

# Corporate Code of Conduct

INDEPENDENCE HOLDING COMPANY  
and its subsidiaries and affiliates

## **A MESSAGE FROM OUR CHIEF EXECUTIVE OFFICER**

### **To Our Officers, Directors, and Employees:**

One reason for our Company's success is our reputation for honesty and integrity. Maintaining our reputation is of paramount importance and should guide every action we take.

Accordingly, we have established this Corporate Code of Conduct to help us conduct business in a manner consistent with our high ethical values. These guidelines provide us with a brief description of our obligations, and offer guidance concerning how we conduct our business. This Code is not intended to cover every law or question that may arise.

*ROY T.K. THUNG*

*CHIEF EXECUTIVE OFFICER*

## **GUIDING PRINCIPLE: FOLLOW THE LAW AND AVOID THE APPEARANCE OF IMPROPRIETY**

The Company and all its personnel and representatives are to act in accordance with all applicable laws, rules and regulations, and are to maintain the highest standards of ethical conduct in our business relationships. Unlawful, improper or unethical conduct, or the appearance of impropriety by any employee, is unacceptable and may be grounds for termination. Furthermore, unlawful conduct may result in criminal charges.

If you are aware of a potential violation, you have a duty to report it to the Company, and may do so anonymously. Refer to “Reporting Possible Violations” below for further guidance on satisfying your reporting obligations.

### **1. Deal Fairly with All Our Constituents**

You must deal fairly with the Company’s customers, suppliers, partners, service providers, competitors, employees and anyone else with whom you have had contact in the course of performing your job. You may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of facts or any other unfair practice.

### **2. Ensure that Books and Records and Public Statements and Filings are Complete, Fair, Timely and Accurate**

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. If you contribute in any way to the preparation or verification of the Company's financial statements and other financial information, you must ensure that the Company's books, records and accounts are accurately maintained to, among other things, fully and accurately reflect all accounting issues. You must cooperate fully

with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel. Every public filing, press release statement and communication by the Company must fully, clearly and accurately convey information concerning the Company and comply with the Company's disclosure policies. If you are involved in the Company's disclosure process, you must take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

### **3. Avoid Anti-Competitive Conduct**

The law promotes fair and open competition and prohibits agreements and practices that restrain competition. Illegal anti-competitive behavior includes fixing prices with competitors and reaching agreements with competitors about the contracts for which we compete. In addition, it is illegal to receive a competitor's confidential bid or proposal information, including prices, costs or profits, contract terms or conditions, market share, and decisions to bid or not bid.

Never attend meetings where competitors discuss non-public competitive market information or otherwise share non-public competitive information.

### **4. Use Caution When Trading in Stock**

Never buy or sell the Company's securities or another company's securities while you are aware of material non-public information (inside information) about the Company or that company, as applicable. Never suggest that anyone else trade in the securities of the Company or another company while you are aware of inside information about the Company or that company, as applicable. Never provide inside information about the Company or another company to anyone outside of the Company. These requirements are in addition to the more specific requirements of the Company's Insider Trading Policy, a copy of which may be

obtained from the General Counsel.

## **5. Follow the Law When Engaging in Political Activity and Making Contributions**

We are all free to engage in the political process, but must not do so on Company time or use Company resources to do so. Corporate funds, goods and services may not be used to advance the cause of any candidate for office unless expressly authorized by appropriate senior officers of the Company and allowed by applicable law.

## **6. Do Not Offer or Accept Bribes or Gratuities**

Bribery and corruption undermine personal and corporate integrity, and are illegal. The offering of or acceptance of any payment, gift or favor involving anything of value to influence or reward a decision by or for the Company is strictly prohibited. Any such payment to foreign political parties, officials or candidates for the purpose of influencing an official action is a crime.

Offering or receiving excessive business entertainment may violate this policy. If commercial contacts or government agencies have policies or laws relating to entertaining, gifts or other business courtesies, they must be respected.

## **7. Avoid Conflicts of Interest**

A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or appears to interfere, in any material way with the interests of the Company. A conflict of interest can arise when an employee, officer or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest should be avoided and potential conflicts brought to the attention of the General Counsel. When acting within the scope of your employment, you may not purchase from or use the services of

an entity owned or controlled by a family member.

A prohibited conflict of interest also arises when you or a member of your family receives an improper personal benefit as a result of your position with the Company. All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Accordingly, you may not (i) take for yourself personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position; (ii) use Company assets, property, information or position for personal gain (including gain of friends or family members); or (iii) compete with the Company. Finally, loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Therefore, loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer are expressly prohibited. If you know of a conflict or possible conflict, promptly disclose the situation in a written report to the General Counsel. If you have a question, contact the General Counsel. If, in your opinion, the General Counsel has not responded to your satisfaction, any remaining questions should be reported to the Audit Committee of the Board of Directors.

