

# BLUCORA™

BLUCORA, INC.

## CODE OF ETHICS AND CONDUCT

(Adopted August 14, 2014 and Amended on November 19, 2019)

### General Policy Statement

We live by a **CREDO**:

- ❖ **Customer obsessed:** We serve all customers with passion
  - We have both internal and external customers
  - We address issues from the customer's perspective
  - We make all decisions with customers in mind
  
- ❖ **Reliable:** We always deliver on our commitments
  - We take initiative and are responsible for our actions and results
  - We use data to drive our decision making and develop plans to ensure delivery
  - We are not risk averse – we push ourselves
  
- ❖ **Ethical:** We respect all others and treat people as they want to be treated
  - We act with integrity in all that we do
  - We are transparent and honest in all we do
  - We value and respect our colleagues, customers and other constituents
  
- ❖ **Driven:** We demand excellence and strive to find a better way
  - We are not complacent with the status quo
  - We demand operational excellence and push ourselves and our colleagues to constantly excel
  - We embrace change to improve self and others
  - We innovate constantly for the benefit of our customers
  
- ❖ **One-Blucora:** We will win more together
  - We make decisions for the overall good of the Company
  - We value open communication, collaboration and teamwork
  - We are willing to accept and offer feedback

As part of our CREDO, Blucora, Inc., including its subsidiaries (collectively, the “**Company**” and also referred to as “we,” “us” or “our”), believes ethics, integrity, honesty and respect are part of our core values and expect all employees, officers and directors, including the Company’s chief executive officer, chief financial officer, principal accounting officer or controller, treasurer, or persons performing similar functions (collectively, “**Company Personnel**”), to act in a professional manner that reflects these values.

This Code of Ethics and Conduct (the “**Code of Conduct**”) sets forth the Company’s expectations regarding how Company Personnel live the CREDO and will act when conducting business on behalf of the Company. This policy contains broad principles, and it is not intended to address

every situation where ethical and professional judgment should be used by Company Personnel. More detailed information is set forth in the Company's handbook and the policies and procedures applicable to individual business units. You are responsible for complying with this Code of Conduct and all other Company policies that apply to you and your business unit. For example, Avantax Wealth Management employees are also expected to comply with the Avantax Code of Ethics and any other policies and procedures applicable to Avantax Wealth Management.

Company Personnel are expected to be accountable for adherence to the Code of Conduct. If you violate this Code of Conduct or fail to report violations that come to your attention, it will be grounds for corrective action, up to and including termination of your employment.

## **Ethics, Integrity, Honesty and Respect**

Company Personnel are expected to act in the best interests of the Company, and shall at all times do so in a manner that reflects the Company's values of ethics, integrity, honesty and respect. By maintaining these ethical and professional standards, Company Personnel are expected to adhere to the following:

- ❖ ***Professionalism.*** Company Personnel shall use good judgment and act in a professional manner that is ethical and demonstrates integrity, honesty, and respect when interacting with fellow Company Personnel, customers, partners, suppliers, stockholders, members of the public, and other constituencies, such as advisors. Unprofessional behavior includes conduct that interferes with others' ability to perform their job.
- ❖ ***Discrimination and Harassment.*** The Company values the diversity of Company Personnel and its partners. Discrimination or retaliation by any Company Personnel based on certain characteristics such as race, color, creed, gender, sexual orientation, gender identity, religion, national origin, citizenship, physical and mental disability, age, military or veteran status, familial status, or any other protected status under applicable federal and state law does not reflect the Company's core values and is strictly prohibited. The Company prohibits abusive or harassing conduct by any employee toward others, such as unwelcome sexual advances, comments based on protected characteristics, or other non-business, personal comments or conduct that may make others uncomfortable in their employment with the Company. The Company encourages employees to report harassment or other inappropriate conduct as soon as it occurs in accordance with the manner described below for reporting concerns or in accordance with the Company's policy on harassment in the employee handbook.
- ❖ ***Conflicts of Interest.*** Company Personnel are expected to use their best judgment to act, at all times, and in all ways that promotes the best interests of the Company over the individual, personal interests of Company Personnel. A "conflict of interest" may exist when Company Personnel's personal interests interfere or appear to interfere with the best interests of the Company or an employee's judgment. For example, a conflict of interest may occur when an employee or a family member receives a personal benefit as a result of the employee's position with the Company. A conflict of interest may also arise from an employee's business or personal relationship with a customer, supplier, vendor, competitor, business partner, or other employee, if that relationship impairs the employee's objective business judgment. Employees

are expected to advance the Company's interests when the opportunity to do so arises. Employees shall disclose to their supervisor or the Company's Legal department any situations that may involve inappropriate or improper conflicts of interest affecting them personally or affecting other employees or those with whom the Company does business.

