

A photograph of three business professionals in a modern office setting. A woman on the left with dark hair and glasses is smiling and looking towards a man in the center. The man, who is also wearing glasses, is looking at a woman on the right. They are gathered around a table with a laptop, a small potted plant, and a white mug. The background shows a large window and a whiteboard.

## Our Mutual Commitment

Mutual of Omaha's  
Code of Ethics and  
Business Conduct

**Mutual of Omaha**



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## A Message from Our CEO

At Mutual of Omaha, our business is largely based on trust – the trust that our customers place in our products, our financial strength and our reputation. Our success is a testament to the faith that our customers have in us.

One of our core values, integrity, is at the heart of our culture and our reputation. As we strive to serve our customers and build our business, we must remain unwavering in our commitment to honesty, integrity and ethical business conduct.

Our Code provides us with guidelines and expectations for legal, ethical and responsible practices and behavior. It is a helpful resource to guide our actions and resolve issues that may arise.

We all have an obligation to know and follow the Code as well as to encourage, promote and practice exemplary business conduct. You are also accountable for reporting potential violations of the Code. We provide a number of reporting options to associates. There will be no retaliation for raising issues or concerns.

Thank you for your continued commitment to the Code of Ethics and Business Conduct, your service to our customers and your loyalty to Mutual of Omaha.



A handwritten signature in black ink that reads "James T. Blackledge". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

**James Blackledge** | Chief Executive Officer  
Mutual of Omaha

## A Message from Our Chief Compliance and Ethics Officer

As professionals, we face challenges and decisions on a daily basis. Making the right decision in the best interest of our company, customers and business partners is not always easy.

Mutual of Omaha's reputation depends on the actions of our associates. An ethical culture exists because of the sound decisions we make every day. Our goal is to create an environment in which ethical behavior is considered a priority and practiced consistently.

We all recognize that results are important, and our Code underscores that how we achieve those results is just as significant. The Code is one of the many resources available to help us make the right choices and honor our company's values and principles.



We communicate the vital importance of the Code, provide training and ask associates to certify their compliance with these standards on a regular basis. Our ethical guidelines are more than words or an annual exercise, they reflect who we are and how we conduct business every day.

We all strive to do the right thing, and as champions of an ethical culture, we have done an excellent job creating and promoting this environment. Thank you for your ongoing contributions to our important mission.

A handwritten signature in black ink that reads "Daniel Kennelly". The signature is fluid and cursive, with the first name "Daniel" and last name "Kennelly" clearly distinguishable.

**Daniel J. Kennelly** | Chief Compliance and Ethics Officer  
Mutual of Omaha

## Our Vision, Mission and Values



### Our Vision

For every customer ... a financial future imagined, planned and secured.



### Our Mission

We help our customers protect what they care about and achieve their financial goals.



### Our Values

Mutual of Omaha's values are the attributes, behaviors and beliefs that connect Mutual associates with a common vision.

### We Exist for Our Customers

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- We understand that we are here for our customers, and because of them
- We make every decision with the best interest of our customers in mind
- We care for, respect and listen to our customers
- We understand and focus on the needs of our customers

### We Act With Integrity

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- We hold ourselves to the highest standards and seek to do the right things
- We deliver on our promises and honor our commitments
- We are clear in our communications and transparent about our intentions
- We adhere to high ethical standards, complying with regulatory requirements and company policies

### We Are Innovative

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- We embrace change
- We try new things and learn from our experience
- We pursue ways to simplify and streamline our operations
- We value learning, development and growth

### We Are Accountable for Results

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- We take ownership for results
- We take responsibility for our actions and the actions of our team
- We have a passion for success
- We have a can do attitude and a bias for action

### Together We Achieve Greatness

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- We work together as a team
- We collaborate for the greater good of the customer and the organization
- We respect and value the unique strengths and differences in all people
- We trust and support one another



## Our Ethical Principles

While our Code provides an explanation of practices and behaviors that are expected of us, much of it can be summarized into several key principles. These principles give each of us an ethical framework for approaching our daily work.

Associates are expected to work and act in ways that are consistent with these ethical principles:

- ✓ **Professionalism** | Deal professionally and honestly with customers, business associates, colleagues and others. Treat others as you wish to be treated.
- ✓ **Compliance** | Comply with the laws, rules and regulations applicable to the companies' business and with the companies' policies, procedures and guidelines.
- ✓ **Reputation** | Be sensitive to our reputation and to how others could interpret our actions. Use good judgment and common sense to avoid situations that could harm our reputation or bring embarrassment to the companies.
- ✓ **Loyalty** | Be loyal and act in the best interest of the companies, avoiding conflicts of interest or the appearance of such conflicts.
- ✓ **Ethics** | Maintain the companies' ethical standards and uphold the Code of Ethics and Business Conduct while pursuing growth, earnings and other corporate or business unit objectives.



## Our Mutual Commitment

We work in an industry where the pace is fast and change is constant. But there are some things that do not change, like our commitment to doing business honestly, ethically and with respect for one another. These values are at the forefront of our culture.

