

# **MERCURY GENERAL CORPORATION**

## **Code of Business Conduct and Ethics**

### **INTRODUCTION**

#### **Purpose**

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all of our directors, officers and employees. We refer to all persons covered by this Code as “Company employees” or simply “employees.” We also refer to our Chief Executive Officer, our President, our Chief Financial Officer and our Controller as our “principal financial officers.”

#### **Seeking Help and Information**

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact the Human Capital Department. You may remain anonymous and will not be required to reveal your identity, although providing your identity may assist the Company in addressing your questions or concerns.

The Company has established a procedure to report complaints from employees and others about accounting, internal controls or auditing matters directly to the Audit Committee. Employees wishing to contact the Audit Committee may do so by writing to: Mercury General Corporation, Attention: Audit Committee, P.O. Box 551, Brea, CA 92822. Employees may remain anonymous although providing your identity may assist the Audit Committee in addressing your questions or concerns.

#### **Reporting Violations of the Code**

All employees have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to the Company. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor. Your supervisor will contact the Human Capital Department, which will work with you and your supervisor to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the Human Capital Department directly. You may remain anonymous and will not be required to reveal your identity, although providing your identity may assist the Company in investigating your concern.

Any employee who violates this Code will be subject to disciplinary action, up to and including termination of employment. This determination will be based upon the facts and circumstances of each

particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and a sentence. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. If your conduct as a representative of the Company does not comply with the law or with this Code, it can result in serious consequences for both you and the Company.

### **Policy against Retaliation**

The Company strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any employee who retaliates against another employee because the employee, in good faith, sought help or reported a violation of some law, regulation or this Code will be subject to disciplinary action, up to and including termination of employment.

### **Waivers of Compliance with the Code**

Waivers of compliance with this Code will be granted only in extraordinary circumstances. Any waiver of compliance with this Code for a member of the Board of Directors, executive officers or other principal financial officers may be made only by our Board of Directors or the appropriate committee of our Board of Directors and will be disclosed to the public as required by law or the rules of the New York Stock Exchange. Waivers for all other employees may be made only by an executive officer of the Company.

## **CONFLICTS OF INTEREST**

### **Identifying Potential Conflicts of Interest**

A conflict of interest can occur when an employee's private interest interferes, or reasonably appears to interfere, with the interests of the Company as a whole. You should avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of conflicts of interest:

- Outside Employment. No employee should be employed by, serve as a director of, or provide any services to a company that is a material agent, supplier or competitor of the Company.
- Improper Personal Benefits. No employee should obtain any material personal benefits or favors because of his or her position with the Company.
- Financial Interests. No employee should have a significant financial interest (ownership or otherwise) in any company that is a material agent, supplier or competitor of the Company. A "significant financial interest" means (i) ownership of greater than 1% of the equity of a material agent, supplier or competitor or (ii) an investment in a material agent, supplier or competitor that represents more than 5% of the total assets of the employee.
- Service on Boards and Committees. No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.
- Actions of Family Members. The actions of family members outside the workplace may also

give rise to the conflicts of interest described above because they may influence an employee's objectivity in making decisions on behalf of the Company.

Contact the Human Capital Department for assistance in determining whether a particular company is a material agent, supplier or competitor.

### **Disclosure of Conflicts of Interest**

The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor or the Human Capital Department. Your supervisor and the Human Capital Department will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in "Waivers of Compliance with the Code" above.

### **Corporate Opportunities**

As an employee of the Company, you have an obligation to advance the Company's interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property, information or because of your position with the Company that is in the Company's line of business, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position with the Company for personal gain.

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Human Capital Department and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

### **Confidential Information**

Employees have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its policyholders. Employees have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. An employee's obligation to protect confidential information continues after he or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company.

Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Finance Department.

## **COMPETITION AND FAIR DEALING**

All employees are obligated to deal fairly with fellow employees and with the Company's customers, suppliers, competitors and other third parties. Employees should not take unfair advantage of anyone

through manipulation, concealment, unauthorized use of privileged information, misrepresentation or any other unfair-dealing practice.

### **Relationships with Insureds**

Our business success depends upon our ability to foster lasting policyholder relationships. The Company is committed to dealing with insureds fairly, honestly and with integrity. Information we supply to customers should be accurate and complete to the best of our knowledge. Employees should not deliberately misrepresent information to insureds.

### **Relationships with Suppliers**

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation. Employees dealing with suppliers should carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices. Employees can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. Please see "Gifts and Entertainment" below for additional guidelines in this area.

### **Relationships with Competitors**

The Company is committed to free and open competition in the marketplace. Employees should avoid actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices. For a further discussion of appropriate and inappropriate business conduct with competitors, see "Compliance with Antitrust Laws" below.

## **PROTECTION AND USE OF COMPANY ASSETS**

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only in connection with their job responsibilities. Theft, carelessness and waste have a direct impact on the Company's profitability. The use of Company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited. Each employee should exercise reasonable care to prevent theft, damage or misuse of Company property. Actual or suspected theft, damage or misuse of Company property should be reported to a supervisor. All electronic programs, data, communications and written materials should be safeguarded from inadvertent access by others.

