



Code of Business Conduct and Ethics

October 2017



MESSAGE FROM THE CEO

TO ALL EMPLOYEES:

Since its inception in 1992, ASGN Incorporated has experienced significant growth in its personnel, revenues and geographic scope. With your help, we plan to continue to expand our business. As we work hard to meet our corporate goals and objectives, and as new employees continue to join us and our affiliates, it is important for us to revisit some of the cornerstones of our business.

The success of our business depends on our reputation. Our reputation, in turn, depends on our ability to operate in accordance with principles of honesty, integrity and trustworthiness—principles that must be upheld daily. Each of our employees, officers and directors must be vigilant to enable us to maintain our reputation as a company operating under the highest ethical standards.

To that end, we have adopted a Code of Business Conduct and Ethics to reinforce our continuing commitment to the maintenance of the highest standards of honesty, integrity and trustworthiness. The Code will be subject to the administration of the Audit Committee of the Company's Board of Directors. The Code is broadly stated and is not intended to be a complete set of instructions for behavior in every conceivable situation. Instead, it is intended to provide a framework to guide each employee in exercising his or her good judgment in all matters relating to the conduct of our business.

We have personally taken the time to consider the Code carefully and encourage each of you to do the same. Each of us has signed a statement confirming that we have read the Code and intend to comport ourselves accordingly. We similarly expect that you will do the same.

Peter Dameris
Chief Executive Officer



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Code of Business Conduct and Ethics

INTRODUCTION

ASGN Incorporated and its subsidiaries (the “Company”) have always subscribed to the highest ethical standards. Our employees, officers and members of our Board of Directors (“Company Persons” or individually, a “Company Person”) are expected to conduct business legally and ethically and insist that our vendors and business associates do the same. This Code of Business Conduct and Ethics (the “Code”) embodies the Company’s commitment to conduct our business in accordance with applicable laws, rules and regulations and the highest ethical standards. All Company Persons are expected to adhere to the principles and procedures set forth in this Code. Throughout the Code, the terms “ASGN,” “Company,” “we,” “our,” and “us” are used to refer to the enterprise as a whole, to each person within it, and to any person who represents ASGN Incorporated or any part of the ASGN Incorporated organization.

Each Company Person will be held accountable for his or her adherence to the Code. Company Persons who violate the policies in the Code will be subject to disciplinary action, up to and including a discharge from the Company and, where appropriate, civil liability and criminal prosecution, however, the Company will take into consideration whether any potential violations were unknowingly made and/or taken in good faith.

Company Persons with questions regarding business conduct or possible violations should contact the Company’s Chief Legal Officer or General Counsel of their Division, or in connection with accounting or auditing matters, should follow the procedures outlined in the section of the Code entitled “Duty to Report Questionable Accounting or Auditing Matters.” The Company will not tolerate retaliation for reports made in good faith.

Each Company Person should also read and be familiar with the Company’s Insider Trading Policy.

Nothing in this Code, in any Company policies or procedures, or in other related communications (verbal or written), creates or implies a contract of employment for a definite or indefinite term.

The Company reserves the right to amend, alter or terminate this Code or the policies underlying it at any time for any reason.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obeying the law, both in letter and in spirit, is one of the foundations on which this Company’s ethical policies are built. All Company Persons must respect and comply with applicable governmental laws, rules and regulations (including insider trading laws). It is the personal responsibility of each Company Person to adhere to the standards and restrictions imposed by those laws, rules and regulations. It is important that you seek



advice from supervisors, managers or other appropriate personnel if you have questions regarding the laws, rules and regulations that apply to the Company's business.

Generally, it is illegal and against Company policy for any Company Person who is aware of material nonpublic information relating to the Company, to buy or sell any securities of the Company, or recommend that another person buy, sell or hold the Company's securities. More detailed rules governing the trading of securities by Company Persons are set forth in the Company's Insider Trading Policy. Any Company Person who is uncertain about his or her responsibilities under the Insider Trading Policy should consult the Chief Legal Officer before making any such purchase or sale.

CONFIDENTIAL INFORMATION

The Company's confidential and proprietary information is vital to its current operations and future success. Company Persons should use all reasonable care to protect or otherwise prevent the unauthorized disclosure of such information.

In no event should Company Persons disclose or reveal confidential information within or outside the Company without proper authorization or purpose.