### We Are Ethical

Our Code of Ethics and Business Conduct (Code) highlights our values and is a guide to help us make the right ethical decisions and resolve issues we may encounter. It complements our corporate and Human Resources (HR) policies, as well as applicable laws and regulations.

You will find that the Code provides guidance but cannot address every situation that you may face.

We rely on you to use good judgment in your decision-making and to seek help when you have questions or concerns.

You are expected to know and follow the Code, as well as all corporate policies and the law. Further, we trust you to follow the spirit of the policy or law, even when the law or policy is not specific.

Finally, we rely on you to report concerns or potential conduct violations so we can continue to build our ethical culture.







## Ask Yourself

Sometimes it may not be clear what action to take, or which decision is best. If you're unsure, consider asking yourself the questions below.

1

Is it legal and consistent with our values and policies?

2

Am I being fair and truthful?

3

Am I acting in the best interests of the company and our customers?

4

Will it promote our reputation as an ethical company?

5

Could my actions appear wrong to others, even if they are legal?

6

If my actions were reported in the news or on social media, would I be embarrassed?

7

Am I proud of this? Could I defend this and my actions if called upon to do so?

8

Should I ask for advice before acting?

Regardless of the situation, be honest and act with integrity. We are all responsible for complying with corporate policies, applicable laws and regulations. Remember, you are in control of your decisions and actions, so when in doubt, speak with your manager or those with the expertise to provide guidance.

## We Are All Accountable

The Code applies to all associates of Mutual of Omaha and its affiliates, and includes activities conducted on behalf of the Mutual of Omaha Foundation and the Political Action Committee. We also seek to do business with those who adhere to similar ethical standards. Third Parties (agents, vendors, suppliers, contractors, consultants and anyone acting on our behalf) are expected to meet the spirit of the Code and abide by all laws and contractual obligations. The Code is monitored by the Director of the Code of Ethics and Business Conduct (Code Director) and is affirmed by every associate through an annual certification process as a condition of employment.

## Leaders' Role

Managers carry a special responsibility for understanding and upholding the Code. They are expected to create a positive work environment, serving as ethical role models by living our values.

Managers should strive to build a work environment where associates feel comfortable asking for help and raising concerns about compliance and ethics. They must address situations or actions that may violate the letter or spirit of the Code or Mutual policy or may damage our reputation. When managers receive reports of a Code violation, or suspect that one exists, they must promptly notify either HR or the Code Director and work to resolve the issue.

Managers who know about, or should know about, misconduct and do not act promptly to report and correct the situation may be subject to disciplinary action. Further, managers must never engage in or tolerate retaliatory acts and are expected to clearly communicate Mutual's non-retaliation policy.





## Voicing Your Concerns

Maybe you have a question about the Code or suspect a potential Code violation. What should you do?

### We Are Responsible for Voicing Our Concerns

When you are faced with an ethical dilemma, you have a responsibility to take action. It's that simple. It may seem easier to say nothing or look the other way, but not taking action is, in itself, an action that can have serious consequences. Speak up if you see or suspect activity that violates our Code.

You have a responsibility for promptly reporting any issue or concern you believe, in "good faith," may constitute a violation of the Code or any other Mutual policy. "Good faith" means your report is sincere and you have provided all the information you have. We also encourage you to come forward if you encounter a situation that "just does not feel right."

It is important to our reputation that anyone acting on behalf of Mutual, including our Third Parties, follow our Code and abide by all laws and regulations. You should speak up if you have concerns that a Third Party, or someone else acting on our behalf, is not following our standards for ethical behavior.

Speak with your manager who is often your closest link to an issue. If you would be more comfortable speaking with someone else, you may contact one of the options below.



Call the anonymous Code Helpline:  
**1-800-635-5130**



Contact the Code Director via email:  
[codeofconductdirector@mutualofomaha.com](mailto:codeofconductdirector@mutualofomaha.com)



Write to us at:  
**Director of the Code of Ethics  
and Business Conduct  
P.O. Box 3401  
Omaha, NE 68103-0401**



Call the HR Helpline: **402-351-3300**



Visit the Code site on Associate  
Access to use the confidential online  
reporting option

For additional reporting options, see page 28.

## What Happens When I Report a Concern?

All reports are taken seriously and will be investigated. Reporting anonymously may limit our ability to investigate your concerns thoroughly as we may not have necessary information. We may not be able to share the outcome of an investigation due to privacy or legal reasons. Violations of our Code may result in performance management up to and including separation of employment.

## We Prohibit Retaliation

Even companies with the highest ethical standards occasionally have issues. When issues occur, they must be reported and addressed.

It takes a great deal of courage to report an activity or decision that is, or has the appearance of being, contrary to our ethics and values.

We attempt to maintain the confidentiality of individuals who report information. However, we may have to disclose a person's identity to conduct a thorough investigation or comply with the law. We will not take adverse action against anyone for good faith reports.

Retaliation against reporters is strictly prohibited. Anyone who retaliates against another person after they make a report will face performance management and possible separation of employment.



