

# Professional Diversity Network

## Code of Conduct and Ethics

### Why We Have a Code

Our reputation and success depend upon the decisions and actions of our people. We are committed to ensuring that every action we take honors our Company and is in full compliance with the law and this Code. Sometimes, you might face a situation where the right thing to do is not obvious. That is where our Code of Conduct can help. While the Code cannot answer every question, it can show you where to go for guidance when the answer is not clear.

**The Code applies to all** officers, board of directors, employees, temporary employees, and independent contractors. We also expect that third parties working on our behalf will follow similarly high ethical standards.

### Administering the Code

The Corporate Governance Committee of the Board of Directors and the designated Compliance Officer are responsible for administering the Code in an independent, objective, and consistent manner. The Committee is made up of a group of senior Company leaders who enforce the Code, and it is overseen by our Chief Financial Officer, HR and the Audit Committee of the Board of Directors.

### Policy Modifications and Waivers


We realize that the Code will not cover every possible circumstance, especially when unique issues arise. So, our Company may modify the Code, as necessary. Requests for a waiver of a provision of the Code must be submitted in writing to the Compliance Officer for appropriate review, and an officer, director, or the Board of Directors will decide the outcome. In the extremely rare situation that a waiver is approved, we will quickly and properly disclose it where required by law.

For conduct involving an executive officer or Board member, only the Board of Directors or the Audit Committee of the Board, has the authority to waive a provision of the Code. The Audit Committee must review and approve any “related party” transaction as defined in Item 404(a) of Regulation S-K before it is consummated. In the event of an approved waiver involving the conduct of an officer or Board member, appropriate and prompt disclosure must be made in accordance with any applicable state and federal law, or any applicable regulation of any governing body.

### How Can the Code Help You?

The Code enables you to...

- Make **good decisions** every day.
- Conduct yourself **honestly and ethically**.
- Uphold our values and protect our reputation.
- Understand what the Company expects from you.
- **Comply with the laws, regulations and standards** that apply to our Company.
- Demonstrate that we take our legal and ethical responsibilities seriously
- Understand where to go for assistance or guidance if you have questions.



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### What You Need to Do

Each of us has as a responsibility to ...

- **Know and live the Code.** Read it and follow it, along with any other company policies and standards that apply to your specific job.
- **Think before you act.** Use good judgment, being honest and ethical in every action you take. If you are asked to violate the Code, do not do it. Report the concern as soon as possible using the resources available to you.
- **Follow the law.** Understand laws that apply to your job and our business. If you are ever unclear about a law or regulation, contact the Compliance Officer or HR for assistance.
- **Ask for help.** When an answer is not clear, ask for guidance before taking action.
- **Stay alert.** Pay close attention to any activity that is inconsistent with our Code, our policies, or the law.
- **Report concerns.** Do not ignore a violation. Prevent harm to our Company by reporting your concerns immediately.

If you are a manager, you have additional responsibilities ...


- **Model the Code.** Promote a culture of integrity by making ethical decisions and showing honesty and integrity in everything you say and do. Never encourage or direct any employee to achieve a business result at the expense of violating our Code or the law.
- **Talk about the Code.** Read the Code and understand it. Make ethics conversations part of your routine.
- **Be informed.** Recognize that you may not always find the answers that you need in the Code, so know where to go for answers when there are questions.
- **Expect the best.** Discuss the importance of ethics and compliance and let employees know you expect them to always do what is right.
- **Be responsive and create a “speak up” culture.** Encourage employees to come to you with questions or concerns. Listen to them carefully and offer guidance when they need help, including identifying available resources for reporting.
- **Take action.** Look out for misconduct and report it to your manager, Compliance Officer, Human Resources, or **Ethics Line**, refer to page 3 for resource contact information.



#### CONSIDER THIS

“We really can’t miss the quarter.”  
“Let’s keep this to ourselves.”  
“Nobody needs to know about this.”

Comments like these can create a misunderstanding for employees who hear them. Be sure to couple messages about meeting business goals with a reminder that we can only do so ethically. Also remind employees of the many resources available for expressing their concerns.



