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Our Vision

ISC is a leader in transforming information-based services enabling a world of accessible, secure and authentic information for people and business.

Our Values

The heart and soul of our company is defined by our values

Integrity

We treat our customers, shareholders, stakeholders, suppliers and each other with integrity at all times, with respect in our actions, and honesty and openness in our communication.

Excellence

We provide quality service and products to our customers and stakeholders in a professional, accurate and timely manner that will exceed their expectations.

Customer Focus

We are reliable in the delivery of our services and proactively respond to the needs of our customers.

Accountability

We are accountable to our customers, stakeholders, shareholders, suppliers and each other for our work, our actions and the services we provide.

Commitment to People

We foster a healthy and supportive environment, leverage diversity and promote mental, physical and social well-being.

Leadership

We provide clear direction, lead change and celebrate success.

Introduction

Why do we need a Code of Conduct?

Ethical behavior is an essential part of your position with ISC and is a personal responsibility that should be taken very seriously. We need and expect each Employee to be accountable for their work and behavior and to support the values, principles and standards upon which ISC's business reputation rests. This Code of Conduct (the "Code") is a guide to help you live up to ISC's values, abide by ISC's policies and respect the best interests of our customers and shareholders.

The purpose of the Code is to describe principles of business conduct and to provide guidance in ethical decision making. Many sections of the Code reference matters for which specific policies exist; this is because the Code encompasses standards of behavior set forth in other ISC policies. You are expected to become familiar with ISC policies that directly impact your daily work.

The Code is especially important for ISC as a publicly-traded company because laws, rules and regulations are in place, which govern the disclosure of information about the business of publicly-traded companies. The Code outlines the basic legal obligations of all ISC employees. As a publicly-traded company ISC's affairs will be under close scrutiny by shareholders, regulators and the investment community. We must be aware of our obligations and conduct ourselves in accordance with the highest ethical and moral standards.

Although questionable activities may not be mentioned in this Code, ask yourself the following questions to decide if an activity should be reported or discussed with your manager:

- Does it seem right?
- Is it legal?
- Does it match up with ISC's vision and values?
- Would I feel uncomfortable if I read about it in a newspaper?
- Would other people at ISC feel uncomfortable if they read about it in a newspaper?

Although the Code lays out fundamental principles of ethical and legal conduct, it cannot anticipate every ethical dilemma or situation you may encounter in performing your daily work. If at any time you are unsure about the proper course of action discuss your concerns with your manager.

Application of the Code

The Code applies to all employees, contractors and the members of the Board of Directors, which for purposes of the Code are referred to as "Employees". Contractors include any consultants, suppliers and vendors who are required to have access to ISC's confidential, business and proprietary information in order to perform their duties.

Compliance

Compliance with the Code is mandatory. You are expected to be familiar and comply with the Code in the performance of your duties. As well, you are expected to understand your obligations under ISC policies. On an annual basis all employees and members of the Board are required to sign an Annual Acknowledgement of Corporate Policies form. Those of us who fail to abide by the Code and ISC's policies will be subject to disciplinary action, up to and including dismissal or prosecution.

Responsibilities to report

It is the responsibility of everybody at ISC to report any known or suspected unethical conduct, which includes any violation of the Code, by other Employees or anyone in any way associated with the corporation. ISC is committed to protecting all Employees who report unethical conduct from reprisal as well as offering any necessary support to individuals who make reports. When an Employee makes a report of unethical conduct they should do so in good faith. Detailed in the Whistleblower section of the Code are the reporting procedures for Employees who suspect or become aware of any unethical conduct.

Our Business Conduct

Public Disclosure

The objective of ISC's Disclosure Policy ("Disclosure Policy") is to ensure communications with the investing public about ISC are:

- timely, factual, accurate, balanced; and
- broadly disseminated in accordance with all applicable legal and regulatory requirements.

The Disclosure Policy confirms in writing the Disclosure Policies and practices that ISC follows. The Disclosure Policy extends to all Employees of ISC, its board of directors, those authorized to speak on its behalf and other people with access to undisclosed material information. It covers:

- disclosure and documents filed with securities regulators;
- financial and non-financial disclosure, including Management's Discussion and Analysis (MD&A);
- written statements made in ISC's annual and quarterly reports, news releases, letters to shareholders and presentations by senior management and other Employees;
- electronic communications through e-mail, social networking sites and ISC's website, including audio and video content; and
- oral statements made in meetings and telephone conversations with analysts and investors, interviews with media, as well as speeches, press conferences and conference calls.

