



Our Mutual Commitment

MUTUAL OF OMAHA'S CODE OF ETHICS AND BUSINESS CONDUCT



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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.

The Code of Ethics and Business Conduct provides employees of Mutual of Omaha and its affiliates 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.

As an employee, you have an obligation to know and follow the Code as well as to encourage, promote and practice exemplary business conduct. You also are accountable for reporting potential



violations of the Code. There are a number of reporting mechanisms available and 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.

James Blackledge | *Chief Executive Officer*

A Message from Our Chief Compliance & 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 its associates. An ethical corporate culture exists because of the sound decisions each of us makes every day. Our goal is to cultivate an atmosphere in which ethical behavior is considered a priority and practiced consistently.

We all recognize that results are important, and our Code of Ethics and Business Conduct underscores that how we achieve those results is equally 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 of Ethics and Business Conduct, provide training and ask employees 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 stewards 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.

Daniel J. Kennelly | *Chief Compliance and Ethics Officer*

A handwritten signature in black ink that reads "Dan Kennelly". The signature is written in a cursive, flowing style.

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

We care for, respect and listen to our customers. We use what we learn to provide the right financial solutions and a superior customer experience. We understand that we are here for our customers and because of them, so every decision we make is with their best interests in mind.

We act with integrity

We hold ourselves to the highest standards and seek always 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

We encourage new ideas, try new things, and always learn from experience as we seek the optimum solutions. We relentlessly pursue ways to simplify and streamline our operations. Through innovation, design and experimentation we continually find ways to grow the business and enhance the customer experience.

We are accountable for results

We take personal accountability for results, working within and beyond our areas of responsibility to ensure timely decisions, quick action and ultimate success. We understand that we are in the business of managing risk, and work to protect our assets and reputation so that we can continue to meet our commitments.

Together we achieve greatness

We will continue to build a culture that respects and values the unique strengths and cultural differences of our associates, customers and community. We are a diverse and inclusive team, collaborating and supporting one another to pursue shared goals and achieve personal growth and development.



Our Ethical Principles

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

Employees 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 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 exercise 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 always be clear what action to take, or which decision is the best. If you're unsure, consider asking yourself the questions below when you need some guidance.

Is it legal and consistent with our values and policies?

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

Am I being fair and truthful?

If my actions were reported in the newspaper, on television or the Internet, would I be embarrassed?

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

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

Will it promote Mutual's reputation as an ethical company?

Should I ask for advice before acting?

Regardless of the situation, exercise honesty and integrity in everything you do. As employees, we are all responsible for complying with corporate policies, applicable laws and regulations. Remember, you are in charge 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 employees of Mutual of Omaha and its affiliates and includes activities conducted on behalf of the Mutual of Omaha Foundation and the Political Action Committees. We also seek to do business with those who adhere to similar ethical standards. Third parties (including agents, vendors, suppliers, contractors and 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 and is affirmed yearly by every employee through an annual certification process. Affirmation of the Code is a condition of your employment.

Leaders' Role

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

Managers should strive to build a work environment in which employees 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 Human Resources or the Director of the Code of Ethics and Business Conduct 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.

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 taking no 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 that you believe, in good faith, may constitute a violation of the Code or any other Mutual policy. Reporting in "good faith" means you have given all of the information you have and your report is sincere. You are also encouraged to come forward if you encounter a situation that "just does not feel right."

It is important to our reputation that our third parties (including agents, vendors, suppliers, contractors and consultants) and anyone acting on behalf of Mutual follow our Code and abide by all laws and regulations. You should also voice your concern if you encounter a situation where a third party or anyone acting on our behalf is not following our standards for ethical behavior.



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 can report anonymously and 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.

Voicing Your Concerns



Maybe you have a question about the Code, want more details about a particular policy, or suspect a potential Code violation. Whom do you contact?



All reports are taken seriously and will be investigated in accordance with Mutual's policies and procedures. Reporting anonymously may limit our ability to investigate your concerns. Violations of our Code may result in disciplinary action up to and including termination of employment.

