

vantiv

smarter / faster / easier / payments.



Code of Business Conduct and Ethics

Effective January 1, 2018

Our Core Values

Vantiv's core values are more than words on paper; they permeate throughout the organization to help us come together as one company with one vibe.

Through our employees living the values every day by practicing the behaviors associated with our values, our clients and the market perceive and describe us as dedicated, bold, hands-on, agile, and authentic. Employee dedication to the values has made us the most trusted partner to our clients and one of the best-performing, highly valued companies in the payments solutions industry.

Our V5 Values

1



We are **passionate** about what we do.

2



We work together to tackle the toughest problems with a **winning attitude**.

3



We **continuously improve** ourselves and our work.

4



We have **strong character** and do the right thing.

5



We **value people** and have fun.

Guide Our Actions

- Be enthusiastic
- Energize, encourage and motivate
- Listen
- Be optimistic
- See possibilities
- Find solutions
- Collaborate
- Be flexible
- Improve performance
- Communicate honestly
- Encourage innovation
- Take risks
- Empower others
- Do the right thing
- Improve communities
- Live the V5
- Demonstrate respect
- Value diversity
- Build relationships
- Show appreciation
- Have fun

A Message from Charles Drucker



Our V5 values are the foundation of our hard work and unwavering commitment to honesty and integrity. Today's business environment is complex and much has changed in recent years. One thing, however, that has not changed is our belief that maintaining our good reputation depends on each of us being personally responsible for our conduct and ensuring that our vision and values guide our actions.

An important step in meeting our day-to-day ethics and compliance responsibilities is to be mindful of our commitments to each other, to our customers, to our business partners, and to the communities where we work and live. We demonstrate this each day in our value of strong character and the supporting behavior of doing the right thing. This Code of Business Conduct and Ethics provides information about our personal responsibilities, including complying with the law and applying our good judgment each and every day.

Of course, this Code cannot answer all of your questions or address every situation; which is why we have established resources to answer questions when problems occur. If you are unsure of what to do in particular circumstances or concerned that the Code, our policies, or our regulations are being broken, you have a responsibility to speak up.

I believe the quality of our people, and our commitment to ethics and compliance will not only enable us to succeed today, but will help us to achieve long-term success. Great companies and great brands are built by clearly articulating who they are and who they aspire to be, and in turn inspiring customers and partners to do business with them. I am convinced that with the help of this Code, we will meet our goals and continue to be proud of how we achieve success.

Thank you for bringing our vision, values and behaviors to life each day. Together, our actions make Vantiv great.

Sincerely,

A handwritten signature in black ink that reads "Charles Drucker". The signature is written in a cursive, slightly stylized font.

Charles Drucker
Chief Executive Officer and President

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Our Commitment to Ethics and Compliance

Protecting the reputation of Vantiv, Inc. and its subsidiaries (“Vantiv”) is the responsibility of every employee. We must always act with integrity; when we do, others will know they can trust us and have confidence that we will be honest and fair. We want to be known as a company that always honors its commitments and is a reliable business partner. When we do the right thing, we protect our reputation and that will help us to succeed even in today’s complex and competitive business environment.

Our Code of Business Conduct and Ethics (“Code”) is designed to help when you have questions about what to do in specific situations. It is a summary of how we will do business in accordance with our values, policies, and various laws and regulations.

Because Vantiv may partner with companies that operate outside of the United States, we need to be especially aware of different laws and customs that apply. While we respect the norms of our customers, business partners and co-workers throughout the world, all employees must at a minimum comply with the standards and principles in this Code unless they are inconsistent with local law, in which case you should seek guidance from the Company’s Ethics and Compliance Office.

HOW TO USE THIS CODE

The Code is designed to serve as a resource when you need information about our policies or standards or when you are faced with a difficult ethical situation.

It’s impossible to anticipate every question you may have or situation you might face, so in addition to the Code, Vantiv also has other resources that can be of help. These additional resources are listed throughout the Code. As always, the Company relies on you to use good judgment and to seek help when you need it.

The Nominating and Corporate Governance Committee of the Board of Directors is responsible for administering this Code and ensuring that its provisions are enforced. This Code replaces any previous editions. The Code does not constitute an employment contract or assurance of continued employment.

TO WHOM THIS CODE APPLIES

This Code applies to all officers, directors and employees of Vantiv. Certain business partners, such as agents, consultants, vendors and contingent workers serve as an extension of Vantiv. They are expected to follow the spirit of the Code, as well as any applicable contractual provisions, when working on behalf of Vantiv.

Managers who supervise our business partners and contingent workers are responsible for ensuring that they understand our ethics standards. If an external business partner fails to comply with our ethics and compliance expectations and their related contractual obligations, it may result in the termination of their contract.

ASKING QUESTIONS – USING THE ETHICS & INTEGRITY LINE

If you see or suspect any illegal or unethical behavior, or you have a question about what to do, talk to your manager and ask for help.

Sometimes, you may not be able to talk about an issue with your manager. If that's the case, you have several options. You may contact Human Resources, the Ethics and Compliance Office or the Legal Department.

If you have questions about audit and accounting concerns you can also contact the Chief Financial Officer, the Chief Legal Officer, or the Audit Committee of the Board of Directors.

At all times, and for any type of concern, you also have the option to call Vantiv's Ethics & Integrity Line (1-888-309-1552) or to make a report via the internet at vantiv.alertline.com.

The Company will make every reasonable attempt to ensure that your concerns are addressed appropriately.

Vantiv has an opportunity to improve every time you ask a question or raise a concern.

When you take action, speak up and report questionable conduct, you are protecting your colleagues and our reputation. Remember, an issue cannot be addressed unless it is brought to someone's attention.

WHAT TO EXPECT WHEN YOU USE THE ETHICS & INTEGRITY LINE

The Ethics & Integrity Line and the web portal are available 24 hours, seven days a week. Trained specialists from an independent third party provider of corporate compliance services, will answer your call, document your concerns and forward a written report to Vantiv's Ethics and Compliance Office for further investigation.

When you contact Vantiv's Ethics & Integrity Line or make a report using vantiv.alertline.com you may choose to remain anonymous where allowed by local law. All reports will be treated equally whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however please note that, out of respect for privacy, the Company will not be able to inform you about individual disciplinary actions.

Vantiv will conduct an investigation in as confidential a manner as possible, however in many instances a matter may not be fully investigated by keeping key information confidential or if you remain anonymous.

Question

Our manager typically does nothing when concerns about potential misconduct are brought to her attention and I believe she has made things difficult for co-workers who have raised issues. Now I have a problem. A co-worker is doing something that I believe to be ethically wrong. What should I do?

Answer

Take action and speak up. Starting with your manager is often the best way to efficiently address concerns. However, if you do not believe that it is appropriate or do not feel comfortable doing so, you should talk to another member of management, Human Resources, or the Company's Ethics and Compliance Office.

Question

What if someone misuses the Ethics & Integrity Line, and falsely accuses someone of wrongdoing?

Answer

Experience has shown that the Ethics & Integrity Line is rarely used for malicious purposes, but it is important to know that we will follow up on calls and anyone who uses the Ethics & Integrity Line in bad faith to spread falsehoods or threaten others, or with the intent to unjustly damage another person's reputation, will be subject to disciplinary action up to and including termination.

OUR NON-RETALIATION POLICY

You can report ethical violations in confidence and without fear of retaliation. Vantiv will not tolerate any retaliation against an employee who asks questions, makes reports of possible violations of the Code or policies, or assists in an investigation of suspected wrongdoing.