For more information see the Disclosure Policy which can be found on the ISC intranet Document Centre under Policies and Procedures.

Insider trading and tipping

ISC's Securities Trading and Insider Reporting Policy applies to all Employees. Applicable securities laws prohibit all Employees with access to or knowledge of material non-public information from or about ISC from buying, selling or otherwise trading in ISC securities or from informing or tipping others about material non-public information. For more information see the *Securities Trading and Insider Reporting Policy* which can be found on the ISC intranet Document Centre under Policies and Procedures.

Disclosure to the media

The purpose of ISC's Media Policy is to ensure Employees understand and comply with ISC's disclosure requirements in terms of media interaction and public presentations. The Media Policy is a supplement to ISC's Disclosure Policy and should be read in conjunction with that document. For more information see the Media Policy which can be found on the ISC intranet Document Centre under Policies and Procedures.

If you are delegated to speak on behalf of the company, you will be briefed prior to being interviewed to review what is, and what is not, public information.

Those of us who are asked for and give our opinions to the media regarding any of our outside interests should know that our comments are strictly personal. Be cautious not to compromise ISC.

Conduct when representing ISC

Conduct yourself professionally and with personal integrity, both in and out of the workplace, reflective of ISC values. Communicate and negotiate with honesty with all Employees, customers, partners, stakeholders, suppliers, associates and other members of the public. Our obligation to act with integrity and within the spirit of this Code continues while traveling, whether domestically or abroad.

Legal and social responsibility

Ensure that your actions comply with and are within the meaning and intent of all applicable laws and regulations. Ensure that your actions are free from suspicion and criticism and have no unfavourable effects on society.

Conduct with customers

Serving customers is the focal point of our business. Our customers deserve the highest quality service and standards in all transactions.

Provide our customers with value and deal with them fairly. Act with integrity and do everything possible to provide great service to our customers, either directly or by supporting the work of other individuals or business units.

Do not make promises that you or ISC cannot keep.

Use of Corporate Information and Property

Do not disclose information about ISC activities or our customers' activities to non-authorized Employees within the workplace, or anyone outside the workplace unless in accordance with ISC's Disclosure Policy.

All information held by ISC is confidential and the property of ISC. This includes information relating to ISC business, property, Employees, customers, partners, consultants, or others that is not generally available to the public.

In our business, we become aware of confidential information about our customers' business and personal ventures. We have a responsibility to uphold the trust of our customers. Do not discuss or disclose confidential customer information outside the workplace and ensure that uses of confidential customer information within ISC are consistent with the purposes for which it was collected.

Our obligation to keep corporate information confidential continues post-employment.

For further information about the privacy of customer personal information, consult the *Customer Privacy Policy* or consult the *Privacy and Access Officer*. The *Customer Privacy Policy* is available on the ISC intranet Document Centre under Policies and Procedures.

Use of Registry Information

Ensure that information contained in the public registries administrated by ISC is used according to the appropriate policies and laws. Do not use registry information for purposes other than conducting ISC business. For further information about the use of registry information, consult the *Public Registry Information Policy*, which is available on the ISC intranet Document Centre under Policies and Procedures.

Use of computer systems and software

Our computer systems and software form the backbone of our registry services and our operations infrastructure. Every effort should be made to protect ISC's computer systems and associated software from various threats to their security such as accidental or deliberate destruction of data or equipment, interruption of service, disclosure of confidential information, theft or corruption of data. Any security concerns with respect to our systems or software, or any viruses or data network attacks, weaknesses or unexplained system changes should immediately be reported to the Manager of Facilities, Risk and Security.

Use of corporate property

Protect ISC's physical property and revenues. Corporate property includes, but is not limited to: premises, equipment, supplies, furnishings, Employee search accounts, funds, reports, records, vehicles, trade secrets, computer software, hardware and networks, internet accounts and intangible items such as the details of business application systems.

Ensure that corporate property under our control is used in accordance with ISC's *Acceptable use of Information Technology Policy* and ISC's *Security Policy* and is protected from use by unauthorized individuals.