Speak with your manager

Often your closest link to an issue, they can act as a good resource to resolve it. Managers have a responsibility to listen and to help, as well as to promote an open and honest environment where members of their teams can feel comfortable voicing their concerns without fear of retaliation.

Other options

Depending on your concern, you may feel more comfortable speaking with someone else. Several other options are explained below and on page 25.

Contact the Director of the Code of Ethics and Business Conduct, who is responsible for administering the Code.

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

Call the HR Helpline: (402) 351-3300, Option 3.

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

Send written correspondence or write an email. Specific contact information can be found on page 25.



If you are aware of or suspect illegal, dishonest, unethical or other improper activity, you should share your concerns.

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 will attempt to maintain confidentiality of the individuals who report information. However, it may be necessary to disclose a person's identity so we can conduct a thorough investigation or comply with the law. We will not take adverse action against anyone for reporting information under the Code.

Retaliation against anyone who reports an issue in good faith is strictly forbidden. We are serious about our commitment to non-retaliation. Anyone found to have retaliated against another individual following the report of an issue or concern will face disciplinary action and possible termination of employment.

Q&A

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

A If you have reasonable suspicions or are unsure, you should report them so that they may be properly investigated. If no problems are found, no action will be taken. We will handle your information discretely during the investigation, and our policy strictly prohibits any form of retaliation for reporting concerns in good faith.

Q What does it mean to make a report "in good faith?" Does that mean if I'm wrong, I can get in trouble?

A In good faith simply means that your report is sincere and that you have provided all the information that you have. No action will be taken against you because your suspicions cannot be corroborated.

Q Will my manager or co-workers know that I raised an issue?

A We will keep your report confidential, except to the extent necessary to conduct a complete and thorough investigation. We have a strict non-retaliation policy. Retaliation is simply not tolerated.



Q I have a concern, but I'm afraid my manager and co-workers will make my life miserable if I make a report. What should I do?

A If you see or suspect activity that violates the Code, you have an obligation to come forward. You are protected by our strict non-retaliation policy. You also may make an anonymous report by calling the Code Helpline.

Q Are anonymous reports taken seriously?

A We take all reports very seriously and investigate every report to the fullest extent possible. 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 If you made an anonymous report, it would not be possible for the investigator to get in touch with you. Privacy and confidentiality concerns may prevent us from sharing the outcome of an investigation. The Code Helpline is available if you'd like to follow up on the status of a report. While all reports will be investigated, specific information about the outcome may not be available.

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

A Retaliation against any employee who raises legitimate concerns is strictly prohibited. If you believe that you or any employee has been retaliated against, you should contact Human Resources, the Director of the Code of Ethics and Business Conduct or the Code Helpline.

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

A Retaliation against any employee, whether or not that employee is the person that reports the concern, is strictly prohibited.



Our Commitment to One Another

We will investigate all reports of harassment in as confidential a manner as possible. Retaliation against anyone who reports suspected harassment is prohibited.

Our Statement of Respect

We are committed to fostering a work environment in which each individual's diverse opinions, attitudes, attributes and feelings are respected. As part of this environment, we conduct ourselves with respect and we can expect to be treated with respect. These expectations also apply to all of our customers and third parties (including agents, vendors, suppliers, contractors and consultants) and anyone acting on our behalf.

We Are Diverse and Inclusive

Mutual values the many ways people differ, including sex, age, race, nationality, education, sexual orientation, gender identity, religion, lifestyle and political affiliation. Employees 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 help create and maintain a positive workplace that is free from all types of harassment. Each of us – no matter our differences in background, experience or thought – is entitled to a harassment-free workplace. 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 perform his or her work. We will investigate all reports of harassment and take appropriate disciplinary action as necessary. Harassment of any person is prohibited under this Code and will not be tolerated. There are no exceptions.

This includes any derogatory, abusive or inflammatory remarks or conduct based on race, color, religion, sex, age, disability, national origin, citizenship status, sexual orientation, gender identity or any other factor prohibited by law. You are expected to refrain from such conduct – including use of slurs, stereotypes or epithets, or derogatory jokes or comments – or treating an employee differently based on any of these factors.