"Confidential Information" refers to a piece of information, or a compilation of information, in any form (on paper, in an electronic file, or otherwise), related to the Company's business that the Company has not made public or authorized to be made public, and that is not generally known to the public through proper means. By way of example, confidential or proprietary information includes, but is not limited to, nonpublic information regarding the Company's business methods and plans, databases, systems, technology, intellectual property, know-how, marketing plans, promotions, operations, advertising sources, the techniques used in, approaches to, or results of any market research, and other marketing data business development, products, services, research, development, inventions, financial statements, financial projections, financing methods, pricing strategies, customer sources, candidates, consultants, contractors, including lists, identities, resumes, preferences, transaction histories, rates and related information, and other characteristics, pricing structure, pricing information (such as price lists, quotation guides, previous or outstanding quotations, or billing information), training materials, employee health/medical records, system designs, customer lists, and methods of competing. Additionally, Company Persons who, by virtue of their performance of their job responsibilities have the following information, should not disclose such information for any reason, except as required to complete job duties, without the permission of the Company Person at issue: social security numbers, driver's license or resident identification numbers, financial accounts, credit or debit card numbers, or security and access codes or passwords that would permit access to medical, financial, or other legally protected information.

Confidential Information does not include information lawfully acquired by non-management Company Persons about wages, hours, or other terms and conditions of employment, if used by them for purposes protected by §7 of the National Labor Relations Act such as joining or forming a union, engaging in collective bargaining, or engaging in other concerted activity for their mutual aid or protection. Nothing in this Code prohibits a



Company Person from communicating with any governmental authority or making a report in good faith and with a reasonable belief of any violations of law or regulation to a governmental authority, or disclosing Confidential Information which the Company Person acquired through lawful means in the course of his or her employment to a governmental authority in connection with any communication or report, or from filing, testifying, or participating in a legal proceeding relating to any violations, including making other disclosures protected or required by any whistleblower law or regulation to the Securities and Exchange Commission (the “SEC”), the Department of Labor, or any other appropriate government authority. To the extent a Company Person discloses any Confidential Information in connection with communicating with a governmental authority, the Company Person will honor the other confidentiality obligations in this Code and will only share such Confidential Information with his or her attorney, or with the government agency or entity. Nothing in this Code shall be construed to permit or condone unlawful conduct, including but not limited to the theft or misappropriation of Company property, trade secrets, or information.

A Company Person shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret if: (i) the disclosure of the trade secret is made in confidence to a government official, either directly or indirectly, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law; (ii) the disclosure of the trade secret is made in a complaint or other document filed in a lawsuit, if such filing is made under seal; or (iii) if an individual files a lawsuit alleging retaliation by an employer for reporting a suspected violation of law, if the disclosure of the trade secret is made to the attorney of the individual or used in the court proceeding so long as the filing of any document containing the trade secret is under seal and the trade secret is not disclosed except under court order.

Notwithstanding the terms of the confidentiality provisions, the Company will not discharge or in any other manner discriminate against Company Persons or applicants because they have inquired about, discussed, or disclosed their own pay or the pay of another Company Person or applicant. However, Company Persons who have access to the compensation information of other Company Persons or applicants as a part of their essential job functions cannot disclose the pay of other Company Persons or applicants to individuals who do not otherwise have access to compensation information, unless the disclosure is (a) in response to a formal complaint or charge, (b) in furtherance of an investigation, proceeding, hearing, or action, including an investigation conducted by the employer, or (c) consistent with the Company’s legal duty to furnish information.

CONFLICTS OF INTEREST

All Company Persons must conduct themselves in such a way as to avoid conflicts of interest. A “conflict of interest” exists when an individual’s private interest improperly interferes or conflicts (or appears to conflict) with the interest of the Company.

The following are examples of prohibited conflicts of interest in any aspect of their jobs:

- Acting as a director, officer, consultant, agent, or employee of a supplier, customer, competitor, or any entity that engages in business with the Company;

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- Owning a material interest in or being a creditor of or having other financial interest in a supplier, customer, competitor, or any entity that engages in business with the Company;
 - Receiving from or giving to any supplier, customer, or competitor gifts, gratuities, special allowances, discounts, or other advantages not generally available to Company Persons;
 - Having any significant direct or indirect personal interest in a business transaction involving the Company;
 - Conducting outside activities that materially detract from or interfere with the full and timely performance of a Company Person's job duties for the Company; and/or
 - Influencing commercial transactions involving purchases, contracts, or leases in a way that would have a negative impact on the Company or its business.