Employees are responsible for ensuring that:

- ISC's assets are protected and not used for personal use unless otherwise authorized;
- ISC's intellectual property is subject to copyright and is not reproduced, distributed or altered without authorization;
- as far as practicable, contracts are put in writing; and
- unless otherwise authorized ISC's name or purchasing power is not used to obtain personal benefits, discounts or rebates.

Proper Reporting of Financial Transactions

You are accountable for any corporate funds over which you have control. Follow the set procedures for handling, recording and protecting funds. When spending ISC funds, ensure that ISC receives good value for the expenditure. Do not use ISC funds for personal benefit.

Compliance with the International Financial Reporting Standards and internal controls is expected at all times, and ISC's books of account, reports, records and other documents must accurately account for and report all assets, liabilities and transactions affecting ISC. We must:

- maintain accurate and reliable records relating to business, customers and Employees to meet our legal and financial obligations and in accordance with our accounting and business practices;
- not intentionally cause ISC's books or records to be incorrect or misleading in any way and relevant information should never be omitted, deleted or concealed;
- not create or participate in the creation of any record intended to conceal anything that is improper;
- properly and promptly record all disbursements of funds;
- cooperate and ensure full disclosure in communications with both internal and external auditors and with the Chief Financial Officer and his group;
- promptly disclose knowledge of any untruthful or inaccurate statements or records whether intentionally or unintentionally made;
- promptly bring to the attention of your manager any transactions that did not seem to have a legitimate commercial purpose; and
- information must only be destroyed in accordance with approved retention schedules and procedures.

Our Work Environment

Employee Professionalism

We are all committed to supporting a safe, healthy and positive workplace for all Employees. We will not tolerate behaviour that interferes with an Employee's ability to perform his or her duties.

The use or effects of alcohol or illegal drugs are not acceptable in our work environment. Responsible alcohol use may be acceptable in very limited circumstances as part of ISC social or business events.

For more information on Employee behaviour, including the use of alcohol, please consult the *Human Resources Policy, Chapter 9 – Employee Relations* and *ISC's Respectful Workplace Policy*.

Equity

Respect the rights, culture and dignity of all individuals and adhere to the principles of equity and non-discrimination when dealing with Employees, customers, suppliers and others.

We will not tolerate any form of discrimination or harassment, in accordance with applicable human rights legislation. For more information, please consult the following policies which can be found on the ISC intranet Document Centre under Policies and Procedures.

- *Human Resources Policy- Chapter 1 – Section 1.10 ISC's Respectful Workplace Policy*
- *Human Resources Policy – Chapter 3, Section 3.3 – Employment Equity*
- *Human Resources Policy – Chapter 9 – Employee Relations*

Employee privacy

We are all committed to protecting the privacy of Employee personal information. Employee personal information will not be collected, used or disclosed other than as authorized or as required for business reasons. For more information on Employee privacy, please consult the *Employee Privacy Policy* which can be found on the ISC intranet Document Centre under Policies and Procedures.

Conflict of Interest

Introduction

We must not engage in any activities which could give rise to, or could be perceived to give rise to, a conflict of interest. As Employees, managers, executives and members of the Board of Directors, our business loyalty rests in placing ISC's interests, including those of its customers and shareholders, before our personal interests. A "conflict of interest" arises in a situation where your personal activities, interests or dealings may actually, potentially or be perceived to:

- impair your ability to perform your duties as an ISC Employee;
- have a negative impact on ISC's reputation; or
- result in a personal gain or advantage due to your position in ISC

We must not use our position to influence or bypass ISC procedures for personal gain nor for the personal gain of a family member, friend, colleague or anyone else.

Conflicts of interest negatively impact both you and ISC.

Whether or not an actual or potential conflict of interest exists depends upon the facts of each case. If you become aware that a conflict of interest might exist, seek clarification and guidance before proceeding or, if the activity has commenced, immediately cease the activity and disclose it in writing to the Vice President, Corporate Affairs and General Counsel as soon as possible.

The examples cited in this Code are not an exhaustive list of all potential conflicts of interest. Use your discretion and be sure to feel comfortable in every situation you encounter.

