



FEBRUARY 2025

# CBIZ Code of Professional Conduct and Ethics

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We are pleased to present the revised Code of Ethics for CBIZ. Our continued success and reputation hinge on a commitment to ethical behavior, integrity, and transparency in all our endeavors.

It is essential that we uphold the highest standards of conduct, not only to comply with legal requirements but to foster a culture of trust, respect, and accountability. Our Code of Ethics serves as a guide to help us navigate ethical dilemmas, make informed decisions, and maintain the trust of our shareholders.

At CBIZ, we are dedicated to our core values:

- **We do the right thing.** We will do the right thing every time, even when under pressure to do otherwise. We earn the trust of others by honoring our commitments and demonstrating good character.
- **Our people matter.** Every day, we value and recognize our team members' hard work, effort, and contributions. We respect individuality and diversity and extend dignity to all. We are committed to our team members' personal and professional growth. We understand the importance of balance between our personal, community, and professional lives. We support the communities in which our team members live and work.
- **We are dedicated to our clients' success.** We anticipate their needs and proactively identify solutions. We keep our clients' best interests foremost in our minds and treat them as if they are part of CBIZ.
- **We expect to win.** We are committed to growth, both financially and professionally. We are accountable for results. We don't just do what is expected — we do more. We celebrate the success of our team.
- **We are OneCBIZ.** We work and succeed as a team. We understand that we are stronger together than we are apart. We have confidence and pride in ourselves, our team members, and our company.

This Code of Ethics is not just a document but the foundation of our corporate culture. It is designed to guide our actions and decisions, providing clear expectations for behavior and outlining the resources available for reporting and addressing ethical concerns.

Every CBIZ employee, officer, and director is expected to read, understand, and adhere to the principles outlined in the Code. Doing so collectively contributes to a workplace environment that promotes ethical behavior and drives our long-term success.

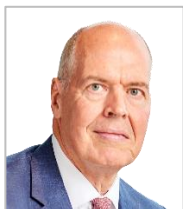
We count on each of you to embody the spirit of our Code of Ethics in your daily work. If you are ever in doubt about the right course of action, we encourage you to seek guidance from your supervisor, the Human Resources department, or the Legal department. Remember, reporting ethical concerns is a duty we all share, and you can do so without fear of retaliation.

As we move forward, let us recommit ourselves to the values that have made CBIZ a leader in our industry. Together, we can ensure that our legacy is one of integrity, respect, and ethical excellence.

Thank you for your commitment to upholding our Code of Ethics and continued dedication to our company.

Sincerely,

**Jerome P. Grisko, Jr.**  
Chief Executive Officer



**Jaileah X. Huddleston**  
Chief Legal Officer





# Table of Contents

Introduction to the CBIZ Code of Professional Conduct and Ethics .....	1
General Standards of Conduct .....	1
How this Code of Professional Conduct and Ethics Applies to You .....	2
Investigations and Disciplinary Action .....	2
No Retaliation.....	2
Compliance with Applicable Laws .....	3
Conflicts of Interest.....	3
Purpose .....	3
General Guidelines .....	3
Disclosure and Approvals.....	4
Doing Business with Family Members .....	4
Guidelines on Gifts .....	4
Guidelines on Entertainment.....	4
Guidelines on Associate Interests in Organizations Seeking to Do Business with CBIZ.....	5
Loans .....	5
Outside Employment .....	5
Service on Boards.....	5
Business Opportunities .....	5
Accounting, Internal Control, and Auditing Principles .....	6
Accuracy of CBIZ Records.....	6
Reporting Accounting, Internal Control, and Auditing Complaints.....	6
Confidential Information .....	7
Fair and Honest Dealing .....	7
Media Policy .....	7
Unacceptable Activities .....	8
Company Property .....	8
Personal Appearance .....	9
Approvals and Waivers .....	9



# Introduction to the CBIZ Code of Professional Conduct and Ethics

Here at CBIZ (“we,” “us”), our success goes hand in hand with our reputation for integrity in the marketplace. We earn loyalty and trust from our various stakeholders—customers, associates, vendors, and stockholders—because we are honest, dependable, and responsible. We choose to adhere to the highest ethical standards because it is both the right thing to do and drives the success of our business.