Harassment directed at or by people outside Mutual – including customers, guests, producers, suppliers and other third parties (including agents, vendors, suppliers, contractors and consultants) and anyone acting on our behalf – is likewise prohibited and will not be tolerated.



Keep in mind...

> Sexual harassment can be verbal:

- Continued or repeated sexual comments or innuendos, vulgar or obscene jokes, recounting sexual exploits
- Degrading comments regarding a person's body or clothing
- Sexist terms of endearment
- Pressure to socially date

> Sexual harassment can be visual:

- Sexually explicit pictures or cartoons
- Sexually explicit printed materials
- Sexually explicit objects

> Sexual harassment can be physical:

- Sexual touching, pinching, grabbing, hugging
- Intentionally brushing up against or bumping into someone in an offensive manner
- Sexual gestures

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, religious creed, color, national origin, citizenship status, ancestry, physical disability, mental disability, medical condition, genetic information, marital status, sex, pregnancy, breastfeeding or lactation status, gender, gender identity, gender expression, age for individuals over 40, military and veteran status, sexual orientation, or any other basis protected by law. We are committed to working with and providing reasonable accommodations for employees and applicants with physical or mental disabilities.

We Create a Safe, Healthy and Drug-Free Workplace

We are committed to providing a safe, healthy and nonthreatening workplace for all employees, customers, producers, suppliers and guests. You play an important role in helping us meet that commitment.

We forbid the possession, use or distribution of illegal drugs or misuse of legal drugs or alcohol on Mutual owned or leased property or vehicles, or while representing Mutual at any time. When representing Mutual, employees are expected to take a responsible attitude toward alcohol. In addition, an employee must not report for work or remain on duty while under the influence of alcohol or illegal drugs or substances.

We are committed to fostering the kind of environment where people feel safe and are treated with courtesy and professionalism at all times. Any acts or threats of violence toward another person or company property should be reported immediately. Acts or threats of violence made by an employee against any other employee's life, well-being, family or property will not be tolerated. Any threats should be reported immediately to your manager, HR, Security or the Code Helpline. The Threat Management Team is in place to review and manage behaviors or actions of employees or non-employees who may pose a threat or a risk to our employees, facilities or data to attempt to mitigate the risk to the extent possible to protect you and our associates.

We also do not tolerate verbal or physical behavior that is abusive, unprofessional or would reasonably make employees, customers or any other business associates 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 work reputation. Your concerns should be reported immediately to your manager, HR, Security or the Code Helpline. We will investigate all reports and take appropriate disciplinary action as necessary.

You should be familiar with and follow all safety guidelines and report any unsafe conditions or accidents. Weapons are not permitted on our premises, including our parking areas. We expect you to look out for the safety of others and to report any injuries, incidents, unsafe practices or conditions, or threatening or dangerous behavior that you believe may pose a risk to your health or safety or the health or safety of other Mutual associates, customers or guests.

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. We are all responsible for safeguarding the confidentiality of personal information according to Mutual's policies. Personal information will be shared with third parties only as permitted by law.

Q&A

Q My co-worker's workstation has a calendar on the wall with provocative photos. I don't want to cause a problem, but it makes me uncomfortable. Is there anything I can do?

A Sexually explicit pictures, calendars, cartoons or other printed materials can create a hostile or offensive work environment and are prohibited by our anti-harassment policy. Please speak up to your manager, Human Resources, or the Director of the Code of Ethics and Business Conduct. You can also call the Code Helpline at 1-800-635-5130 or send an email to codeofconductdirector@mutualofmaha.com

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

A There are a couple of issues here. First, our anti-harassment policy prohibits derogatory, abusive or inflammatory remarks or conduct based on race, color, religion, sex, age, disability, national origin, citizenship status, sexual orientation or gender identity.

