

**1.01 Code of Conduct**  
**Policy ID: CORP-HR-01-POL-10110**  
**Effective: 15 Oct 2014**  
**Last Update: 23 Jun 2015**

## **Policy Purpose**

This Code of Conduct (the "Code") provides an overview of standards of behavior for business dealings applicable to all of our directors, officers and employees ("Associates") of all departments, subsidiaries, and operations of Follett Corporation ("Follett"). It is meant to provide guidance on the policies which are part of the Follett business philosophy, but does not cover every ethics or compliance issue that may arise. When faced with situations not addressed by the Code, we are all expected to follow both the spirit and the letter of the Code and Follett's policies that relate to the issue. You are expected to live up to high moral and ethical standards, even if the specific situation is not covered in the Code

## **Policy Scope**

### **Responsibilities**

This Code of Conduct (the "Code") provides an overview of standards of behavior for business dealings applicable to all of our directors, officers and employees ("Associates") of all departments, subsidiaries, and operations of Follett Corporation ("Follett").

### **Enforcement**

Follett will enforce compliance with the Code and all company policies and procedures through appropriate disciplinary action, up to and including termination of employment and legal action.

### **Policy Statement**

Follett Corporation has been in business over 140 years. Over that time, Follett's management and associates have worked hard to establish the Company's reputation for honesty and fairness with customers, suppliers, employees, shareholders, communities, and government entities. Our future success depends on everyone's continued commitment to maintain this reputation with all of our stakeholders.

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Code and Follett's policies that relate to the issue. You are expected to live up to high moral and ethical standards, even if the specific situation is not covered in the Code. No one is encouraged or authorized to act in any way that would be immoral, unethical, or illegal or in a manner that gives the appearance of impropriety. No one is encouraged or authorized to seek short-term business advantage at the expense of long-term, ethical conduct. If you have any questions about the Code, you should consult with your Human Resources representative or a member of the Legal Department unless a specific section of the Code directs you to contact someone else.

Follett will enforce compliance with the Code and all company policies and procedures through appropriate disciplinary action, up to and including termination of employment and legal action.

Follett prohibits retaliation against anyone who reports any suspected violation of the Code or other law or policy in good faith. Good faith does not mean you have to be right, but it does mean that you are providing all of the information you have and believe it to be true. Any Associate who engages in retaliation will be subject to discipline, up to and including termination.

A. PROTECTION OF PHYSICAL ASSETS

You may not steal, embezzle, or wrongfully take any money, goods, services, or benefits belonging to Follett or any customer, supplier, or any other person or organization. Company assets may be used for legitimate business purposes only. You may use computer and communications systems for personal use, provided such use is reasonable and is otherwise consistent with Follett's Technology and Communications Policy.

B. BRIBERY AND CORRUPTION

1. We will not use any unethical or illegal means to get or award business. All forms of bribery and corruption, including commercial bribery as well as bribery of government officials, to influence a decision affecting Follett's business or for the personal gain of an Associate is strictly prohibited. You are expected to conduct business at all times in an honest and ethical manner and to comply with any anti-bribery and corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act. You may not offer, promise, pay, approve, request, receive or agree to receive, directly or indirectly, any kickback or bribe, including money or its equivalent, gifts, favors, personal services, travel or accommodation, samples for personal use, or anything of value, to or from any person or entity, or from their agents or representatives, for the purposes of obtaining, retaining or awarding business or for any improper business purpose. You should also avoid any

activity that even creates the appearance of improper conduct or could create an impression of bribery or corrupt business practices.

2. Lawful, established discounts and allowances are not prohibited by the Code and may be offered and given to customers or received from vendors or suppliers in accordance with industry practice and company standards.

#### C. GIFTS AND ENTERTAINMENT

1. You may not accept gifts, favors, loans, entertainment or other gratuitous services from competitors, customers or suppliers of Follett. A gift or favor would not include articles of nominal value ordinarily used for sales promotion, ordinary business lunches or other reasonable entertainment where the customer, vendor or supplier is in attendance consistent with local social and business custom, and in no event greater than \$150 in value per instance unless specifically approved in advance by the Human Resources Department. No one may accept cash, gift cards or cash equivalents of any amount from any person that has business dealings with Follett.
2. You may not offer or give gifts to an individual or organization that Follett does business with, or is seeking to do business with, if the gift could influence, or reasonably give the appearance of influencing, a decision or action. However, you may give reasonable sales promotion items or other reasonable gifts of nominal value, such as an advertising novelty or a product sample. You also may give common business courtesies, such as meals and entertainment, that are consistent with Follett's Travel & Entertainment Policy.