Retaliation occurs when an associate experiences an adverse job consequence as the result of making a good faith complaint.

## Keep in Mind...

### Speaking up is not optional.

- ☒ It is your duty to come forward any time you become aware of a concern, even if you aren't sure whether the Code has been violated.

### Speaking up is safe.

- ☒ You have the option to report anonymously; we protect against retaliation whenever you speak up in good faith.

### Speaking up is not harmful to Mutual.

- ☒ Reporting concerns helps keep our company strong by allowing us to address issues promptly and remedy problems quickly.

## Q&A

**Q I think unethical practices may be occurring in my department, but I'm not sure. What should I do?**

**A** If you are not sure, you should make a report so we can investigate. If no problems are found, no action will be taken. We will handle your information as confidentially as possible, and our policy prohibits retaliation against persons who make good faith reports.

**Q What does it mean to make a report "in good faith?"**

**A** In good faith means your report is sincere and you have provided all the information you have. No action will be taken against you if it turns out your suspicions were incorrect or not validated as part of an investigation.

**Q I have a concern but am afraid there will be negative consequences to reporting it. Will my manager or co-workers know if I raise an issue?**

**A** If you see or suspect activity that violates the Code, you have an obligation to report. We prohibit retaliation. You may also report anonymously by calling the Code Helpline. We will keep your report confidential, except to the extent necessary to conduct a complete and thorough investigation.

**Q Are anonymous reports taken seriously?**

**A** We take all reports seriously. We will investigate every report, however, it may not be possible to fully investigate an anonymous report.

**Q I reported an issue, but I haven't heard about an investigation or other actions. Why not?**

**A** While all reports will be investigated, specific information about the outcome may not be available. Privacy and confidentiality concerns may prevent us from sharing the action taken. If you made an anonymous report, it may not be possible to get in touch with you. The Code Helpline is available if you'd like to follow up on the status of a report.

**Q After I spoke up about an issue, my manager gave me a poor performance review. Is there anything I can do?**

**A** Retaliation for good faith reports is prohibited. If you believe that you or any other associate has been retaliated against, you should contact HR, the Code Director or the Code Helpline.

**Q I have a concern but am afraid to report it because my fiancé works in that department. What should I do?**

**A** Retaliation against any employee (even if that employee is not the reporter) is strictly prohibited.

## Our Commitment to One Another

We will investigate all reports of harassment as confidentially as possible. Retaliation against anyone who reports suspected harassment is prohibited.



### Our Statement of Respect

We are committed to fostering an environment where everyone's diverse opinions, attitudes, attributes and feelings are respected. We treat others with respect and can expect to be treated with respect. We also extend our respect to our customers, Third Parties and anyone acting on our behalf.



### We Are Diverse and Inclusive

Mutual values the many ways people differ, recognizing that diversity is a source of strength. Associates who act consistently with our commitment to a culture of inclusion help others feel welcome, appreciated and respected.



### We Create a Harassment-Free Environment

It is important that we all enjoy a productive work environment free from harassment. Harassment of any associate by managers, co-workers or any Third Party is prohibited. Further, our associates are prohibited from harassing any Third Parties acting on behalf of Mutual.

Harassment is any conduct – verbal, physical or visual – that creates a hostile or offensive work environment or unreasonably interferes with another person's ability to work based upon race, color, age, religion, sex, pregnancy, breastfeeding or lactation status, citizenship, national origin or ancestry, military or veteran status, medical condition, disability, sexual orientation, gender, gender identity or expression, genetic information or any other class protected by law.

We investigate all reports of harassment and take appropriate performance management actions as necessary.

## Q&A

**Q** I have a co-worker who is constantly making derogatory comments about undocumented immigrants. I'm Latino and I feel that the comments are directed at me. My manager just ignores these comments. What should I do?

**A** Our Harassment-Free Environment Policy prohibits derogatory, abusive or inflammatory remarks or conduct based on race, color, age, religion, sex, pregnancy, breastfeeding or lactation status, citizenship, national origin or ancestry, military or veteran status, medical condition, disability, sexual orientation, gender, gender identity or expression, genetic information or any other class protected by law. Associates who violate this policy are creating a hostile work environment and are subject to performance management.

In addition, all managers are accountable for upholding the Code and promptly reporting and addressing situations that violate the spirit or the letter of the Code. You should report this situation to HR, the Code Director or through the Code Helpline at 1-800-635-5130.



## We Create Equal Employment Opportunities

Mutual is committed to equality of opportunity for all qualified people. We prohibit discrimination by or against any person on the basis of race, color, age, religion, sex, pregnancy, breastfeeding or lactation status, citizenship, national origin or ancestry, military or veteran status, medical condition, disability, sexual orientation, gender, gender identity or expression, genetic information or any other class protected by law. We are committed to working with and providing reasonable accommodations for associates and applicants with physical or mental disabilities.

## We Create a Safe, Healthy and Drug-Free Workplace

We are committed to providing a safe, nonthreatening, healthy and drug-free workplace where people feel safe and are treated with courtesy and professionalism. You play an important role in helping us meet that commitment.