## **8. Protect Confidential Information**

The obligation to protect Company assets includes the Company's confidential or proprietary information. The confidential and proprietary information of the Company and its business contacts is extremely valuable. You should maintain the confidentiality of information entrusted to you by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or is required or permitted by law. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties. Confidential and proprietary information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the

Company or its customers, suppliers or partners if disclosed, such as trademark, copyright, licensing, creative development and other forms of agreements, proposals, work plans, monthly reports, financial and salary information, marketing plans, client lists, internal Company memoranda and employee lists. You must not use any such information for your own benefit or provide it in any manner to anyone outside the Company who is not authorized to receive it. This information is to be protected regardless of whether it is written (including in e-mail or electronic form) or oral.

Businesses with which we deal expect the Company to maintain the privacy of their business information. Unauthorized dissemination of information about a commercial contact may be a breach of contract and can result in criminal charges.

The following guidelines will assist you in complying with the above policy:

- Do not discuss the affairs of one commercial contact with another or with any other third party unless the Company is specifically authorized in writing to do so.
- Do not disclose a contact's confidential information to its employees who are not authorized to receive it.
- Do not discuss the confidential affairs of commercial contacts, or of the Company, in public places or at social gatherings where conversations may be overheard.
- If anyone, including another company, an individual, or the news media, makes an inquiry about services that have been performed by the Company, refer the inquiry to your manager or a Company officer.
- If you receive legal process (e.g., summons, subpoena) compelling disclosure of confidential information, notify your manager and the General Counsel.

## **9. Use Company and Customer Assets Properly**

You should protect the Company's assets and ensure their efficient

use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited. The Company's equipment, supplies and assets are for use only on Company business. Unauthorized duplication of copyrighted computer software violates the law. You must neither engage in nor tolerate the making or using of unauthorized software copies and must comply with all license and purchase terms regulating the use of any software. The Company will provide all software needed to meet legitimate needs.

## **10. Create and Retain Company Records in Accordance with Company Policy**

Accurate and complete records are an important part of the operation of our Company. Records should be retained in accordance with our document retention policy. Generally, all records should be retained for seven years. Occasionally, legal requirements may dictate a different period, as reflected in the document retention policy. You should consult your manager or the General Counsel with questions.

## **11. Create a Positive Work Environment**

The Company's most valuable asset is the talented team of individuals that make up its workforce. The Company strives to ensure a positive work environment that will allow each employee to develop to his or her full potential. We all must abide by federal, state and local employment laws, as well as our Company handbook, to protect this positive and respectful work environment.

We will not tolerate: (1) discrimination, (2) harassment or (3) retaliation against individuals who oppose discrimination, harassment or other illegal or unethical conduct. We all must comply with Company policies in this area as they are amended from time to time. Failure to follow the law and Company guidelines may result in discipline, including discharge, and in certain circumstances may expose you to civil liability and criminal prosecution.

## **12. Respond Properly to Government Inquiries**

Businesses face ever-increasing involvement in their operations by federal, state and local government regulators, investigators, auditors and law enforcement officials. We are committed to properly responding to inquiries by such governmental officials, regulators, investigators, auditors and law enforcement officials and ensuring that those knowledgeable about the particular topic of inquiry respond. All inquiries, whether in person, by phone, email or written correspondence, must be referred to the General Counsel, who will be responsible for coordinating a response.

### **REPORTING POSSIBLE VIOLATIONS**

Promptly report any concerns about possible violations of this Code to the General Counsel or call the Company's Corporate Governance hotline at (800) 506-6419. Reports may be anonymous, though we encourage employees to include as much information as possible so that we can conduct an appropriate and effective investigation. The Company has established procedures for employees to report anonymously possible violations. No retaliation will be taken against anyone for reporting or supplying information about a policy concern. You should also cooperate with any investigation into concerns covered by this Code.

Managers play an important role in the reporting process and must create an environment in which employees are encouraged to raise concerns related to this Code of Conduct. Managers should ensure that all reports are handled expeditiously and discreetly and are referred immediately to the General Counsel.

Officers and directors should report possible violations to the Audit Committee of the Board of Directors.

Upon receipt of a determination that there has been a violation of this Code, the General Counsel will take such preventative or disciplinary action against the officer or employee involved in the

violation as he or she deems appropriate, including, but not limited to, reassignment, demotion, discharge, dismissal and, in the event of criminal conduct for other serious violations of the law, notification of appropriate governmental authorities. The Company may also be obligated to bring criminal conduct or other serious violations of the law to the attention of appropriate governmental and/or enforcement authorities.

*Retaliation against an employee who reports violations of this Code or other misconduct may be a crime.*

## **ADMINISTRATION**

No code, including this one, can cover all situations. Similarly, exceptional circumstances may occur which do not fit neatly within the guidelines of the Code or where strict application of the Code may not produce a fair result. Overall administration of the Code, including its interpretation, amendment and, where appropriate, waiver is under the authority of the Audit Committee of the Board of Directors. Any waiver as to a provision in this Code or the Code of Business Ethics for executive officers or directors will be promptly disclosed as required by SEC and NYSE rules.