If a Company Person finds that he or she has, or is considering the assumption of, a financial interest or outside employment relationship that might involve a conflict of interest, or if the Company Person is in doubt concerning the proper application of this Code, he or she should promptly discuss the matter with the Company's Chief Legal Officer or the General Counsel of their Division and refrain from exercising responsibility on the Company's behalf in any manner that might reasonably be considered to be affected by any adverse interest.

Failure to disclose the fact of a conflict may result in disciplinary action, up to and including termination.

This Code in no way prohibits Company Person affiliations or activities that are protected under applicable state and federal laws, including but not limited to any activity that is protected under Section 7 of the National Labor Relations Act, which includes the right of employees to organize collectively and to speak with others about their terms and conditions of employment.

LOBBYING AND POLITICAL ACTIVITY

The Company encourages Company Persons to become involved in civic affairs. Your involvement and participation, however, must be on an individual basis, on your own time, and at your own expense. Federal law prohibits the Company from donating corporate funds, goods, or services, directly or indirectly, to candidates for federal offices; this prohibition includes Company Persons' work time. Local and state laws also govern political contributions and activities as they apply to their respective jurisdictions. Both federal and state laws limit a corporation's activities significantly. While the Company may undertake legal lobbying or other efforts on behalf of the Company approved by and undertaken by its executive officers, no political contribution of corporate funds or use of corporate property, services, or other assets for political activity may be made in violation of state or federal law. This also means that Company Persons are not allowed to make



a personal contribution and then seek reimbursement from the Company through an expense report or any other means.

In this connection, indirect expenditures on behalf of a candidate or elected official - such as use of telephones, photocopy machines, facsimile machines, and other Company equipment - may be considered Company contributions. In no event will a Company Person be reimbursed in any manner for political activities.

ANTI-KICKBACK ACT

The Company is committed to ensuring that all transactions and other business dealings with its prime contractors, subcontractors, and suppliers are in accordance with the highest standards of business ethics and the provisions of the Anti-Kickback Act of 1986. That statute forbids prime contractors and subcontractors from offering, soliciting, providing or accepting anything of value to obtain or reward favorable treatment in connection with the award or performance of U.S. government prime contracts and subcontracts.

The term “kickback” means any money, fee, commission, credit, gift, gratuity, thing of value, loan, entertainment, services, or compensation of any kind that is provided, directly or indirectly, to any prime contractor, prime contractor employee, subcontractor, or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract with the United States or a subcontract in connection with a prime contract with the United States.

Any money, meals, trips, lodging, tickets to sporting events, loans, transportation, beverages, or personal services given to a representative of a client involved in government contracting or subcontracting may violate the Anti-Kickback Act if provided for the purpose of obtaining or rewarding favorable treatment in connection with a government prime or higher-tiered subcontract. The Company has an affirmative obligation under the law to report violations to the government where we have reasonable grounds to suspect that a violation exists. The Company will cooperate fully with any Federal agency investigating a possible violation of the Anti-Kickback Act. If you have reason to suspect that a violation has occurred, contact the General Counsel of your Division or the Company’s Chief Legal Officer.

PROCUREMENT INTEGRITY

Federal law prohibits a company that is competing for the award of a government contract or subcontract from knowingly obtaining (and any current or former government employees from knowingly disclosing) contractor bid or proposal information or the government’s source selection information before the award of a federal contract to which the information relates. The Company will not solicit or receive any proprietary bid and proposal information of its competitors. When you have reason to believe that the release to you of non-public information is unauthorized, you should not accept it from any source.



Criminal, civil, and administrative penalties are prescribed for improper disclosure or receipt of such information.

CONTRACT NEGOTIATION AND PRICING

In negotiating contracts with any client, be accurate and complete in all representations. In negotiating government contracts, we have an affirmative duty under certain circumstances to disclose (and possibly certify) current, accurate, and complete cost or pricing data. Moreover, submitting to a government client a proposal, quotation, or other document or statement that is false, incomplete, or misleading can result in civil and criminal liability for the Company, the involved Company Person, and any supervisor who condones such a practice.

