

Crisis Prevention Institute's Code of Ethics and Business Conduct

At Crisis Prevention Institute, we take great pride in the work we do. As a company, we strive to treat our employees, our customers, and our business partners with fairness and compassion. We believe that we do well by doing good.

CPI is committed to honest and ethical behavior in all our business dealings. We have drafted this Code of Ethics and Business Conduct to clarify the type of fair, ethical, and honest behavior we expect from all employees. Please take the time to review this Code so that you understand what CPI expects of you.

Tony Jace
CEO
Crisis Prevention Institute, Inc.

1. Introduction.

1.1 The Board of Directors and officers of Crisis Prevention Institute, Inc., together with its subsidiaries, parent companies, and affiliates, (collectively "CPI") have adopted this Code of Ethics and Business Conduct (the "Code") in order to:

- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) promote compliance with applicable laws, rules, and regulations;
- (c) protect CPI's assets, including corporate business opportunities and confidential information;
- (d) promote fair business dealings;
- (e) deter wrongdoing; and
- (f) ensure accountability for adherence to and violations of this Code.

1.2 All employees are required to be familiar with this Code, comply with its provisions, and report any suspected violations.

2. Honest and Ethical Conduct.

2.1 Policy. It is CPI's policy to promote high standards of integrity by conducting all our business affairs honestly and ethically.

2.2 Duties of Employees. Each CPI employee must act with integrity and observe the highest ethical standards in his or her dealings with CPI's customers, suppliers, partners,

competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job.

(a) Employees should comply, both in letter and spirit, with all applicable laws, rules, and regulations in the cities, states, and countries where we operate.

(b) While employees are not expected to know the details of every applicable law, rule, and regulation, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to CPI's General Counsel at legal@crisisprevention.com.

3. Fair Dealing. Each CPI employee must deal fairly with CPI's customers, suppliers, partners, vendors, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job. No employee may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other unfair business practice.

4. Corporate Opportunities. All employees owe a duty of loyalty to CPI which requires that they advance CPI's interests. CPI employees are prohibited from taking for themselves (personally or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information, or their position. Employees may not use CPI assets, property, information, or their position for personal gain (including gain of friends or family members). In addition, no employee may directly or indirectly compete with CPI.

5. Conflicts of Interest.

5.1 CPI shall remain fair and impartial in all business dealings, including by avoiding actual conflicts of interest and activities that create the appearance of a conflict of interest. Employees, and anyone else acting on behalf of CPI, should avoid situations that might force them to choose between personal interests and the interests of CPI. Employees shall become familiar with what is considered a conflict of interest and must provide written disclosure to CPI's General Counsel of any actual or potential conflict.

5.2 Employees should always act in the best interests of CPI and should not permit outside interests to interfere with their job duties. CPI prohibits all employees from using their position with CPI, and CPI's relationship with its customers, vendors, or business partners, for private gain or to obtain or attempt to obtain a personal benefit for themselves or for members of their family.

5.3 Conflict Defined. A conflict of interest occurs when an individual's private interests (or the interests of a family member) interfere, or appear to interfere, with the interests of CPI. A conflict of interest arises when an employee (or a member of his or her family) has interests that may make it difficult for the employee to perform his or her work for CPI objectively and effectively. Conflicts of interest also arise when an employee (or a member of his or her family) is offered or receives improper personal benefits as a result of his or her position at CPI or as a result of decisions he or she makes on behalf of CPI.

5.4 Examples. It is not possible to list every possible conflict of interest. However, the following list provides examples of impermissible conflicts of interest which are relevant to CPI:

(a) Accepting free or discounted goods or services from any organization that does or is seeking to do business with CPI. For example, a conflict exists if a printing company seeking to work with CPI offers to provide free wedding invitations for you daughter's wedding.

(b) Holding an interest in a company which competes or does business with CPI. For example, a conflict of interest exists if your family member owns a printing company and you recommend that CPI use them for its printing needs.

(c) Being employed by (including as a consultant), or serving on the board of, any organization which does, or is seeking to do, business with CPI or which competes with CPI. For example, a conflict of interest exists if you are a part owner of a company CPI uses to translate its training materials.

(d) Profiting personally (including through a family member) by receiving commissions, loans, expense reimbursements, gifts, or other payments from any organization that is or is seeking to do business with CPI. For example, a conflict exists if an employee accepts free football tickets from a company seeking to rent office furniture to CPI.

