

# INTRODUCTION

To all of our Valued Employee or independent contractors and Independent Contractors,

It goes without saying that, as one of the most highly regarded independent adjusting firm in the nation, we are involved in competitive industry with insurance carriers expecting and demanding more of us. These demands have an effect on you, no matter where you are in the organization. We applaud that effort, and take this opportunity to thank you for the contributions you have made to our Company's success.

At the same time, it is essential that each one of us recognize that it is not just getting the job done that counts, but also how we achieve our results. WPS Catastrophe Claim Services' reputation --- as well as each individual success --- requires us not only to do the job, but to do it in the right way. As much as ever, doing the right thing goes beyond complying with the laws which govern our business. It really means conducting ourselves with total integrity in everything we do.

As your employer or lead contractor, WPS Catastrophe Claim Services obligation goes beyond simply stating that you should always conduct yourself professionally and ethically at work. With this Code of Business Conduct and Ethics, we are formalizing the values which have made us the Company we are today and which will carry us forward into the future. This manual describes the fundamental ethics policies that govern all of the work we do, and sets forth the duties and obligations of all our employee or independent contractors under those policies. We urge you to read it carefully, and to continue the tradition of hard work with a commitment to integrity and professionalism that have made us the Company we are today, and will continue to shape the future of our Company.

Very truly yours,

Patrick Stewart

CEO WPS Catastrophe Services

# **I. Compliance Standards; Duty To Report Violations; How To Report Violations; Anonymous Reporting**

This Code of Business Conduct and Ethics applies to all employee or independent contractors of WPS Catastrophe Claim Services and its subsidiaries, from the CEO, CFO, Controller and the rest of executive management, to field adjusters, field managers and support personnel. There are no employee or independent contractors who are exempt from the policies outlined in this Code of Business Conduct and Ethics.

The WPS Catastrophe Claim Services Ethics committee is responsible for applying these policies to specific situations in which questions may arise and has the authority to interpret these policies in any particular situation. Any questions relating to how these policies should be interpreted or applied should be addressed to WPS Catastrophe Claim Services Ethics committee.

Any employee or independent contractor who becomes aware of any existing or potential violation of laws, rules, regulations or this Code is required to notify WPS Catastrophe Claim Services Ethics committee promptly. Failure to do so is itself a violation of this Code. To encourage employee or independent contractors to report any violations, the Company will not allow retaliation for reports made in good faith. Where possible, reports should be submitted orally either by telephone or in person. If for any reason this is not possible, contact the WPS Catastrophe Claim Services Ethics committee for instructions concerning how to submit reports by e-mail, regular mail or by fax. If necessary, reports of violations may be submitted anonymously to the following.

[ethics@wpscat.com](mailto:ethics@wpscat.com) using a anonymous email address of the employee or independent contractor choice

The anonymous reports will be forwarded by email to the Chair of the Audit Committee of the WPS Catastrophe Claim Services Board of Directors. The Chair of the Audit Committee will then contact the General Counsel, or others as appropriate, to investigate reports as needed.

An employee or independent contractor who is unsure of whether a situation violates this Code should discuss the situation with WPS Catastrophe Claim Services General Counsel to prevent possible misunderstandings and embarrassment at a later date.

## **II. Conflicts of Interest**

A "conflict of interest" occurs when an individual's private interest is materially inconsistent with, in tension with or interferes with or appears to be inconsistent with, in tension with or to interfere with the interests of the Company. Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. In particular, an employee or independent contractor, officer or director must never use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family, or for any other person.

. All representatives of the WPS Catastrophe Claim Services should avoid any personal or business relationship outside the adjustment of an insurance claim with a client of our insurance carrier, except those relationships that are casual and the day to day business of the insurance carrier's client's trade or business. Requesting or accepting any type discount, remuneration, special treatment or gift from an insured or a party related to an insured is contrary to our ethics policy

Any employee or independent contractor, officer or director who is aware of a conflict of interest or an improper personal benefit or is concerned that a conflict might develop, is required to discuss the matter with the WPS Catastrophe Claim Services Ethics committee promptly.