Employees should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. Company property also includes all written communications. Employees and other users of this property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

## **GIFTS AND ENTERTAINMENT**

Acceptance by employees, or any member of an employee's immediate family, of loans (other than from established banking or financial institutions), free services, gifts or other similar favors from an outside concern which does, or is seeking to do business with, or is a competitor of the Company may be viewed as a conflict of interest.

Acceptance of meals, tickets to sporting or cultural events or travel are discouraged by the Company. However, they may be accepted or given occasionally provided that a reasonable observer would not expect the gift to influence your judgment or duty to act in the best interest of the Company or the other person's judgment to act in the best interest of his or her employer. Employees below manager level shall obtain approval for these items from their manager or appropriate department head. Gifts not exceeding \$50 in value, such as food or commemorative items, which may be shared by department members, are not subject to this approval policy.

Employees should make every effort to refuse or return a gift that exceeds \$50 in value. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the Human Capital Department, which may require you to donate the gift to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the Human Capital Department for additional guidance.

Employees in certain positions may be subject to more restrictive rules regarding gifts and entertainment. In such cases, affected individuals must comply with the more restrictive policy.

*Note: Gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of the U.S., state or local governments. If you have any questions about this policy, contact your supervisor or the Human Capital Department for additional guidance. For a more detailed discussion of special considerations applicable to dealing with the U.S., state and local governments, see "Interactions with the Government."*

## **COMPANY RECORDS**

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects and maintained in accordance with the Company's document retention policy. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record keeping policy. Ask your supervisor if you have any questions.

## **ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS**

As a public company we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's principal financial officers and other employees working in the Accounting Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

Each employee has an obligation to comply with all laws, rules and regulations applicable to the business that the Company operates. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination, harassment and retaliation, occupational health and safety, false or misleading financial information, and/or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the Human Capital Department.

## **INTERACTIONS WITH THE GOVERNMENT**

The Company conducts business with the U.S., state and local governments. The Company is committed to conducting its business with all governments and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to government contracts and government transactions.

If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the Human Capital Department.

## **POLITICAL CONTRIBUTIONS AND ACTIVITIES**

The Company encourages its employees to participate in the political process as individuals and on their own time. However, federal and state contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the Chief Executive Officer.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- Contribution of Funds. You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.
- Volunteer Activities. You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.
- Use of Company Facilities. The Company's facilities may not be used for political activities. The Company may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of the Human Capital Department.
- Use of Company Name. When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. For instance, Company letterhead should not be used to send out personal letters in connection with political activities.

These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time. Please contact the Human Capital Department if you have any questions about this policy.

## **COMPLIANCE WITH ANTITRUST LAWS**

Antitrust laws of the U.S. and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which the Company conducts business.

### **Actions that Violate U.S. Antitrust Laws**

In general, U.S. antitrust laws forbid agreements or actions "in restraint of trade." All employees should be familiar with the general principles of the U.S. antitrust laws. The following is a summary of actions that are violations of U.S. antitrust laws:

- Price Fixing. The Company may not agree with its competitors to raise, lower or stabilize premiums or any element of its rates, including discounts and credit terms.
- Limitation of Supply. The Company may not agree with its competitors to limit its insurance products or restrict the supply of its services.
- Allocation of Business. The Company may not agree with its competitors to divide or allocate markets, territories or customers.

- Boycott. The Company may not agree with its competitors to refuse to sell or purchase products from third parties. In addition, the Company may not prevent a customer from purchasing or using non-Company products or services.

### **Meetings with Competitors**

Employees should exercise caution in meetings with competitors. Any meeting with a competitor may give rise to the appearance of impropriety. You should try to meet with competitors in a closely monitored, controlled environment for a limited period of time. The contents of your meeting should be fully documented. Specifically, you should avoid any communications with a competitor that may appear to restrain trade.

### **Professional Organizations and Trade Associations**

Employees should be cautious when attending meetings of professional organizations and trade associations at which competitors are present. Attending meetings of professional organizations and trade associations is both legal and proper, if such meetings have a legitimate business purpose. At such meetings, you should not discuss pricing policy or other competitive terms, plans for new or expanded facilities or any other proprietary, competitively sensitive information.

### **Seeking Help**

Violations of antitrust laws carry severe consequences and may expose the Company and employees to substantial civil damages, criminal fines and, in the case of individuals, prison terms. Whenever any doubt exists as to the legality of a particular action or arrangement, it is your responsibility to contact the Chief Financial Officer promptly for assistance, approval and review.

## **COMPLIANCE WITH INSIDER TRADING LAWS**

The Company has adopted a formal Insider Trading Policy in accordance with the insider trading laws. The laws against insider trading are specific and complex. Employees should refer to this policy. Any questions about information you may possess or about any dealings you have had in the Company's securities should be promptly brought to the attention of the Chief Financial Officer.