Acts or threats of violence toward another person's life, well-being, family or property, or company property will not be tolerated. Any threats should be reported immediately to your manager, HR, Security or the Code Helpline. Our Threat Management Team reviews and addresses behaviors or actions that may pose a threat or risk to our associates, facilities or data, and where possible mitigates risk to protect you and our associates.

We do not tolerate verbal or physical behavior that is abusive, unprofessional or would reasonably make anyone feel unsafe, threatened, intimidated or humiliated at any time. Abusive or unprofessional behavior may include repeated verbal abuse such as derogatory remarks, insults or attempts to sabotage or undermine a person's work or harm their relationships or reputation. Any concerns should be reported immediately to your manager, HR, Security or the Code Helpline. We will investigate all reports and take appropriate performance management actions as necessary.

You should be familiar with and follow all safety guidelines and report any injuries, unsafe conditions or accidents, or threatening or dangerous behavior.

Weapons are not permitted on our premises, including our parking areas. You are expected to look out for your own safety, as well as the safety of others.

## Drugs and Alcohol

Any use or distribution of illegal drugs or misuse of legal drugs or alcohol is prohibited on our property or in our vehicles. You must not report for work or remain on duty while under the influence of alcohol or illegal drugs or substances. When representing Mutual, you are expected to demonstrate responsible behaviors.

Please refer to the Drug and Alcohol Policy for more information.

## We Protect Your Personal Information

We are committed to protecting your personal information. It is shared with other associates only on a need-to-know basis, and outside entities only as permitted by law. We are all responsible for safeguarding the confidentiality of personal information according to Mutual's policies.



**Together We Achieve Greatness**



## Our Commitment to the Company

### We are Committed to the Protection of Company Assets and Information

Company assets take many forms, including confidential information regarding the company and its customers, suppliers, business partners and associates that come to us in a wide variety of formats. We must be good stewards of all assets and ensure our information is properly used, shared, stored and destroyed.

#### What is a Company Asset or Proprietary Information?

- Buildings, vehicles, equipment, furniture and supplies
- Cash, negotiable instruments, investments, accounting and financial information
- Computer data, technology, hardware, software, information and records
- Customer lists, prospective customer information, surveys and policyholder and account holder information
- Documents, manuals and reports
- Mutual's brand, including service marks, trademarks, trade secrets, patents and copyrights
- Business plans, product and price information
- Associate information, whether as an associate or a customer
- Reputation

Confidential information about company operations and practices belongs to the company. You should use this information only in connection with your assigned job duties. You should not disclose this information to Third Parties except as authorized in the performance of your job duties.

Should you leave Mutual for other employment, you should not disclose or share any confidential or proprietary information about Mutual, its Third Parties, anyone acting on our behalf or our customers. Your commitment to maintaining the confidentiality of proprietary information continues after your employment ends.

#### We Report Financial and Accounting Information Honestly

All associates must follow all internal business, financial and accounting policies including the companies' Internal Control Standards.

The timely and accurate handling and reporting of business and financial information is not only required by law, but it is also at the core of our commitment to do business honestly and ethically.

You must be aware of financial policies within your job responsibilities.



**We Are Accountable for Results**

### To Ensure the Integrity of Our Business Records and Financial Reporting, You Must:

- Create accurate, timely and complete records that represent the true state of affairs and nature of activities. This includes accurate and honest reporting of personal travel and expense, as well as time worked.
- Never intentionally misrepresent facts or mislead readers
- Never create or approve any false, misleading or fraudulent records, or cause any other person to do so
- Never mislead or cause any other person to mislead any accountant, auditor or other person in connection with the preparation, audit, review or examination of financial statements or records and/or in connection with any document or report required to be filed with any government authority

If you become aware of any error or learn that records are missing, inaccurate or misleading or that material information has not been disclosed in connection with a financial report or audit, review or examination of Mutual's financial condition, you are required to report it.

Concerns related to accounting, internal accounting controls or auditing matters may be directed to the attention of the Audit Committee of the Board of Directors by calling the Code Helpline at 1-800-635-5130 or using the confidential online form. Retaliation against anyone who reports an issue is prohibited.



## Q&A

**Q** One of my co-workers is constantly using the department's copier and printer for personal things such as church and school projects. Is that a violation of the Code?

**A** Equipment and supplies are company assets, so their use for non-business purposes could be a violation of the Code. It's best to discuss your concern with your manager or Human Resources.

**Q** I'm working with an outside company, and they have requested specific company information that could be considered confidential or proprietary. What should I do?

**A** You are right to critically evaluate these requests. The first step is to share your questions and concerns with the individual in charge of this project for Mutual. If there are still questions, please contact the Law Operation for guidance.

**Q** A vendor has asked me to speak on a panel at an industry conference to share about the success of our latest implementation. Can I accept the invitation?

**A** Before you accept, both your manager and Corporate Communications will need to review the subject matter and content of the materials and approve your participation to ensure you would not be releasing proprietary information.