We act with integrity by incorporating the values of honesty, fairness, respect, loyalty, and cooperation into every business decision and action.

The following values serve as our guiding foundation:

- We treat people with dignity and care.
- We transact business fairly and honestly, promoting CBIZ’s best interests over our personal interests.
- We safeguard CBIZ’s property and information and treat others’ property and information with care.
- We work to enhance the quality of life in the communities we serve.
- We comply with the law.

To help further guide you, CBIZ has created this Code of Professional Conduct and Ethics (this “Code”). While not a detailed manual for resolving every question or conflict, this Code is designed to provide practical guidance in common areas of business ethics and compliance.

## General Standards of Conduct

This Code is designed to provide our associates with knowledge of our values and offer guidance for maintaining and enhancing our culture of integrity. These values include:

- **Buying Products and Services.** We buy CBIZ’s products and services through open, competitive, and fair negotiations.

- **Receiving Gifts, Entertainment, and Other Payments.** We do not receive (or appear to receive) any unapproved personal benefit as a result of our positions with CBIZ. Vendor gifts or entertainment do not persuade our vendor selection process.
- **Giving Gifts, Entertainment, and Other Payments.** We may offer gifts and entertainment to build customer relationships, but we do not use them to improperly influence a customer’s purchasing decision.
- **Maintaining, Using, and Disclosing Company Information.** We accurately and completely maintain all Company information (including records and reports), use Company information only for business purposes, and disclose Company confidential information only when authorized.
- **Protecting and Preserving Company Property.** We protect and preserve CBIZ’s facilities, technology, furniture, equipment, products, documents, and other assets and treat them as its sole property to be used only for Company purposes.
- **Obtaining and Using Competitors’ and Others’ Information and Property.** We obtain information about competitors and others from legitimate sources and avoid unlawfully misusing or taking the information or property of others or the appearance of doing the same.
- **Being Socially Responsible, including Community, Public Service, and Political Action.** We strive to be good corporate citizens by always acting with integrity in a manner that will positively reflect on CBIZ and by making or encouraging appropriate contributions of time and money to the communities we serve.
- **Promoting Health and Safety.** We conduct our business responsibly in a manner designed to protect the health and safety of our associates, customers, the public, and the environment.



# How this Code of Professional Conduct and Ethics Applies to You

Who does this Code apply to?

- All associates, including our directors, officers, and employees, of CBIZ and its subsidiaries.
- This Code applies to our independent (outside) directors regarding their CBIZ-related activities.

It is the responsibility of every one of us to comply with all applicable laws, regulations, and provisions of this Code and the related policies and procedures. We all must report any violations of the law or this Code. Failure to report such violations or to follow the provisions of this Code may have serious legal consequences and result in discipline by the Company, up to and including termination of your employment. All CBIZ associates must:

- First, be alert and sensitive to situations that could result in, or have the appearance of being, a violation of this Code.
- Second, when in doubt of whether an action violates this Code, ask questions of your supervisor or other appropriate personnel that will provide clarity prior to taking action.
- Third, report all situations that appear to violate this policy to a member of the Corporate Human Resources Department and/or Corporate Internal Audit.

# Investigations and Disciplinary Action

We will promptly initiate an investigation following any credible indication that a breach of law or this Code may have occurred. This will be followed by appropriate corrective action as we deem necessary, which may include, under certain circumstances, notifying proper authorities.

