

SUPPLIER CODE OF CONDUCT FOR HARLAND CLARKE HOLDINGS®

Harland Clarke Holdings is comprised of companies focused on optimizing customer relationships through multiple channels. Its major business units, Harland Clarke, Scantron and Valassis are recognized as leading providers of marketing services, transaction solutions, education services and intelligent media delivery that create millions of customer touch points annually for their clients. Harland Clarke Holdings Corp. (“HCH”) is a wholly owned subsidiary of MacAndrews & Forbes Holdings Inc. For more information about each company please visit www.harlandclarkeholdings.com. For more information on the HCH business units, please visit their respective websites: www.harlandclarke.com, www.scantron.com, and www.valassis.com.

Purpose of Supplier Code of Conduct

HCH is committed to providing compliant, quality products and services to its customers and relies on its internal capabilities and external supplier relationships to meet customer requirements. This Supplier Code of Conduct (“Code”) expresses the expectations we hold for our suppliers, and mirrors the standards we set for our own employees. Suppliers, vendors, contractors, consultants, agents, and other providers of goods and services who do business with HCH are expected to follow this Code. Nothing in this Code is meant to supersede any more specific provision in a particular contract.

Conflicts of Interest

Suppliers and contractors are expected to avoid conflicts of interest — those circumstances in which their personal interests influence or appear to influence their ability to act in the best interest of HCH. We expect our suppliers to report to HCH any situations of potential or apparent conflicts between their personal interests and the interests of HCH.

Ethical Business Practices

Suppliers are expected to refrain from any and all forms of illegal or improper activity, including corruption, misrepresentation, extortion, embezzlement, bribery, insider trading, or utilization of Conflict Minerals. Suppliers must perform in compliance with all applicable local, state, federal, and international laws and regulations, such as without limitation, the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act.

Confidential Information

Suppliers must take proper care to protect all sensitive information, including confidential, proprietary, and personal information of HCH in accordance with applicable laws, prevailing industry practices, and contract terms. Suppliers are expected to safeguard the confidential information of third parties and not use confidential third-party information to benefit HCH.

Financial Integrity/Accuracy of Business Records

Suppliers are expected to accurately record, maintain, and report business documentation, including but not limited to, client accounts, time entry, expense reports, payroll records, resumes and submissions to HCH, or regulatory authorities. In general, there must be integrity in the records, with no false entries and records must be legible and reflect actual transactions and facts. Additionally, books must conform to generally accepted accounting principles.

Fair Competition and Anti-Trust

Suppliers are expected to conduct business in accordance with all applicable anti-trust or anti-competition laws and regulations.

Entertainment, Favors, and Gifts

HCH encourages strong business and working relationships with suppliers. In order to do business with HCH, there is no requirement for gifts or entertainment and in general these are highly discouraged. Gifts and/or entertainment are always inappropriate in the following situations: 1. To influence any preferred treatment with the intent of impacting the decision-making process of any HCH employee involved in the supplier relationship. 2. Any gift or entertainment while involved in a current contracting decision process. HCH employees abide by a code of ethics and shall not be influenced by inappropriate, prohibited and/or illegal actions by suppliers in this area. From time to time, HCH may invite its Suppliers to participate in certain charitable events sponsored by an HCH entity. Supplier participation in these events is not required and nonparticipation shall not influence the Supplier relationship in any way.

Discrimination and Harassment

Suppliers are expected to comply with all applicable laws concerning discrimination in hiring and employment practices. Suppliers are encouraged to provide an inclusive and supportive working environment, free of harassment and discrimination, in which all employees are valued and empowered to succeed.

Human Rights in the Workplace

Suppliers are expected to maintain and promote fundamental human rights. Supplier employees should not be forced, bonded, indentured, or subjected to involuntary prison labor. Suppliers are expected to adhere to the minimum employment age limit defined by national law or regulation, and in no instance shall engage in child labor.

Workplace Safety

Suppliers are expected to comply with applicable safety and health laws, regulations, policies, and procedures. Suppliers should provide for the health, safety, and welfare of their people, visitors, and others who may be affected by their activities.

Compensation, Working Hours, and Conditions

Suppliers are expected to provide compensation in compliance with all applicable wage laws, including those relating to minimum wages, overtime hours, and legally mandated benefits. Employees should be able to earn fair wages, as determined by applicable local law. Work weeks should not exceed the maximum set by local law. Suppliers should provide adequate and safe working conditions and comply with applicable health and safety policies and laws.

Export/Import Control

Suppliers must ensure that their business practices are in accordance with all applicable laws and regulations governing the export and import of domestic and foreign origin parts and components and related technical data.

Environment

Protection of the environment is a HCH business imperative. Suppliers providing products and services to HCH are required to conduct business in accordance with all applicable environmental laws, regulations and permit obligations. HCH recommends that its Suppliers implement systems to reduce greenhouse gas emissions, increase energy efficiency, reduce water/resource consumption, divert waste from landfills, and reduce emissions from operations.

Data Privacy and Security

Suppliers must comply with all applicable HCH Policy and guidance with respect to the collection, use and/or retention of Non-Public Information. Suppliers must adhere to applicable data privacy laws, establish systems and obtain appropriate certifications where applicable and immediately notify HCH if there is a data breach related to Non-Public Information and exert all efforts to minimize the impact of such data breach.

Right to Audit

HCH adheres to supplier accountability for the delivery of compliant products/services and reserves the right at any time to review a supplier's adherence to this code and to investigate any complaints or inconsistencies. HCH may utilize written inquiries, remote or onsite audits, and other reviews deemed appropriate to satisfy this requirement.

Reporting and Accountability

Suppliers are encouraged to provide their employees with access to an adequate avenue of raising issues or concerns without fear of retaliation.

We encourage our suppliers to implement their own written code of conduct, and to flow down the principles of a code of conduct to the entities that furnish goods and services to them.

Report misconduct to HCH's Chief Compliance and Ethics Officer:

Mail: HCH Legal Department
Attn: Chief Compliance and Ethics Officer
15955 La Cantera Parkway
San Antonio, TX 78256

Email: tnwclaims@tnwinc.com

24-hour Hotline: (877) 787-8714