dun & Bradstreet and Media Interviews*

In order to ensure that accurate information is conveyed to the media, the public, to regulatory authorities and others, we have designated key individuals to serve as our official company spokespersons. Unless you are authorized to do so, do not make any statements nor speak to reporters on the company's behalf.

Refer all media inquiries and public requests for information (including questions about—and requests for—financial performance) to our Public Relations/External Communications or Investor Relations teams.

If you have been asked to speak from an outside organization on behalf of Dun & Bradstreet, please complete the request form located on the Global Events Delivery Platform. Once approved, you will be required to review the Speaker Training videos prior to your engagement.

To view approved speaker profiles, visit the Speaker Bureau.

### *Social Networking*

Social media offers a wonderful forum for exchanging ideas and building relationships. Always use good judgment and engage in social media in a way that is lawful and consistent with our policies.

Remember, when something is posted online, it can't be changed or deleted, so think before you share and consider how your words will be perceived. If you have any doubts about whether something is appropriate or not, don't post it.

In your online activity:

- If there is a strong chance that someone could mistake your personal posts on social media for the views of our organization, you should include a disclaimer in a reasonably prominent place. Be sure to include a disclaimer when talking about our products and services;
- Remember that not all company information can or should be made public—protect confidential company, customer and third party information (such as new customer wins, information that would violate our insider trading policy, trade secrets, unreleased product information or internal reports);
- Don't share or post sensitive personally identifiable information (PII) about other individuals. This includes, but is not limited to, address, Social Security number, Driver's License Number, credit card information, date of birth, race, gender, religion, political beliefs, ethnicity or any other sensitive PII;
- Don't disclose anything that could violate another employee's right to personal privacy;
- If you make a mistake, be up-front about it, and correct the error quickly;
- Contact our Social Media team if you have any questions about engaging in social media; and
- Recognize and refer to our PR and Legal teams any issue that requires an official company response.

The Dun & Bradstreet Social Media Policy is available on the company's intranet.

### *Protecting Our Physical and Electronic Assets*

Our physical and electronic assets, such as our facilities, equipment, supplies and computer hardware, operating systems and software are company property and provided for business use. We owe it to our customers, shareholders, suppliers, contractors, consultants, business partners and ourselves to:

- Safeguard all Dun & Bradstreet property against damage, loss or theft;
- Ensure that only Dun & Bradstreet-authorized assets (hardware and software, including IaaS (Cloud environments) are used;
- Use Dun & Bradstreet assets for business purposes;
- Change passwords regularly and do not share passwords and account access credentials with others;

- Comply with security measures and internal controls that apply to personal computing devices, such as laptops and mobile devices and the information stored, processed or transmitted by them;
- Always wear badges visibly while on site;
- Never tamper with, circumvent or disable security or safety devices or internal controls;
- Promptly report any suspicious activity to the global Physical Security Hotline, 973-921-6200, 24 hours a day, seven days a week; and
- Immediately report any suspicious activity such as a phishing attempt or breach.

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*Safeguard all Dun & Bradstreet property against damage, loss or theft.*

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Dun & Bradstreet employees must complete the required Information Security training course as well as review, acknowledge and adhere to the Dun & Bradstreet Global Information Security Policy.

The Dun & Bradstreet Global Information Security and Privacy policies are available on the company's intranet.

### **What If ...**

*My company laptop was stolen out of my car. What should I do?*

*Immediately report the incident to Global Security so that action can be taken to prevent access to our networks and information. Remember, you have a responsibility to protect the devices entrusted to you. The best practice for preventing loss is to either take your laptop with you or lock it in your car, out of sight or in the trunk.*

### **Leaving Dun & Bradstreet**

At the end of your employment with Dun & Bradstreet, all corporate assets and Dun & Bradstreet property must be returned, secured and/or disposed of appropriately. At the time of your termination, your leader will meet with you to collect—and confirm you have returned—all company property and assets including:

- Electronic equipment (e.g., computers, laptops, iPads, PDAs, cell phones, pagers, etc.);
- Property (e.g., keys, company ID, company credit cards, etc.);
- Materials (e.g., internal presentations, confidential records, brand assets, customer lists, product brochures, etc.); and
- Dun & Bradstreet intellectual property and other work products in your possession, including any copies.

Employees who work remotely will be given specific instructions on how to return their assets.

Do not download, forward or share any business information that resides on company property or assets prior to your departure.

If you are subject to an active Records Hold Notice, ensure that all records or materials (electronic or otherwise) subject to the Hold are preserved after you leave Dun & Bradstreet. You and your leader should consult with the Legal team for assistance with the preservation.

If you have created an authorized Dun & Bradstreet online or cloud account, provide your username, password and other necessary account information to your leader upon your termination of employment.

Comply with any other termination of employment procedures, including an exit interview or asset collection checklist procedure. Remember, your obligation to protect Dun & Bradstreet, customer and third party confidential and personal information continues even after your working relationship with Dun & Bradstreet has ended.