- ❖ ***Gifts, Gratuities, Entertainment, and Travel.*** Employees should never accept anything from anyone including, but not limited to, any vendor, supplier, or other current or potential business partner of the Company that would appear to create a conflict of interest or that violates any other Company policy, including any policies that limit dollar amounts on gifts, such as the Avantax Code of Ethics. Gifts of goods or services that are of a size that would be likely to influence any business decision are prohibited. This prohibition does not apply to items that are immaterial in value or items that are generally free promotional items, assuming these items are not otherwise prohibited by law. If you are unsure whether a situation could be considered an actual or perceived conflict of interest or have any questions as to whether you may accept a gift, Company Personnel should consult with their supervisor or the Company's Legal department to resolve any situation which may arise.
- ❖ ***Prohibited Competition, Outside Compensation and Activities.*** Company Personnel shall not compete (work simultaneously for a competitor, customer, supplier, contractor or other similar party) with the Company during the term of their employment and shall not initiate any steps to compete with the Company while employed by the Company. While employed by the Company, receiving compensation from any third party other than the Company for those skill sets that you employ as an employee of the Company is strictly prohibited. Subject to a written agreement with the Company, Company Personnel may be prohibited from competing with the Company for a limited period of time after employment with the Company terminates. In addition, outside work activities that do not compete with the Company but affect job responsibilities or performance, utilize Company assets or property, and/or occur during the Company Personnel's work hours at our Company are prohibited. Trade secrets and other nonpublic know-how and information learned at or developed at or for the Company must not be used in activities outside our Company or in other ways that could harm our business.
- ❖ ***Confidentiality.*** Company Personnel may have access to confidential information related to the Company's business. Information related to the Company's business includes all forms of information about the Company, including information about the Company's customers, its advisors, counterparties, vendors, business partners, and fellow employees. Company Personnel must protect the confidentiality of all confidential information related to Company's business. Company Personnel are strictly prohibited from using or disclosing any confidential information in an unethical or illegal manner. Company Personnel should consult with their supervisors or the Legal department if there is any question about whether certain information may be shared or disclosed within or outside of the Company. In addition, do not disclose to the Company, or use during your employment with the Company, any confidential information, nonpublic, or trade secret of a prior employer. Company Personnel are prohibited from using confidential information, nonpublic, or trade secrets of a prior employer without express written consent from that prior employer.

- ❖ ***Outside Board and Other Service.*** Company Personnel are required to obtain prior authorization from the Legal department for service as a director, general partner, manager, officer trustee, consultant or similar position with any privately-held or public business entity or as an appointee to any kind of governmental, quasi-governmental or regulatory agency or body. Service solely as a director or trustee of nonprofit corporations engaged in charitable activities does not require approval unless that activity could involve improper conflicts of interest.
- ❖ ***Prohibited Political Contributions.*** Unless first approved by the Legal department or the Company's Chief Executive Officer, no Company Personnel shall contribute in our Company's name or on our Company's behalf, any cash, services or property of any kind for or in support of any political candidate, committee, initiative, or activity. No lobbying efforts or contracts shall be undertaken in our Company's name or on our Company's behalf without the prior approval of the Legal department or the Company's Chief Executive Officer.

## **Adherence to Applicable Laws and Regulations**

Company Personnel must follow all applicable laws and regulations. In the event of any uncertainty regarding the applicability or requirements of a law or regulation to the Company and Company Personnel in carrying out the business of the Company, Company Personnel must discuss this issue with the Legal department. As a publicly-traded Company, the Company is required to abide by the rules and regulations of the Securities and Exchange Commission (the "SEC"), the NASDAQ, the U.S. government, any applicable regulatory or self-regulatory organizations, and other local, state and national laws, rules or regulations that may be applicable to the Company from time-to-time. The Company maintains certain policies, and Company Personnel are expected to adhere to those policies as well as the following:

- ❖ ***General Compliance with Laws.*** The Company's business is subject to various laws, rules and regulations. Although you are not expected to know the details of the many laws governing our business, you are expected to be familiar with and comply with the policies and procedures that apply to your business unit and review any policies and complete any required training that applies to you. When in doubt about applicable laws, seek advice from supervisors, the Legal department, the Compliance department or other appropriate personnel.
- ❖ ***Accuracy of Records and Reporting.*** Company Personnel are responsible for maintaining accurate records. All business transactions must be accurately recorded in a timely manner. The Company's books, records, accounts and financial statements must be maintained in appropriate detail, must properly reflect the Company's transactions and must conform both to applicable law and to the Company's system of internal controls and accounting requirements, and no one shall enter any false or artificial information in the Company's records or reporting systems. Further, the Company's public reports, including its financial reports, must contain full, fair, accurate, timely, and understandable disclosure as required by law. The Company's financial, accounting, and legal groups are responsible for procedures designed to assure proper internal and disclosure controls, and all employees must cooperate with these procedures.