Question

I suspect there may be some unethical behavior going on in my business unit involving my manager. I know I should report my suspicions, and I'm thinking about using the Ethics & Integrity Line, but I'm concerned about retaliation.

Answer

After you make the report, if you believe you are experiencing any retaliation, you should report it. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are substantiated, retaliators will be disciplined up to and including termination.

EMPLOYEE RESPONSIBILITIES

Each of us must take responsibility for acting with integrity, even when this means making difficult choices. Meeting our responsibilities is what enables us to succeed and grow, today – and in the future.

- Always act in a professional, honest, and ethical manner when acting on behalf of the Company.
- Know the information in the Code and policies, paying particular attention to the topics that pertain to your job responsibilities.

- Complete all required employee training in a timely manner and keep up-to-date on current standards and expectations.
- Report concerns about possible violations of laws, regulations, or the Code to your manager, Human Resources, or the Company's Ethics and Compliance Office.
- Cooperate and tell the whole truth when responding to an investigation or audit and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Remember: no reason, including the desire to meet business goals, should ever be an excuse for violating laws, regulations, the Code or Vantiv policies.

Question

I'm a manager and I'm not clear what my obligations are if someone comes to me with an accusation – and what if it involves a senior leader?

Answer

No matter who the allegation involves, you must report it without exception. Vantiv provides several avenues for reporting concerns. If for any reason you are uncomfortable making a report to a particular person, you may talk to another member of management, Human Resources, or the Company's Ethics and Compliance Office.

ADDITIONAL RESPONSIBILITIES OF VANTIV'S LEADERSHIP

Vantiv leaders are expected to meet the following additional responsibilities:

- Lead by example. Managers are expected to exemplify the highest standards of ethical business conduct.
- Help create a work environment that focuses on building relationships, recognizes effort, and values mutual respect and open communication.
- Be a resource for others. Communicate to employees, consultants and contingent workers about how the Code and policies apply to their daily work.
- Be proactive. Look for opportunities to discuss and address ethics and challenging situations with others.
- Create an environment where everyone feels comfortable asking questions and reporting potential violations of the Code and policies. Respond quickly and effectively to concerns that are brought to your attention.
- Never ask another or pressure anyone to do something that you would be prohibited from doing yourself.
- Ensure that Company resources are used properly and productively.
- Be aware of the limits of your authority and do not take any action that exceeds those limits. Delegate authority only where permissible and never delegate authority to any individual who you believe may engage in unlawful conduct or unethical activities.
- If you supervise third parties, ensure that they understand their ethics and compliance obligations.

Managers should not consider ethics concerns as a threat or challenge to their authority - we want an open, honest and trustful dialogue to become a natural part of daily work.

Question

I'm a manager. If I observe misconduct in an area not under my supervision, am I still required to report the issue?

Answer

You are chiefly responsible for employees, contingent workers and third parties under your supervision, but as a leader you are especially obliged to take action. The best approach is to talk first with the manager who oversees the area where the problem is occurring, but if this doesn't work, or isn't feasible, you should contact Human Resources or the Company's Ethics and Compliance Office.

It is also your responsibility to immediately report any known or suspected information security incident, such as the actual or suspected unauthorized access or disclosure of sensitive information or the potential or known loss of sensitive information, to Vantiv Security Services so that these incidents can be investigated in a timely manner.

Question

I just learned that a good friend of mine has been accused of sexual harassment and that an investigation is being launched. I can't believe it's true and I think it's only fair that I give my friend an advance warning or a 'heads up' so he can defend himself. Don't I have a responsibility as a friend to tell him?

Answer

Under no circumstances should you give him a 'heads up.' Your friend will be given the opportunity to respond to these allegations and every effort will be made to conduct a fair and impartial investigation. An allegation of sexual harassment is a very serious matter with implications not only for the individuals involved but also for the Company. Alerting your friend could jeopardize the investigation and expose the Company to additional risk and possible costs.

COOPERATING WITH INVESTIGATIONS

All employees are required to cooperate fully and truthfully with investigations. Employees involved in an investigation, whether internal or external, must not provide misleading information or alter or destroy relevant documents or records. All requests for information other than what is provided on a routine basis should be reported to the Legal Department immediately.

You may in the course of business be contacted by federal, state, or local agents or perhaps be served with a subpoena. While you are expected to cooperate with these agents, you should not do so without first contacting the Legal Department. Until you have received guidance from Legal, you should avoid answering any questions, providing documentation or permitting a search of the premises, if possible. This will ensure that legal rights are preserved and responses are accurate, timely, and appropriate. When notified of any investigation, Vantiv will take prompt action to preserve documents that may be relevant.

MAKING THE RIGHT CHOICE

Guidelines for Ethical Decision-making

Making the right decision is not always easy. There will be times when you'll be under pressure or unsure of what to do. Always remember when you have a tough choice to make, you're not alone. Your colleagues and management are available to help, and you have other resources to turn to including the Code, our policies, your manager, and the Ethics & Integrity Line.

When faced with a tough decision it may help to ask these questions:

- Is it legal?
- Is it consistent with Our Values, this Code and policies?
- Is it based on a thorough understanding of the risks involved?
- Will I be able to look myself in the mirror and be proud of the decision?
- Would I still be comfortable with the decision if it appeared in the newspaper?

If the answer to any of these questions is no, stop and ask for guidance.

ACCOUNTABILITY AND DISCIPLINE

Violating relevant laws, regulations or the Code, or encouraging others to do so, exposes the Company to liability and puts Vantiv's reputation at risk. Violations of laws or regulations may result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

WAIVERS AND EXCEPTIONS

Management will regularly reassess this Code and recommend changes to the Board of Directors for approval. We recognize that in rare circumstances a strict application of the Code may result in a serious hardship. In the unusual circumstance where a waiver of the Code would be appropriate for an executive officer or director, such waiver must be approved by the Board of Directors, the Nominating and Corporate Governance Committee or other committee designated by the Board and promptly disclosed as required by law or stock exchange regulation. Any waivers of this Code for other employees may be made by the Chief Human Resource Officer or the Chief Legal Officer. Waiver of a specific provision of this Code with respect to an individual shall not operate as a waiver of that individual's compliance with other requirements of this Code.

Question

My Business Unit sets various goals that we are asked to achieve. Sometimes I feel pressured to violate the Code and policies to achieve these goals. Is this acceptable?

Answer

No. While successful businesses set high goals and employees strive to achieve them, you should never violate the Code or Vantiv's policies to achieve your goals.

Our Responsibilities for One Another

We owe each other honesty, respect and fair treatment and we need to always treat others as we would want to be treated. This is the basis of our commitment to one another and is the foundation of our success. To maintain our commitment and to attract and keep talented individuals it is vital that we continue to have a supportive, professional and respectful work environment.

Maintaining this environment not only helps Vantiv succeed, it also creates the setting for each of us to thrive and to reach our full potential. What follows are some of the key areas where we must be guided by our commitment to our values and to each other.

DIVERSITY AND NON-DISCRIMINATION

Vantiv helps bring together employees with a wide variety of backgrounds, skills and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our results.

Our colleagues, job applicants and business partners are entitled to respect and should be judged on the basis of their qualifications, demonstrated skills and achievements.

We support laws prohibiting discrimination based on a person's gender, race, color, religion, national origin, sexual preference, gender identity, disability, veteran status and all other protected characteristics.