Remember that when in doubt as to whether or not you are in a conflict of interest situation, disclosure is the best policy. If you have any questions about conflicts of interest, please contact the Vice President, Corporate Affairs and General Counsel.

Outside activities, employment and business involvement

You may take outside employment, directorships or volunteer positions or engage in outside business or other activities unless such activities:

- create a real, potential or perceived conflict with ISC's interests;
- interfere with the performance of your duties or which adversely affects your performance at work;
- intrude on the time, attention and energies normally applied to ISC; or
- are forbidden by law or involve any unethical or immoral conduct.

You may not receive a financial benefit from an individual or organization doing business with ISC when you are in a position to influence ISC's decisions pertaining to that individual or organization.

Do not provide preferential treatment on any ISC business matter or transaction to family members, friends or any organizations with which you may be perceived to have a connection.

Ensure that you disclose any circumstances that may be an actual, potential or perceived conflict.

Unless otherwise authorized, Employees must not:

- either directly, or indirectly, through immediate families, have a financial or other interest in any concern doing business with ISC or otherwise derive any benefit from a business transaction (other than employment or use of the registry services as a customer) with ISC;
- contract with or render services to ISC outside of or in addition to regular employment;
- participate in any outside activity which competes directly or indirectly with ISC;
- act in the capacity of a director, officer, partner, consultant, employee or agent for any supplier, contractor, subcontractor, customer or competitor of ISC;
- enter into business relationships on behalf of ISC with relatives, close friends or any company controlled by such persons;

- convey to others or use for your benefit, non-public information acquired during your employment;
- sell to or buy anything from ISC; and
- appropriate to yourself or others any business opportunity in which ISC would be interested.

Involvement in political activity

You may participate in the political process at any level of government providing that your involvement does not interfere with your work or the effectiveness of your position. Ensure that any political activity does not place you in a conflict of interest situation with ISC.

Gift acceptance

Gifts or benefits of any kind must not be given or received by an Employee or their immediate family, when it might be perceived that an obligation is created or a favor is expected. The giving and receiving of gifts and promotional items of modest value is acceptable as is reasonable entertainment, if within the limits of responsible and generally accepted business practices.

Never solicit or accept a personal benefit as a condition of performing your duties.

If participating in a community, charitable or business event on behalf of ISC, you may be eligible for prizes of nominal value. For further details about prize acceptance, consult the *Community Investment Policy* which can be found on the ISC intranet Document Centre under Policies and Procedures.

Payments to Agents, Consultants, Government Officials and Others

- Payments of any nature, which would be in violation of any law, are prohibited.
- All payments of commissions and fees shall be in accordance with sound business practices.
- Payments, gifts or favours must not be made to any person with intent to induce them to violate their duties or to obtain favourable treatment for the Employee or ISC.

Whistleblower Reporting

ISC acknowledges and understands that whistleblowing is an activity which is stressful and which, without appropriate protections, can be a risky undertaking for an Employee. The intent of this section is to:

- provide a mechanism for reporting actual or potential unethical conduct to a designated authority for investigation and appropriate action;
- protect those Employees who report unethical conduct in accordance with this section from undue negative repercussions; and
- protect those who may be wrongly or falsely accused through effective investigation procedures.

Whistleblowing is the reporting by Employees, contractors or Board Members of incidents of unethical conduct that are under the control of their employer, to persons or organizations that may be able to

take action to address the unethical conduct. At ISC, whistleblowing includes any incident of unethical conduct or violation of the Code.

Unethical Conduct includes any serious act or omission intentional or not which is contrary to ISC's policies, operating procedures, or the Code, that is illegal, unethical, immoral with serious or negative implications for the public interest and the integrity of the organization.

Good faith is when the Employee has reasonable and genuine belief that the unethical conduct has occurred or is occurring and is not making the disclosure for personal gain or with an improper motive.

Reporting and investigations

The Vice President, Corporate Affairs and General Counsel ("VP Corporate Affairs"), and Vice President Finance & Technology and Chief Financial Officer ("VP Finance & Technology") are responsible for jointly leading all internal investigations into real or suspected unethical conduct or violation of the Code at ISC except those involving the President and CEO, members of the Executive or members of the ISC Board of Directors.