ANTITRUST AND BID-RIGGING ISSUES

The antitrust laws are designed to ensure fair competition and to preserve the free enterprise system. They apply to all domestic and some foreign transactions by U.S. businesses. Because even an oral exchange can be viewed as an agreement, you need to exercise caution whenever you meet with clients or competitors. Some of the most common antitrust issues that may confront a Company Person involve pricing, bid rigging, market allocation, boycotts, and trade association activity.

Under no circumstance is a Company Person permitted to enter into an agreement with competitor(s), oral or written, which:

- agrees on prices,
- allocates markets or clients,
- engages in reciprocal dealing, or
- undertakes collusive action in pricing a bid to a client, such as bid rigging.

Antitrust laws are vigorously enforced. Violations may result in severe sanctions, such as significant monetary penalties against the Company, as well as sanctions against individual Company Persons, including substantial fines and prison sentences. Because the antitrust laws are complex, Company Persons are instructed to take special care in this area.

CORPORATE OPPORTUNITIES

Company Persons owe a duty to the Company to advance the Company's legitimate business interest when the opportunity to do so arises. Company Persons are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and refused it. Company Persons are prohibited from using Company property, information or position for personal gain or competing with the Company, directly or indirectly.



COMPETITION AND FAIR DEALING

The Company has a history of succeeding through honest business competition. We seek competitive advantages through superior performance, not through unethical or illegal business practices. Each Company Person should endeavor to respect the rights of and deal fairly with the Company's customers, vendors, competitors and employees. No Company Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair-dealing practice.

RECORD KEEPING

The Company requires honest, accurate and prompt recording and reporting of information in order to make responsible business decisions and to provide full, fair, accurate and timely disclosure. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal and accounting requirements and to the Company's system of internal controls. The accurate and timely reporting of our financial results and financial condition requires that all financial information be recorded promptly and accurately, and that our systems for recording and reporting that information be properly functioning and subject to regular and thorough evaluations. All information you record or report on behalf of the Company—whether for the Company's purposes or for use by third parties—must be done honestly and accurately. Providing false or misleading information in connection with any aspect of the Company's business or operations will not be tolerated.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All Company Persons should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate Company business purposes only. Any suspected incident of fraud or theft should be immediately reported to an appropriate supervisor for investigation.

The obligation of Company Persons to protect the Company's assets includes its confidential or proprietary information.

PUBLIC DISCLOSURE

All disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission ("SEC") and in other public communications made by the Company shall be full, fair, accurate, timely and understandable. All Company Persons who are involved in the Company's disclosure process are responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit, material facts about the Company to others, within or outside the Company, including the



Company's independent auditors. In addition, any Company Person who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently.

EQUAL EMPLOYMENT OPPORTUNITY AND HARASSMENT

The Company is committed to providing equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. This policy applies to all terms and conditions of employment and in regard to any other matter that affects in any way the working environment of the Company Person. The Company does not tolerate or condone any type of discrimination prohibited by law, including harassment.

REPORTING AND ANTI-RETALIATION POLICY

The responsibility for administering the Code, investigating alleged violations and determining corrective and disciplinary action rests with various groups within the Company. The Audit Committee of the Board of Directors is responsible for maintaining and updating the Code, subject to approval by the Board of Directors. The Legal Department and other relevant departments work together as appropriate to promptly handle investigations and recommend corrective and disciplinary actions. Depending on the circumstances, in some cases senior managers and other officers will be involved to consider and determine the appropriate corrective or disciplinary action. The Legal Department will periodically report Code violations and the corrective actions taken to the Audit Committee of the Board of Directors. In some cases, the Audit Committee or the full Board of Directors will be responsible to conduct the investigation and determine the actions to be taken.

The Company strives to impose discipline for each Code violation that fits the nature and particular facts of the violation. The Company generally will issue warnings or reprimands for less significant, first-time offenses. Violations of a more serious nature may result in an action such as suspension without pay, demotion, or reduction of compensation. Termination of employment generally is reserved for conduct such as theft or other violations amounting to a breach of trust, or for cases where a person has engaged in multiple violations. Terminations may also be appropriate for ethical violations if the Company Person has had appropriate training and consciously chose to pursue unethical behavior. Violations of the Code are not the only basis for disciplinary action. The Company has additional guidelines and procedures governing conduct, and violations of those guidelines and procedures may also result in corrective or disciplinary action.