5.5 Evaluating Potential Conflicts.

(a) Any employee who becomes aware of an actual or potential conflict must report the conflict to CPI's General Counsel and must obtain a determination of whether an impermissible conflict exists. Reports to the General Counsel should be submitted to legal@crisisprevention.com.

(b) If an employee believes another employee is acting on CPI's behalf, despite an actual or potential conflict of interest, the employee should report that real or perceived conflict to CPI's General Counsel at legal@crisisprevention.com, or at whistleblower@crisisprevention.com, or on CPI's toll-free Confidential Line at +1 866 972-9413.

(c) When reporting a potential conflict, please provide:

(i) The name of the employee with the potential conflict;

(ii) Their title; and

(iii) The nature of the conflict.

5.6 Gifts and Entertainment. Any business courtesy or gift offered by or to any CPI employee must comply with applicable law and should not provide a competitive advantage. CPI strives to avoid any perception that favorable treatment is being sought,

received, or given in exchange for any business courtesy or gift. CPI employees should be aware that complex rules apply when dealing with any governmental employee. Any gifts or entertainment provided to a government employee must be approved by CPI's Legal Department.

(a) Many of CPI's customers are governmental officials or employees. For example, school administrators, principals, teachers, employees of health and human services agencies, and employees of public hospitals all may be government employees.

(b) Gifts given to or received by government employees or their family members may need to be reported to government agencies. Consequently, if you wish to accept or receive such a gift, you must receive prior approval from CPI's General Counsel.

(c) Examples:

(i) Providing free travel or accommodations to a government employee so they can attend a CPI conference or training is the type of gift for which you must receive prior approval.

(ii) Paying for the meals or entertainment for a government employee or his or her immediate family must be approved if the meals or entertainment could be considered extravagant.

(iii) Hiring the family member of a government employee.

(iv) Providing gifts of any kind to government employees, unless they are branded CPI products of nominal value, should be reported and approved before they are offered.

5.7 All business decisions should be made in the best interests of CPI. Employees involved in making purchases on behalf of CPI shall not directly or indirectly solicit or accept any gifts or business courtesies of more than nominal value from any customer, vendor, supplier, or any other party doing business with CPI. Employees also may not give any gifts or favors to any customer, vendor, supplier, contractor, or other party doing business with or considering doing business with CPI.

5.8 All gifts or favors must comply with the following guidelines:

(a) The following gifts are prohibited:

(i) Gifts which are lavish or frequent.

(ii) Gifts of cash, cash equivalents, or items easily converted into cash such as gift cards.

(b) The following gifts require prior approval from CPI's Legal Department:

(i) Honoraria paid to speakers at CPI events (they also must be supported by a written agreement).

(ii) Gifts, regardless of value, given or received from a government official or a representative of a state owned or state invested enterprise.¹ This rule does not prohibit gifts of branded materials of minimal value such as CPI pens or tote bags.

(c) The following gifts are permissible and do not require prior approval:

(i) Gifts given by CPI to its employees in recognition of performance or longevity milestones.

(ii) Gifts and other items given to conference attendees which are not extravagant and are available to all conference attendees.

(iii) Gifts of CPI branded materials of minimal value such as pens, mouse pads, or tote bags.

(d) Gifts and meals must be modest. Unless previously approved by CPI's General Counsel, the following rules apply:

(i) The value of any gift provided to or received by a CPI employee may not exceed \$100.00 USD per person or \$300.00 USD in a calendar year.

(ii) The value of meals provided to or received by a CPI employee may not exceed \$100.00 USD per person or \$300.00 USD per year.

(iii) Gifts and meals provided by CPI employees should be charged to a CPI credit card and should be reported to legal@crisisprevention.com.

(iv) Gifts or meals received by CPI employees should be reported to legal@crisisprevention.com.

(v) Gifts to or from CPI's General Counsel must be reported to and approved by CPI's CEO.

5.9 All gifts and entertainment which are directly or indirectly given to or received by or from actual or potential customers, vendors, suppliers, or other business partners must

¹ State owned or state invested enterprises can be any entity in which a government has an ownership interest. In some countries, public hospitals and health and human services agencies will be state owned or state invested enterprises. When in doubt, please contact CPI's Legal Department.

be reported to CPI's General Counsel at legal@crisisprevention.com. Employees may not give or accept gifts with a value in excess of \$100 without prior authorization.

(a) When reporting a gift or entertainment, please provide

- (i) Your name;
- (ii) Position;
- (iii) The gift received or given;
- (iv) The giver and recipient of the gift; and
- (v) Its monetary value.