## We Manage Records Responsibly

The Business Information Management (BIM) program addresses the use, retention, protection and destruction of company records in accordance with legal requirements, regulations and business practices. You are responsible for knowing and complying with the records retention requirements for any records you create or handle.



A record is any evidence of our business activities, transactions, operations, policies or decisions.

## We Cooperate with Investigations and Audits

At times, Mutual may need to conduct investigations or audits to ensure all laws, regulations and internal policies have been followed. While many of these efforts are internal, some may be external. You have a responsibility to cooperate and assist with all investigations and audits. These investigations and audits are important in protecting both our customers and associates.

## We Avoid Conflicts of Interest

We are all expected to act in the best interest of Mutual by avoiding conflicts of interest and the appearance of conflicts. Carefully consider your own situation – if you believe you or a family member may have a conflict of interest, you must disclose it. Check with your manager or contact the Code Director to disclose or ask questions.



A potential conflict arises when personal, social, financial or political activities or business relationships interfere with your ability to make sound business decisions on behalf of Mutual.

## Common conflicts of interest may include the following:



### External Business Relationships

You may have an actual or potential conflict of interest if you (or members of your family) are affiliated with a business or organization and:

- 1) It interferes with your job
- 2) The business is a Mutual customer, vendor or competitor
- 3) The relationship could harm Mutual's reputation



### Supervisory Relationships

Associates may not supervise, report to, or have influence or authority over another associate with whom they have a close personal relationship of any kind. In addition, two associates with a close personal relationship may not report to the same direct manager. These situations may have the ability to affect the morale of the business unit, disrupt or create a non-productive work environment or create the appearance of favoritism.



### Ownership

If you have or are considering an employment, business, financial or professional relationship outside of your employment with the company, it may be an actual or potential conflict of interest. These situations have the potential to cause a conflict when they involve relationships with competitors or suppliers. You should seek approval before entering this type of a relationship.



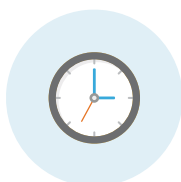
### Outside Boards

You may sit on a board provided the commitment does not interfere with your job, create a conflict of interest or harm Mutual's reputation. Corporately sponsored or endorsed board appointments should be coordinated and approved through Community Affairs.



### Third-Party Relationships

When creating or maintaining business relationships with Third Parties and anyone acting on our behalf, it is important the relationships are based on objective factors such as quality, performance and price. Personal relationships with Third Parties could create the appearance that the personal relationship influenced business decisions. You should disclose these types of relationships.



### Outside Employment and Other Activities

You may not accept outside employment or participate in other activities that may compete with Mutual's business or interfere with your ability to perform your work for Mutual, including maintaining a personal book of business.

You should disclose any outside employment where you are performing duties that are substantially similar to your role at Mutual. You may not use Mutual's resources or time for outside business purposes or to develop, establish or operate an outside business.



## Favors, Gifts and Entertainment

Business should be won or lost based only on the merits of our products and services. If you are unsure whether a favor, gift or entertainment would be a conflict of interest, check with your manager or the Code Director.

To assure decisions are made without consideration of improper competing interests and to avoid the appearance of impropriety, nominal gifts (advertising or promotional nature, normally less than \$100) may be given to or received from Third Parties if reasonable and consistent with customary business practices.

You may also provide gifts, entertainment, meals and other business courtesies of nominal value to customers, prospective Third Parties, anyone acting on our behalf or others if there is a legitimate business purpose.

The giving or receiving of gifts may have implications if interpreted as a bribe, kickback or other payment offered for the purpose of obtaining favorable business or personal treatment.

## Invitations to Events or Meetings

You may be invited to attend or speak at vendor-sponsored events, professional, educational or community group meetings. Sponsors may offer to pay your expenses, as well as some type of honorarium. You should seek approval from your manager and the Code Director prior to attending these types of events. In addition, if you are presenting any material, you must have it reviewed by Corporate Communications and your manager.

## Gifts to Public Officials or Government Employees

If you work with public officials or government employees, be aware that even simple offers such as purchasing a meal or refreshments, providing gifts or paying for entertainment may be unacceptable or even against the law.

No gifts should be presented to federal elected officials and gifts to state elected officials need prior approval by the Government Affairs Division. Each state has specific restrictions and reporting requirements, so be sure you are familiar with and follow these limitations.

**Our business relationships must be based entirely on sound business decisions, fair dealing and applicable laws.**



**Q Is it a conflict of interest to own stock in competitors?**

**A** Probably not. This only becomes a problem if your investment impairs your ability to make objective business decisions that are in Mutual's best interest.

**Q A friend has asked me to invest in their company which is one of Mutual's suppliers. Is this a conflict?**

**A** Having an ownership interest in a company that does business with Mutual could be a conflict of interest. Factors that must be considered include: your position at Mutual, your role in purchasing decisions, the amount of your investment and the importance of Mutual's business to the company. Before you invest, you should consult your manager, the Insider Trading Policy and the Code Director for guidance.