HOW TO RAISE GOOD FAITH QUESTIONS AND CONCERNS ABOUT CONDUCT WHICH MAY VIOLATE OUR CODE

Consistent with our commitment to ethics, compliance, and the law, we welcome your good-faith questions and concerns about any conduct you believe may violate our Code, especially conduct that may be illegal, fraudulent, unethical, or retaliatory. We promote an environment that fosters honest, good faith communications about matters of conduct



related to our business activities, whether that conduct occurs within the Company or otherwise involves one of the Company's contractors, suppliers, consultants, or clients, or involves any other party with a business relationship with the Company.

Company Persons can submit their good faith questions or concerns about conduct they believe may violate our Code, our policies, or the laws and regulations under which we do business to:

- The Chief Legal Officer / Division General Counsel; or
- The Company's anonymous toll-free Hotline.

When a Company Person raises a good-faith concern, the Company will maintain confidentiality to the extent possible, consistent with applicable legal requirements and the need to conduct an adequate investigation or review. When raising concerns, we ask that Company Persons provide as much detailed information as possible, including the background and history of the concern, names, dates and places where possible, and the reasons why the situation is cause for concern. This is especially important for concerns raised anonymously, so that the Company may conduct an appropriate review and, if necessary, begin an investigation. Please note as well that the Company does not prohibit anyone from electing to report concerns, make lawful disclosures, or communicate with any governmental authority about conduct believed to violate laws or regulations.

WHAT TYPES OF ACTIVITIES SHOULD BE REPORTED

Examples of potential Code violations and activity that should be reported to the Company include, but are not limited to:

- Fraud, inclusive of time-card fraud, false or misleading entries or records or billing practices, and any other kinds of fraudulent activity or intentionally inaccurate reporting;
- Bribery;
- Gratuity, gifts, favors, entertainment, loans, or anything of monetary value given to government employees;
- Conflicts of interest or potential conflicts of interest, as described above under "Conflicts of Interest";
- Failure to report a significant overpayment(s) of any contract with the government;
- Presentation or creation of false claims for government payment; and
- Other violations of the Code.

Our commitment to promoting the highest ethical standards includes a responsibility to foster an environment that allows Company Persons to report violations *without the fear*



of retaliation or retribution. Coming forward with questions or concerns may sometimes feel like a difficult decision, but we are committed to fostering an environment that does not deter individuals from speaking up when they observe conduct that may violate our Code. For that reason, the Company will not tolerate retaliation of any kind because a Company Person, in good faith, raised a question or concern about a violation or suspected violation of our Code, our policies, or the laws and regulations under which we do business, or because the Company Person participates in or cooperates with an investigation of such concerns. Retaliation is any conduct that would reasonably dissuade a Company Person from raising, reporting, or communicating about good faith concerns through our internal reporting channels or with any governmental authority, or from participating in or cooperating with an investigation or legal proceeding raising such concerns. Retaliation may occur through conduct or written communication and may take many forms, including actual or implied threats, verbal or nonverbal behaviors, changes to the terms or conditions of employment, coercion, bullying, intimidation, or deliberate exclusionary behaviors.

If you are ever aware of an instance or threat of retaliation, please immediately report it. Nothing in this policy prevents the Company from taking appropriate disciplinary or other legitimate employment action consistent with its usual disciplinary practices and the law. In addition, this Code prohibits and does not protect Company Persons who knowingly and intentionally raise false concerns or reports.

WHAT THE COMPANY WILL DO

The Company is committed to reviewing all reported concerns, conducting proper, fair, and thorough investigations tailored to the circumstances, and taking appropriate remedial and concluding steps as warranted. All actions taken by the Company in response to a concern will necessarily depend on the nature and severity of the concern. This may include initial inquiries and fact-gathering to decide whether an investigation is appropriate and, if so, the form and scope of the investigation. Note that an investigation into concerns raised is not an indication that they have either been confirmed or rejected. The Company complies with the law in conducting investigations and recognizes the importance of cooperation by Company Persons and truthfulness in facilitating an effective investigation.

DUTY AND PROCEDURES TO REPORT QUESTIONABLE ACCOUNTING OR AUDITING MATTERS

All Company Persons are responsible for reporting to the Company any questionable situation regarding the Company's accounting, internal accounting controls or auditing matters, or a concern regarding questionable accounting or auditing matters that come to their attention.