Upon completion of the investigation the VP Corporate Affairs and the VP Finance & Technology will provide a report of the findings to the President and CEO and the Governance and Nominating Committee for appropriate action. The Governance and Nominating Committee will provide a report to the Board of Directors annually.

Findings related to an investigation that is financial in nature will also be reported to the Audit Committee.

When making a report you should try to include or be able to provide the following: the details of the situation, the person(s) involved, how frequent the unethical conduct or violation of Code has occurred or is still occurring, any other avenues that you may have taken to try and rectify the problem, and your contact information (if you are comfortable in providing this).

If you are aware of real or suspected unethical conduct or a violation of the Code, you have a responsibility to report and you have a number of options for reporting the occurrence:

- **Talk to your manager.** If you feel comfortable making a report to your manager or another manager/director this is always an option. Managers must involve the VP Corporate Affairs or the VP Finance & Technology in all reports of unethical conduct or violation of the Code at ISC.
- **Make a report to the VP Corporate Affairs or the VP Finance & Technology.** If you suspect or know of unethical conduct or violation of the Code at ISC you may submit a report to either of these people in person, by email, telephone or anonymously in writing.
- **Make an anonymous report to Clearview.** Clearview is a third party reporting agency used to make anonymous reports of unethical conduct or violation of the Code. If for any reason you feel uncomfortable making a direct report to someone at ISC you can contact the 24/7 anonymous hotline or use the online form to make a report. Your identity will be protected and the unethical conduct or violation of the Code can still be investigated and dealt with. The

hotline number is 1-877-257-8439. You may also visit the Clearview website:
<http://www.clearviewpartners.com/>.

After you have made a report of unethical conduct or violation of the Code, Clearview will relay your report to the VP Corporate Affairs and the VP Finance & Technology.

Note: Reports of unethical conduct or violations of the Code involving the President and CEO, members of the Executive or the ISC Board will be relayed by the VP Corporate Affairs and/or the VP Finance & Technology to the persons identified in the reporting structure below for investigation and handling.

If you are making a report that involves either the VP Finance & Technology or the VP Corporate Affairs, you may select the “sensitive report” option when making a report to Clearview and your submission will be redirected to the President and CEO and the Assistant General Counsel for handling and investigation according to the procedures listed below.

Make a report that involves the President and CEO, Members of the Executive or Members of the ISC Board of Directors.

A report of actual or potential unethical conduct or violation of the Code by the President and CEO, a member of ISC’s Executive or member of ISC’s Board of Director’s should be reported and handled as follows:

- Unethical conduct or violation of the Code by an Executive member is to be reported to the President and CEO who will lead the investigation. Upon completion of the investigation the President and CEO will provide a report of the findings to the Governance and Nominating Committee for appropriate action. The President and CEO will also provide an annual update to the Governance and Nominating Committee on the number and nature of any reports made or investigations conducted as well as any actions taken involving members of the Executive. If a report is made on anything that could have a significant or material impact on ISC, the President and CEO will promptly advise the Governance and Nominating Committee.
- Unethical conduct or violation of the Code by the President and CEO is to be reported to the Chair of the Governance and Nominating Committee who will lead the investigation. Upon completion of the investigation the Chair will report the findings to the Governance and Nominating Committee. The Chair will also promptly advise the Board of any report that could have a significant or material impact on ISC involving the President and CEO.
- Unethical conduct or violation of the Code by a member of the Board, including the Chair, is to be reported to the Chair of the Governance and Nominating Committee who will lead the investigation. Upon completion of the investigation the Chair will report the findings to the Governance and Nominating Committee.
- Unethical conduct or violation of the Code by the Chair of the Governance and Nominating Committee of the Board of Directors is to be reported to the Chair of the Board of Directors who will lead the investigation. Upon completion of the investigation the Chair will report the findings to the Governance and Nominating Committee.

Protection from Retaliation

ISC Employees who report unethical conduct or violation of the Code in accordance with the Code are protected from reprisal. Any reprisal or attempted reprisal against an Employee who makes a report in accordance with the Code is considered to be in breach of the Code of Business Conduct.

ISC Employees who feel that they have been discriminated against as a result of reporting unethical conduct or violation of the Code should report the discriminatory actions directly to the President and CEO of ISC.