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### How to Make Good Decisions

***Doing what is right is our goal. If the right thing to do is not clear, ask yourself:***

- Is it consistent with our Code?
- Is it legal?
- Does it follow our policies?
- Does it benefit the Company as a whole – not just a certain individual or group?
- Would I be comfortable if my actions were made public?

***It is always better to ask before you act, especially when you are not sure.***

**A Code Violation Occurs** when one of our employees fails to follow our Code or applicable laws, ignores someone else's failure to follow the Code, or pressures someone else to violate the Code. This can harm the Company's reputation and our bottom line. ***We take all potential Code violations seriously.***

Code violations may lead to disciplinary action that matches the nature and circumstances of the violation, up to and including suspension without pay, loss of merit increases, and termination of employment. If an act violates the law, it could result in fines or criminal prosecution. Code violations are also documented in your employee record.

### Reporting Concerns

Maybe you sense that something is not right at work. Maybe you saw something or heard about an act that may violate our Code, our policies, or the law. If so, you have a responsibility to share your concerns by reporting right away – even if you are not sure that a Code violation has occurred.

When you report concerns, you help us handle issues properly, fix problems before they occur and remedy situations that have already happened. You also help build trust with each other and with our customers and other business partners.

### How Do I Share Concerns?

**Your manager**, *if you need advice or wish to raise a concern, start with your manager as he or she is in the best position to understand and take appropriate action.*


*If you feel uncomfortable speaking with your manager, you may contact any of the following resources:*

**Compliance Officer**, Chief Financial Officer (CFO), [cfo@ipdn.com](mailto:cfo@ipdn.com), (312) 614-0950

**Human Resources**, [hr@ipdn.com](mailto:hr@ipdn.com), (312) 614-0950

**Chief Executive Officer** (CEO), Adam He, [adamhe@ipdn.com](mailto:adamhe@ipdn.com), (312) 614-0950

Ethics Line, reporting service is run by an independent third party (TriNet), and allows you to remain anonymous, where permitted by law. You may either call 800-638-0461, live chat, email at [connect360@trinet.com](mailto:connect360@trinet.com), or report online. Access and information available via the TriNet on-line platform.



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### Retaliation Is Strictly Prohibited

We support honest and open communication and encourage our employees to ask questions and report concerns. We will not tolerate retaliation against any individual who, in good faith, discloses any actual or suspected violations. Retaliation will result in disciplinary action up to and including termination of employment.

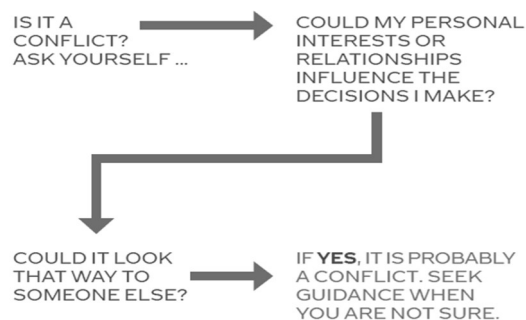
### No False Accusations

As much as we encourage honest reporting, we do not tolerate knowingly false reports. Making a false accusation can divert investigatory resources away from credible good-faith concerns and damage morale. Report what you have a reasonable, good-faith belief be true, but never knowingly make a false accusation, lie to investigators, or refuse to cooperate in an investigation, as these actions may also violate our Code.


### Conflicts of Interest

***What Is a Conflict of Interest?*** We are all expected to act in the best interest of our Company. This means we must never allow our personal interests to influence our actions on behalf of the Company. Every decision we make while on the job must be objective and with our Company's business interests in mind.


Conflicts of interest can arise when activities outside of work, ownership interests in other companies or personal relationships interfere – or appear to interfere – with our ability to do our jobs or to make unbiased decisions on behalf of the company. Even the appearance of a conflict of interest can make others think we are acting improperly and should be avoided.



