

CODE OF CONDUCT

OCLC

INTRODUCTION

Dear Colleagues:

As a not-for-profit corporation dedicated to the public purposes of furthering access to the world's information and reducing the rate of rise of library costs, OCLC is committed to maintaining the highest integrity and ethical standards in working with members, vendors, partners and fellow employees.

Here at OCLC, we strive to hire exceptional people, and to provide exceptional services to our member libraries and the other institutions we serve. You are the core of our organisation and what keeps us moving forward into the ever changing and fast paced future of library services.

The attached Code of Conduct includes such topics as ethics, legal responsibilities, respect for others, conflicts of interest, protecting OCLC assets, and political contributions and activities. These standards are intended to help guide you in the conduct of your daily work at OCLC. Please familiarise yourself with the Code and consult it as needed.

I know that I can count on your continued cooperation as we work together to add value for knowledge institutions which contribute to the global cooperative as we strive to lower barriers to information access.

Sincerely,

[signature]

Jay Jordan

OCLC President and Chief Executive Officer

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ABOUT THE CODE OF BUSINESS CONDUCT

1. Purpose

The Code of Conduct (“Code”) is designed to promote a responsible and ethical work environment for all OCLC employees. The Code contains guidelines on proper behaviour in the workplace and who you should contact if you have specific questions or concerns. The Code applies to all OCLC employees.

References in the Code to OCLC or the Company are generally intended to mean OCLC Online Computer Library Center, Inc. and its subsidiaries as a group.

2. Your Responsibilities and Applicable Laws

In doing your job, you are responsible for abiding by OCLC policies and all local and national laws in all countries in which the Company does business. You are responsible for knowing and following the laws and policies that relate to your job, including the policies in the Code and all other Company policies, such as Employee policy guidelines, Policy and Procedure manuals, employee handbooks, Human Resources manuals, the Acceptable Use policy, etc. Breaching these policies may result in disciplinary proceedings up to and including termination of employment, recovery of damages, and filing of criminal charges. However, most problems can be easily avoided by simply using good judgment and seeking guidance when questions arise. It is your responsibility to raise questions, make appropriate disclosures and bring potential problems to the Company’s attention.

Questions to ask ourselves:

- Is this the right thing to do?
- Is this legal?
- Are you authorised to do this?
- Is this permitted under our Code of Conduct?
- Would I want to see this reported in the media?

If the answer to any of these questions is NO, you should discuss the situation with your supervisor, the Human Resources Department, or the Legal Department immediately.

3. Obtaining Additional Information

If you have any questions regarding a provision of the Code of Conduct, please contact the Code Compliance Solicitor in the OCLC Dublin Legal Department. You may also speak with your supervisor and/or the Human Resources Department.

4. Reporting Breaches of the Code

It is important to report all breaches or suspected breaches of the Code. You may report a breach to your supervisor, Human Resources, the Legal Department, the CEO and/or any Vice President. Confidentiality for those who report will be maintained to the extent possible. Neither your supervisor nor the Company will take any action against you for reporting in good faith suspected misconduct.

Q.

If I report a breach of the Code, will it put my job at risk?

A.

No, retaliation against reporting individuals is against OCLC policy and will not be tolerated.

5. No Retaliation

It is against company policy for any supervisor or other employee to take action against another employee, vendor or agent of the Company for reporting or threatening to report a breach of this Code or cooperating in investigations relating to such breaches, provided that the person has acted in good faith and with a reasonable belief that the information provided is true. It is also against Company policy to take any action against any employee, vendor or agent of the Company for (1) lawfully providing information or assisting in an investigation of activities which he or she reasonably believes breaches applicable law or (2) providing truthful information to the government, a government agency or law enforcement officers relating to the commission of a legal offence. Prior to making a disclosure pursuant to the foregoing sentence, where possible you must immediately alert your supervisor or the Legal Department to determine if the Company wishes to take advantage of any Legal protection which may preclude or restrict the disclosure of such information. If you believe you have been the subject of impermissible retaliation, please talk to Human Resources or the Legal Department.

6. Policy Changes

Over time, new policies will need to be written and old ones revised. While we reserve the right to make these changes without notice, we will try to let you know about any changes affecting your employment as soon as possible. It is your responsibility to familiarise yourself with these changes.