Make sure you

- Treat others respectfully and professionally.
- Promote diversity in hiring and other employment decisions.
- Do not discriminate against others on the basis of any other characteristic protected by law or Company policy.



Watch out for

- Comments, jokes or materials, including emails, which others might consider offensive.
- Inappropriate bias when judging others. If you supervise others, judge them on performance. Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards.

To learn more

- Discuss any questions or concerns about diversity and equal opportunity with Human Resources.
- Review Vantiv's [Anti-Discrimination, Harassment and Retaliation Policy](#) on the Company's Policies and Procedures website.

Question

One of my co-workers sends e-mails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

Answer

You should notify your immediate manager or Human Resources. Sending such jokes violates our values as well as our policies pertaining to the use of e-mail and our standards on diversity, harassment and discrimination. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked to create.

HARASSMENT-FREE WORKPLACE

We all have the right to work in an environment that is free from intimidation, harassment and abuse.

Verbal or physical conduct by any employee that harasses another, disrupts another's work performance, or creates an intimidating, offensive, abusive, or hostile work environment will not be tolerated.

AT VANTIV WE DO NOT TOLERATE

- Threatening remarks, obscene phone calls, stalking or any other form of harassment.
- Causing physical injury to another.
- Intentionally damaging someone else's property or acting aggressively in a manner that causes someone else to fear injury.
- Threatening, intimidating or coercing others on or off the premises -- at any time, for any purpose.

A common form of harassment is sexual harassment, which in general occurs when

- Employment decisions or terms of employment are conditioned upon succumbing to unwelcome advances by a supervisor, such as a request for a date, sexual favors, or other similar conduct of a sexual nature.
- An intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature.

Make sure you

- Help each other by speaking out when a co-worker's conduct makes others uncomfortable.
- Never tolerate sexual harassment including requests for sexual favors, or other unwelcome verbal or physical conduct of a sexual nature.
- Demonstrate professionalism. Do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- Promote a positive attitude toward policies designed to build a safe, ethical and professional workplace.
- Report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.

Watch out for

- Unwelcome remarks, gestures or physical contact.
- The display of sexually explicit or offensive pictures or other materials
- Sexual or offensive jokes or comments (explicit or by innuendo) and leering.
- Verbal abuse, threats or taunting.

To learn more

- Discuss any questions or concerns about harassment with Human Resources.
- Review Vantiv's [Anti-Discrimination, Harassment and Retaliation Policy](#) on the Company's Policies and Procedures website.

Question

While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We weren't in the office and it was 'after hours' so I wasn't sure what I should do. Is it harassment?

Answer

Yes, it is. This type of conduct is not tolerated, not only during working hours but in all work-related situations including business trips. Tell your colleague such actions are inappropriate and must be stopped, and if they continue you need to report the problem to your manager, Human Resources, or the Ethics & Integrity Line.

EMPLOYEE CONFIDENTIAL INFORMATION

In recent years, individuals, companies and governments have grown increasingly concerned about the privacy and security of personal information. As a result, laws protecting personal information and how it may be collected, shared, and used are becoming more common.

Many of us have access to personal information related to our colleagues and others. While protecting this information may now be a legal requirement, for us at Vantiv privacy has always been a matter of trust.

Make sure you

- Learn about the types of information which are given heightened protection by the law and Company policy (such as personally identifiable information, like social security numbers and bank account numbers) and protect them through appropriate means (such as encryption or other types of limited access).
- Protect the confidentiality of personal information of current and former colleagues, as well as job applicants, business partners and customers and never share colleagues' information outside the Company.
- Don't access, discuss or share confidential information unless there is a legitimate business reason to do so.

- Consult the Legal Department if law enforcement or a regulatory authority or any other person outside the Company requests employee information.
- Return or destroy personal information that is no longer required by you for business reasons in accordance with our records retention policies.
- Only share confidential employee information within the Company if there is an authorized business requirement and you have made sure it will be appropriately protected.
- Immediately report to a manager any loss or inadvertent disclosure of employee information.

Watch out for

- Unintentional exposure of confidential information in public settings such as on phone calls or while working on your laptop.
- The loss of control of confidential information. When sending personal information across borders or to third parties, make sure that the transmissions are for legitimate business reasons and that they comply with local law.

To learn more

- Discuss any questions or concerns about employee privacy and confidential information with Human Resources or the Legal Department.
- See the [Notice of Privacy Practices Policy](#) on Vantiv's Policies and Procedures website.



SAFE AND HEALTHY WORK ENVIRONMENT

Vantiv is committed to providing a safe and healthy work environment for colleagues and visitors to our facilities. Each of us is responsible for acting in a way that protects ourselves and others.

Be proactive and speak up. The more we communicate, the better we can respond to any unsafe or unhealthy working conditions.

Situations that may pose a health, safety or environmental hazard must be reported immediately. We can only achieve our goal of a safe and healthy workplace through the active participation and support of everyone.

Make sure you

- Observe the safety, security and health rules and practices that apply to your job.
- Always display and swipe your personal identification badge when entering and exiting secure areas and do not allow others to enter without properly swiping their personal identification badges.
- Notify your manager or Vantiv Security Services immediately about any unsafe conditions that could pose a threat to health or safety.
- Comply with safety and health policies and procedures.
- Maintain a neat, safe working environment by keeping work stations, aisles and other work spaces free from obstacles, wires and other potential hazards.

Watch out for

- Unsafe practices or work conditions.
- Lax enforcement of security standards, such as facility entry procedures and password protocols.

To learn more

- Discuss any questions or concerns about environmental, health and safety with Human Resources or the Legal Department.
- Review Vantiv's [Physical Security Policy](#), [Workplace Non-Violence and Weapons in the Workplace Policy](#), and [Substance Abuse Policy](#) on Vantiv's Policies and Procedures website.

ALCOHOL AND DRUG-USE POLICY

- While at work or on Company business, you should never be impaired, and always ready to carry out your work duties.
- While conducting Vantiv business, do not use, possess or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment or harm the Company's reputation.



PREVENTING WORKPLACE VIOLENCE

Violence of any kind has no place at Vantiv. We won't tolerate the following:

- Intimidating, threatening or hostile behavior.
- Causing physical injury to another.
- Acts of vandalism, arson, sabotage or other criminal activities.
- Offensive comments regarding violent events or behavior.
- Any other act which, in management's opinion, is inappropriate in the workplace.

Unless otherwise permitted by law (or in extremely limited circumstances by documented Company policy), Vantiv employees may not wear, transport, store or use dangerous weapons, specifically including handguns, firearms, explosives, knives, and other similar weapons, on any property owned, leased, or otherwise occupied by the Company.

Question

I've noticed some practices we do in my area don't seem safe. Who can I speak to? I'm new here, and don't want to be considered a troublemaker.

Answer

Discuss your concerns with your manager or Human Resources. There may be very good reasons for the practices, but it's important to remember that raising a concern about safety does not cause trouble, it is being responsible.

Question

Are contractors expected to follow the same Health, Safety and Security policies and procedures as employees?

Answer

Absolutely. Managers are responsible for ensuring that contractors and vendors at work on Vantiv premises understand and comply with all applicable laws and regulations governing the particular facility, as well as with additional requirements the Company may impose.