(b) When possible, gifts should be reported and approved before they are given or received.

6. Anti-Bribery and Anti-Corruption.

6.1 Prohibited Payments. In addition to the rules applicable to gifts and entertainment, CPI employees, consultants, and agents are prohibited from directly or indirectly making, promising, authorizing, or offering anything of value to any person, customer, potential customer, company, charitable organization, government official, candidate for office, or political party to secure a business advantage or to retain or obtain business.

6.2 Anything of Value. As used in this Code, the term "anything of value" includes:

- (a) Cash;
- (b) Gifts;
- (c) Free or discounted travel or lodging;
- (d) Loans or unequal transactions;
- (e) Charitable or political contributions; and
- (f) Business, employment, or investment opportunities.

6.3 Examples:

(a) CPI will not agree to hire the family member of a customer in order to secure or continue its business relationship with that customer.

(b) CPI will not make charitable contributions to a charity when a customer, or the customer's immediate family, work for the charity or sit on its board of directors.

6.4 Reporting.

(a) If you are asked for, or you provide, anything of value to any customer, potential customer, company, charitable organization, government official, candidate for office, or political party, you must report it to CPI's General Counsel at legal@crisisprevention.com.

(b) If any employee believes another employee has violated or intends to violate this portion of CPI's Code, the employee should report that belief to CPI's General Counsel at legal@crisisprevention.com, or to CPI's Confidential Line at +1 866 972-9413, or to whistleblower@crisisprevention.com. Employees also may use CPI's Open Door or Workplace Complaints policies, which are attached.

7. Protection and Proper Use of Company Assets.

7.1 All employees have an obligation to protect CPI's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on CPI's profitability and are prohibited.

7.2 CPI's property and assets should be used only for legitimate business purposes. Any suspected incident of theft, fraud, or misuse of CPI's property or assets should be reported immediately. Reports may be brought to CPI's General Counsel at legal@crisisprevention.com, or to CPI's Confidential Line at +1 866 972-9413, or at whistleblower@crisisprevention.com.

7.3 The obligation to protect CPI's assets includes the obligation to protect CPI's proprietary information. Proprietary information includes intellectual property, such as trademarks and copyrights, as well as business and marketing plans, product development plans, expansion plans, marketing initiatives, pricing data, acquisition plans, and any nonpublic financial data or reports. The unauthorized use or distribution of this information is prohibited.

8. Confidentiality. Employees should maintain the confidentiality of information entrusted to them by CPI or by its customers, suppliers, partners, or vendors, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all nonpublic information (regardless of its source) that might be of use to CPI's competitors if disclosed and/or might be harmful to CPI or its customers, suppliers, partners, or vendors if disclosed.

9. Financial Statements.

9.1 Each employee who contributes in any way to the preparation or verification of CPI's financial statements and other financial information must ensure that CPI's books, records, and accounts are accurately maintained. Each employee must cooperate fully with

CPI's accounting and internal audit departments, as well as CPI's independent public accountants and counsel.

9.2 Each employee who is involved in disclosing CPI's financial information must:

- (a) be familiar with and comply with CPI's disclosure controls and procedures and its internal control over financial reporting; and
- (b) take all necessary steps to ensure that all financial statements and any public communications about the financial and business condition of CPI provide full, fair, accurate, timely, and understandable information.

10. Reporting and Enforcement.

10.1 Reporting and Investigating Violations.

(a) Every employee has an obligation to report suspected violations of this Code. Reports of suspected violations should be submitted to CPI's General Counsel at legal@crisisprevention.com. They also may be submitted to CPI's Confidential Line at +1 866 972-9413 or to whistleblower@crisisprevention.com. Employees also may use CPI's Open Door and Workplace Complaints policies, which are attached.

- (b) All reports will be reviewed and considered.
- (c) When warranted, reports will be investigated.

(d) All employees are expected to cooperate in any investigation of any suspected violation of this Code.

10.2 Enforcement and Penalties.

(a) If CPI determines a violation of this Code has occurred, it will inform the CEO and/or the Audit Committee of that violation. CPI also will take appropriate preventive or corrective action as it deems appropriate. Corrective action may include reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

10.3 Prohibition on Retaliation.

(a) CPI does not tolerate acts of retaliation against any employee who makes a good faith report of a known or suspected violation of this Code. CPI also does not tolerate any retaliation against any employee who participates in an investigation of suspected violations of this Code.