7. Exceptions

The provisions of this Code may only be waived in exceptional circumstances and with approval by the Company's General Counsel, CEO, and/or Executive Vice President. Exceptions will be documented as a matter of policy and kept on file in the Legal Department.

RESPECT

8. Equal Employment Opportunity

OCLC is an equal opportunity employer. Employment practices are based on ability and performance, including hiring, promotions, training and development, compensation and disciplinary actions. OCLC does not discriminate on the basis of race, colour, religion, nationality, sex, age, marital status, non-disqualifying physical or mental disability, veteran status, sexual orientation, political affiliation, and/or any other lawfully protected classification in the state, country or province in which the employee is employed. Reasonable accommodation will be provided in accordance with the law to advance employment opportunities for qualified individuals with physical or mental disabilities and disabled veterans.

9. Inclusion

Our diverse workforce is a tremendous asset. Valuing each employee as a unique and talented individual leads to a more productive and fulfilling work environment.

Inclusion at OCLC is defined as “an active strategic process that values and leverages similarities and differences in order to accomplish a common goal.” The Inclusion Initiative has the following primary aims:

- To cultivate a corporate culture that promotes, understands the value of, and knows how to leverage

a wide array of perspectives in the conviction that inclusive thinking will improve solutions for libraries and the diversity of people they serve.

9. Inclusion (continued)

- To promote understanding of social and cultural contexts so that OCLC can operate effectively in the markets it serves.
- To promote a work environment where every person within OCLC can feel significant, valued, and influential, thereby building broad commitment and ownership for the work of the cooperative.

10. Safe and Healthy Workplace

OCLC is committed to maintaining a safe and healthy working environment. To promote a healthy workforce and a safe work environment, employees are expected to follow the guidelines contained in the OCLC Standards Manual, and make management aware of potential safety hazards or threats of violence.

11. Alcohol and Drugs*

Employees may not use, sell, possess, purchase, or transfer illegal drugs on Company premises, in Company vehicles, using Company property, or during work hours. Alcohol consumption during work hours or on Company premises is prohibited. The only exception is that alcohol may be consumed by people of legal drinking age at Company sponsored events that are approved by the CEO or the Executive Vice President (or their representative).

Employees also must not be under the influence of illegal drugs or alcohol during work hours regardless of when the drugs or alcohol were consumed.

It is also a breach of this policy to sell, transfer, or distribute personal prescription drugs on Company premises, while on Company business, using Company property, or during work hours.

12. Weapons and Workplace Violence

OCLC has zero tolerance for workplace violence. Consistent with this policy, acts or threats of physical violence, including intimidation, harassment and/or coercion that involve or affect the Company or its employees will not be tolerated. Acts or threats of violence include conduct that is sufficiently severe, offensive, or intimidating to alter the employment conditions at OCLC to create a hostile, abusive, or intimidating work environment for one or several OCLC employees.

The unauthorised possession of any weapon is prohibited on OCLC property or while conducting OCLC business.

13. Employee Privacy and Confidentiality

OCLC respects and values its employees', members' and users' privacy, and we require our employees to do the same. As an OCLC employee, it is your responsibility to respect the privacy of fellow employees, members, and users. You must use and maintain personal data in accordance with all applicable laws and OCLC's global privacy policies in effect from time to time. You must guard against inappropriate access and disclosure of personal data and use security safeguards which are appropriate to the sensitivity of such data. You may only use personal data for the identified purposes for which it has been disclosed to the Company. You must not use any personal data for personal benefit or in any other

inappropriate way.

14. Harassment

All employees have the right to work in an environment free from harassment and discrimination, where privacy and dignity are respected and all are protected from offensive

14. Harassment (continued)

or threatening behaviour. OCLC will not tolerate any form of harassment based on an individual's gender, race, colour, age, religion, disability, ancestry, nationality, or any other legally protected characteristic or status in the state, country or province in which the employee is employed.

OCLC policy specifically prohibits sexual harassment of any kind, including unwelcome sexual advances, requests for sexual favours, and other conduct that has the purpose or effect of creating an intimidating, hostile, or offensive working environment. Additionally, bullying and intimidation are particularly serious forms of harassment which will absolutely not be tolerated.

15. The Environment

OCLC has implemented Company-wide recycling efforts in order to do our part to preserve the environment. Whenever possible, OCLC is committed to adopting practices of reduction, reuse, recycling, and recovery in order to utilise resources in the most environmentally prudent manner.