**What If ...**

*A systems analyst for Dun & Bradstreet has created several software applications that Dun & Bradstreet has never used. He is leaving to start his own business and assumes that he can use these applications in his new business. Does this violate our Code?*

*Yes. Although he developed these programs, they belong to Dun & Bradstreet as “intellectual property.” When an employee leaves Dun & Bradstreet, he or she must return all of Dun & Bradstreet’s intellectual property and other work products that are in the employee’s possession. Keeping or using any such property is a violation of copyright laws and the Code.*

**Safeguarding Information**

We have become a leader in the information service industry through a constant focus on data quality and customer service. Our customers trust us to provide them with high-quality, reliable information and to protect confidential information. We also comply with global regulatory requirements associated with collecting, using, transferring, storing, securing and disposing specific categories of data.

*Data Governance and Privacy*

Just as the People team sets standards for how people are managed and Finance for how money is managed, Data Governance and Privacy sets policies and standards for managing data.

All employees manage some sort of data. Examples include: transferring data across borders, collecting information from various data sources and managing personal and sensitive information.

Dun & Bradstreet receives data from many sources, and these sources may have specific restrictions on how the data can be used and for what purpose—where there are specific restrictions, the designated data manager has a responsibility for documenting them. You have a responsibility to:

- If authorized access, use data in accordance with any restrictions;
- Store documentation in a centralized location for all employees authorized to access it. Dun & Bradstreet’s authorized storage tool is either SharePoint or Microsoft 365 OneDrive for Business;
- Make sure you understand the guidelines set by Data Governance and Privacy on how to recognize personal and sensitive information. To view the Identification of PI and SPII Data checklist for information on how to identify personal and sensitive information, check the company’s intranet; and
- Learn to identify personal and sensitive information in the data you manage, understand the permissible use of that information and follow the rules on how it must be managed, protected, transmitted, stored and disposed of.

If you are developing a new source or product using a new or existing source and need assistance to verify the use of the data, consult with the Data Governance and Privacy teams.

### **What If ...**

*An existing data set that an employee is using for a new product has contact name, telephone number and address. What should she do first?*

*She should check the Identification of PI and SPII Data Checklist to determine if this data is personal or sensitive, then take the actions outlined in the checklist to protect it. She should also consult with the Privacy team to determine if a Privacy Impact Assessment needs to be completed.*

### **Protecting Confidential Information**

We are committed to maintaining the security of the confidential information belonging to Dun & Bradstreet, its employees, its customers and other third parties. Make sure you know the kinds of

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*... know the kinds of information considered confidential and protect it from unauthorized disclosure*

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information considered confidential and protect it from unauthorized disclosure. Some examples include new customer wins, information that would violate our insider trading policy, if traded upon, trade secrets, unreleased product information and internal reports. Remember these are only examples.

To safeguard confidential information:

- Never share confidential information with anyone—inside or outside of Dun & Bradstreet—who is not authorized to view or use it as part of their job;
  - Never provide any Dun & Bradstreet data, such as DUNS numbers, reports or company information, to anyone outside of our normal sales and delivery channels; it must be protected by a valid contract or legal agreement
  - Safeguard access to Dun & Bradstreet information systems, like Hoovers, Market Insight or DNBI
- Anyone outside of Dun & Bradstreet must have Dun & Bradstreet’s express written permission to access confidential information and, when authorized, disclosure should be on a “need to know” basis and protected under a non-disclosure agreement. Be sure to conduct the appropriate due diligence and have the appropriate agreement in place before you disclose the information;
- Properly secure and label confidential Dun & Bradstreet material along with confidential information we receive from others under non-disclosure agreements; and
- Keep trade secrets and other confidential intellectual property secret.

You also have an obligation to protect the confidential information of others (including our customers, suppliers, contractors, consultants and business partners). This includes information provided to Dun & Bradstreet in confidence, such as business records, financial results, sales figures and information that is subject to a non-disclosure agreement.

The Dun & Bradstreet Global Information Security and Privacy policies, as well as Sales Policies and Procedures are available on the company intranet.

### **What If ...**

*A Dun & Bradstreet employee is approached by a friend who is starting a new business. Since the new business does not relate to—or compete against—Dun & Bradstreet’s business, the friend asks if the*



*employee will share names and contact information of Dun & Bradstreet customers and prospects to help get her business going. Is that a problem?*

*Yes. Regardless of whether or not her new business impacts Dun & Bradstreet's business, the list she has asked for is confidential information and must not be shared.*

### *Protecting Personal Information*

We are committed to collecting, using and securing personal information entrusted to us by our fellow employees, customers and other third parties in accordance with all legal requirements.

“Personal Information” (“PI”) is any information relating to an identified or identifiable person, including Sensitive Personal Information (“SPI”). PI includes information about individuals (e.g., employees, consultants and contractors) and in some countries about sole proprietorships and other small business entities. Examples of SPI can include (depending on the relevant law) national identification numbers, financial records or intimate personal information.

The definitions of PI and SPI differ from country to country. Contact your local in-house attorney or the Compliance team with any questions or see the Enterprise Data Governance website.