#### D. ANTITRUST COMPLIANCE

1. Antitrust laws, sometimes also called competition laws, govern the way that companies behave in the marketplace. Antitrust laws encourage competition by prohibiting unreasonable restraints on trade. The laws apply to how companies deal with their competitors, customers, and suppliers. Violating antitrust laws is very serious and could place both Follett and you at risk of substantial criminal penalties. It is Follett's policy to comply with all antitrust laws in the United States and in other countries where we do business.
2. Specifically, you are not allowed to enter into any agreement or understanding with a competitor, express or implied: (a) to fix prices or other terms or conditions of sale; (b) to divide a market by allocating customers, territories, products or services; (c) to refuse to do business with a third party; (d) to limit or reduce sales to a particular customer or market; or (e) regarding whether to bid, or the prices or terms to be bid, in response to any bid request.
3. You may not provide to, or request or receive from, a competitor, any non-public information concerning prices or other terms of sale.

4. Agreements with suppliers or customers on minimum resale prices can raise significant antitrust issues. Before engaging in any such discussions you should consult with a member of the Legal Department.

E. STANDARDS FOR BUSINESS RELATIONSHIPS

1. Follett is committed to equal employment opportunity and compliance with fair employment practices and nondiscrimination laws, including all wage and hourly laws. In addition, we believe that diversity is important to our success. We seek to hire, develop and retain the most talented individuals from a diverse candidate pool.
2. Follett is committed to a workplace environment free from discrimination, harassment or bullying, whether committed by or against a co-worker, supervisor, customer, supplier, prospective employee or visitor. Harassment, whether based on a person's gender, sexual orientation, gender identity, race, color, ethnicity, religion, national origin, citizenship status, veteran status, ancestry, age, pregnancy, disability, genetic information, marital status or any other reason prohibited by law is inconsistent with Follett's commitment to provide a respectful, professional and dignified workplace. Please refer to our Equal Employment and Harassment Policies for further guidance.
3. Unlawful discrimination in any area of employment, including hiring, advancement, compensation, discipline, and termination, will not be tolerated. Follett prohibits retaliation against applicants and Associates for filing a good faith complaint or assisting in an investigation under federal, state or local employment discrimination laws. Follett also prohibits any Associate from making any claim known by that Associate to be false.
4. All safety concerns or accidents, no matter how slight the problem, should be reported immediately to a representative of Human Resources. Violence or the threat of violence will not be tolerated, whether committed by or against a co-worker, supervisor, customer, supplier, prospective employee or visitor. If you become aware of a threat or act of violent behavior, notify your supervisor or a representative of Human Resources immediately of the details of the act or threat, which may violate our Violence Free Workplace Policy.
5. Co-workers, supervisors, customers, suppliers, prospective employees, visitors, and others with whom you encounter in a business capacity should always be treated with dignity and respect.
6. Follett letterhead, telephones, computers or other communications facilities may not be used (i) to create the impression, without authority, that any communication has Follett's official sanction; (ii) for any illegal or immoral purpose, any political purpose, or any commercial purpose other than official Follett business; or (iii) for personal purposes other than reasonable, customary, non-confidential communications (Follett letterhead cannot be used for personal purposes without approval by your manager and your Human Resources representative).
7. Only reputable and responsible vendors should be selected for procuring goods and services for Follett.

F. PROPER RECORDING AND ACCOUNTING

1. Follett and its Associates must follow generally accepted accounting principles and maintain appropriate internal control policies and procedures. No sales, receipts, disbursements, purchase or rental of assets, disposition of assets, or any other financial transaction shall take place without being promptly and correctly entered upon the regular books and records of Follett. All entries shall be made in accordance with Follett policy and legal requirements. False, misleading or artificial entries are unlawful and are not permitted. Management and internal and independent auditors and examiners must be given access to all information necessary for them to conduct appropriate reviews.
2. No Associate may take any action to improperly influence, coerce, manipulate, or mislead any accountant, auditor, or other person, with the purpose or effect of causing the books and records of the company to not meet generally accepted accounting principles or to violate any legal requirement.
3. Follett prohibits retaliation against any Associates for filing a good faith complaint regarding any accounting irregularities.