CONFLICTS OF INTEREST

16. Conflicts of Interest

Employees must avoid placing themselves in a position that creates, leads to, or could present the appearance of a conflict of interest. Any situation involving an actual or potential conflict of interest should promptly be reported to your supervisor or Human Resources.

17. Gifts and Entertainment

Accepting Gifts

Accepting gifts and entertainment that are reasonable complements to a business relationship and are of modest value (\$25 US/€20 or less) is generally permissible. Typical gifts that would be acceptable are a lunch or token promotional items. The only exceptions to this rule should be if a perishable gift is sent and can be shared amongst a group of employees (i.e. cookies at the holidays), or if accepting a gift greater than \$25 US/€20 is part of a cultural tradition and it would legitimately be seen as offensive to decline the gift. Any gift considered to be the latter of these exceptions should be immediately reported to the employee's Vice President and/or regional managing director, who will be responsible for keeping a record of all such gifts.

Free seminars, including related lunches and dinners, and/or webinars sponsored by outside companies are acceptable for OCLC employees to attend. However, any seminar requiring travel or registration expenses should be paid for by OCLC. If there is a business purpose in an OCLC employee attending such an event, the costs should be provided for in the business unit's budget, or the employee should receive prior permission to utilise the OCLC training and development budget.

Any invitations or gifts that are substantially in support of a charity or community event (i.e. OCLC's United Way campaign or an invitation to a fundraiser for the Columbus Public Library) are exempt from the limitations outlined in this provision of the Code.

Employees engaged in procurement activities should safeguard their freedom of action to deal

impartially and to avoid conflicting loyalties. Therefore, gifts, entertainment or other favours of any kind, which would obligate or tend to obligate the OCLC employee, must not be accepted. We expect our vendors to respect our gift and entertainment policy when doing business with us, just as we will respect the similar policies of our vendors.

Giving Gifts

Gifts or entertainment of a reasonable nature given to others are acceptable provided they

Q. *May I use my OCLC computer equipment to work on matters for my personal business?*

A. *No, use of OCLC equipment for outside business interests is unacceptable.*

CONFLICTS OF INTEREST (continued)

are appropriate for a business purpose and not excessive. Please use common sense - if you think a gift could be considered excessive then it probably is excessive. OCLC realises that what may be reasonable and customary in one country may be substantially different in another. In that case, OCLC employees should follow what is customary for the region. Of course, any gifts or entertainment given on behalf of OCLC should always be in compliance with any guidelines set forth in the recipient's corporate or governmental policies.

18.Friends and Relatives

You should not enter into any OCLC related business relationship with a close relative or significant other, including appointing them as an auditor, outside counsel, contractor, or any other position that involves having financial dependence or influence on OCLC, without first contacting our Legal Department.

19.Fraternisation*

While we recognize and respect the rights of employees to associate freely and to pursue personal relationships with those they encounter in the work environment, employees must use good judgment in ensuring that those relationships do not negatively impact their job performance or their ability to supervise others in the work environment.

Employees in a reporting relationship with someone that they are consensually dating, romantically involved with, living with or related to must inform the next level of management and Human Resources. We will work with both individuals to try to separate their employment responsibilities from their personal relationship in order to protect the interests of both employees and OCLC and to avoid any conflicts of interest.

CONFIDENTIALITY

20.Confidential OCLC Information

Our company's confidential and proprietary information is critical to our existence as a Corporation and an invaluable asset that all employees must take great care to protect; company information that leaks prematurely into the press can damage product launches and prove costly in any number of other ways. Our responsibilities in this arena extend beyond merely not revealing confidential OCLC material; they also include its proper labelling, securing and disposal; the safeguarding of

confidential information that OCLC receives from third parties under confidentiality agreements; and internal compliance with applicable intellectual property laws, such as those protecting patents, copyrights, trade secrets, and trademarks. It is always a good idea, when working with licensing, mergers, and acquisitions to consult with the Legal Department first to understand if a confidentiality agreement is in place that would restrict discussions. No confidential third party information should be used to gain an unfair advantage.

CONFIDENTIALITY (continued)

The key to exercising proper vigilance in safeguarding confidential OCLC material is to be sure you know the proper rules of conduct in advance. To whatever extent your particular job involves dealing with confidential information, you must ensure that you are familiar with the relevant OCLC policies, applicable agreements restricting the use of confidential information, and applicable laws, if any, and bear them in mind in the course of your business dealings.