Our Responsibilities to Our Customers and Business Partners

FAIR DEALING

We treat our customers and business partners fairly. We work to understand and meet their needs, while always remaining true to our own ethical standards. We tell the truth about our services and capabilities and we do not make promises we can't keep.

You should deal honestly and in good faith with our customers, shareholders, suppliers, regulators, business partners, competitors and others. Never take unfair advantage through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, fraudulent behavior, or any other unfair practice.

In short, treat others as they would like to be treated.

MARKETING AND ADVERTISING STANDARDS

Marketing of Vantiv must be truthful and accurate. False claims about our own products or services or competitors' products or services are never acceptable. Our advertising and promotions must always be professionally-developed and not offensive. In addition, the selection of vendors, distributors, and business partners should only be completed after thorough due diligence to ensure that their values and business practices align with our values and business practices.



Make sure you

- Treat each customer fairly and honestly.
- Speak up and talk to your manager if you have concerns about any error, omission, undue delay, or defect in quality or our customer service.
- Promptly raise with a manager any potential conflict of interest between you, customers or the Company.
- Never follow a customer's request to do something that you regard as unethical or unlawful.
- Be responsive to customer requests and questions.
- Promise what you can deliver and deliver on what you promise.

Watch out for

- Pressures from colleagues or managers to cut corners on quality or delivery standards.
- Temptations to tell customers what you think they want to hear rather than the truth; if a situation is unclear begin by presenting a fair and accurate picture as a basis for the decision.

To learn more

- Discuss any questions or concerns about our products or customer service with Human Resources or the Company's Ethics and Compliance Office.
- Review the [Fair Dealing Policy](#) on Vantiv's Policies and Procedures website.

PROTECTING THE PRIVACY AND CONFIDENTIAL INFORMATION OF OTHERS

Our customers and our business partners place their trust in us. We must protect their confidential information. You have an obligation to keep confidential any information acquired with respect to present, past or prospective customers, suppliers, shareholders, and other employees.

Make sure you

- Learn about the types of information which are given heightened protection by the law and Company policy (such as personally identifiable information, like social security numbers and bank account numbers) and protect them through appropriate means (such as encryption or other types of limited access).
- Never share confidential information within or outside the Company except as authorized.
- Follow all appropriate protocols, policies and procedures when sending confidential information. If you have questions about which policies and procedures apply, contact your manager or the Legal Department.
- Immediately report any loss or theft of confidential information to your manager or the Legal Department.

Watch out for

- Requests by business partners for information about our customers or about our business partners.
- Unintentional exposure of third party information in public settings such as on phone calls or while working on your laptop.

To learn more

- Discuss any questions or concerns about customer privacy with Human Resources or the Company's Ethics and Compliance Office.
- Review the [Privacy Policy](#), the [Vantiv Privacy and Vantiv eCommerce Privacy Notice](#), the [Data Protection and Privacy Policy](#), and the [Data Security Policy](#) on Vantiv's Policies and Procedures website.

CONFLICTS OF INTEREST

A conflict of interest happens whenever you have a competing interest that may interfere with your ability to make an objective and effective decision for Vantiv. Conflicts of interest may also arise if you or a family member receives improper personal benefit as a result of your position with Vantiv. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict which can undermine the trust others place in us and damage our reputation.

Conflicts of interest may be actual, potential or even just a matter of perception. Because these situations are not always clear-cut, you need to fully disclose them to your manager so that we can properly evaluate, monitor and manage them.

Make sure you

- Avoid conflict of interest situations whenever possible.
- Always make business decisions in the best interest of Vantiv.
- Discuss with your manager full details of any situation that could be perceived as a potential conflict of interest. Your manager may require you to disclose the situation to Human Resources.
- Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict with Vantiv.

Watch out for

- Situations including the following, which are common examples of potential conflicts of interest:

Corporate Opportunities

If you learn about a business opportunity because of your job, it belongs to Vantiv first. This means that you should not take that opportunity for yourself unless you get approval from Human Resources.

You may not (a) take for yourself personally opportunities that are discovered through the use of Vantiv's property, information or your position; (b) use Vantiv's property, information or position for personal gain; or (c) compete with Vantiv. You owe a duty to Vantiv to advance Vantiv's legitimate interests when the opportunity to do so arises. If you are an employee or an executive officer you are not permitted to participate with customers or suppliers in business ventures, or serve or act as a director, agent, broker, or representative of any for-profit company or organization without the approval of the Chief Human Resource Officer or the Chief Legal Officer, in the case of employees, or the Nominating and Corporate Governance Committee, or a subcommittee or other delegatee of such Board committee, in the case of executive officers. If any such participation or service is approved, you may not have relationship authority for such company or organization and you shall resign your participation or service when, and if, you have determined, in your reasonable judgment, that such company or organization will or has engaged in any act or wrongdoing which would compromise your duty to Vantiv.

Notwithstanding the above, directors of Vantiv may in some circumstances participate or provide services to or for customers or suppliers in business ventures, or serve or act as a director, agent, broker, or representative of for-profit companies or organizations. Such participation and services must be fully disclosed in advance to the Chief Legal Officer.

Friends and Relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, supplier, competitor, etc. In addition, you may have a close friend or family member who also works at Vantiv. Vantiv works to avoid instances where its managers have direct supervisory authority over a family member or a close personal friend. Because it is impossible to anticipate all situations that may create a potential conflict, you should disclose your situation to your manager in order to determine if any precautions need to be taken. At all times, you should avoid recommending or using your position to influence the use of a supplier if you or a member of your immediate family would receive improper personal benefits as a result of your recommendation.

Personal Work

You may not request or attempt to hire an employee over whom you have direct supervisory responsibility for outside work that is unrelated to the employee's work responsibilities and that is of personal benefit to you or your immediate family.

Outside Employment

Vantiv discourages full-time employees from engaging in employment outside Vantiv. To ensure that there are no conflicts and that potential issues are addressed, you always need to disclose and discuss outside employment with Human Resources. If approved, you need to ensure that this outside activity does not interfere or detract from your work for Vantiv or subject Vantiv to criticism. Working for a competitor, supplier, or customer may raise conflicts that will need to be resolved. Also, any approved side or personal business should not compete or do any business with Vantiv.

Personal Investments

You should not have substantial investment in, or obligation to, one of Vantiv's customers, suppliers or competitors unless the security is publicly traded on a national exchange and there is no possibility for a conflict. "Substantial" is hard to define, but as a rule of thumb, it means that your investment should not be big enough for someone to reasonably think that you would do something at Vantiv's expense to help your investment. If you are unsure whether there is a conflict, you should ask for additional guidance and contact the Chief Legal Officer.

Civic Activities

Volunteer work and participation in civic organizations is encouraged. If you are asked to become a director or trustee of an outside non-profit organization you should notify Human Resources. Unless company management specifically asks you to do so, you shouldn't accept a seat on the board of directors or advisory board of any of our competitors, suppliers, customers or partners, especially if your current job gives you the ability to influence our relationship with them.

To learn more

- Discuss any questions or concerns about conflicts of interest with your manager or Human Resources.
- Review the [Conflicts of Interest and Corporate Opportunities Policy](#) on Vantiv's Policies and Procedures website.

GIFTS AND ENTERTAINMENT

In the right circumstances, a modest holiday gift may be a thoughtful “thank you” and a meal, sporting or entertainment event may be an appropriate setting for a business discussion which strengthens a professional relationship. However, if not handled carefully, the exchange of gifts and entertainment can look like a conflict of interest, especially if it happens frequently or if the value is large enough that someone could reasonably think it is influencing a business decision.