In terms of data privacy and security:

- Access, collect, use, store, secure, transmit, retain and dispose of personal information in accordance with our legal obligations and our internal Privacy Policies;
- Never access, without prior authorization, any system or database containing employee PI, such as employee or personnel records; information about stock ownership or other incentive programs; or email, text messages, instant messages, pager or voicemail messages of your coworkers;
- Safeguard PI from loss, theft, damage or exposure to individuals who are not authorized;
- Be careful not to improperly reveal PI or SPI on your mobile phone, in social media or with a coworker in public places (such as elevators, airports or restaurants, as well as open areas within Dun & Bradstreet, such as break rooms or restrooms); and
- Immediately report any suspected incident involving a breach or potential breach of our data to our Chief Privacy Officer and Dun & Bradstreet Global Security.

The Dun & Bradstreet Data Breach Incident Procedure, as well as Global Security and Privacy policies are available on the company's intranet.

### ***What If ...***

*An employee in Sales needs to share a large contract document with a prospect, and is unable to send it by email. She decides to use her personal Dropbox account to share this document with the prospect. Is this OK?*

*No. Dun & Bradstreet documents are not to be shared through personal emails or file-share utilities such as Dropbox, Google Drive, etc. unless they have been specifically approved by Security and IT teams. Dun & Bradstreet's authorized internal file storage and sharing tool is either SharePoint or Microsoft 365 OneDrive for Business. To share Dun & Bradstreet information with external parties, STP (Safe Transport) should be used and only if the necessary confidentiality agreements or contracts are in effect. She should use web-conferencing tools such as Lync or LiveMeeting to review documents with external parties if possible, and contact the Security team or IT Support if she needs to send these documents outside our network.*

**What If ...**

*A Dun & Bradstreet employee finds information left behind in a conference room that contains employee names, social security numbers and payroll information. What should she do?*

*She should immediately report the incident to her leader and to Global Security so the information can be properly secured.*

**Using Computer and Network Systems Appropriately**

Computers and electronic information are essential tools to support our business. We all must use technology for business purposes only. Although limited personal use is permitted, it must not interfere with your job duties.

Email, instant messages, text messages and Dun & Bradstreet-tagged social media postings must be composed with the same care you take in composing any other Dun & Bradstreet document. Electronic messages, both personal and business, are lasting and recoverable written records and can easily be copied and forwarded worldwide without your knowledge or consent.

We must not use Dun & Bradstreet's computer systems or mobile devices to:

- Advance personal interests or causes or political views;
- Communicate jokes or inappropriate, sexually explicit or offensive statements;
- Create or send unauthorized solicitations; or
- Conduct business for another organization.

The use of profanity, derogatory remarks, discriminatory or harassing comments, innuendo and threatening or abusive language is strictly prohibited.

We reserve the right, in compliance with applicable laws, to filter Internet access, as deemed appropriate, and to monitor, intercept or recover the entire contents of any messages or files transmitted by or stored on our systems or devices, including information that has been deleted by users.

We monitor our network environment on an ongoing basis to make sure that only authorized resources are used and that they are used appropriately, responsibly and professionally. Any information and records produced by the use of these resources is also subject to Dun & Bradstreet's review. Unauthorized hardware or software assets is subject to removal. Monitoring activities, when undertaken, comply with any applicable legal requirements.

In the course of the monitoring, any traffic on a Dun & Bradstreet network or a Dun & Bradstreet-issued device may come into the scope of an investigation and as such may be examined as part of that investigation. Be aware that any information you create, send, receive, download or store on our systems is company property, and we reserve the right to monitor, review and disclose data as we deem appropriate, subject to applicable laws and regulations. You should not have any expectation of privacy when using Dun & Bradstreet resources, including email, instant messaging, voice, data, mobile and the Internet.

The Dun & Bradstreet Global Security and Privacy policies are available on the company's intranet.

**What If ...**



*An employee gets an email from a coworker making fun of men. She wants to send it to a friend outside Dun & Bradstreet who she thinks will also find it funny. Can she forward it on?*

*No. She should never use our computer or network systems to send potentially offensive material to anyone in or outside of Dun & Bradstreet. Sending such materials can also qualify as harassment and is in direct violation of our Code. She should delete the email immediately and refrain from sending it to anyone else. The employee should then report this matter, to ensure it is handled appropriately.*

### **Maintaining Financial Integrity**

A company's credibility is judged in many ways; one very important way is through the integrity of its books and records. Each of us has an obligation to follow all internal controls in recording and maintaining Dun & Bradstreet's books and records. In every transaction, whether we are filing an expense report, preparing a financial statement or simply completing a time sheet, we must be honest, accurate and complete.

#### *Public Reporting*

We are committed to providing our shareholders with complete, accurate, timely and understandable information about Dun & Bradstreet's financial transactions and results of operations, in accordance with applicable securities laws.

