



# Policy for Reporting Violations and Complaints

Version	Description	Approved By	Date
1.0	Policy for Reporting Violations and Complaints	Board of Directors	2014
1.1	Revision	Board of Directors	February 17, 2016
1.2	Hotline Contact Information Updated	General Counsel, Compliance Officer & Secretary	September 19, 2018

## **Policy Statement**

One of Quotient Technology Inc.'s (the "**Company**") most valuable assets is its integrity. Protecting this asset is the job of everyone in the Company. To that end, we have established a Code of Business Conduct and Ethics to help our employees comply with the law and regulations applicable to our business and to maintain the highest standards of ethical conduct. This **policy** is meant to supplement our Code of Business Conduct and Ethics by encouraging employees to report any suspected violations or concerns as to compliance with laws, regulations, our Code of Business Conduct and Ethics or other Company policies, or any complaints or concerns regarding the Company's accounting, internal accounting controls, or auditing matters, or any concerns regarding any questionable accounting or auditing matters. Specific rules may apply if you are located in the European Union ("EU").

### **1. Obligation to Report Suspected or Actual Violations; Anonymous Reporting**

#### **A. Reporting Generally**

It is every employee's obligation to report suspected or actual violations of laws, government rules and regulations, the Company's Code of Business Conduct and Ethics or other Company policies. If an employee has reason to believe that there exists questionable or illicit conduct, in particular conduct related to the reporting of the Company's financial performance, the Company's accounting, internal accounting controls, or auditing matters, or any concerns regarding any questionable accounting or auditing matters, the employee should immediately report those facts to his/her supervisor or manager or by the procedures set forth below. As noted below, supervisors and managers are required to report to the Compliance Officer any time they receive a report of a concern about our compliance with laws, the Code of Business Conduct and Ethics or other Company policy, any notice of any suspected wrong-doing by any Company employee, officer or director, any complaint or concern about the Company's accounting, internal accounting controls, or auditing matters, or any concerns regarding any questionable accounting or auditing matters.

#### **B. Additional Reporting Channels and Anonymous Reporting**

Alternatively, if you wish to report any such matters, you may do so by using one of the communication channels described below. Whenever you have concerns that may need to be reported to the Company, please use the Company's regular information and reporting channels as your first resource for advice or guidance. The communication channels supplement the Company's regular information and reporting channels, but are not designed for complaints about day-to-day issues or routine matters, such as interpersonal conflicts, office maintenance, benefits questions, vacation requests, and the like. These channels supplement the Company's regular information and reporting channels.

The Company does not encourage, but allows anonymous reporting. Whenever possible, you should identify yourself; the Company will maintain the confidentiality of your identity as described further below.

Additional communication channels to report a violation:

Mail a description of the suspected violation or other complaint or concern to:

Compliance Officer:  
400 Logue Avenue  
Mountain View, CA 94043

Or

Audit Committee Chair  
400 Logue Avenue  
Mountain View, CA 94043

C. Contact our Compliance Hotline which is available 24 hours a day, 7 days a week:

Website:	<a href="http://www.lighthouse-services.com/quotient">www.lighthouse-services.com/quotient</a>
US Telephone Number:	<b>(833) 550-0080</b>
International Telephone Number:	<b>(833) 543-2400</b> (must dial country access code first <a href="#">click here</a> for access codes and dialing instructions)
Email:	<a href="mailto:reports@lighthouse-services.com">reports@lighthouse-services.com</a> (must include "Quotient" with report)
Fax:	<b>(215) 689-3885</b> (must include "Quotient" with report)

When reporting a concern via the website or the Compliance Hotline, you will be assigned a report key and will be asked to create a password. At the end of the report, you will then be asked to log in or call back after 5-6 business days to review any follow-up questions or submit more information. You can also check back periodically to review the original report information and any information provided through follow-ups.

If you are located in the EU, the use of the website or of the Compliance Hotline is optional and voluntary. There will be no adverse consequences for any employee in EU, who does not use the website or the Compliance Hotline.

**2. Treatment and Retention of Complaints and Reports**

Each supervisor and manager shall report any suspected violation, concern or complaint reported to such person by employees or other sources to the Compliance Officer to assure proper treatment and retention of complaints, concerns or notices of potential violations. In addition, employees should take note that persons outside the Company may report complaints or concerns about suspected violations, or concerns regarding internal accounting controls, accounting or auditing matters. These concerns and complaints should be reported immediately on receipt to Compliance Officer.