We will strive to impose discipline for each violation of this Code that is appropriate to the nature and particular facts of the violation. Warnings and reprimands could be available or considered for less significant, first-time offenses. At the same time, violations of a more serious nature may result in an action such as suspension without pay, demotion, or reduction of compensation. Termination of employment is generally reserved for egregious conduct such as theft or other violations amounting to a breach of trust or for cumulative cases where an associate has engaged in multiple violations. Termination may also be appropriate for dishonesty or ethical violations if an associate has had proper training and consciously chose to pursue such behaviors.

However, violations of this Code are not the only basis for disciplinary action. CBIZ has additional guidelines and procedures governing conduct, and violations of those guidelines and procedures may also result in corrective or disciplinary action.

# No Retaliation

We will not retaliate against anyone who, in good faith, notifies us of a possible violation of law or this Code, nor will we tolerate any harassment or intimidation of any associate who reports a suspected violation. In addition, there are federal “whistleblower” laws that protect employees from discrimination or harassment for providing information to us or governmental authorities, under certain circumstances, with respect to possible violations of certain laws such as those governing workplace safety, the environment, securities fraud, and federal law relating to fraud against stockholders.

# Compliance with Applicable Laws

It is every associate's duty to comply with all laws, rules, and government regulations that apply to our business (including any insider trading laws). Although we address several important legal topics in this Code, we cannot anticipate every possible situation or cover every topic in detail, and it is your responsibility to know and follow the law and conduct yourself in an ethical manner. You are responsible for reporting any violations of the law or this Code.

We obey all laws regarding the disclosure of material, non-public information. Information is considered material if a reasonable investor finds it important to their decision to buy, sell, or hold CBIZ stock. Put another way, material information is any information that could reasonably be expected to affect the market price of our securities.

What information might be deemed **material**?

Both positive and negative information may be material. Examples of material information include:

- Earnings estimates (including changes to previously announced estimates);
- A significant change in our operations, projections, or strategic plans;
- A significant potential merger or acquisition;
- A potential sale of significant assets or subsidiaries;
- The gain or loss of a major supplier or customer;
- A significant new product or business line;
- A significant pricing change in our products or services;
- A declaration of a stock split, a public or private securities offering by us, or a change in our dividend policies or amounts;
- A change in senior management; or
- An actual or threatened major lawsuit.

What information might be deemed **non-public**?

- Non-public information is information that is not generally available to the investing public.

If you are aware of material, non-public information about CBIZ, you may not, either directly or indirectly through your families or others, purchase or sell CBIZ securities.

In addition to being prohibited from buying or selling our stock or other publicly traded securities when you are in possession of material, non-public information, you are also prohibited from disclosing such information to anyone else (including friends and family members) to enable them to trade on the information. In addition, if you acquire material, non-public information about another company due to your relationship with us, you may not buy or sell that other company's stock or other securities or advise anyone else to trade in the securities of that other company until such information is publicly disclosed and sufficiently disseminated into the marketplace.

If doubt exists about whether the information is material or has been released to the public, do not trade until you have consulted with an attorney in the legal department. If you violate the rules prohibiting insider trading, you may be subject to disciplinary action by CBIZ, in addition to serious civil and criminal fines and penalties.

## Conflicts of Interest

No associate should have any personal interest outside CBIZ that conflicts with the interests of CBIZ and puts the associate in a position where the associate's relationship with CBIZ could be used for personal gain. Associates should:

- Avoid such improper situations; and/or
- Document the obtaining of advance approval by management or the Board of Directors of situations that might appear questionable, but which are, in fact, proper.

## Purpose

To assist associates in complying with this principle, here are guidelines that define unacceptable situations or require documentation of having obtained advanced approval from management or the Board of Directors.