Employees who violate this policy are creating a hostile work environment and are subject to disciplinary action. Second, 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 Human Resources, the Director of the Code of Ethics and Business Conduct or through the Code Helpline at 1-800-635-5130.



Our Commitment to the Company

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

We Are Committed to Protection of Company Assets and Information

Company assets and proprietary information include things such as:

- 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
- Employee information, whether as an employee or a customer
- Reputation

Confidential information about company operations and practices belongs to the company and 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 must not disclose or share any confidential or proprietary information about Mutual, its third parties (including agents, vendors, suppliers, contractors and consultants), anyone acting on our behalf or our customers. Your commitment to maintaining the confidentiality of proprietary information continues after your employment ends.



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.

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:

- Speculation as to the legal consequences of conduct
- Exaggerations or disparaging statements about competitors or their products
- Documents that do not have business justification
- Judgments or conclusions not based upon the applicable facts, or are outside of the employee'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.

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 working conditions; but think before you write. Information about your work at the company that you place on your personal social media site may still be subject to our policies, procedures and guidelines. For example, you could be violating a company policy and be subject to disciplinary or legal action if what you write contains untrue and/or defamatory information; creates or contributes to the creation of a hostile work environment; or if a reasonable person would perceive you to be speaking on behalf of the company and you have not been properly authorized to do so. You also are prohibited from disclosing trade secrets and private or confidential information. Trade secrets include information regarding the development of systems, processes, pricing, products, know-how and technology; and, internal reports, policies, procedures or other internal business-related communications are usually confidential.

KEEP IN MIND...

Since all forms of associate communications can be expressly or implicitly connected with Mutual, the appropriate business areas should provide their input and approval prior to dissemination 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 Mutual 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
- **Mutual of Omaha Investment Services, Inc. (MOIS)** if the communication provides investment and/or investment management advice or pertains to financial planning
- **Mutual of Omaha Bank** if the communication includes the name of the bank, information on the bank or provides market commentary relating to the banking industry
- **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 Mutual 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

➤ 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. A record is any evidence of our business activities, transactions, operations, policies or decisions. You are responsible for knowing and complying with the records retention requirements as they relate to the records you create or handle.

➤ We Cooperate with Investigations and Audits

At times Mutual may need to conduct investigations or audits to ensure all laws and regulations 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 our employees.

➤ We Avoid Conflicts of Interest

We are all expected to act in the best interest of Mutual, and therefore we all need to watch for potential conflicts of interest. A potential conflict of interest arises when personal, social, financial or political activities or business relationships interfere with an employee's objectivity and loyalty to Mutual. Actual conflicts, as well as the appearance of conflicts, must be avoided. Carefully consider your own situation for any actual or apparent conflicts of interest. If you believe you or a family member has a conflict of interest, you must disclose it. Check with your manager or contact the Director of the Code of Ethics and Business Conduct if you have any questions or to disclose conflicts of interest. 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:

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

SUPERVISORY RELATIONSHIPS

Employees should avoid situations in which they supervise, report to, or have influence or authority over another employee with whom they have a close personal relationship of any kind.

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

You may have an actual or potential conflict of interest if you have or have interest in establishing employment, business, financial or professional relationships outside of your employment with the company. These situations have the potential to cause conflicts of interest when these associations involve relationships with competitors or suppliers. You should be sensitive to situations in which these relationships may be considered conflicts of interest and seek approval prior to entering into the 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 (including agents, vendors, suppliers, contractors and consultants) and anyone acting on our behalf, it is important that 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 decisions related to the business relationship. You should disclose personal or professional relationships with third parties.

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 may not use Mutual's resources or time for outside business purposes or to develop, establish or operate an outside business. You should avoid acquiring any significant interest or investment in any company, business or venture that competes with or is a supplier or vendor to Mutual, or if it could compromise your ability to perform your obligations on behalf of Mutual objectively and fairly.



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

➤ **Favors, Gifts and Entertainment**

Rules about favors, gifts and entertainment serve a very important purpose. We want to promote successful working relationships and goodwill, but we must be careful not to create situations that suggest a conflict of interest, divided loyalty, or the appearance of an improper attempt to influence business decisions.