#### *Internal Controls and Procedures*

To fulfill our responsibility to our shareholders, we file our financial results on a timely basis with the SEC. We have a series of procedures and controls in place to help our operations run more effectively and safeguard our assets. They also help us ensure the accuracy, completeness and reliability of our financial reports and assure compliance with all applicable laws and regulations.

Our internal controls cover financial reporting (and certain other related controls in technology, compliance and operations) and include policies and procedures that:

- Require the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles (GAAP); and
- Provide reasonable assurance of prevention or timely detection of unauthorized access, use or disposition of our assets that could have a material effect on our financial statements.

Employees who are requested to provide, review or certify information in connection with Dun & Bradstreet's internal controls or disclosure controls and procedures must provide the requested information and respond in a complete, accurate and timely manner. In addition, designated leaders must sign the Management Representation Letter representing that they have communicated and recorded appropriately all applicable information in the financial statements. If you have any concerns about the accuracy of Dun & Bradstreet's financial results, you have an obligation to report those concerns.

#### *Keeping Accurate Records*

Our financial statements are read by investors, analysts and other third parties. Every one of us, regardless of our position within Dun & Bradstreet, has an obligation to make sure that the information we record is complete, accurate and timely.

It is critical that we:

- Report our financial information in accordance with U.S. GAAP;
- Maintain a system of internal controls that will provide assurances to management regarding the reliability of financial reporting;
- Maintain books and records that fully, accurately and fairly represent our transactions in all material respects;
- Maintain a system of disclosure controls and procedures to allow timely communication of material information about Dun & Bradstreet to management, particularly when Dun & Bradstreet is preparing reports or other required filings; and
- Comply with Dun & Bradstreet requirements with respect to accurately reporting our expenses.

No matter where we are located around the world, we each have a responsibility to follow all applicable internal controls and procedures referenced in our finance and sales policies.

Falsifying financial or business records, or making false statements to Dun & Bradstreet's external and internal auditors, is against the law, and the consequences are serious. If you become aware of a potential issue with Dun & Bradstreet's accounting, or a company audit, you should raise that concern immediately, by notifying your leader, the People team or other resource. In addition, if you have any questions about whether to report or how to report or record a transaction, contact your local market Controller promptly.

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*... we each have a responsibility to follow all applicable internal controls and procedures ...*

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**What If ...**

*In a department that has met its quarterly sales target, a leader asks an employee to delay sending an invoice so that the transaction can be reflected in the next quarter's quota. Does this violate our Code or policies?*

*Yes. All goods and services must be accounted for in the period in which they occur. Every employee has a responsibility to be honest and accurate and to record entries in a way that fully and accurately reflects the transaction. If the employee is feeling pressured to do otherwise, he or she should report the incident to the local market Controller or other resources.*

**Records Retention and Records Hold**

Properly maintaining corporate records—in electronic and paper format, including email—is very important. Doing so helps us keep records as long as legally or operationally required and allows for the disposal of records in a systematic and appropriate manner when retention is no longer required.

**Our Records Management and Retention Policy:**

- Describes the procedures for appropriate records maintenance;
- Addresses the Records Holds process and requirements;
- Provides a schedule of retention periods; and
- Includes instructions for destroying records when they are no longer needed.

When Dun & Bradstreet receives notice of a threatened, anticipated or pending legal claim, litigation, investigation or audit, we have an obligation to preserve any and all records relevant to the matter. Failing to do so could have significant adverse consequences for Dun & Bradstreet, including the imposition of

severe penalties for non-compliance. Under these circumstances, you will receive a Records Hold Notice from the Legal team. When you do, you must:

- Review it carefully and respond promptly, advising the Legal team that either you have no relevant records or acknowledging your awareness of an obligation to preserve relevant records;
- Provide information regarding other potential sources of record;
- Preserve and prevent the destruction of records subject to the hold;
- Interpret the subject matter as broadly as possible—if you think a record might be included by the hold (whether created by you or someone else), preserve it;
- Remember that the hold applies to all records, whether paper, electronic (such as email) or in the form of other media (such as voicemails, text messages or photographs); and
- Preserve all forms of a record, whether drafts or copies, and any new relevant records created after the imposition of the hold. You may also receive a Records Hold Notice if you are the owner of a system on which relevant records reside.

Once the Legal team has issued a Records Hold in a matter, it means that Dun & Bradstreet's records retention guidelines are suspended until the Records Hold is released by the Legal team. If you are leaving Dun & Bradstreet or are upgrading any electronic equipment, you must provide any records or materials covered by the hold or electronic equipment (e.g., your laptop) that contain records covered by the hold to the Legal team for further preservation.

Follow proper disposal procedures for records that are no longer required and that do not need to be retained under our Records Management Policy or a Records Hold. If you have any questions regarding the scope of a hold, contact the Legal team.

Dun & Bradstreet's Records Management Guidelines and Corporate Confidential Information and Shredding Policy are available on the company's intranet.