## General Guidelines

Some situations that could create a conflict of interest include:

- Lending to or borrowing from individuals or organizations (other than financial institutions) that do business or compete with CBIZ;
- Benefiting personally from the sale, purchase, or lease of goods or services to or from CBIZ, either directly or through an intermediary;
- Accepting any gifts or entertainment of sufficient value to affect the associate's objectivity and judgment;



- Having a direct or indirect interest in any organization doing, or seeking to do, business or competing with CBIZ<sup>1</sup>;
- Having personal business dealings (including any transactions or relationships where the intended or realized financial benefits would not be attributable to CBIZ) with an individual or organization doing, or seeking to do, business or competing with CBIZ; and
- Using or revealing confidential Company information for personal gain.

## Disclosure and Approvals

In any situation that may constitute a conflict of interest, you must disclose the potential conflict of interest to your supervisor, who is responsible for reviewing it and reporting it to a Business Unit President, Region Head, Corporate Senior Vice President, Chief Legal Officer, or Chief Executive Officer for a determination as to whether or not the situation is detrimental to CBIZ.

After making such a determination, such a person may grant written approval. In all cases, approvals must be obtained from a level higher than the associate's supervisor unless that supervisor is the Chief Executive Officer. A potential conflict of interest involving a director must be discussed with the Chair of the Audit Committee.

## Doing Business with Family Members

A conflict of interest may arise if a family member of an associate works for, or has a direct or indirect interest in, a supplier, customer, or other third party with whom we do business. Before doing business on our behalf with an organization in which a family member works or has a direct or indirect interest, an associate must disclose the situation to his or her supervisor and document the approval if granted. If the only interest you have in a customer or supplier is because a family member works there, then you do not need to disclose the relationship or obtain prior approval unless you deal with the customer or supplier.

"Family" or "family members" include your spouse, parent, sibling, children, equivalents through marriage, a person receiving domestic partner benefits by virtue of their relationship to you, or any member of your household.

## Guidelines on Gifts

We generally discourage associates from accepting gifts from individuals or organizations that have or are seeking a business relationship with CBIZ. Gifts include:

- Merchandise
- Free or discounted services performed for associates or an associate's family
- Free or discounted vacation travel or facilities

In each case, received from individuals or organizations having, or seeking to have, a business relationship with CBIZ.

The following rules apply to associates with respect to gifts:

- Associates must not accept cash gifts.
- Gifts of merchandise or services may be accepted subject to these limitations:
  - Gifts valued at \$300 or less may be accepted without advance approval.
  - Gifts valued at more than \$300 in the aggregate may be accepted, but only with the advance written approval of the associate's supervisor. Such gifts must be reported on your annual Conflict of Interest questionnaire.

## Guidelines on Entertainment

The Company recognizes that it is generally accepted business practice for individuals or organizations having or seeking a business relationship with CBIZ to entertain CBIZ associates. Entertainment includes meals and events, such as concerts, sports events, golf outings, etc., provided by such parties. However, your acceptance of such entertainment is subject to the following rules:

- Entertainment tied directly to business activity valued at \$300 or less may be accepted without advance approval.
- Entertainment tied directly to business activity valued at more than \$300 may be accepted only with advance approval of the associate's supervisor. It must be reported on your annual Conflict of Interest questionnaire.

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<sup>1</sup> Direct or indirect interests include an interest as an owner, partner, security holder, option holder, director, officer, associate, consultant, borrower or lender (other than financial institutions), or trustee or beneficiary of a trust.

However, it does not include an interest as a security holder of less than 1% of the outstanding stock or other security of a publicly owned entity whose securities are regularly traded on the open market.

- Entertainment more than two times annually by the same individual or organization or related individuals or organizations, or events involving air transportation or overnight accommodations, regardless of amount, must be approved in advance and reported on your annual Conflict of Interest questionnaire.
- Any other entertainment valued at \$300 or more in the aggregate must be approved in advance and reported on your annual Conflict of Interest questionnaire.