Whistleblower Investigation Guidelines

The following guidelines apply to all investigations undertaken in accordance with the Code:

- An initial preliminary review will be conducted to determine whether the known or suspected unethical conduct or violation of the Code is properly covered by the Code, whether the disclosure is credible, genuine and whether there are sufficient grounds for further action.
- Any designated investigating authority under the Policy may, as deemed necessary or appropriate by such authority, involve internal or independent legal, financial or other professional advisors to investigate any report of unethical conduct or violation of the Code at ISC.
- All parties to an investigation will be treated fairly.
- Your information and report will be kept private and confidential.
- Other parties will only be involved on an as needed basis.
- Investigators will access all necessary corporate documentation. ISC's executive, senior management and other Employees are expected to fully cooperate with the investigation.
- Where considered necessary or appropriate, the results of an investigation will be reported to the appropriate law enforcement agency.
- Employees who report unethical conduct or violation of the Code at ISC should be aware that the findings and recommendations of any investigation are considered private and confidential, and may not be made available to the person making the report.

Related Policies

Policies can be found on the ISC Intranet in the Document Centre under Policies and Procedures.

-Code of Conduct	-Security Policy	-Customer Privacy Policy
-Code of Conduct Associated Procedures and Guidelines	-Securities Trading and Insider Reporting Policy	-Media Policy
-Employee Privacy Policy	-Disclosure Policy	-Human Resource Policy



Appendix A - Director’s Annual Acknowledgement and Commitment to ISC’s Code of Conduct

I acknowledge that I have read and understand ISC’s Code of Conduct (the “Code”). I commit to following the guidelines and principles presented in the Code.

<p>In particular I agree and undertake to:</p> <ul style="list-style-type: none"> • conduct the duties required of me as a Director of ISC with integrity and to the best of my abilities; • disclose financial assets, investments, or outside activities that are directly or indirectly connected to the nature of my work as a Director; • not seek to use my position or knowledge acquired through my position to unfairly benefit myself, friends, family, business associates, or organizations in which I or one of these individuals or entities have an interest; 	<ul style="list-style-type: none"> • not disclose any unauthorized confidential information during the course of, or after, my term; and • take all necessary steps to avoid any conflict of interest situation, the appearance of a conflict of interest situation, or any other activity that may negatively impact on ISC’s reputation in the community.
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I understand that it is my ongoing responsibility to report any violation of the Code and to disclose any circumstances that may be an actual, potential or perceived conflict of interest, as defined in the Code.

I understand that there will be no retaliation for raising a concern or violation of the Code.

I understand that failure to follow the Code may have consequences, including termination of my appointment to the Board and, potentially, the initiation of legal proceedings against me.

[Please check one of the following boxes and provide additional information if necessary.]

I am currently not aware of any unreported violations of the Code or any conflicts of interest.

At this time I wish to report a violation of the Code and/or disclose a conflict of interest as detailed below. *[Please provide additional details on a separate page if necessary.]*

I understand the importance of understanding and complying with the Code and commit to reviewing the Code annually.

Director signature

Date

Director Name (please print)

Please complete and sign this form and return it to the Vice-President, Corporate Affairs and General Counsel in confidence on behalf of the Chair of the Governance and Nominating Committee. This acknowledgement form must be signed by directors annually and will be retained on file. Questions regarding the Code or this acknowledgement form may be directed to the Governance and Nominating Committee or Vice President, Corporate Affairs and General Counsel.



Purpose

It is your responsibility as an employee of ISC to review and ensure that you understand all ISC corporate policies, in particular the policies below. You can access these on the ISC Intranet at the Document Centre under Policies and Procedures.

- *Code of Conduct*
- *Code of Conduct Procedures & Guidelines*
- *Security Policy*
- *Customer Privacy Policy*
- *Disclosure Policy*
- *Media Policy*
- *Employee Privacy Policy*
- *Securities Trading and Insider Reporting Policy*

Employee Commitment

By signing my name below:

- I acknowledge that I have reviewed the above listed policies and guidelines of ISC and understand my responsibilities under these corporate policies.
- I agree to report any actual or potential situation or incident that may be contrary to the above policies as soon as I become aware of it.
- I agree to abide by the above policies and I understand that my failure to follow the policies may result in disciplinary action, up to and including dismissal.

Employee Signature

Date

Employee Name (please print first & last)