### **What If ...**

*An employee receives a Records Hold Notice because a customer sued Dun & Bradstreet over a contract dispute. She has a box of papers concerning the negotiation of the contract that a former employee gave her when he left Dun & Bradstreet. She also has emails she exchanged with the customer regarding a product not covered by the contract in dispute. In addition, she has many drafts/redlines/non-final versions of the contract. Which of these should she preserve?*

*She should retain all of them. The Records Hold Notice must be interpreted broadly. Don't try to think of reasons why records/materials would be an exception to the hold—if the records/materials seem to be related to the matter at issue, they must be preserved. When in doubt, contact the Legal team to discuss your ongoing obligations as it relates to a hold.*

### **Cooperating with Investigations**

We each have an obligation to comply with internal investigations, whether conducted by the Compliance team, the Internal Audit team or others. If you are asked to cooperate with any internal investigation or audit, do so fully and honestly, knowing that Dun & Bradstreet has zero tolerance for retaliation.

If you receive a request for information or notice of an investigation from a government agency, notify the Legal team immediately. They will provide you with information on how to proceed.

Unless otherwise required by law, employees are not permitted to have legal counsel or other representatives present at any meetings related to an internal investigation, including interviews. Further, audio or video recording of calls or meetings concerning investigations is not permitted.

### **Complying with Insider Trading Laws**

As a function of your job, you may occasionally have access to information about Dun & Bradstreet and the companies with which we do business that is not available to people outside Dun & Bradstreet, including our outside shareholders. Often, that non-public information or “inside information” is material, or something that would influence an individual to buy, sell or hold securities. Examples of inside information include advance notice of acquisitions and divestitures, management changes, pending or threatened litigation, or certain non-public financial results and projections.

In general, it is illegal for any person with material, non-public information about Dun & Bradstreet or any company to buy or sell securities (stocks, options, etc.) of that company. “Insider trading” is a serious violation of both the Code and U.S. securities laws and could subject the individuals involved to immediate termination, potential criminal prosecution and significant monetary fines. Do not trade in the securities of any company, including Dun & Bradstreet, if you have material, non-public information about that company.

“Tipping” is also a violation of both our Code and U.S. securities laws, and carries the same consequences. Tipping occurs when you provide material, non-public information to someone else, even if inadvertent and even if you did not trade in that security yourself, and that person buys or sells securities of the company based on the information you provided. Be careful not to disclose any non-public information to anyone outside Dun & Bradstreet, including family members or friends.

In the event of a government investigation into trading activity, all trades will be viewed after the fact with the benefit of hindsight. Carefully consider every transaction you make in either Dun & Bradstreet securities or the stock of any company that we have a business relationship with, including any of our suppliers, contractors, consultants, and business partners, with this in mind.

Certain employees who are routinely exposed to material, nonpublic information (“Insiders”) must seek pre-clearance approval from the Corporate Secretary’s office before conducting any proposed transaction in Dun & Bradstreet securities (including Dun & Bradstreet securities in a 401(k) account). The policy also describes the “window” time frames each quarter during which Insiders may transact in Dun & Bradstreet securities and the time frames during which the “window” is closed and Insiders may not transact in Dun & Bradstreet securities.

Consult the Corporate Secretary's office if you have questions.

Dun & Bradstreet's Insider Trading Policy is available on the company's intranet.

### ***What If ...***

*My job responsibilities don't include any work with stocks or securities. Do I need to be concerned about insider trading laws?*

*Yes. Anyone at any level of our organization who has material, nonpublic information about our company or companies with which we do business must protect that information. Do not use information you learn about through you job with Dun & Bradstreet to trade or tip others to trade. Exercise caution, even in informal conversations with friends and family, to make sure you do not disclose any inside information.*

## Our Commitment to Conducting Business Fairly and Honestly

### Anti-Corruption

Anti-corruption laws apply to all of our operations around the globe. When working with government officials or any other entities, you are strictly prohibited from offering, authorizing, giving, promising, accepting or offering to accept, anything of value for improper advantage—that is, any form of a bribe or kickback. Each employee is responsible for knowing and complying with our anti-corruption policies.

A bribe does not have to be cash. It could also be:

- Extending lavish entertainment or travel to a government official or other entity;
- Directing business to a company owned by a government official or other entity;
- Offering lavish gifts to government officials or officials of other entities or their family members; or
- Soliciting or providing a charitable donation.

Certain acceptable gifts, travel and entertainment payments to government officials and other entities require appropriate approvals to assure that they are in compliance with global anti-corruption laws. All other gifts or payments to government officials and other entities are strictly prohibited.

We also cannot hire or use a third party to offer or give a bribe while acting on our behalf or in our name—we will be held responsible for the actions of our suppliers, contractors, consultants and other business partners. All third parties used or retained by Dun & Bradstreet must go through the Third Party Compliance due diligence process to ensure compliance with our anti-corruption, export control, anti-money laundering and privacy policies.

Our books and records must accurately reflect the true nature of the transactions represented and we must maintain internal accounting control systems. In all of our operations, it is against our policy, and may be illegal, for any employee to cause books and records to be inaccurate in any way.