### **III. Corporate Opportunities**

Employee or independent contractors, officers and directors owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Employee or independent contractors, officers and directors are prohibited from taking (or directing to a third party) a material business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and has definitely and finally turned it down. More generally, employee or independent contractors, officers and directors are prohibited from using corporate property, information or position for improper personal gain and from competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. The only prudent course of conduct for our employee or independent contractors, officers and directors is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand by WPS Catastrophe Claim Services Ethics committee.

### **IV. Confidentiality**

In carrying out the Company's business, employee or independent contractors, officers and directors often learn confidential or proprietary information about the business of the Company, i.e. information concerning WPS Catastrophe Claim Services, its suppliers, joint venture parties and potential companies which may be acquired by the Company. Where that information has not been communicated to the public in general, or to investors or potential investors in particular, employee or independent contractors, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated.

As is apparent in the independent insurance adjusting industry, we are exposed to information regarding the assets, liabilities, personal information, business secrets, financial information and physical losses sustained by our carriers client insureds. This information must be dealt with utmost confidentiality.

It is important that any non-public information be maintained on a confidential basis, as there can be serious consequences for the Company as a result of the disclosure of confidential information. Likewise, there can be potentially serious consequences for any employee or independent contractor who discloses such confidential information, whether intentionally or inadvertently.

If you have any questions concerning these confidentiality obligations, please contact your Human Resources Department. Or, you may contact the Ethics committee.

### **V. Fair Dealing**

We have a history of succeeding through fair and honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each employee or independent contractor, officer and director should endeavor to deal fairly with the Company's service providers, suppliers, competitors and employee or independent contractors. No employee or independent contractor, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. If you have any questions concerning conduct that you are considering to undertake, you should contact WPS Catastrophe Claim Services General Counsel.

## **VI. Protection and Proper Use of Company Assets**

All employee or independent contractors, officers and directors should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

## **VII. Compliance with Laws, Rules and Regulations**

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee or independent contractor, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations. These requirements range from compliance with state insurance laws, licensing regulations as well as any and all other legal requirements which may have an impact on our business..

## **VIII. Waivers of this Code**

From time to time, the Company may waive some provisions of this Code. Any employee or independent contractor, officer or director who believes that a waiver may be called for should contact the WPS Catastrophe Claim Services Ethics committee. Any waiver of the Code for executive officers or directors of the Company may be made only in writing by the Board of Directors or a committee of the Board, and must be disclosed to shareholders as required.

## **IX. Duty To Report and Protection For Good Faith Reports of Violations of Policies or Laws**

Employee or independent contractors are responsible for complying with all laws and policies of the Company at all times. In addition to being responsible for their own conduct, employee or independent contractors are also required to report any incident or conduct by another employee or independent contractor that the reporting employee or independent contractor reasonably believes to be a violation of Company policies or of law, including any laws relating to fraud such as the securities fraud or relating to fraud against shareholders. It is against Company policy for any employee or independent contractor to discharge, denote, suspend, threaten harass, discriminate in any form or take any adverse employment action in retaliation against an employee or independent contractor who reports a violation of these policies, lawfully provides information or otherwise assists in an investigation which the employee or independent contractor reasonably believes amounts to a violation of these policies or a fraud against shareholders or other similar types of fraud. If any employee or independent contractor believes he or she has experienced adverse employment action as a result of a good faith report of a violation of Company policies or laws, he or she should contact Human Resources and the WPS Catastrophe Claim Services Ethics committee immediately.

At the direction of the General Counsel, responsible personnel will review and investigate all credible disclosures of suspected wrongful activity to ensure an appropriate response. Investigations will be conducted confidentially to the extent possible. The General Counsel shall then have the authority to impose appropriate disciplinary actions for individuals who engage in misconduct and those responsible for the failure to prevent or detect the wrongful conduct, with such discipline including termination of employment.