In business, the line between personal and professional interests can become easily blurred. Separating the two can be challenging, especially when personal relationships, outside employment or investments are involved. Before you act on the Company's behalf, you need to be able to recognize and avoid potential conflicts of interests. A conflict happens when you allow personal interests to interfere with the business decisions you make as an employee. Even the appearance of a conflict is inappropriate and can damage our Company and our reputation.



**CONSIDER THIS**  
  
When someone says ...  
  
"Could you put in a good word for me?"  
  
"No one needs to know – you can do the work in your free time."  
  
"My nephew has a company ..."  
  
Be aware. These can be warning signs of a possible conflict.



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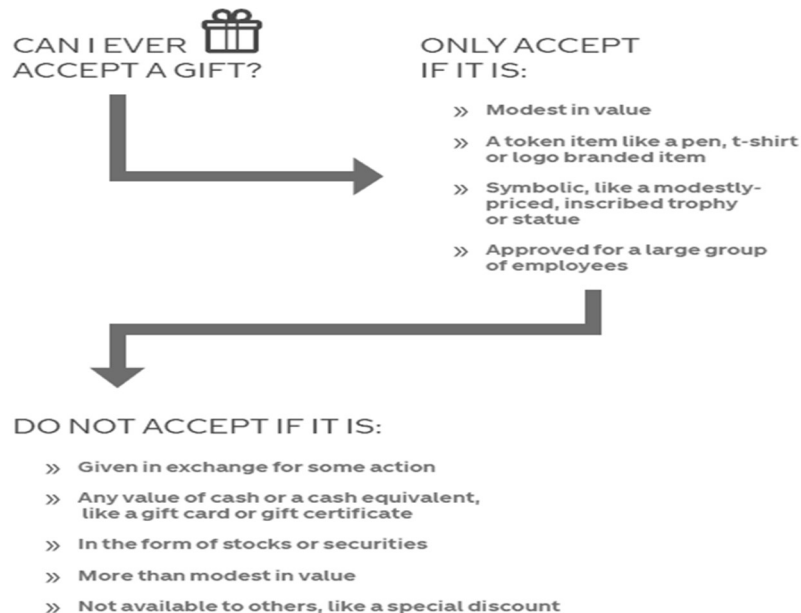
## Code of Conduct and Ethics

### ***Relationships with, or Interests in, Competitors or Business Partners***

As a Company employee or director, you may **not** have an interest in any business or property or an obligation to any person that could affect your judgment in fulfilling your responsibilities to the Company. You may not use your position at the Company to benefit yourself, your relatives, your friends, or your private enterprises. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided, and if you have any doubt as to the existence of a conflict of interest, you should speak to the Compliance Officer, or alternatively, to the Audit Committee of the Board of Directors.


### ***Gifts & Entertainment***

A gift or favor should not be accepted or given if it might create a sense of obligation, compromise your professional judgment, or create the appearance of doing so. Giving or accepting valuable gifts or entertainment might be construed as an improper attempt to influence the relationship.



### **Promoting Honest Marketing Practices**

**We show pride in our services and understand the importance of accuracy and appropriate transparency in advertising.** Therefore, we must ensure that every claim in our advertisements and marketing materials are adequately substantiated as required by law and comply with all laws and regulations.



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### Handling of Financial Information

The Company expects that all employees and directors who participate in the preparation or review of any part of the Company's financial statements or any similar functions follow these guidelines:


- Act with honesty and integrity, avoiding violations of the Code, including actual or apparent conflicts of interest with the Company in personal and professional relationships.
- Disclose to the Compliance Officer or to the Audit Committee of the Board of Directors any material transaction or relationship that reasonably could be expected to give rise to any violations of the Code, including actual or apparent conflicts of interest with the Company.
- Provide the Company's other employees, consultants, and advisors with information that is accurate, complete, objective, relevant, timely, and understandable.
- Endeavor to ensure full, fair, timely, accurate, and understandable disclosure in the Company's periodic reports.
- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, and with due care, competence, and diligence, without misrepresenting material facts or allowing your independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of your work except where you have Company approval or where disclosure is otherwise legally mandated. Confidential information acquired in the course of your work will not be used for personal advantage.
- Share and maintain skills important and relevant to the Company's needs.
- Proactively promote ethical behavior among peers in your work environment.
- Achieve responsible use of and control over all assets and resources employed or entrusted to you.
- Record or participate in the recording of entries in the Company's books and records that are accurate to the best of your knowledge.