**Q There's an opening in my department and my child would be perfect for it. Can they apply?**

**A** Members of an immediate family should not report to the same direct manager. There may be rare exceptions to this policy; you should consult HR for guidance.

**Q A vendor has offered to pay my way to their company's annual conference in Las Vegas if I will appear on a panel discussing one of their software products. Their product has worked well for us, and I love Vegas. Can I accept their offer?**

**A** It depends. You should talk this over with your manager, but in some cases accepting an offer such as this is prohibited because it exceeds our gift limits and implies a corporate endorsement of the vendor. You should seek approval from your manager and the Code Director prior to attending these types of events. If you are presenting any material, you must have it reviewed by Corporate Communications and your manager.

**Q A vendor invited me to their VIP suite for an upcoming football game. It's a big game and I really want to attend. May I accept?**

**A** Maybe. Please consider these factors before you discuss the offer with your manager: Does the value of the offer exceed our gift limit? Would it compromise or appear to compromise your ability to make objective business decisions related to the vendor? Would it create the impression of a conflict of interest or divided loyalty? Other relevant factors include the frequency of gifts/entertainment from this vendor, the status of the business relationship and whether the vendor is paying for associated travel, lodging and meals.

**Q My spouse works for one of our competitors. Is this a conflict of interest?**

**A** Probably not. Be sure to let your manager know or contact the Code Director so you are not given assignments that could present a conflict of interest. You must also be careful not to disclose Mutual's confidential information or ask your spouse to disclose confidential information about their employer.

**Q I am in the process of negotiating an agreement or have other business reasons to meet frequently with a vendor. The vendor's representative has always paid for my lunch. Is this a conflict of interest?**

**A** Maybe. Business should be won or lost on the strength of products or services, not on gifts or favors. In order to avoid the perception of impropriety or preferential treatment, the company should share the cost of the lunches or other entertainment and reciprocate by paying half of the time. You may want to consult your manager about future lunches. If the business lunch is determined to be a business expense as outlined in the Travel & Expense Policy, the expense may be submitted for reimbursement. It's a good idea to consult your manager in these situations.

**Q I am in the process of renegotiating a contract with one of our vendors. We have a good relationship and are satisfied with the product and service. The vendor has asked to use our name and logo as a customer reference for their product. I am not sure if this practice is acceptable. Who should I talk to about this?**

**A** There are specific guidelines around the use of Mutual's name and brand. You may not give permission for another company, including vendors, to use Mutual's name or brand in an advertisement or any of their marketing or promotional efforts without first consulting with Corporate Communications.



## We Communicate Clearly and Carefully

You should be sensitive about how written and verbal communications may be perceived and interpreted by others.

In creating communications, avoid:

- ✓ Negative statements about competitors or their products
- ✓ Documents that do not have business purpose
- ✓ Judgments or conclusions not based upon the applicable facts, or are outside of the associate's area of knowledge and expertise

## Responsible Use of Electronic Communications and Social Media

When you are using electronic communications or accessing social media for work, you are expected to use electronic communications systems lawfully and professionally in accordance with company standards and HR policies. Be conscientious and responsible. Do not access, distribute, download or upload material that is prohibited by law.



**We Are Innovative**



## Q&A

**Q** Is it OK to talk about what occurs at work on my own personal social media site (LinkedIn, Facebook, Twitter, blogs, etc.)?

**A** Yes, you have the right to communicate with other associates about your pay or working conditions. However, you are not allowed to post to your personal social media sites regarding your work to the extent you reveal confidential business or trade secret information, private customer or associate information, or you appear to be speaking on behalf of the company.





## Keep in Mind...

Since all forms of associate communications can be connected to Mutual, the appropriate business areas should provide their input and approval prior to distribution of the communication outside the company. The following are some examples:

- **Corporate Communications** if the communication either expressly or by implication purports to be the view of the company and/or its affiliates, or if it involves the news media.
- **Government Affairs** if the communication provides a political position, political viewpoint or an analysis of current or proposed state or federal legislation.
- **Investment Management** if the communication includes information regarding our financial stability, investment strategies or investment portfolio.
- **Compliance and Ethics** if the communication is to a government agency or is to be used with the general public and its purpose is to promote the company and/or its affiliates or create an interest in our products.
- **Law Operation** if the communication provides tax or legal advice.
- **Human Resources** if it is not otherwise clear where one should seek approval for the communication.

# Our Commitment to Our Customers, Third Parties and Communities

**We treat associates, customers, Third Parties, anyone acting on our behalf and competitors in a fair and honest manner.**

## Fair and Ethical Competition

We pride ourselves on selling our products and services based on their qualities and the needs of our customers.

We must all abide by antitrust and anti-corruption laws, international trade regulations and anti-boycott regulations, all of which are designed to protect consumers by preserving free and open competition.

We will not provide untrue, unsubstantiated or nonpublic information about a competitor to any customer or other party in order to gain a business advantage. Further, we will not offer or provide money or anything of value to gain an improper business advantage.

Do not ask for information about competitors in a manner that would be illegal or in violation of a contractual agreement.