We want to make sure that business is won or lost based on the merits of our products and services. If you are unsure whether a favor, gift or entertainment could be considered a conflict of interest, check with your manager.

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 vendors, suppliers or third parties if reasonable and consistent with customary business practices.

The giving or receiving of gifts may have implications if interpreted as a bribe, kickback or other remuneration offered for the purpose of obtaining favorable business or personal treatment. You may also provide gifts, entertainment, meals and other business courtesies of nominal value to customers and prospective third parties (including agents,

vendors, suppliers, contractors and consultants) and anyone acting on our behalf or others if there is a legitimate business purpose.

INVITATIONS TO EVENTS OR MEETINGS

Because of your position with the companies, 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 not attend, speak or receive monetary payments for these types of events without prior approval.

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.



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 his 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 Director of the Code of Ethics and Business Conduct for guidance.

Q There's an opening in my department and my daughter would be perfect for it. Can she 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 In most cases, the answer is no. You should talk this over with your manager, but in most cases accepting an offer such as this is prohibited because it exceeds our gift limits and implies a corporate endorsement of the vendor.

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 In a recent conversation with a customer, he mentioned the generous gift he received from one of our competitors and hinted that he expected similar treatment from Mutual. I don't want to lose this business. What should I do?

A Business should be won or lost on the strength of our products and services, not on gifts or favors. You should follow our policy on gifts and entertaining, which allows you to provide gifts, entertainment, meals and other business courtesies of nominal value to customers and prospective customers. It's a good idea to consult your manager in these situations.

Q My wife 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 Helpline 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 her 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 in 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 Brand Management.





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.

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

- › Take care to create accurate, timely and complete records that represent the true state of affairs and nature of activities
- › 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 an 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.



Our Commitment to Our Customers, Third Parties and Communities

Fair and Ethical Competition

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

We pride ourselves on selling our products and services based on their qualities, not by manipulating, concealing or disparaging competitors, their products or services.

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.

Be sure not to ask for or obtain information about competitors in a manner that would be illegal or would require a person to violate a contractual agreement, such as a confidentiality agreement with a prior employer.

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. You must not misrepresent material facts, conceal information or engage in any other unfair business practice.

We Expect Ethical Behavior from Our Third Parties

Our commitment to fair and ethical behavior extends to our third parties (including agents, vendors, suppliers, contractors and consultants) and anyone acting on our behalf.

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

We treat associates, customers, third parties (including agents, vendors, suppliers, contractors and consultants) and anyone acting on our behalf and competitors in a fair and honest manner. You must never discuss or be involved in discussions that include:

PRICE FIXING

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

GROUP BOYCOTTS

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

CUSTOMER OR MARKET ALLOCATIONS

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

We Protect Customer Information

You must keep consumer and customer information confidential and secure. You must not access or use customer information except for appropriate business purposes, and you must protect the confidentiality and security of customer information.

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

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.

We Protect Supplier and Third Party Information

You must also keep confidential and secure any information you have about the companies' purchase of products or services or information from third parties (including agents, vendors, suppliers, contractors and consultants) and anyone acting on our behalf. Sharing this information with the wrong source could provide an improper advantage to the supplier or its competitors.

In some instances, it may be necessary to define policies and procedures for handling this information. You are responsible for knowing and following these arrangements with suppliers or vendors.

We Respect the Intellectual Property of Others

It is important that we protect the intellectual property rights of third parties, including others' 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.

We Comply With Antitrust and Anti-Corruption Laws

Antitrust and competition laws touch upon and affect many aspects of our business. If they apply to your business area, it is important that you are familiar with them and keep them in mind while doing your job. Remember, violations



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

can carry serious penalties, not only for Mutual and its executives, but also for you. Antitrust laws may also apply to benchmarking efforts, trade association meetings or strategic alliances and professional organizations.

We all have a responsibility to follow the applicable state and federal laws and regulations that impact Mutual. We must also comply with Mutual's requirements as well as those created by accreditation, licensing, government and oversight bodies. All employees are expected to adhere to our own policies, processes and procedures.