### Valuing Diversity and Inclusion

**We believe in the power of people and have respect for individuals of all backgrounds, capabilities, and opinions. We encourage an inclusive environment that promotes individual expression, creativity, innovation, and achievement.**

We are committed to treating employees and applicants for employment fairly. We seek to develop and retain a diverse workforce. We value individuals of diverse backgrounds, experiences, approaches, and ideas and promote this view with those companies and individuals with whom we do business.

- We treat each other with dignity and respect and foster an atmosphere of open and candid communication.
- We hire, retain, and promote based on qualifications, demonstrated skills, achievements, and other merits.
- We do not discriminate and we comply with all the applicable labor and employment laws.
- We expect our business partners (suppliers, contractors, etc.) to act in a way that is consistent with our fair treatment and equal opportunity standards.



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### **Preventing Harassment and Discrimination**

**We are committed to maintaining a work environment in which our people are treated with dignity and respect and that is free of harassment and discrimination.**

We believe that every employee should be treated with respect, regardless of their race, color, ethnicity, national origin, religion, age, disability, medical condition, veteran status, marital status, gender, sexual orientation, gender identity, or gender expression. A work environment free from harassment and discrimination enables us to grow and thrive together.

Many forms of harassment and discrimination are prohibited by law. Behavior that interferes with another's work environment or otherwise creates an offensive, intimidating, disruptive, abusive, or hostile work environment is also prohibited.

We conduct ourselves appropriately in all dealings with others. We are conscientious about how our actions and comments might be perceived or misunderstood by others.

We do not tolerate any form of abuse or harassment of colleagues, business partners or anyone else with whom we have business dealings.

We have zero tolerance for unwanted verbal or physical conduct (sexual or otherwise), or degrading and disparaging jokes related to race, color, age, gender, sexual orientation, and other categories protected by the laws that apply to us.

***We take harassment claims seriously and will investigate them.  
For more information, contact our HR or alternate reporting options available on  
the TriNet online portal, refer to page 3.***


### **Fair Dealing**

Each employee and director should deal fairly and in good faith with the Company's customers, suppliers, regulators, business partners, and others. No employee or director may take unfair advantage of anyone through manipulation, misrepresentation, inappropriate threats, fraud, abuse of confidential information, or other related conduct.

### **Confidentiality and Information Gathering**

Employees and directors should observe the confidentiality of information that they acquire by virtue of their positions at the Company, including information concerning customers, suppliers, competitors, and other employees, except where disclosure is approved by the Company or otherwise legally mandated.

You should not seek or accept any information from any customer, competitor, or other source to which the Company is not legitimately entitled. This includes, by way of example, information such as bid prices, competitor pricing or technical data, or proposal evaluations. No information received from another company which is marked proprietary or company confidential or carrying similar restrictive markings may be used for any purpose other than that which the owner intended. The same applies to unmarked data that could have or should have been marked. These guidelines also apply to discussions with competitors at social or business events. Information regarding one customer must not be disclosed to another customer.



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### **Proper Use of Company Assets**

Company assets, such as information, materials, supplies, time, intellectual property, facilities, software, and other assets owned or leased by the Company, or that are otherwise in the Company's possession, may be used only for legitimate business purposes. The personal use of Company assets, without Company approval, is prohibited. No item of Company property may be destroyed or materially altered without permission.

### **Code Training and Certification**

Each employee of the Company will be asked to certify on receipt of the Code and on an annual basis thereafter that he/she is in full compliance with the Code and related policy statements.

### **Insider Trading**

Refer to the Company's Insider Trading policy located on the TriNet online employee portal.

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