**You must never discuss or be involved in discussions that include:**

1

### PRICE FIXING

Collaborating with a competitor to decide what to charge for a product.

2

### GROUP BOYCOTTS

Agreeing with customers, suppliers or competitors to refuse to deal with particular vendors.

3

### CUSTOMER OR MARKET ALLOCATIONS

Agreements to allocate the market for our goods and services among ourselves and our competitors.

All information given to our customers and community about our products and services must be truthful and accurate. Advertising must not be deceptive or misleading.

## We Expect Ethical Behavior from Our Third Parties

Our commitment to fair and ethical behavior extends to our Third Parties and anyone acting on our behalf.

We expect these parties to abide by all applicable laws, as well as our ethical standards.

## We Exercise Caution When Attending Seminars and Conferences

Attending seminars and conferences with others in our industry is common. Always be cautious when discussing business matters with competitors.

## Q&A

**Q** I represent Mutual on a trade association committee. They read an antitrust disclaimer before every meeting, but some of the discussions seem to suggest collusion on pricing and where specific companies should focus their sales efforts. What should I do?

**A** You should never participate in discussions with competitors that suggest price-fixing, boycotts of vendors or market allocations. If you are in a meeting where these topics arise, do not participate in the discussion. Document the discussion and report your concerns to your manager and/or the Code Director. You also may use the Code Helpline to report your concerns.

You should be on alert for potential fraud and report any suspected fraudulent behavior to the Fraud Hotline.

## We Protect Customer Information

You must keep consumer and customer information confidential and secure. You must only access or use customer information for appropriate business purposes.

You should be familiar with and handle customer information according to Mutual's policies and standards, which detail our commitment to privacy and information protection, as well as internal privacy and information security.

Attempts to gain access to confidential company or customer information that is not necessary to do your job is prohibited and could result in civil and/or criminal consequences under the Computer Fraud and Abuse Act.



A Third Party is an agent, vendor, supplier, contractor, consultant or anyone acting on our behalf.

## We Protect Supplier and Third-Party Information

You must also keep any information you have about the purchase of products or services or information from Third Parties and anyone acting on our behalf confidential and secure. Sharing this information with the wrong source could provide an improper advantage to the supplier or its competitors.

## We Respect the Intellectual Property of Others

We protect the intellectual property rights of Third Parties, including their trade secrets, copyrighted, trademarked or patented material. You may not upload files or post messages that contain photos, music, software or other material protected by intellectual property laws, rights of privacy or publicity, or any other applicable law.

Before using any Third Party intellectual property, obtain permission. The unauthorized use of copyrighted material can expose you and/or the company to civil liability and even criminal penalties.

## Disclosure of Unlawful Activity

We are prohibited from employing anyone who has been convicted of, or who has entered into a pretrial diversion program for crime(s) involving dishonesty or mistrust, or employing someone in a position of authority if they have engaged in illegal activities. You must notify your manager or the Code Director if this applies to you or if you have any questions.



We Exist for Our Customers

## We Do Not Trade on Inside Information

It is our policy to follow laws that prohibit any person, either personally or on behalf of others (including Mutual and its affiliates), from buying or selling securities based on material nonpublic information. This is frequently referred to as "insider trading." You may not trade the securities of any company if you have material or nonpublic information you have obtained through your position at Mutual. You also may not "tip" or disclose material nonpublic information to family members and other persons who may trade securities based on such information.

### Inside Information may include:

- Existence of mergers, acquisitions or divestitures
- New product launches or significant changes in existing protocol
- Gain or loss of a substantial client
- Senior management changes
- Pending or threatened litigation or regulatory actions
- Certain financial results, projections or problems

## We Cooperate with Government Inquiries

We comply with laws and cooperate with federal, state and local officials and regulators. You may deal regularly with government representatives and legal inquires in your role, however, if a request seems out of the ordinary, or if you are uncertain how to respond, consult with your manager or the Law Operation. You must always protect the companies' legal rights and consider the confidential or proprietary nature of information entrusted to the companies.

## We Stand Up Against Fraud

Fraud occurs when someone intentionally misrepresents information or deceives someone else in order to obtain a benefit or harm another person. Fraud can be committed in a number of ways and by a number of different people, including customers, associates, agents, medical providers or other Third Parties.

### Examples of fraud may include:

- Theft or embezzlement of Mutual's or customer funds
- Falsification or omission of information on a claim form or policy application
- Deception of customers in connection with the sale of Mutual's products
- Deliberate misstatement in the preparation, evaluation or audit of any financial statement

We have a zero-tolerance fraud policy and may seek prosecution against individuals and vendors who commit fraud.

## We Guard Against Money Laundering and Terrorist Financing

Money laundering is taking "dirty" money derived from unlawful activities and making it look "clean," as if from legitimate sources. Our products and services could make us a target of money laundering operations.

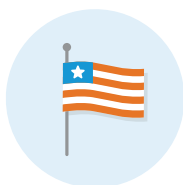
You should be familiar with and recognize "red flags" that may indicate a suspicious transaction and possible money laundering activity. Immediately report them to the corporate or MOIS Anti-Money Laundering Officer.