Many countries have adopted legislation that criminalizes the bribery of government officials. In the U.S., the Foreign Corrupt Practices Act (FCPA) prohibits offering, promising or providing anything of value, including cash, gifts or favors, to foreign government officials in connection with obtaining or retaining business. Bribing others is simply not part of how we do business. We will not offer, promise or provide money or anything of value, directly or through a representative, to retain or obtain business or to gain an improper business advantage.

Disclosure of Unlawful Activity

Depending on the company you work for, 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, breach of trust or money laundering. We are prohibited from employing someone in a position of authority if they have engaged in illegal activities or demonstrated conduct that is inconsistent with our ethics and compliance program. You must notify your manager or the Director of the Code of Ethics and Business Conduct if this applies to you or if you have any questions.



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 Director of the Code of Ethics and Business Conduct. You also may use the Code Helpline to report your concerns.

We Do Not Trade on Inside Information

It is our policy to follow the 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 (for example, Mutual customers, suppliers, vendors, subcontractors and other third parties), if you have material, nonpublic information about that company that you obtained by virtue of 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. Even the appearance of an improper transaction should be avoided.

In general, inside information may be any information we acquire through our work that is nonpublic. Information that has not been effectively or widely communicated through generally recognized forms of media or government filings is deemed nonpublic. Inside information should be regarded as material if there is a likelihood that a reasonable person would consider it important when making an investment decision. Both positive and negative information may be material. It is not possible to define all categories of inside information, but it may include:

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

In addition, certain employees, members of executive management and employees of Mutual of Omaha Investor Services, Inc. are also subject to additional policies adopted by Mutual to demonstrate compliance with federal and state securities laws. If you work in any of these areas of the companies, you will be notified of your obligations under these policies and are expected to be familiar and comply with any additional requirements.

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, employees, agents, medical providers or other third parties.

Although most people have honest intentions, it’s in our best interest to remain vigilant and help prevent fraud by understanding the common signs of fraudulent behavior.

Examples of fraud may include:

- Theft or embezzlement of Mutual 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 policy and may seek prosecution against individuals and vendors who commit fraud.



You should not knowingly provide advice or other assistance to individuals who attempt to violate or avoid money laundering rules and regulations.

Mutual has Anti-Money Laundering Policies for our insurance business, registered products and the bank. These policies establish governing principles to protect the company from being used for money laundering activities.

We Cooperate with Government Inquiries

You are expected to comply with all laws and cooperate with federal, state and local officials and regulators. In doing so, you must always protect the companies' legal rights and consider the confidential or proprietary nature of information entrusted to the companies.

Many employees deal regularly with government representatives and legal inquiries in the course of their normal job functions. Whenever these types of requests are received that are out of the ordinary, or if you are uncertain how to respond to the inquiry, consult with your manager or the Law Operation.

You should not respond to inquiries or answer questions of these types until you determine it is appropriate.

We Guard Against Money Laundering and Terrorist Financing

Because of our products, services and investments, insurance and financial institutions like ours could become targets of illegal money laundering operations.

Money laundering occurs when funds or property obtained through illegal or criminal activities are converted into other assets in such a way as to conceal the funds' true origin, ownership or other factors that may indicate an irregularity. A suspicious transaction will often be a transaction that is inconsistent with a customer's known, legitimate business or personal activities or with the normal business for that type of account.

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.

Suspicious banking transactions should be reported to the Bank's Compliance Officer or Bank Secrecy Act Officer.



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 that of Mutual. Leaders have an additional responsibility and must never use a position of authority to make another employee feel compelled or pressured to participate in any way in any political event or cause, or for any other political reason.

PERSONAL POLITICAL ACTIVITIES AND CONTRIBUTIONS

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

PROHIBITED ACTIVITIES

You must not make political contributions by or in the name of Mutual or its affiliates in connection with candidates for federal or other office even if the contribution is made with your personal funds. Corporate contributions in state elections are prohibited in some states, and even where permitted are closely regulated with unique limits and reporting requirements. Mutual of Omaha Government Affairs should

be contacted before any corporate contributions are made in state elections. You may not use company resources such as telephones, computers or supplies for your personal political activities.