When it comes to gifts and entertainment, our position is straightforward – we do not accept or provide gifts, favors, or entertainment if the intent is to influence a business decision in return for any business, services or confidential information. Any associated travel and lodging expenses must be covered by Vantiv and not by customers or suppliers.

Industry Events

Travel, lodging and related attendance expenses incurred in connection with your attendance at industry events may be paid for by the sponsors of such events, if your attendance at such events and the payment of related expenses has been approved in advance by an executive officer or with respect to executive officers, the Chief Executive Officer. If the Chief Executive Officer is attending, the attendance and payment of related expenses needs to be approved in advance by the Chair of the Nominating and Corporate Governance Committee. In making its determination, the appropriate approving authority will consider a variety of factors, including the legitimate business purpose of attendance at the event, any relationship Vantiv has with the sponsor and the potential conflict of interest and/or appearance of undue influence caused by the payment of travel, lodging and related attendance expenses by the sponsor of an industry event.

GIFTS AND ENTERTAINMENT, BEFORE YOU ACT – THINK

Gifts and entertainment come in all different forms: shirts, pens, dinners, tickets to sporting events, to name just a few examples. Before you accept or offer gifts or entertainment, think about the situation – Does it legitimately support Vantiv’s interest? Is the amount reasonable and customary? Would this embarrass you or the Company if it was on the front page of the newspaper?



Make sure you

- Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- Never accept gifts of any kind from a business partner with whom you are involved in contract negotiations.
- Exchange gifts and entertainment that foster goodwill in business relationships, but never provide or accept gifts and entertainment that obligate or appear to obligate the recipient.
- Do not request or solicit personal gifts, favors, entertainment, or services.
- Never accept gifts of cash or cash equivalents.
- Understand and comply with the policies of the recipient's organization before offering or providing gifts, favors or entertainment.
- Act carefully when using agents who represent us or third parties who introduce business partners to us. Monitor them during the duration of any agreement to ensure they live up to our high standards.
- Raise a concern whenever you learn of any sign or "red flag" that a colleague, third party or other agent of the Company may be engaged in any attempt to improperly influence a decision of a customer or government official.

Watch out for:

- Situations that could embarrass you or the Company, including entertainment at sexually oriented establishments.
- Business partners or customers who may have gift and entertainment standards that are stricter than ours.
- Business partners that appear to be privately held but are actually considered government entities.
- Gifts, favors or entertainment that may be reasonable for a privately owned customer but not for a government official or agency.
- Third parties or agents who are thought to be valuable primarily for their personal ties rather than for the services they are to perform or who request compensation out of proportion to their services.

To learn more

- Discuss any questions or concerns about gifts and entertainment with the Vantiv Legal Department.
- Review the [Gifts and Entertainment Policy](#) on Vantiv's Policies and Procedures website.



Question

When I was traveling, I received a gift from a business partner that I believe was excessive. What should I do?

Answer

You need to let your manager know or report it to Human Resources as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity, with a letter of explanation to the donor.

Question

During contract negotiations with a potential new supplier, the new supplier mentioned that it had a complimentary registration to a local business seminar. They are unable to attend and asked if I would like to go instead. I had been thinking of attending the seminar anyhow, because the subject of the seminar applies to my work. There's no personal gain to me, it would be good for Vantiv, and it would be a shame to waste the registration. I planned on saying 'yes.' Now I wonder if that would be the right decision.

Answer

You should decline the offer. If you are involved in contract negotiations, you must never accept any gifts while the negotiation process is on-going. Accepting gifts during negotiations can give the appearance of a 'quid pro quo' and is always inappropriate.

GIFTS AND ENTERTAINMENT OF GOVERNMENT REPRESENTATIVES

The Company is committed to meeting the many special legal, regulatory and contractual requirements that apply to government-related work around the world. These requirements may apply to bidding, accounting, invoicing, subcontracting, employment practices, contract performance, gifts and entertainment, and other matters.

In addition, Vantiv may be legally obligated to impose these requirements on any agents or subcontractors we bring in to help with the work. You must always make sure you know whether you are dealing with a government-related entity. This is not always obvious. Businesses such as airlines, oil companies and telecommunications providers may be owned or controlled by a government, in whole or in part, and subject to special rules. When in doubt, discuss the situation with your manager or Human Resources.

PROTECTING VANTIV ASSETS

We are entrusted with Company assets and are personally responsible for protecting them and using them with care. Company assets include information, materials, supplies, time, intellectual property, software, hardware and facilities.

Make sure you

- Treat Vantiv assets with care and never remove Company property from our premises without a supervisor's approval.
 - Use Company assets for personal reasons in extremely limited circumstances. Such use should be kept to a minimum and have no adverse effect on productivity in the work environment.
 - Do not send Company information, specifically including confidential and proprietary information to sources - including personal email accounts - outside of Vantiv unless the intended recipient has a legitimate business need for the information.
 - Do not use Vantiv equipment or information systems to create, store or send content that others might find offensive.
 - Do not share passwords or allow other people, including friends and family, to use Vantiv resources.
 - Avoid any use of Company assets that might cause loss to the Company or damage to the assets.
 - Respect the copyrights, trademarks and license agreements of others when dealing with printed or electronic materials, software or other media content.
- Immediately tell your manager or report through the Ethics & Integrity Line any suspicions of fraudulent activity. If you suspect any theft of company assets, immediately tell your manager or Vantiv Security Services.
 - Only use software that has been properly licensed. The copying or use of unlicensed or "pirated" software on Company computers or other equipment to conduct company business is strictly prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the Company's Help Desk.

Watch out for

- Company property that is not secured when not in use.
- Requests to borrow or use Vantiv equipment without approval.
- Unknown individuals without proper credentials in our facilities.
- Excessive use of Vantiv resources for personal purposes.
- Lax enforcement of electronic access control cards.
- Sharing passwords.
- Misuse or misappropriation of Company property, including confidential and proprietary information.

To learn more

- Discuss any questions or concerns about protecting Vantiv assets with Vantiv Security Services or the Company's Ethics and Compliance Office.
- See Vantiv's [Acceptable Use and Communications Policy](#) and [Privacy Policy](#) on Vantiv's Policies and Procedures website.

DATA SECURITY

It is the policy of Vantiv to protect its systems and data by controlling access to such systems and data through a central Information Security Department. Any unauthorized access, update or use of Vantiv systems or data is strictly prohibited. Furthermore, you are responsible to protect the integrity of all systems and data for which you are authorized to access or update, and you must only divulge information related to such systems or data to those having an authorized business requirement.

CONFIDENTIAL INFORMATION

One of our most valuable assets is information. Each of us must be vigilant and protect Vantiv's confidential information. This means keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas.

The obligation to preserve Vantiv's confidential information continues even after employment ends.

Make sure you

- Use and disclose confidential information only for legitimate business purposes.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Protect intellectual property and confidential information by sharing it only with authorized parties.
- Only store or communicate Company information using Vantiv's information systems.



Watch out for

- Never discuss confidential information when others might be able to overhear what is being said – for example on planes, elevators and when using mobile phones.
- Be careful not to send confidential information to unattended fax machines or printers.

To learn more

- Discuss any questions or concerns about confidential information with your manager or Human Resources.
- See the [IT Asset Management Policy](#), [Data Security Policy](#) and [Acceptable Use and Communications Policy](#) on Vantiv's Policies and Procedures website.