(b) If any employee believes he or she has been the subject of retaliation, they should report the alleged retaliation to the General Counsel at

legal@crisisprevention.com, or to CPI's Confidential Line at +1 866 972-9413, or whistleblower@crisisprevention.com.

11. Administration of this Policy: CPI's Legal Department is responsible for the administration of this policy. If you have any questions regarding this policy, please contact the Legal Department.

ACKNOWLEDGMENT OF RECEIPT, REVIEW, AND COMPLIANCE

To be signed and returned to CPI's General Counsel

I, _____, acknowledge that I have received and read a copy of Crisis Prevention Institute's Code of Ethics and Business Conduct. I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code. I understand that I may be subject to corrective action, up to and including discharge, if I violate this Code.

I understand that I should approach the General Counsel if I have any questions about the Code. I understand that I should report any suspected violation of this Code to the General Counsel at legal@crisisprevention.com, or to CPI's Confidential Line at +1 866 972-9413, or at whistleblower@crisisprevention.com.

I understand that I should report any gifts or entertainment I receive from an actual or potential customer, competitor, or business partner to CPI's General Counsel at legal@crisisprevention.com.

I understand that, other than promotional items of nominal value, I should not give anything of value to any customer, competitor, business partner, governmental official, or charitable organization unless I have received the prior approval of CPI.

I understand that I must report any actual or potential conflict of interest I may have to CPI's General Counsel at legal@crisisprevention.com.

I certify that I have no actual or potential conflicts which I have not reported, or any unreported gifts or entertainment which I have given or received.

[SIGNATURE]

[PRINTED NAME]

[DATE]

1-10 Open Door/Conflict Resolution Process

Crisis Prevention Institute strives to provide a comfortable, productive, legal, and ethical work environment. To this end, we want you to bring any problems, concerns, or grievances you have about the workplace to the attention of your manager and, if necessary, to Human Resources or the executive leadership team. If you believe there is inappropriate conduct or activity on the part of the Company, management, its employees, vendors, customers, or any other persons or entities related to the Company, bring your concerns to the attention of your manager at a time and place that will allow the person to properly listen to your concern. Most problems can be resolved informally through dialogue between you and your manager. If you have already brought this matter to the attention of your manager before and do not believe you have received a sufficient response, or if you believe that person is the source of the problem, present your concerns to Human Resources or the executive leadership team. Describe the problem, those persons involved in the problem, efforts you have made to resolve the problem, and any suggested solution you may have. There will be no retaliation of any kind against any employee who uses this Open Door/Conflict Resolution Process to raise any good faith workplace concerns.

1-11 Raising Workplace Complaints

In most cases, employees should raise workplace concerns or questions directly with their managers. When that is not possible, employees should feel free to bring their concerns or questions to Human Resources or to any member of the executive leadership team.

Crisis Prevention Institute recognizes there will be times when an employee does not feel comfortable bringing a particular concern to their manager, Human Resources, or to any member of the executive leadership team. The Company has created a Confidential Line. Employees can call 24 hours a day, 365 days per year, to raise these concerns or complaints.

The Confidential Line is available for any workplace concern or complaint you may have. Reasons for using this Confidential Line include:

- Mistreatment or harassment of employees;
- Issues of theft or misappropriation of company resources;
- Violation of laws or regulations;
- Violation of the Crisis Prevention Institute's Code of Ethics and Business Conduct;
- or
- Serious internal problems which affect you, other employees, or the Company at large.

The number for the Crisis Prevention Institute's Confidential Line is: 1 866 972 9413. Concerns can also be sent to whistleblower@crisisprevention.com.

All complaints to Crisis Prevention Institute's Confidential Line or Whistleblower Email will be investigated. To conduct a full investigation, it may be necessary for you to provide your name and contact information. The Company will try to maintain the confidentiality of any

complaint reported on its Confidential Line or Whistleblower Email. However, that may not always be possible.

There will be no retaliation against any employee because they use the Crisis Prevention Institute's Confidential Line or Whistleblower Email in good faith, or because an employee participates in an investigation into a complaint or concern reported on that Confidential Line or Whistleblower Email. Any employee who believes they have experienced retaliation may report that belief to their manager, to Human Resources, to the General Counsel, or may report that belief on this Confidential Line or Whistleblower Email. All complaints of retaliation will be investigated. Any employee engaging in retaliation will be subject to appropriate corrective action, up to and including termination of employment.