Upon receipt by Compliance Officer, all notices or reports of suspected violations, complaints or concerns received pursuant to this policy shall be recorded in a log, indicating the description of the matter reported, the date of the report and the disposition thereof, and the log shall be retained for so long as required under applicable law. This log shall be maintained by the Compliance Officer.

**3. Third-Party Service Providers**

The Company employs third-party service providers to assist in collecting information from the website or the Compliance Hotline, and in routing, storing and archiving such information. The Company will ensure that such third parties are contractually obliged to comply with applicable data protection law. In particular, we require our third-party service providers not to use personal data for purposes other than that for which it was collected, to implement appropriate security measures, to respect confidentiality standards, and not to disclose the data collected other than as specified by the Company.

#### **4. Statement of Non-Retaliation**

It is a federal crime for anyone to retaliate intentionally against any person who provides truthful information to a law enforcement official concerning a possible violation of any federal law. Moreover, the Company will not permit any form of intimidation, discrimination, retaliation or harassment by any officer, employee, contractor, subcontractor or agent of the Company against any employee because of any lawful act done by that employee to:

- provide information or assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of laws, rules, regulations, the Company's Code of Business Conduct and Ethics, or any Company policies; or
- file, testify, participate in, or otherwise assist in a proceeding relating to a violation of any law, rule or regulation.

Any such action is a violation of Company policy and should be reported immediately under this policy. Persons who discriminate, retaliate or harass may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment.

#### **5. Statement of Confidentiality**

The Company and its third-party service providers will take all reasonable and useful precautions to preserve the confidentiality and security of both the information and concerns reported under this policy, and its discussions and actions in response to these reports and concerns. In the course of its investigation, however, the Company may find it necessary to share information with others and as authorized or required under applicable law. Individuals in charge of collecting and processing reports may be subject to an enhanced and enforceable duty of confidentiality.

##### *Notice to Individuals Located in the EU:*

The Company collects and processes personal data from employees located in the EU only to the extent necessary to prepare a report and conduct an appropriate follow-up investigation. When preparing a report, the Company may collect and process the following type of personal data: (i) the identity, job and location of the person submitting a concern or report; (ii) the identity, job and location of the person who is the accused individual; (iii) the identity, job and location of the persons receiving or investigating reports; (iv) the facts reported; (v) the evidence gathered in the course of the investigation; (vi) the report of the investigation; and (vii) the outcome of the report. The Company will keep your identity confidential unless your own vital interest is at stake or identification is authorized or required by applicable law.

In that context, the Company may occasionally collect and process sensitive personal data in accordance with applicable data protection law. Sensitive personal data refers to a specific category of personal data and includes any information about an individual's racial or ethnic origin, political opinions, religious beliefs, trade union membership, health, sexual life, and criminal records. The Company will only process sensitive personal data to the extent necessary for processing the report.

In case of data transfers to the U.S. or any other country outside of the EU which does not provide an adequate level of data protection, the Company and its third-party service providers will take all appropriate steps to comply with the requirements of EU data protection law.

#### **6. Rights of Individuals Located in the EU**

If you have initiated a report, you may have the right to access the personal data we maintain

about you in connection with your report. You may also have the right to request the rectification, blocking or deletion of any outdated or incorrect personal data in accordance with applicable data protection law. The exercise of that right may be restricted on a case-by-case basis to ensure the protection of the rights and freedoms of others involved in or affected by your report.

If you are the subject of an accusation, you will be contacted by an appropriate person within the Company as soon as possible after any relevant evidence is first collected. Unless prohibited under applicable law, the Company will inform you about: (i) the Company's entity or unit responsible for reviewing the report or conducting the investigation; (ii) the allegations against you; (iii) the persons, departments or entities that may receive information or reports relating to the allegations; and (iv) how you can exercise your applicable data protection rights. You will not, however, be told the identity of the person who submitted the report, unless required as a result of judicial action or to comply with local law requirements.

To exercise your rights, please use the contact details provided below.

## **7. *How to Contact Us***

If you have any questions or comments about this Policy, or if you are located in the EU and would like to exercise your rights, please contact or send a written request (on hard copy or by email) to the Compliance Officer.