INTELLECTUAL PROPERTY

Vantiv's intellectual property (IP) is an important asset that must be protected. Some examples of our IP are:

- Business and marketing plans
- Company initiatives (existing, planned, proposed or developing)
- Customer lists
- Trade secrets and discoveries
- Methods, know-how and techniques
- Innovations and designs
- Systems, software and technology
- Patents, trademarks and copyrights.

Promptly disclose to company management any inventions or other IP that you create while you are employed by Vantiv.

Properly label confidential information including IP to indicate how it should be handled, distributed and destroyed.

Protect IP by sharing it only with authorized parties.



Our Responsibilities in the Marketplace

CREATING AND MANAGING OUR BUSINESS RECORDS

Business partners, government officials and the public need to be able to rely on the accuracy and completeness of our disclosures and business records. Accurate information is also essential within the Company so that we can make good decisions.

Our books and records must accurately and fairly reflect our transactions in reasonable detail and in accordance with Vantiv's accounting practices and policies. Employees with a role in financial or operational recording or reporting have a special responsibility in this area, but all of us contribute to the process of recording business results and maintaining records. Each of us is responsible for helping to ensure the information we record is accurate and complete and maintained in a manner that is consistent with our system of internal controls.

If you suspect any irregularity relating to the integrity of our records, you need to report it immediately to the Chief Financial Officer, the Chief Legal Officer, the Audit Committee of the Board of Directors or the Ethics & Integrity Line.

MANAGING OUR RECORDS

Vantiv has a records management policy and procedures to ensure that our books and records are maintained, stored and destroyed, when appropriate, in accordance with our business needs and in compliance with applicable regulations.

Each of us is responsible for information and records under our control. We must be familiar with the recordkeeping procedures that apply to our jobs and we are accountable for the accuracy and truthfulness of the records we produce. It is also our responsibility to keep our records organized so that they can be located and retrieved when needed.

Documents should only be destroyed in accordance with our document retention policy and procedures, and never in response to or in anticipation of an investigation or audit. Contact the Legal Department if there is any doubt about the appropriateness of record destruction.

Make sure you

- Create accounting and business records that accurately reflect the truth of the underlying event or transaction.
- Record transactions as prescribed by our system of internal controls.
- Write carefully and clearly in all your business communications, including emails. Write with the understanding that someday they may become public documents.
- Sign only documents – including contracts – you have reviewed, are authorized to sign, and believe are accurate and truthful.

- Retain, protect and dispose of records according to our Document Retention Policy and Document Retention Schedule. Records subject to legal hold notices, document preservation requests or regulatory requirements may be subject to additional protections.
- Know all of Vantiv’s policies that apply, if your job involves financial or operational recording or reporting.
- Consult with your manager if you are uncertain about the validity of an entry or process.

Watch out for

- False claims on an expense report or time sheet.
- Do not record false sales or record them early, understate or overstate known liabilities and assets, or defer recording items that should be expensed.
- Financial entries that are not clear and complete or that hide or disguise the true nature of any transaction.
- Undisclosed or unrecorded funds, assets or liabilities.
- Interference with the auditing of Vantiv’s financial records.

To learn more

- Discuss any questions or concerns about our records management and disclosure processes or legal holds with the Legal Department.
- Review Vantiv’s [Document Retention Policy and Document Retention Schedule](#) on Vantiv’s Policies and Procedures website.

Question

At the end of the last quarter reporting period, my manager asked me to record additional expenses even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, mostly because I didn't think it really made a difference as we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

Answer

No, you did not. Costs must be recorded in the period in which they are incurred. The work was not started and the costs were not incurred by the date you recorded the transaction. It was therefore a misrepresentation and, depending on the circumstances, could amount to fraud.

COMPETITIVE INTELLIGENCE

Information about competitors is a valuable asset in today's competitive business environment. When collecting business intelligence, Vantiv employees, and others who are working on our behalf, must always live up to the highest ethical standards.

We must never engage in fraud, misrepresentation or deception to obtain information. Nor should we use invasive technology to "spy" on others. We also need to be careful when accepting information from third parties. You should know and trust their sources and be sure that the knowledge they provide is not protected by trade secret laws, or non-disclosure or confidentiality agreements.

While Vantiv employs former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

Make sure you

- Obtain competitive information only through legal and ethical means, never through misrepresentation.
- Never contact a competitor regarding their confidential information.



- Respect the obligations of others to keep competitive information known to them as confidential.
- Do not induce or receive confidential information of other companies.
- Ensure that third parties acting on our behalf live up to our standards.
- Do not disclose suppliers' non-public pricing information.
- Do not encourage others to violate post-employment obligations to former employers.

Watch out for

- Retaining papers or computer records from prior employers in violation of laws or contracts
- Using anyone else's confidential information without appropriate approvals.
- Using job interviews as a way of collecting confidential information about competitors or others.
- Asking new employees to discuss confidential information from their previous employer.
- Receiving suggestions from third parties for new products, product features, or services when the source of the original idea is not fully known.

- Obtaining information through any behavior that could be construed as "espionage", "spying" or which you would not be willing to fully disclose.
- Relying, without verification, on third parties' claims that business intelligence was obtained properly.

To learn more

- Discuss any questions or concerns about collecting business intelligence with the public with the Legal Department or the Company's Ethics and Compliance Office.

Question

I am a manager and one of my team members who recently joined Vantiv from a competitor has with her a customer list and price list of the competitor. She says she plans to use it to our advantage. Should I just ignore this and let her do it?

Answer

No. If an employee retains competitor information it can result in legal action by the competitor. You must report this to Human Resources for appropriate action.



COMMUNICATING WITH THE PUBLIC

Vantiv strives to maintain a consistent and coherent voice when making disclosures or providing information to the public. Accordingly, only authorized persons are permitted to speak on behalf of the Company. Our goal is to maintain the highest standards of ethics, objectivity and transparency in our messaging by providing honest, professional, and legally compliant communications to our colleagues, business partners, and the public.

Make sure you

- Never speak publicly on behalf of the Company without prior authorization from Vantiv Corporate Communications or the Legal Department.
- Refer all inquiries about Vantiv’s business plans, operations, sales, financial results, strategies, legal concerns or other internal matters to our Corporate Communications, Investor Relations or the Legal Department.
- Obtain prior approval from Corporate Communications before making public speeches, writing articles or making public statements when the organization or publication will identify you as representing the Company.
- Receive approval from Corporate Communications for internal communications intended for Company-wide distribution. Such communications must also be distributed by Corporate Communications, once approved.

- Never give the impression that you are speaking on behalf of the Company in any online communications, including user forums, blogs, chat rooms or bulletin boards, unless you are explicitly authorized to do so.

Watch out for

- Any suggestion you speak for the Company in your personal communications, including in emails, blogs, message boards and social networking sites.
- Use of your Company title or affiliation outside of work for Vantiv – such as in charitable or community work – without making clear that the use of your title is for identification purposes only and that you are not representing the Company.
- Invitations to speak “off the record” to reporters or other press outlets regarding the Company.

To learn more

- Discuss any questions or concerns about communicating with the public with Corporate Communications or Investor Relations.
- Review the [Media Inquiries Policy](#) on Vantiv’s Policies and Procedures website.
- Review the [Social Media Policy](#) and [Acceptable Use and Communications Policy](#) on Vantiv’s Policies and Procedures website.