- ❖ ***Insider Trading Policy.*** The Company’s Insider Trading Policy prohibits any Company employee who is aware of material nonpublic information concerning the Company, or concerning third parties with whom the Company does business, from buying or selling securities of the Company or of those third parties until after the material information has been fully disclosed to the public. In addition, Company Personnel are also prohibited from disclosing material nonpublic information to others who then trade based on that information or making recommendations or expressing opinions as to transactions in securities while aware of material nonpublic information (which is sometimes referred to as “tipping”). All trading of Company securities should be done in accordance with the Company’s Insider Trading Policy, and Company Personnel are expected to adhere to any blackout restrictions and pre-approval requirements for trading in the Company’s Insider Trading Policy.
- ❖ ***No Selective Disclosure.*** In addition, SEC rules also prohibit selective disclosure of material nonpublic information to certain people outside the Company. Therefore, all Company Personnel are expected to assist the Company in keeping all material nonpublic information about the Company strictly confidential unless and until the Company makes an authorized press release or other authorized public communication or filing. Requests from the media, analysts or stockholders about our Company’s performance or financial situation must be forwarded for review by Investor Relations employees, the Chief Financial Officer or the Chief Executive Officer. Any disclosure of material nonpublic Company information must be made in accordance with the Company’s Communications and Disclosure Policy.
- ❖ ***Information to the Public.*** Our policy is to provide timely public dissemination of material information about our business only through Company Personnel authorized for this purpose. Company Personnel are not, under any circumstance, to discuss the Company’s financial, business, legal or other information with the press (except for those employees expressly authorized for this purpose) or on any internet site, intranet site, or other “discussion board,” “chat room,” “social media” site or similar forum. In addition, any electronic communications or online activities by Company Personnel are subject to and must comply with the Company’s electronic and social media communications guidelines included in the employee handbook.

## **Reporting Concerns and Enforcement**

- ❖ ***Questions.*** Company Personnel who have questions about any issues related to the subject matter of this Code of Conduct should speak with their supervisor, Human Resources personnel, or the Legal department. Any Company Personnel who have concerns related to issues involving this Code of Conduct, or if there is any doubt about how to properly act in a particular situation, Company Personnel shall discuss any issues with the appropriate Company Personnel identified in this Code of Conduct or with the Legal department; the Company encourages such discussions.
- ❖ ***Reporting Violations.*** Company Personnel who becomes aware of a violation of this Code of Conduct, or otherwise believe that any other misconduct related to the Company is occurring or has occurred must promptly report such violation. All reports received will remain confidential to the extent possible. Company Personnel may report such violation to their supervisor, to the Human Resources Department, to the Legal department, the Compliance

department, by calling the Company's third-party operated anonymous whistleblower hotline at (844) 987-0398, or by submitting a confidential report through the online whistleblower portal at [www.blucora.ethicspoint.com](http://www.blucora.ethicspoint.com). Any employee who receives a report of an alleged violation shall immediately report these matters to the Legal department. All reports the Company receives relating to this Code of Conduct or other potential violations of law or ethics will be investigated in accordance with applicable Company policies.

- ❖ ***Cooperation with Investigations.*** Company Personnel are expected to participate in and cooperate with any investigation related to suspected violations, violations or general misconduct related to this Code of Conduct. Company Personnel shall provide relevant, truthful information or otherwise assist with the investigation in any reasonable manner requested by the investigator. Failure to participate in and cooperate with any investigation related to this Code of Conduct will be considered a violation of this Code of Conduct.
- ❖ ***Waivers.*** Waivers of this Code of Conduct may only be made only as follows: (a) in the case of any member of the Company's executive leadership team or Director of the Company, by the Board of Directors, and (b) in the case of any other person, by the Chief Executive Officer, Chief Financial Officer, or Chief Legal Officer of the Company. If required by stock exchange rules or applicable laws or regulations, any waiver shall be promptly disclosed in the manner required by such stock exchange rules or applicable laws or regulations.

**THE COMPANY HAS A NO-TOLERANCE NON-RETALIATION POLICY. COMPANY POLICY PROHIBITS RETALIATION OR DISCRIMINATION AGAINST EMPLOYEES FOR PARTICIPATING IN AN INVESTIGATION AND/OR PROVIDING INFORMATION IN GOOD FAITH ABOUT VIOLATIONS (OR SUSPECTED VIOLATIONS) OF COMPANY POLICIES OR FEDERAL OR STATE LAWS, RULES OR REGULATIONS. HOWEVER, IT IS A VIOLATION OF OUR STANDARDS TO INTENTIONALLY REPORT INFORMATION TO COMPANY PERSONNEL THAT IS FALSE AND/OR MISLEADING.**

**VIOLATIONS OF THIS CODE OF CONDUCT MAY SUBJECT COMPANY PERSONNEL TO DISCIPLINARY ACTION, UP TO AND INCLUDING TERMINATION OF EMPLOYMENT.**

*This Code of Conduct may only be amended by the Company's Board of Directors, except that the Chief Legal Officer may make non-material changes to ensure that this Code of Conduct remains correct and accurate.*