1. Any person with a complaint regarding the Company's accounting, internal accounting controls or auditing matters, or a concern regarding questionable accounting or auditing matters may report that complaint or concern to the Audit Committee (the "Committee") by one of the following means:
 - Call one of the toll-free anonymous hotlines:



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- English-speaking USA and Canada: 833-620-0070
 - Spanish-speaking USA and Canada: 800-216-1288
 - French-speaking Canada: 855-725-0002
 - All other countries: 800-603-2869 (must dial country access code first [click here](#) for access codes and dialing instructions)
 - Send an email to reports@lighthouse-services.com (must include company name with report)
 - Provide a report anonymously at www.lighthouse-services.com/onassignment or go to a direct URL for a specific language:
 - English www.lighthousegoto.com/onassignment/eng
 - Spanish www.lighthousegoto.com/onassignment/spa
 - German www.lighthousegoto.com/onassignment/ger
 - French www.lighthousegoto.com/onassignment/fre
 - Dutch www.lighthousegoto.com/onassignment/dut
 - Italian www.lighthousegoto.com/onassignment/ita
 - Fax a report to (215) 689-3885 (must include company name with report)
 - Write the Committee:

Chairperson of the Audit Committee of the Board of Directors
c/o ASGN Incorporated
26745 Malibu Hills Rd.
Calabasas, California 91301

Any anonymous voice mail or message will be transcribed by an outside service contracted by the Company which is required to forward all such transcriptions to the chairperson of the Audit Committee of the Company's Board of Directors.

2. If a complaint regarding accounting, internal accounting controls or auditing matters is brought to the attention of an executive officer of the Company, either by a Company Person or a third party outside of the confidential and anonymous submission process, the executive officer is required to report the concern to the chair of the Audit Committee. If a complaint regarding accounting, internal accounting controls or auditing matters is brought to the attention of a non-executive Company Person, such Company Person may either (a) report such complaint directly to his or her supervisor or the Chief Financial Officer or (b) submit the complaint through the use of the toll-free telephone hotlines. All reports submitted by Company Persons regarding questionable accounting or auditing matters will be treated to the extent possible, as confidential.
3. The Committee will investigate reports received pursuant to this procedure that raise, or may raise, a material concern about an accounting, internal accounting control, or auditing matter, and that are sufficiently detailed and/or supported by facts or evidence

to permit an investigation to be conducted. Where a report appears to relate to a material accounting, internal accounting control or auditing matter but is not sufficiently detailed and/or supported by facts or evidence to permit an investigation to be conducted, the Committee shall engage in a reasonable effort to obtain sufficient detail and/or factual support to permit an investigation to proceed. To the extent possible, any such investigation will be handled in confidence. However, given the nature and seriousness of the issues that may arise in the course of such an investigation, the Company cannot promise anonymity to persons who elect to participate in any investigation.

4. Following the investigation of each report received pursuant to this procedure that raises a material accounting, internal accounting control, or auditing matter, the Committee shall review the results of the investigation and take any necessary or appropriate curative steps. Such steps may include, but are not limited to, causing accounting, internal accounting control, or audit records to be corrected, causing required securities or other disclosures to be amended, and/or ensuring that corrective action, including possible discipline, be imposed on any Company Person determined to have violated any applicable accounting or auditing law, regulation, rule, control or policy.
5. The Committee shall retain copies of every report received pursuant to this procedure, and related investigatory records, for no less than five years following the conclusion of the investigation.
6. The Company will not tolerate retaliation against any Company Person who in good faith makes a report or participates in any investigation conducted pursuant to this procedure. Any suspected retaliation should be reported immediately to the Committee. Such retaliation is extremely serious misconduct and may result in discipline, up to and including discharge. Retaliation may also subject the Company Person(s) responsible to personal legal and financial liability, and in certain cases may be a criminal offense.
7. Questions concerning these procedures may be directed to the Committee.

WAIVERS AND AMENDMENTS

It may be appropriate for a provision of the Code to be waived in a particular circumstance. Any Company Person seeking a waiver should speak to his or her supervisor, who will likely need to involve other persons in consideration of the waiver request.

Any waiver of the Code for the executive officers or directors of the Company must be made only by the Board of Directors and will be disclosed in accordance with the applicable requirements of the SEC and the NYSE Euronext, Inc. ("NYSE"). Any amendment or waiver of the Code will be disclosed in accordance with the applicable requirements of the SEC and the NYSE.