USING SOCIAL MEDIA

Use caution when engaging in online communications and interactions. If you participate in online forums, blogs, newsgroups, chat rooms, or bulletin boards, think carefully before you hit the 'send' button.

When Using Social Media (as defined in Vantiv's Social Media Policy)

- Do not provide public comments regarding confidential Company matters such as the Company's current or future business performance, business plans, strategies, or prospects.
- Be fair and courteous, and avoid posting content that may be viewed as malicious, obscene, harassing, defamatory, or discriminatory.
- Disclose that you work for the Company if you are discussing a Company service, product or those of a competitor.
- Include a disclaimer that the opinions and views you express are yours alone and do not necessarily represent those of the Company.

Authorized employees' use of Social Media on behalf of the Company will be monitored by the Company; employees should have no expectation of privacy when using corporate Social Media accounts for authorized business purposes, or when accessing Social Media using Company resources.

This policy applies to employees' use of Social Media when using Company-branded Social Media accounts and usernames and Company resources. To the extent permitted by federal, state and local law, this policy also applies to employees' personal use of Social Media as it pertains to their affiliation with the Company.





Our Responsibilities as Corporate Citizens

SUPPORTING OUR COMMUNITIES

Vantiv and its employees contribute actively to the communities where we do business. While each of us is encouraged to become involved in the life of our community by supporting causes and events, it is important to remember that we should not pressure others to contribute to or participate in our preferred charitable organizations and we should never give the impression that our personal volunteer efforts are sponsored by Vantiv without express authority of the Legal Department.

Make sure you

- Take community interests into account when making decisions.
- Ensure that your personal support of charitable causes is not viewed as those of the Company.
- Follow the Company's policies and procedures for making and soliciting charitable contributions.

Watch out for

- Requests from business partners to give to charitable causes. These requests must be approved as part of the Company process, like all other charitable contributions. If a business partner asks you to contribute from your own funds, consult your manager to make sure doing so will not give the appearance of a conflict.

To learn more

- Discuss any questions or concerns about charitable contributions and our work in the community with your manager.
- Review the [Solicitation and Distribution Policy](#) on Vantiv's Policies and Procedures website

Question

I have been asked by a local non-profit organization whether Vantiv can donate a copy machine for their office. The organization does good work in the community and may even benefit associates and their families who live nearby. Can the Company make such donations?

Answer

Before any donations can be made, it must be clear that this will not in any way influence someone to provide Vantiv with an improper advantage. Then, the question is whether such donations are in line with the Company's general practice on charitable contributions. For this reason, you must obtain approval from your manager and Human Resources.

POLITICAL ACTIVITIES

You have the right to voluntarily participate in the political process including making personal political contributions. However, you must always make it clear that your personal views and actions are not those of the Company.

In addition, you must never use Vantiv funds, assets or resources to support any political candidate or party unless specifically permitted by law and authorized by the Chief Legal Officer.

Make sure you

- Receive all necessary approvals before using any Company resources to support political activities.
- Ensure that your personal political views and activities are not viewed as those of the Company.
- Do not use Vantiv resources or facilities to support your personal political activities.

Watch out for

- LOBBYING - Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Legal Department.
- PRESSURE – Never apply direct or indirect pressure on another employee, customer or business partner to contribute to, support, or oppose any political candidate or party.
- IMPROPER INFLUENCE – Avoid even the appearance that you are making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- CONFLICTS OF INTEREST - Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties.

To learn more

- Discuss any questions or concerns about political contributions or political activities with your manager or the Legal Department.
- Review the [Political Activities Policy](#) on Vantiv's Policies and Procedures website.

Question

I will be attending a fund raiser for a candidate for local office. Is it OK to list my position at Vantiv as long as I don't use any Company funds or resources?

Answer

No. You may not associate Vantiv in any way with your personal political activities.

Question

I would like to invite an elected official to speak at an upcoming Company event. Would that be a problem?

Answer

You must get approval from the Legal Department before inviting an elected official or other governmental officer to attend a Company event. If the invitee is in the midst of a reelection campaign, the Company event could be viewed as support for the campaign. Any food, drink, or transportation provided to the invitee could be considered a gift. In either case, there would be limits and reporting obligations. And remember, all political contributions made to a candidate on behalf of the Company must be reported to the Legal Department.

GOVERNMENT CONTRACTING

Vantiv conducts business with governments and government-owned entities. Our policy is to comply fully with all applicable laws and regulations that apply to government contracting and transactions.

Leaders who oversee work with governments and government-owned entities must remain up-to-date on relevant regulations and should contact the Legal Department with any questions. Special care should be taken to ensure that any third party who, while acting on behalf of Vantiv provides goods or services on government projects, is aware of and abides by our high standards and their contractual obligations.

Government contracting regulations can be complex, but despite this complexity, there are a number of principles that are fundamental and apply to all employees when bidding, pricing, negotiating, and performing government contracts, including when acting as a subcontractor or when making sales to other government contractors:

- Never make or cause to be made to the government a false or fraudulent statement or a false claim for payment, whether orally or in writing. This includes bids, proposals, and requests for payment. The pricing and other terms established for a particular government contract should be followed for that contract.
- Never provide anything of value to a government employee, even meals or other incidentals. Government employees are subject to strict rules which basically require them to pay for their own expenses with limited exceptions.
- Always use legitimate methods to obtain a contract. Never seek or receive information that the Company is not authorized to possess, including, but not limited to, confidential or proprietary data, pricing information of other competitors for government contracts, and non-public government documents relating to bidding or source selection.
- Always comply with federal and state conflict of interest restrictions which make it illegal for former government officials or employees to represent, aid, or advise the Company on governmental matters in which the former official or employee had some governmental responsibility or involvement. No former government official or employee may be hired or retained by the Company in any capacity without the prior review and approval of Human Resources.

INSIDER TRADING

Confidential information may not be used for personal benefit. Each of us is prohibited from trading securities or passing information on to others who then trade (“tipping”) on the basis of material information before it is made publicly available to ordinary investors.

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that might be material are:

- A proposed acquisition or sale
- A significant expansion or cutback of operations
- A significant product development or important information about a product
- Extraordinary management or business developments

Make sure you

- Do not buy or sell securities of any other company when you have material nonpublic information about that company.
- Do not communicate such material nonpublic information to other people.

Watch out for:

- Requests by friends or family for information about companies that we do business with or have confidential information about. Even casual conversations could be viewed as illegal “tipping” of inside information.
- TIPPING - You need to be very careful when you have this type of information to make sure you do not share it with anyone, either on purpose or by accident, unless it is essential for Vantiv-related business. Giving this information to anyone else who might make an investment decision based on your inside information is considered “tipping” and is against the law regardless of whether you benefit from the outcome of their trading.

To learn more

- Discuss any questions or concerns about insider trading with your manager or the Legal Department.
- Review the Company’s [Insider Trading and Disclosure Policy](#) on Vantiv’s Policies and Procedures website.

Question

I’m not sure what kind of information is covered by the term ‘material information.’ What does it include?

Answer

‘Material information’ includes any information that a reasonable investor would consider important when deciding whether to buy, sell or hold a security. This can include news about acquisitions, financial results, important management changes, as well as news about the financial performance of a company. If you’re in doubt about whether certain information is material or has been released to the public, don’t trade until you have consulted with the Legal Department.

ANTITRUST AND FAIR COMPETITION

We believe in free and open competition and never engage in improper practices that may limit competition. We never look to gain competitive advantages through unethical or illegal business practices, but rather through superior performance.