G. CHARITABLE AND POLITICAL CONTRIBUTIONS AND ACTIVITIES

1. You are encouraged to become involved in community activities and charitable organizations. However, no one may bring undue pressure on another Associate to contribute to a charitable organization. Please refer to our No Solicitation Policy for further guidance.
2. You are free to participate in personal political activities, unrelated to Follett, on your own time and expense. But you may not use company time or resources to support personal political activities or use your position to coerce or pressure other Associates to make contributions or support a candidate or political cause. Follett stationery or other Follett identified materials are not permitted to be used for personal political communications.

H. CONFLICT OF INTEREST

1. You must always act in the best interests of Follett and should be sensitive to any activities, interests or relationships that might interfere with, or even appear to interfere with, your responsibilities to Follett. This includes engaging in any activity that is competitive with or in the same industry as Follett. In determining whether a conflict exists, you should also consider that situations involving immediate family members may interfere with your responsibilities to Follett. If there is a possibility that an outside activity may be a conflict of interest, you must consult with a member of the Executive Committee or the Legal Department prior to engaging in that activity.

2. You may not use any assets, funds, or other resources of Follett for personal benefit or for the benefit of another person or organization, unless such use serves the best interests of Follett in the normal course of business.
3. You are not permitted to participate in a business opportunity that can reasonably be expected to be of interest of Follett, or a business opportunity that is learned about through work at Follett if it relates to the company's current or potential business, without prior approval by the Executive Committee.
4. The Follett name or letterhead may not be used in solicitations or other non-business activities.
5. If circumstances arise where it is in the best interest of Follett to deal with outside organizations where a conflict may arise, including with respect to Follett shareholders, such dealing will be approved in advance by the Executive Committee and, as appropriate, the Board of Directors. No dealings between Follett and such outside organizations may be approved unless they are on terms as favorable to Follett as could have been obtained from unrelated parties. Further, any such dealings shall be fully documented by purchase orders, requisitions, invoices, and similar written records and authorizations. If you believe that you are about to enter into such dealings, you must seek advance approval from the Executive Committee, or as appropriate, the Board of Directors before proceeding with any such transaction.
6. No relative of an Associate may be employed by, or work in a division or department controlled or managed by, that Associate without advance approval as specifically set out in our Employment Policy: Potential Conflicts in Reporting Relationships.

I. CONFIDENTIALITY

1. Confidential or proprietary information about Follett, other Associates, customers, suppliers and vendors known by Associates will not be disclosed to any individual (including other Associates) or organization not authorized to have such information. This includes information stored in company computers and intranets, which is subject to the same restrictions on disclosure as other company confidential information.
2. Information given to you by an outside customer, supplier, vendor or other source, which is known or reasonably should be known to be sensitive or confidential, may not be disclosed to any unauthorized person, either inside or outside Follett.
3. You are not permitted to buy or sell, or recommend to others to buy or sell, any security or other property interest based on knowledge obtained from association with Follett, but not generally available to the public.
4. We respect and protect the confidentiality of all prospective, current or former Associates' personal information. You must handle private information regarding other Associates responsibly and in a matter that will protect the confidentiality of the information, including limiting access to this information to authorized persons with a legitimate business need. You should also be aware that any information, whether personal or business related, generated at Follett, on Follett's systems or during the

course of conducting Follett business belongs to Follett. This information is subject to review by Follett, is not "private" and may be subject to discovery in the event of a lawsuit. Please refer to our Social Media Policy for further guidance.

5. The obligation to maintain confidentiality continues even after an Associate ceases being employed by Follett.

#### J. INTELLECTUAL PROPERTY

1. It is the policy of Follett to respect the intellectual property rights of others. Except for legally permitted "Fair Use," or routing of original publications, you may not use or copy any copyrighted materials, whether textual, graphical, or musical, and whether in printed or electronic form, without permission of the copyright owner.
2. In particular, software protected by copyright may not be copied for either personal or Follett use without permission of the copyright owner. This includes software available from outside sources as well as software created by Follett. Uncopyrighted software created by or for Follett is a company asset and may involve important trade secrets. Such software may not be copied or be used for personal benefit or gain.
3. Follett owns all inventions, discoveries, ideas, trade secrets, and original works of authorship that an Associate conceives or develops either alone or jointly with others during the course of employment or using Follett resources. Follett has the sole right to determine the terms and conditions of any disposition of its intellectual property, which may be made with or without monetary compensation, and no Associate shall have any right to share in any monetary compensation or other receipts resulting from the intellectual property. As an Associate, you agree to help Follett document its ownership of, and rights to, this intellectual property.