## Guidelines on Associate Interests in Organizations Seeking to Do Business with CBIZ

We recognize that some associates have direct or indirect interests in organizations outside CBIZ and generally do not interfere with or prohibit such business interests. The following guidelines are intended to avoid even the appearance of impropriety when organizations in which you have an interest seek to do business with CBIZ:

- If you or your family member have a direct or indirect interest in an organization that seeks to do business with CBIZ you are required to report the situation to your supervisor in writing prior to the organization initiating contact with CBIZ.
- If such a situation is reported involving an associate, then the appropriate supervisor is responsible for evaluating and providing approval or disapproval of the business relationship.
- If the business relationship is approved, the written approval shall include information supporting the basis for the approval, such as demonstrating competitive quotes. In the case of real estate lease renewals, a statement from CBIZ Gibraltar Real Estate Services, LLC, as to the reasonableness of the lease, should be obtained.
- Your annual Conflict of Interest questionnaire must also declare any such relationships.

## Loans

Unlawful extensions of credit by CBIZ in the form of personal loans to our executive officers and directors are prohibited. All other loans by CBIZ to, or guarantees by CBIZ of obligations of, officers with the title of Vice President or above must be made in accordance with established company policies approved by the Audit Committee of the Board of Directors.

## Outside Employment

Outside employment could give rise to a conflict of interest with respect to an associate's employment with CBIZ, as they may detract from the business opportunities or reputation of CBIZ, or they may adversely affect an associate's job performance. Consequently, you must notify your supervisor of your intention to accept

supplemental employment prior to accepting any position so a decision can be made as to whether a conflict of interest exists and you should complete a Report of Dual Employment form for your supervisor's review. Any employment will be subject to this Code and other active employment agreements.

## Service on Boards

Serving on local religious, civic, or cultural boards is an excellent way to give back to your community. It is generally encouraged as long as there is no conflict of interest.

However, some types of board service are more likely to create a conflict of interest. For example, serving as a director or on a standing committee of another business entity or other organizations, including government agencies, may create a conflict.

Serving on the board of any organization that receives attest services from one of the associated CPA firms might be deemed an independence issue under applicable accounting standards and is, therefore, not permitted.

Before accepting an appointment to the board or any standing committee of an organization, you must:

- Obtain the approval of your supervisor and the head of your operating unit;
- Ask the CBIZ Legal Department to perform a conflict check to ensure such an appointment would not create conflicts; and
- If you are employed by a CBIZ unit with an administrative services agreement with a CPA firm, you must also comply with that firm's policy regarding service on boards or committees.

If no conflicts are present, you may accept the appointment.

The rules outlined in this section do not apply to the non-employee Directors of CBIZ.

## Business Opportunities

Business opportunities relating to the kinds of products and services we usually sell or the activities we typically pursue that arise during your employment or through the use of our property or information belonging to CBIZ. Associates may not



(a) take personally for themselves opportunities that are discovered through the use of CBIZ property, information, or positions; (b) use CBIZ property, information, or positions for personal gain; or (c) compete with the CBIZ.

## Accounting, Internal Control, and Auditing Principles

### Accuracy of CBIZ Records

All information you record or report on our behalf, whether for our purposes or third parties, should be done accurately and honestly. All of our records (including accounts and financial statements) must (a) be maintained in reasonable and appropriate detail, (b) be kept in a timely fashion, and (c) accurately and appropriately reflect the relevant transactions.

Falsifying records or keeping unrecorded funds and assets is a severe offense and may result in prosecution and/or loss of employment.

Information derived from our records is provided to our stockholders, investors, and relevant government agencies. Thus, our accounting records must conform not only to our internal control and disclosure procedures but also to generally accepted accounting principles and other applicable laws and regulations, such as those of the Internal Revenue Service and the U.S. Securities and Exchange Commission (the "SEC"). Our public communications and the reports we file with the SEC and other government agencies should contain information that is full, fair, accurate, timely, and understandable, considering the circumstances surrounding disclosure.