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*... books and records must accurately reflect the nature of the transactions represented ...*

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Examples include:

- Making records appear as though payments were made to one person when, in fact, they were made to another;
- Submitting expense reports that do not accurately reflect the true nature of the expense; or
- Creating any other records that do not accurately reflect the true nature of the transaction.

Never create or participate in the creation of any records that are intended to mislead anyone or conceal anything that is improper.

Contact the Compliance team if you have any questions, no matter how small.

The Dun & Bradstreet Global Anti-Corruption policy is available on the company's intranet.

### What If ...

*A Dun & Bradstreet employee often works overseas and has become friendly with some government officials. He recently gave a watch to one of them to thank him for being so hospitable and generous. The official did not expressly promise to do anything in return and the employee has no contracts pending with him or his government. Was that okay?*

*No. Anti-corruption laws prohibit the payment or promise of anything of value to a government official or any other entity in order to gain favor, even if the official never promises to do anything to help you. In this situation, he will likely have business with this government official in the future, even if he has no business with them now.*

**What If ...**

*A long-time, trusted supplier offers a Dun & Bradstreet employee a commission in exchange for securing an annual contract for his company. Is there any problem with this?*

*Yes. In this case, a “commission” for doing business is another word for a bribe. The employee should advise the supplier that she is not permitted to accept the commission and that she is required to follow Dun & Bradstreet’s standard policies and procedures in making a supplier selection. The employee should also report the incident to her leader and the Legal team.*

**Export Controls**

U.S. and international trade laws determine whether a product or technology may be exported and also with whom we may do business. These determinations depend on the nature of the item, the country of destination and the end use or end user. In some cases, the U.S. government bans all trade, and in others an export license is required.

Each of us must comply with all U.S. and international export control laws and regulations. We are all charged with ensuring that we understand who our customers are, how our products will be used and where the end destination for our products is. We must not trade with prohibited countries, individuals and entities.

The export of encryption software may violate export control laws. Consult with the office of the Chief Privacy Officer before transferring encryption software to another country via mail, courier, email, Internet or any other method of transmission.

In addition to the restrictions on the export of certain products and services to certain countries, Dun & Bradstreet—like all global companies—must comply with the OFAC/SDN procedures developed by the U.S. Government. These regulations include lists of individuals and organizations with which we cannot do business because the U.S. Government has identified them as being involved in terrorism, money-laundering or other criminal activity.

Remember that we cannot hire or allow a third party to violate export control laws on our behalf. If we cannot conduct business with a certain country or person, no one else can do so for us.

Exporting goods or technology without the appropriate government approvals can result in the loss of export privileges and the imposition of both civil and criminal penalties. Be careful whenever you are considering a potential export—the rules are complex. Be sure to consult the Compliance team for OFAC/SDN procedures for screening customers and vendors if you have any questions about the end user or destination or for information about the application of export control laws to Dun & Bradstreet, its products and services.

The Dun & Bradstreet Export Controls and Economic Policy is available on the company’s intranet.

## **Anti-Boycott Laws**

A boycott occurs when one person, group or country refuses to do business with certain people or countries. U.S. anti-boycott laws prohibit U.S. companies and their subsidiaries from participating in or cooperating with any international boycott not approved by the U.S. Government, such as the Arab League boycott of Israel. While Dun & Bradstreet always complies with the legal economic sanctions and trade embargoes imposed or approved by the U.S., we never cooperate with boycotts that are illegal in the U.S.

Requests for boycott cooperation may be oral or written and often appear in bid or proposal materials from countries that support a boycott. The requests are often not obvious. If you receive a request to participate in an illegal boycott, contact the Compliance team. We are required by law to report requests to participate in an unsanctioned boycott or for information supportive of an unsanctioned boycott, even if such requests are declined. Please note that merely ignoring a request is not sufficient and is often treated in the same way as if you had agreed to it.

## **Anti-Money Laundering and Know Your Customer Obligations**

We abide by all laws designed to deter criminal enterprise, keep us safe from terrorism and protect the national security of the countries where we do business.

Money laundering is the process by which funds generated from criminal activity such as drug trafficking are moved through legitimate businesses in order to hide their criminal origin. Terrorist financing refers to funding for terrorist activities and can come from legitimate or criminal sources.

Employees must never knowingly facilitate either money laundering or terrorist financing and must take steps to prevent inadvertent use of Dun & Bradstreet's business activities for these purposes. Be vigilant and exercise good judgment when dealing with customers or business partners. All third parties should be reviewed by the Compliance team.

Immediately report:

- Any unusual or suspicious activities or transactions;
- Arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer; or
- Unusually complex deals that do not reflect a real business purpose, or attempt to evade recordkeeping or reporting requirements.

If you have questions, contact the Compliance team.

## **Fair Competition/Antitrust**

Dun & Bradstreet competes in markets all over the world. We want to ensure that we compete fairly and in compliance with U.S. antitrust laws and the competition laws of the European Union and of other countries where we do business.