We do not enter into agreements with competitors to engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers or markets.

Make sure you:

Understand antitrust laws which are complex and compliance requirements can vary depending on the circumstance, but in general, the following activities are red flags and should be avoided and reported to the Legal Department:

- COLLUSION — when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages, or allocations of markets.
- BID-RIGGING — when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.

- TYING — when a company with market power forces customers to take products or services that they do not want or need.
- PREDATORY PRICING — when a company with market power sells a product or service below cost so as to eliminate or harm a competitor, intending to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.
- Never share the Company’s competitively sensitive information with a competitor of the Company.
- Never share competitively sensitive information of business partners or other third parties with their competitors. Never take advantage of anyone through manipulation, abuse of privileged information, misrepresentation of facts, or any other intentionally unethical or illegal action.

Watch out for

- Temptations to engage in informal conversations with competitors about competitively sensitive information. A conversation may be a breach of competition law whether it is formal or informal.
- Use or dissemination of non-public information about competitors from new hires or candidates for employment.
- Conversations with competitors that could be perceived as limiting competition. If such a conversation begins, leave the meeting immediately and report it to your manager.



To learn more

- Discuss any questions or concerns about antitrust and anti-competitive business practices with the Legal Department.
- Review the [Antitrust and Fair Competition Policy](#) on Vantiv's Policies and Procedures website.

Question

I received sensitive pricing information from one of our competitors. What should I do?

Answer

You should contact your manager and the Legal Department without delay and before any further action is taken. It is important that from the moment we receive such information we demonstrate respect for antitrust laws and we make clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending a letter to the competitor.

ANTI-CORRUPTION AND BRIBERY

Vantiv has a global commitment to ethics and integrity. We do not pay bribes or kickbacks, at any time for any reason. This prohibition applies equally to agents and representatives of Vantiv acting on the Company's behalf.

The U.S. Foreign Corrupt Practices Act (FCPA) and the laws of most other countries and the European Union prohibit the giving or offering of anything of value to foreign government officials. The phrase "government officials" applies not only to politicians and civil servants but also to officials of public international organizations, officials of state owned or controlled commercial enterprises, office seekers, political parties, or party officials.

It is especially important that we carefully monitor third parties acting on our behalf. We must always be sure to perform due diligence and know our business partners, consultants, agents, and all those through whom we conduct our business. We must know who they are, what they are doing on our behalf and they must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.



IF YOU ARE EVER OFFERED OR ASKED FOR A BRIBE

If you are offered or asked for a bribe, no matter how small, you must refuse it and clearly state Vantiv's policy of never engaging in bribery or corruption. You should then immediately report the incident to Human Resources.

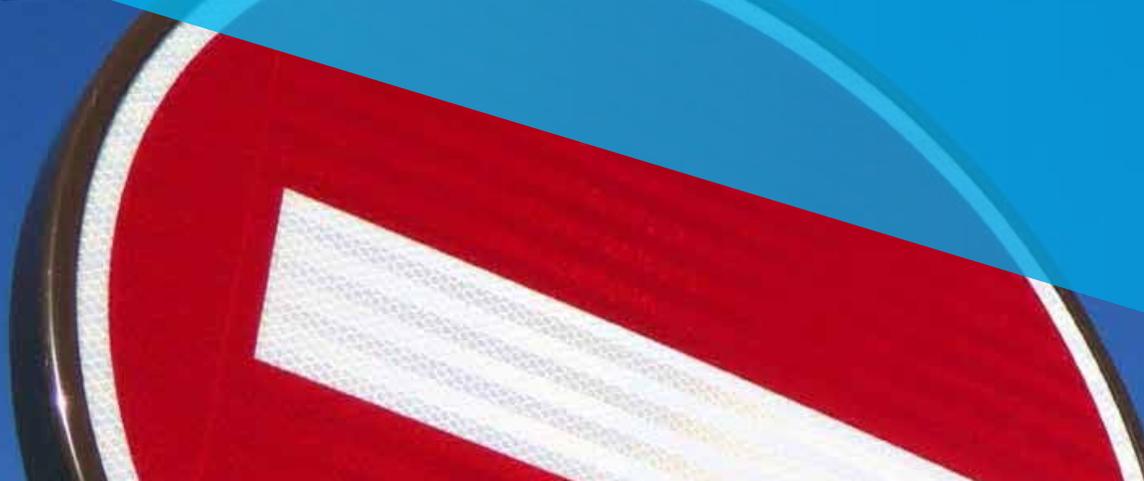
Giving or accepting any form of bribe is serious misconduct, and will be treated as a disciplinary matter.

Make sure you

- Never give anything of value inconsistent with local laws and regulations to any governmental officials. If you are not sure what the local laws are, the safest course of action is to not give anything of value.
- Understand the standards set forth under the FCPA as well as any other anti-bribery laws which apply to your role at Vantiv.
- Accurately and completely record all payments to third parties.
- Obtain preauthorization from the Legal Department before making a "facilitating payment."

"Facilitating payments" are small payments demanded by low-level foreign government officials to perform routine clerical functions that the company is legally permitted to pay, such as inspecting goods or securing shipping permits. Under current U.S. law, these payments may be allowed.

However, it's important that you keep in mind that such payments (even if acceptable under U.S. law) may be serious violations of another country's laws. If you ever encounter such a situation, discuss the matter with the Legal Department before agreeing to make any payment, no matter how small.



Watch out for

- Apparent violations of the FCPA or other anti-bribery laws by our business partners.
- Agents who do not wish to have all terms of their engagement with Vantiv clearly documented in writing.

To learn more

- Discuss any questions or concerns about anti-corruption and bribery with the Legal Department.
- Review the [Compliance with the Foreign Corrupt Practices Act Policy](#) on Vantiv's Policies and Procedures website.

Question

I work with a foreign agent and I suspect that some of the money we pay him goes toward making payments or bribes to government officials. What should I do?

Answer

This matter should be reported to the Legal Department or the Ethics & Compliance Office for investigation. If there is bribery and we fail to act, both you and Vantiv could be liable. While investigating these kinds of matters can be culturally difficult in some countries, any agent doing business with us should understand the necessity of these measures. It is important and appropriate to remind Vantiv agents of this policy.

For a list of contacts noted throughout this document, see [Vantiv's Connected home page](#).

Annual Certification

I certify that I have read the Code of Business Conduct and Ethics and fully understand the obligations set forth in the Code.

The Code includes a statement of company policies, which are designed to ensure that the company and all those covered by the Code conduct company business in compliance with all federal and state laws governing its operations and the conduct is consistent with the highest standards of business and professional ethics.

I understand that the Code obligates me to carry out my duties for the company in accordance with these policies and with applicable laws. I further understand that any violation of these policies or applicable laws, or any deviation from appropriate ethical standards, will subject me to disciplinary action. Indeed, I understand that even a failure to report such a violation or deviation may, by itself, subject me to disciplinary action.

I am also aware that in the event that I have any question about whether an action complies with Vantiv's policies or applicable law, I should present that question to my supervisor, or, if appropriate, directly to the company's General Counsel or use any of the other resources cited in the Code.

With this understanding of my obligations, I agree to act in accordance with the policies set forth in the Code. Having read the Code, I am not currently aware of any matter that should be brought to the attention of the company as a violation or suspected violation of this Code.

Signed: _____

Print Name: _____

Date: _____