#### K. LEGAL PROCEEDINGS AND COMPLIANCE WITH LAW

1. You must immediately notify the General Counsel or a member of the Executive Committee of any impending or active legal proceedings which might involve Follett or which might potentially damage Follett's reputation, either by involvement of the company or by involvement of any person connected with the company.
2. Follett conducts its business in compliance with applicable laws, rules and regulations and you are required to do the same. Although you may not know the details of all of the laws, rules and regulations that apply to Follett's business, you should be familiar with the specific legal requirements that apply to your area of responsibility. No one is authorized to violate any law, rule or regulation on behalf of Follett or in pursuit of company business or to induce or attempt to induce anyone else to do the same.

#### L. PROMISES AND COMMITMENTS

You may not make any promises, commitments, pledges, or representations which you are not authorized to make or which you have reason to believe cannot be kept.

M. IMPORT AND EXPORT COMPLIANCE

Imports and exports are strictly governed by laws and regulations that restrict or prohibit the physical shipment of certain products or the transfer or electronic transmission of software and technology to certain destinations, entities, or foreign persons, including the regulations of the Office of Foreign Assets Control (OFAC). In many cases, the law requires an export license or other government approval in advance of shipment, transfer or transmission. Violation of these laws, even if inadvertent, could result in significant fines, penalties and possible imprisonment. You are required to comply with all U.S. export restrictions, as well as the applicable export control laws of each country in which Follett business is conducted.

N. COMMUNICATIONS

1. No one, other than a spokesperson authorized by the Executive Committee, may communicate nonpublic information about Follett, or speak on behalf of Follett, to a third party outside of the ordinary course of business. This restriction applies to all forms of public communications, including online discussions and conversations via social channels. Please refer to our Social Media Policy for further guidance.
2. If you are contacted by the public, the media or any third party seeking statements, nonpublic information, and/or endorsements on behalf of Follett, regardless of form or contact, you must refer the inquiry to the Communications Department.
3. Under no circumstance will any Associates share Follett financial information with third parties unless specifically authorized by the Executive Committee.
4. To the extent Follett is involved in a governmental inquiry or investigation, Follett will be represented by the Legal Department, which will determine what information is appropriate to provide. If you are contacted by any governmental agency, you should contact the Legal Department immediately for assistance.
5. You should not engage in communication that Follett's customers, clients, business partners, suppliers or vendors would find demeaning or offensive, including ethnic slurs, sexist comments, discriminatory comments, threats, insults or obscenity. Please refer to our Social Media Policy for further guidance.

O. GOVERNMENTS AND GOVERNMENTAL AGENCIES

Follett has significant dealings with federal, state, local and foreign governments. Statements made and records submitted to government purchasing agents are not to be intentionally misleading or inaccurate. Bids are to be made in good faith. Follett's dealings with governments are also to be done at "arm's length." You may not,



directly or indirectly, offer or make any payment, gift, bribe, secret commission or other benefit to influence the decision or action of any government employee, official, candidate or political party, or any private entity with which we seek to do business. Given that we compete for government business, certain of our senior executives, sales leaders and marketing leaders will be required to provide on a periodic basis additional certifications relating to their interactions with governmental officials under the Follett Supplemental Procurement Integrity Certification program. If there is a possibility that an interaction may be a conflict of interest under the Supplemental Procurement Integrity Certification program, you must consult with a member of the Executive Committee or the Legal Department prior to engaging in that activity.

P. CODE OPERATION

1. You are required to review the Code and sign the Certificate of Business Conduct at the time of your hiring, appointment or election and annually thereafter. Good business conduct is important for each one of us. If a conflict arises after you have signed the Code, you must promptly disclose the new circumstances to your Human Resources representative, a member of the Legal Department or a member of the Executive Committee. The members of the Executive Committee are the Chairman, Chief Executive Officer, the President of FHEG, the President of FSS, the Chief Financial Officer, the Chief Information Officer, the Executive Vice President – Human Resources and the General Counsel.
2. If you are aware of a violation of this Code, law or any other company policy, you should promptly report this information to your Human Resources representative, a member of the Legal Department, a member of the Executive Committee or our Ethics and Compliance team at (800-243-9930) or [follett.ethicspoint.com](https://www.follett.ethicspoint.com). When you call, be sure to provide enough information for the company to be able to follow up (for example, names of persons allegedly involved, dates and nature of activity). The company will promptly review all complaints and will conduct investigations of violations. You should not investigate on your own but leave such work to the appropriate people chosen by the company. No Associate should make a false report of a violation.

## Maintenance

If you have any questions about the Code, you should consult with your Human Resources representative or a member of the Legal Department unless a specific section of the Code directs you to contact someone else.