Competition law applies to dealings between competitors but also the dealings of third parties within the supply chain, especially with respect to price, output and allocation of markets and customers. Competition laws also place special restriction on "dominant companies" in properly defined economic markets.

Comply with all antitrust and global competition laws. If you have any questions about the lawfulness of conduct you are contemplating, you must contact the Legal team immediately.



## Dealing with Competitors

While there are situations where it may be appropriate to conduct business with companies considered to be Dun & Bradstreet competitors, it is illegal to enter into any agreement with a competitor that unreasonably restricts competition. Illegal agreements do not have to be signed contracts; they might be as simple as an understanding between two parties. Such conduct can place both you and Dun & Bradstreet at serious risk. Therefore, before meeting or otherwise communicating with competitors or adopting marketing practices in a market where Dun & Bradstreet may have market dominance, consult with a member of the Legal team.

There are circumstances where, in the normal course of your duties, you could be in the same room with a competitor. Industry and trade associations are one such example. While these associations provide excellent opportunities for networking and discussing industry-related issues, they pose challenges as well. When attending these events, be careful to avoid even the appearance of unlawful business practices. If, at any trade association meeting, you become aware of any formal or informal discussion regarding prices, discounts, boycotts, terms and conditions of sale, product specifications or any other topic that appears to constitute coordination between competitors, you should leave the meeting immediately and contact the Compliance team.

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*... avoid even the appearance of unlawful business practices.*

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### **What If ...**

*A friend of a Dun & Bradstreet employee works for a competitor. At a recent convention, the friend said his company is bidding for business with the same two, high-profile companies that Dun & Bradstreet is bidding for. He suggests that if Dun & Bradstreet bids a high price for one company, his company would do the same for the other, and this way both would win a contract. What should the employee do?*

*He should not discuss dividing customers with a competitor, nor enter into any agreement with a competitor that restricts competition, whether verbal or written. If a situation like this arises, make your disapproval of the suggestion loud and clear. In addition, make it clear that you cannot discuss anything further related to the matter. This will ensure witnesses, should any legal action be taken.*

## Collecting Information on Competitors

To compete in the marketplace, it is necessary and appropriate to gather information about competitors. But some forms of information gathering are wrong and can even violate the law. At Dun & Bradstreet, we are committed to avoiding even the appearance of improper information gathering.

These guidelines are not meant to discourage you from gathering information about our competitors, but rather to govern how you gather it. Theft of confidential business information and trade secrets is not allowed.

Unacceptable methods of data collection include:

- Eavesdropping;
- Bribery;
- Secretly taping conversations with a customer;
- Removing documents from the offices of a third party; or
- Making calls under false pretenses to gain information (“pretexting”).



All of these practices violate our Code. Competition laws may also apply to certain information exchanges between competitors and therefore, should not be undertaken without first consulting with the Legal team.

You may accept information about competitors from coworkers, customers, consultants, contractors, suppliers or business partners that they are otherwise free to share. However, you cannot do so if they would violate a non-disclosure agreement or if the disclosure seems improper. For example, do not seek confidential information from a new employee who formerly worked for a competitor or who is otherwise subject to a non-disclosure agreement with the former employer.

If you have questions about whether to use information about a competitor you have gathered or been offered, seek guidance from the Legal team, even if you are reasonably certain that the information was gathered appropriately.

Dun & Bradstreet's Competition Law Policy is available on the company's intranet.

### **Dealing with Third Parties**

To deliver the best possible solutions and services to our customers, Dun & Bradstreet engages with third parties who provide us with content, capabilities and services. These third parties are suppliers, data providers, vendors, service providers, agents, distributors, business partners, consultants, contractors, licensees and members of the Dun & Bradstreet Worldwide Network with whom we engage.

Dun & Bradstreet has developed specific procedures and processes to ensure our engagement with these third parties is undertaken in a way that protects the Dun & Bradstreet brand and is in accordance with our policies. The Procure-to-Pay process protects Dun & Bradstreet by helping us manage risk, enforce compliance and monitor our relationships with third parties.

If you have responsibility for engagements with third parties, directly or indirectly, you should ensure:

- A duly executed non-disclosure agreement is in place prior to any discussions of a proprietary nature; and,
- Where appropriate, a Conflict of Interest Certification form has been made by the relevant Dun & Bradstreet employee and their leader/decision-maker and counter-signed by the Compliance team.

Before committing Dun & Bradstreet to a commercial agreement with a third party, be sure to engage with the Compliance team, who will undertake screening and other due diligence processes to validate any information concerning the third party entity, as well as its principals and affiliates. You may not proceed with a contractual commitment until screening clearance is given by the Compliance team, and the contract is reviewed and approved by the Global Sourcing and Procurement team.

All third parties should have a contract which governs all legal terms and conditions and includes Dun & Bradstreet's [Partner Code of Conduct](#) as appropriate. Make sure any third parties with which you deal understand our Partner Code of Conduct and their obligation to follow all aspects of such Code. If the contract is in a language other than English, then an English translation of the contract is also required. All third party engagements must adhere to Dun & Bradstreet's Global Approval Authority Policy.