Our internal and external auditing functions help ensure that our financial books, records, and accounts are accurate. Therefore, you should provide our accounting department, internal auditing staff, Audit Committee, and independent public accountants with all pertinent information they may request. It is unlawful for you to fraudulently influence, induce, coerce, manipulate, or mislead our independent public accountants for the purpose of making our financial statements misleading.

## Reporting Accounting, Internal Control, and Auditing Complaints

To facilitate reporting certain complaints, we provide associates with a telephone hotline to anonymously report accounting, internal control, and auditing complaints to CBIZ Counsel and Internal Audit.

Who administers this hotline?

- This hotline is maintained by Security Voice, an outside agency not affiliated with CBIZ. Your complaints will be handled by a specially trained third party, never a CBIZ employee.

How do I submit a complaint?

- Associates may report a complaint 24 hours a day, seven days a week, by dialing 1-866-255-2611 or visiting the Security Voice website at [www.securityvoice.com/reports](http://www.securityvoice.com/reports).

What types of complaints should I raise to this hotline?

- This hotline is to be used for violations of this Code, particularly those regarding questionable accounting, internal control, or auditing matters. Other types of complaints (for example, human resources issues or suggestions for improving CBIZ non-financial processes) should be directed to the appropriate resources within your business unit or the corporate office.

Do I need to disclose my identity when submitting a complaint?

- No, you may choose to remain anonymous when calling the hotline. Any associate who reports possible or actual wrongdoing in good faith will not be retaliated against if they share their identity.

The CBIZ Internal Audit Department will provide the Audit Committee with a report of all complaints received and the results of its investigation. All associates are obliged to report violations of this Code or applicable law and to cooperate in any investigations into such violations.



## Confidential Information

Through the nature of our work and the strength of our reputation, our customers and suppliers entrust us with important and confidential information relating to their businesses. All associates must safeguard this information, even after they leave our employment. By doing so, CBIZ continues to earn and enhance the respect and trust of our customers and suppliers.

Confidential materials provided to you during employment include, but are not limited to:

- CBIZ procedures
- Customer/supplier information
- Associate information
- Marketing plans
- Fee information
- Any other non-public information that might be of use to competitors or harmful to CBIZ or its customers or suppliers, if disclosed

Confidential materials shall not be divulged by any associate during their employment or after termination without written authorization by an officer of CBIZ. Any information developed or received by an associate is also considered confidential and covered under this policy.

All associates are required to sign a CBIZ Confidentiality Agreement barring them from using or disclosing confidential information to any party, whether internal or external unless required by law or otherwise authorized by an officer of CBIZ. Any associate who improperly uses or discloses trade secrets or confidential business information will be subject to disciplinary action, up to and including termination of employment and/or legal action, even if they do not actually benefit from the disclosed information.

## Fair and Honest Dealing

Our success depends upon the quality of the relationships between CBIZ and its various stakeholders, including its associates, customers, suppliers, stockholders, and the general public.

Regardless of your position, you are a CBIZ ambassador. You must conduct business honestly and fairly and must not take unfair advantage of anyone through misrepresentation of material facts, manipulation, concealment, abuse of privileged information, fraud, or other unfair business practices. By

transacting business in this fashion, you support and enhance our reputation in the marketplace.

We require all associates to keep the following principles in mind:

- Deal with customers in a professional, courteous, and respectful manner.
- Communicate pleasantly and respectfully with other associates at all times.
- Follow up on requests and questions promptly, provide professional replies to such inquiries, and perform all duties in an orderly and professional manner.
- Take great pride in your work and enjoy doing your very best.

These are the building blocks for our continued success. Failure to comply with these rules may be grounds for corrective action up to and including termination of employment.

## Media Policy

As a publicly traded company, consistency and clarity of message are critical in preserving our reputation. Furthermore, we are subject to federal securities laws covering the dissemination of certain material, non-public information. Any information that is not widely known or has not been publicly disclosed may be considered inside information and has the potential to affect the stock price.