**We Act with Integrity**

## Government Relationships and Political Activity

We must all be careful to uphold Mutual's reputation at all times. You may participate in political activities that interest you, however, you should be clear that your participation is personal and not on behalf of Mutual.



### Personal Political Activities and Contributions

Your personal political activities must be on your own time and at your own expense. Political contributions must be made in your name. Contributions consist of money or anything of value, including loans, lists or information, use of goods, facilities or services. Contributions can be direct to individual candidates and political parties or indirect, such as tickets to a fundraising dinner.



### Prohibited Activities

You may not use company resources such as telephones, computers or supplies for your personal political activities. Political contributions should not be made on behalf of Mutual to candidates for federal or other office even if using personal funds. Corporate contributions to political campaigns are prohibited at the federal level. Corporate contributions to state elections are prohibited in some states, and even where permitted are closely regulated. Contact Government Affairs before any corporate contributions are made in state elections.

Leaders must never use a position of authority to make another associate feel compelled or pressured to participate in any way in any political event or cause, or for any other political reason.



### Political Action Committee

Mutual has a political action committee (IMPAC) for eligible employees. Participation is voluntary and is an exception to the general prohibition on utilizing company resources for political activities. Members may use company time and resources for IMPAC activities.



### Lobbying Activities

Various laws require us to monitor, track and report any lobbying activity. Interactions with government officials, even in connection with a procurement, could be considered lobbying. Before you contact a federal elected official on behalf of Mutual, contact the Government Affairs Division for approval.



### Government as a Customer

As a government contractor, we have a special obligation to ensure the highest degree of integrity. When the government is our customer, there are additional laws and regulations involved in the areas of cost records, price estimation, time charging, gratuities, kickbacks and classified information. Special care and attention must be given to understand and comply with these additional requirements.



## We are Committed to Our Communities and the Environment

We are committed to a corporate social responsibility philosophy of improving the welfare of our community and growing our business sustainably. We constantly seek new ways to fulfill our responsibilities to the community and environment.

### Fair Housing Practices

As part of our commitment to the welfare of our community, we comply with all fair housing requirements. We do not discriminate against anyone based on membership in a protected class or any other factor prohibited by law in the sale or rental of real estate. Additionally, we are proud of our commitment to the environment and the community by providing LEED-certified properties.

### Mutual of Omaha Employee Financial Assistance Fund

The mission of the Fund is to provide financial assistance to Mutual associates during times of crisis or need. Associates who provide any services on behalf of the Fund in any capacity will conduct the affairs of the organization in accordance with the Code.

### Mutual of Omaha Foundation

The Foundation's mission is to break the cycle of poverty and invest in major capital projects that strengthen our community. Associates who provide any services on behalf of the Foundation in any capacity will conduct the affairs of the Foundation in accordance with the Code.



## Resources and Contact Information

Mutual has a number of resources available to guide you on issues of business ethics and conduct. Your manager is the best place to start. Depending on your concern, however, you may feel comfortable talking to someone else. Please refer to these additional resources for information, to ask a question or report a concern.



### The Code of Ethics and Business Conduct Helpline

1-800-635-5130

The Helpline is available 24/7. If you choose to remain anonymous, you will still be able to call back to provide additional information. If you use the Helpline to report a situation or ask a question, you may remain anonymous. This phone number does not have caller ID. Retaliation against anyone who reports a concern is prohibited.



### Confidential Online Reporting

[www.reportlineweb.com/mutualofomaha](http://www.reportlineweb.com/mutualofomaha)

Direct concerns regarding accounting, internal accounting controls or auditing matters to the Audit Committee of the Board of Directors through the Helpline or confidential online reporting.



### Email

[codeofconductdirector@mutualofomaha.com](mailto:codeofconductdirector@mutualofomaha.com)



### Or You Can Write Us At:

Director of Code of Ethics and Business Conduct | P.O. Box 3401 • Omaha, NE 68103-0401

### Other Resources Are Available, Depending On Your Question or Issue. These Include:

- HR Helpline: (402) 351-3300 or 1-800-365-1405 (toll-free)
- Fraud Hotline: 1-800-936-9396
- Security Control Center: (402) 351-2222
- Employee Assistance Program: (402) 351-2019 or 1-800-316-2796 (toll-free)

### What Happens Next?

If you make a report, it will be investigated. You may be asked to provide more information. You may not receive information on the ultimate results of the investigation, but you will receive confirmation that the issue has been addressed.



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## Our Pledge

We are all responsible for our ethical culture. We strive to ensure that you have every possible means to express a concern when you step forward. The company will not retaliate for making good faith reports about questionable business practices or behaviors.

This is our Mutual pledge!

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**Mutual of Omaha**



## Why Mutual of Omaha

For more than a century, Mutual of Omaha has been committed to listening to our customers and helping them through life's transitions by providing an array of insurance and financial products.

[MutualofOmaha.com](https://MutualofOmaha.com)