The Compliance team aims to support these business transactions in a collaborative manner, protecting Dun & Bradstreet's most vital assets while acting efficiently in support of the business owners' goals. Business owners are responsible for building the appropriate amount of time into the business plan to account for each possible step.

If you have any concerns or questions, contact either the Compliance or Global Sourcing and Procurement teams.

### **Dealing with Customers**

Dun & Bradstreet treats customers fairly, and we provide quality products and superior customer service. We engage in sales that meet our customers' needs, and not just because they may meet our sales goals; we communicate honestly and truthfully and aim to make terms of sale clear, accurate and easy to determine. We ensure the confidentiality, and integrity of customer records and transactions.

Therefore, you must:

- Never make untrue, unfounded or misleading statements about our or our competitors' products or services or make untrue comparisons with our own products and services; and
- Never make commitments or promises that you or Dun & Bradstreet cannot keep.

Dun & Bradstreet also complies with all competition laws that govern how we deal with customers. It is illegal to enter into any agreement with a customer that unreasonably restricts competition. For example, you should not make a decision to license or sell our goods or services at prices below cost, or enter into reciprocal agreements with customers to buy their products if they buy ours, without consulting with the Legal team in advance.

### **Compliance with Government Contracts**

Dun & Bradstreet regularly contracts with government agencies around the world at national, federal, state, regional and local levels. Accepting the obligation of performance under government contracts normally includes the acceptance of significant regulatory and contract compliance requirements, including procurement integrity, most favored customer pricing, security, confidentiality of government data, audit and reporting obligations.

All contracts with the U.S. Government require review with Dun & Bradstreet's government sales channel to take into account governmental requirements. For additional information on U.S. contracts, employees may consult U.S. Sales Policy 4-9. For additional information on non-U.S. contracts, consult your local Sales Policy, your local Dun & Bradstreet in-house Legal team member or the list of Legal Contacts.

Be aware that different countries have their own specific regulations designed to prevent conflicts of interest from arising for government contractors. Don't assume that the rules in one country are the same as those in any other country—they probably are different and, in some cases, very different. If you work on a government contract or are involved in bidding for government contracts, familiarize yourself with these rules and consult with the Legal team.

### **Fair and Ethical Sales Practices**

In conducting ourselves according to the highest standards of integrity and business ethics, we:

- Act with integrity;
- Make decisions that serve the best interests of Dun & Bradstreet and our customers; and
- Never deceive, defraud or misrepresent facts.

Ethical conduct is essential at all times and is critical in helping us to maintain the reputation we have earned as a trusted partner.

Besides being the right thing to do, ethical conduct is a good business practice. Customers, suppliers, contractors, consultants or business partners may cease doing business with us if they feel we are unethical or have mistreated them.

As important as maintaining ethical sales practices is to the success of our business, conducting business with honesty and integrity also minimizes legal and regulatory risk.

If you have any questions about Dun & Bradstreet's commitment to fair and ethical sales practices, contact the Compliance team.

***What If ...***

*A Dun & Bradstreet employee is doing a sales presentation and, at the end, is asked some questions that she does not know the answer to. She really wants to make a good impression and does not want to seem as if she is not prepared, so she glosses over the facts and skirts around some issues. Did she do the right thing?*

*No. Employees cannot make claims about a product that are not based on facts. It is always better to be honest and uphold our reputation for integrity and ethical conduct. She would have better served Dun & Bradstreet and the prospective customer by explaining that she would need to do more research on those topics and then follow up with them promptly.*

## Your Personal Commitment to Always Do the Right Thing

At the outset of employment and every year thereafter, every employee and member of our Board of Directors must affirm their commitment to Dun & Bradstreet's Code of Conduct. At these times, as a condition of employment, you must certify that:

- You have read the Code and understand your responsibility to comply with its principles and policies;
- Except as you may have otherwise reported:
  - You have no interest that might be deemed a conflict of interest;
  - You are not aware of, nor have undertaken, any transaction or arrangement that might be deemed to be a related party transaction;
  - You have not violated the Code or any applicable laws in connection with Dun & Bradstreet's business; and
  - You are not aware of any violations of the Code or any applicable laws in connection with Dun & Bradstreet's business by others, including employees or business partners.

Dun & Bradstreet takes the compliance certification process very seriously and expects that employees and Board members do the same.

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*Dun & Bradstreet takes the compliance certification process very seriously ...*

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Any waiver of the provisions of our Code for executive officers or directors must be made by our Board of Directors or Board Committee and will be promptly disclosed to Dun & Bradstreet stockholders.

## Appendix

Dun & Bradstreet's U.K. policies on the Modern Slavery Act, Financial Crime, Conflicts of Interest, Anti-Bribery and Corruption and Whistleblowing are available on the company's intranet.

## Seeking Guidance or Reporting Concerns

You can ask questions or raise concerns in several ways at any time and, anonymously, if you wish not to disclose your identity. As a Dun & Bradstreet employee, you have a duty to promptly report potential violations of the Code, our policies or the law.