21. Trademarks, Logos and Copyrights

The name OCLC, the names of OCLC products and services, and the various logos related to those products and services are all the company's intellectual property, and unauthorised use of them could do great damage to OCLC's public image. Any use of OCLC logos and trademarks must be cleared in advance by our Vice President of Marketing and/or Legal Department. It is important to remember that participation in any marketing or advertising activities on behalf of OCLC (outside the scope of your employment responsibilities of course) is generally not permissible. Employees should immediately inform the Legal Department if they are aware of any unauthorised use of trademarks, logos and/or copyrights.

PROTECTING OCLC ASSETS

22. Company Equipment

OCLC employees should always take care to conserve Company assets and equipment. Our employees are provided with every reasonable tool we need to do our jobs effectively and comfortably, which makes it even more important for all of us to avoid needless waste. Company funds, equipment and other assets should not be requisitioned for personal or inappropriate use. If you are not sure whether or not a given usage of Company assets is appropriate, please ask your manager or Human Resources.

23. Computer and Other Communications

OCLC's computer, telephone, and other communications resources are a crucial aspect of our company's property, both physical and intellectual. Please take all due care to maintain the security and privacy of these resources, and if you have any reason to believe our network security has been violated please promptly report this to the Vice President of Corporate Information Technology and Business Integration or his/her EMEA designee.

Q • *Obtaining appropriate department approvals for a purchase can be time consuming-can I just order what I need and ask for reimbursement later?*

A • *No, it is important to obtain all required approvals up front in order to ensure that a purchase is within the budget and the terms and conditions are acceptable pursuant to OCLC policies.*

Q • *Can I make a personal contribution to a political party or candidate?*

A • *Yes, OCLC policy only prohibits contributions made on behalf of the Company.*

BOOKS AND RECORDS

24. Business Transactions

Accurate financial reporting is an essential component of corporate professionalism. Each OCLC employee is responsible for helping to make sure that OCLC's books and records are accurate. This includes reporting of actual hours worked, legitimate business expenses incurred, sales made and all other activities related to OCLC. When you are involved in business transactions, be sure that you are following Company procedures for carrying out and reporting them, obtaining appropriate management authorisation for them (where appropriate, make sure you have Finance Department and Legal Department approval before entering into contracts) and maintaining appropriate documentation.

25. Reporting Procedures

OCLC employees should do everything possible to cooperate with our Finance Department, external auditors and legal counsel by giving them honest, thorough information to ensure that all books and records are accurate. Report to the Finance Department any transactions of which you think they may not be aware.

POLITICAL ACTIVITIES AND LOBBYING

26. Corporate Political Activity

"Political Activity" is supporting a candidate for office. While this type of activity is not lobbying, it is explicitly disallowed for a tax-exempt organisation.

27. Lobbying Activity

"Lobbying" is an interaction with a legislative or voting body regarding a piece of legislation that requires a vote to become effective, with the intent to influence that vote. While there are some limited instances when lobbying might be a permitted activity for OCLC, in general the policy has been to stay clear of such activities as the safest method of avoiding penalties for impermissible lobbying behaviour.

28. Personal Activity

OCLC employees are of course free to participate in personal/private political activities and/or lobbying as they see fit. In doing so, however, you should make it very clear that you are acting in your individual capacity and not on behalf of OCLC.

29. Community Activity

OCLC supports and encourages its employees to volunteer with local charities and community service organisations. Involvement with these local activities should not interfere with an employee's duties to fulfil his/her obligations to OCLC, and should not utilise any OCLC resources, unless previously authorised by the CEO or Executive Vice President, or their representative.

OBEYING THE LAW

30. Legal Compliance and Corporate Ethics

OCLC is committed to full compliance with those laws and regulations that apply to our business activities. All employees must maintain the highest ethical standards in the conduct of OCLC affairs.

*Notes:

11. Alcohol and Drugs: French law prohibits the use of alcohol during any business events, in addition to during work hours.

19. Fraternisation: This provision does not apply to OCLC employees in European countries.

This Code of Conduct is intended to be a general overview of how OCLC employees should conduct business on behalf of the Company. Employees should refer to their employee manual and/or personal employment contract for the specific guidelines and rules that apply in a given situation.