## **PUBLIC COMMUNICATIONS AND REGULATION FD**

The Company has adopted a formal Corporate Disclosure Policy which sets forth the Company's policies with respect to public communication and incorporates the rules under the federal securities laws referred to as Regulation FD (which stands for "fair disclosure"). Company employees who regularly interact with securities market professionals are specifically covered by Regulation FD and have a special responsibility to understand and comply with Regulation FD. The Company has established a committee to address public communication and disclosure matters governed by Regulation FD and has designated the Chief Financial Officer to act as the Company contact if you have any questions about the scope or application of the Corporate Disclosure Policy or Regulation FD.

## **ENVIRONMENT, HEALTH AND SAFETY**

The Company is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which we do business. Company employees must comply with all applicable environmental, health and safety laws, regulations and Company standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Human Capital Department if you have any questions about the laws, regulations and policies that apply to you.

### **Environment**

All Company employees should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Employees whose jobs involve manufacturing have a special responsibility to safeguard the environment. Such employees should be particularly alert to the storage, disposal and transportation of waste, and handling of toxic materials and emissions into the land, water or air.

### **Health and Safety**

The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees are required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor or the Human Capital Department.

## **EMPLOYMENT PRACTICES**

The Company pursues fair employment practices in every aspect of its business. The following is intended to be a summary of our employment policies and procedures. Copies of our detailed policies are available from the Human Capital Department. Company employees must comply with all applicable labor and employment laws, including laws prohibiting discrimination, harassment and retaliation in the workplace, and laws related to freedom of association, privacy and collective bargaining. It is your responsibility to understand and comply with the Company's policies on these subjects, as well as applicable laws and regulations. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Human Capital Department if you have any questions about the Company's policies against discrimination, harassment and retaliation, as well as the laws and regulations that apply to you.

## **Discrimination, Harassment and/or Retaliation**

The Company is committed to providing equal opportunity and fair treatment to all applicants and employees on the basis of merit, without discrimination because of race, color, religion, national origin, sex (including pregnancy), sexual orientation, age, disability, veteran status or other characteristic protected by law. The Company also prohibits harassment in any form, whether sexual or because of a protected characteristic or another employees, whether physical, verbal or visual and whether committed by supervisor, non-supervisor or a non-employee. Harassment may include, but is not limited to, offensive and unwanted sexual advances, or propositions, touching, communications, and/or the display in the workplace of sexually suggestive objects or pictures on Company equipment or in the workplace, as well as offensive, derogatory remarks or “jokes” about a person’s age, race, or other protected characteristic. As stated above in the code, the Company also strictly prohibits retaliation against an employee who has raised or reported a good faith violation of the Company’s policies against discrimination and harassment.

If you have any complaints about discrimination, harassment and/or retaliation, you must promptly report it to your supervisor or the Human Capital Department. All such complaints will be treated with sensitivity. Any member of management who has reason to believe that an employee has been the victim of discrimination, harassment or retaliation, or who receives a report of discrimination, harassment or retaliation, is required to immediately report it to the Human Capital Department.

The Company will respond to any concern or report in a timely manner and will conduct or direct a prompt, thorough, fair and impartial investigation of any report of alleged discrimination, harassment or retaliation using qualified personnel. All reports or complaints of conduct in violation of this provision of the Code will be handled as confidentially as possible. The Company will conclude the investigation in a timely manner. If the Company determines that an employee has violated its policy against discrimination, harassment or retaliation, appropriate corrective and remedial action, including possible termination or other discipline of any employee who is determined to have violated the policy, will be taken. The failure to fully cooperate with or to give truthful information in connection with a complaint investigation also may result in discipline.

## **Alcohol and Drugs**

The Company is committed to maintaining a drug-free work place. All Company employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. Drinking alcoholic beverages is prohibited while on duty or on the premises of the Company, except at specified Company-sanctioned events. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. Likewise, you are prohibited from reporting for work, or driving a Company vehicle or any vehicle on Company business, while under the influence of alcohol or any illegal drug or controlled substance.

## **Violence Prevention and Weapons**

The safety and security of Company employees is vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. Employees who experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on the Company’s property or affects the Company’s business must immediately report the situation to their supervisor or the Human Capital Department.

Employees may not possess or use any weapon at any time while on property owned, leased, or controlled by the Company (including in an assigned Company vehicle), or while off Company property but on Company business. Weapons include, but are not limited to, guns, knives with a blade over four inches in length, explosives, and any chemical the purpose of which is to cause harm to another person. The Company's Chief Executive Officer may authorize security personnel or a trained employee to have a weapon on Company property for the safety and security of Company employees and property. Employees who violate this policy will be subject to disciplinary action, including termination of employment. This policy does not prohibit an employee from locking a legally owned firearm inside or to a private motor vehicle parked in a Company parking lot where this right is specifically granted by law.

## **CONCLUSION**

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the Human Capital Department. We expect all Company employees, to adhere to these standards.

*The sections of this Code of Business Conduct and Ethics titled "Introduction," "Conflicts of Interest," "Company Records," "Accuracy of Financial Reports and Other Public Communications" and "Compliance with Laws and Regulations," as applied to the Company's principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.*

*This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. All employment at the Company is on an at-will basis, meaning either the employee or the Company can end the employment relationship at any time, with or without notice or cause. Mercury reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.*