POLITICAL ACTION COMMITTEES

Mutual has two political action committees for eligible employees. Participation in the political action committees is voluntary and is an exception to the general prohibition on utilizing company resources for political activities. Members are permitted to attend political action committee activities on company time and use Mutual's resources in connection with these activities.

LOBBYING ACTIVITIES

Various laws require us to monitor, track and report any lobbying activity. All contacts with federal elected officials on behalf of Mutual must be approved by the Government Affairs Division prior to the contact with the official.

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. Therefore special care and attention must be given to ensure you understand and comply with these additional laws and requirements.



We Comply with Banking Regulations

Banking is a highly regulated industry and there are a variety of laws with which Mutual of Omaha Bank is required to comply. Laws regulating banking include topics such as:

- Anti-bribery • Anti-money laundering • Bank Secrecy Act
- Fair lending • Fair Credit Reporting Act (FCRA)
- Office of Foreign Assets Control (OFAC)
- Privacy of Consumer Financial Information
- Real Estate Settlement Procedures Act (RESPA)
- Reg O – Loans to Executive Officers, Directors and Principal Shareholders
- Reg W – Transactions Between Banks and Their Affiliates
- Secure and Fair Enforcement for Mortgage Licensing Act (SAFE)
- Unfair and Deceptive Acts or Practices (UDAP)

The Bank has adopted policies and procedures designed to demonstrate compliance with federal and state banking laws, and you are expected to comply with our policies and procedures.

Bank employees will act on our customers' behalf and follow appropriate government regulations.

Mutual of Omaha Bank associates will not process or approve any transaction, including a change of address, relating to their personal account, accounts of immediate family members (spouse/domestic partner, parents, children, siblings or in-laws), accounts on which you are an authorized signer or those in which you have a personal financial interest. A "personal financial interest" is an economic interest, including as owner, partner, officer, director, shareholder, beneficiary or as a holder of debt. In addition, associates are prohibited from placing the personal or business interests of Bank insiders or Bank affiliates above the corporate interests of the Bank.

We are Committed to Our Communities and the Environment

Our company has long been committed to a corporate social responsibility philosophy of improving the welfare of our community. We take this responsibility seriously, and are committed to growing our business in a sustainable fashion. 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 race, color, national origin, religion, sex, sexual orientation, gender identity, familial status, disability 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 FOUNDATION

The Foundation gives funding priority to support organizations that have direct impact on poverty issues affecting individuals and families. Employees who provide any services on behalf of the Foundation in any capacity will conduct the affairs of the Foundation in accordance with Mutual of Omaha's Code of Ethics and Business Conduct.

MUTUAL OF OMAHA EMPLOYEE FINANCIAL ASSISTANCE FUND

The mission of the Fund is to provide financial assistance to Mutual of Omaha employees during times of crisis or need. Employees who provide any services on behalf of the Fund in any capacity will conduct the affairs of the organization in accordance with Mutual of Omaha's Code of Ethics and Business Conduct.



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 or to ask a question or report a concern.

THE CODE OF ETHICS AND BUSINESS CONDUCT HELPLINE
1-800-635-5130

CONFIDENTIAL ONLINE REPORTING
www.reportlineweb.com/mutualofomaha

You may direct concerns regarding accounting, internal accounting controls or auditing matters to the Audit Committee of the Board of Directors by calling the Helpline or using the confidential online reporting.

EMAIL
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

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 an issue is prohibited.

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.

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!

Mutual has the right to interpret and apply the Code, and may enhance, modify or delete any policy, procedure or principle described in the Code at any time with or without notice. As changes occur, we incorporate them into our online version, which may be found on Associate Access. In the event there are differences between a printed and online version, the online version should be considered the current statement of the Code.



Mutual of Omaha