Accordingly, all associates should refrain from talking to members of the media on any CBIZ-related issues. If a media representative contacts you, you must refer all inquiries to the CBIZ Director of Media Relations.

For more information about our media policies, you should refer to our Media Policy and Procedures. This policy is available on our intranet.

# Unacceptable Activities

We expect each associate to act professionally at all times. Please see your supervisor if you have any questions about work or safety rules.

Violation of Company rules or unacceptable behavior, misconduct, or performance can result in disciplinary action up to and including termination of employment. Some of the more obvious and serious unacceptable activities include, but are not limited to:

- Violation of CBIZ rules
- Any actions that are extreme in nature and obviously detrimental to CBIZ's efforts to operate profitably
- Violation of the Workplace Substance Abuse Policy
- Possession of firearms, weapons, or explosives on CBIZ property or in any Company vehicle
- Engaging in criminal conduct; acts of violence; making threats of violence toward anyone associated with CBIZ; fighting, horseplay, or provoking a fight; negligent damage of property, negligence, or any careless action that endangers the life or safety of others
- Refusing to cooperate with an internal or legal investigation
- Insubordination or refusing to obey instructions issued by management pertaining to your work
- Refusal to accept or assist with a special assignment
- Threatening, harassing, intimidating, or coercing fellow associates on or off premises at any time for any purpose
- Engaging in an act of sabotage
- Causing the destruction or damage of CBIZ property, information, or the property of fellow associates, customers, suppliers, or visitors in any manner
- Theft or misappropriation of CBIZ property or the property of fellow associates; unauthorized possession or removal of any Company property; unauthorized use of Company equipment or property for personal reasons; using Company equipment for personal profit
- Dishonesty; falsification or misrepresentation on your application for employment or other work records; lying about sick or personal leave; falsifying reason for a leave of absence or other data requested by CBIZ;

alteration of Company record or other Company documents

- Violation of a non-disclosure agreement; giving confidential or proprietary CBIZ information to competitors or other organizations or unauthorized CBIZ associates; working for a competing business while a CBIZ associate; breach of confidentiality of personnel information
- Deliberate neglect of duty
- Sleeping on the job
- Use of abusive, unprofessional, or insulting language toward another associate or customer
- Failure to report to work for two consecutive days without notifying your supervisor or failure to provide satisfactory evidence to your supervisor for the purpose of your absence
- Excessive tardiness and/or absenteeism (more than three times a year); failure to follow appropriate procedures for reporting absences and tardiness
- Violation of security or safety rules or failure to observe or practice safety rules or practices

# Company Property

All associates must demonstrate respect for and protection of CBIZ and other associates' personal property. Associates are expected to take appropriate care of CBIZ equipment at all times and avoid damage to such equipment and associated media. Intentional destruction of equipment or media will result in immediate termination of employment.

No CBIZ-supplied information, furniture, equipment, or supplies should be used for personal purposes nor removed from the physical confines of CBIZ unless approved by your supervisor and required by your job.

Associates should report any missing or damaged CBIZ property to their supervisor immediately.



## Personal Appearance

All associates should cultivate the image of professionalism in the eyes of our customers, vendors, and peers.

Attire should be businesslike, well-coordinated, and appropriate for the job being performed, with particular attention given if your job involves dealing with external visitors and customers. Associates are also expected to maintain a high standard of personal hygiene. Individual dress, hairstyle, and grooming standards should reflect work situations and commonly accepted cross-industry standards of business appearance. Please contact your supervisor or human resources representative for specific guidelines on acceptable dress for your business unit.

## Approvals and Waivers

Any approvals required under this Code must be documented.

Any request for a waiver of this Code must be submitted in writing to our Director of Internal Audit, who has the authority to decide whether to grant a waiver. However, a waiver of any provision of this Code for a director or an executive officer must be approved by our Board of Directors or its designated committee. It will be promptly disclosed to the public to the extent required by law or regulation.