

# EPIQ SYSTEMS, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted June 2, 2010)

**1. Purpose – Ethical Business Practices.** Conducting business in an ethical and lawful manner is essential to the success of Epiq Systems, Inc. and its affiliated companies (collectively, “Epiq”). Acting in an ethical and lawful manner is not only “the right thing to do,” it is legally required in connection with the business activities undertaken by Epiq. Therefore, Epiq has a “zero tolerance” policy against violations of applicable laws and regulations because they may result in significant liability for Epiq, its directors, officers, employees and other personnel including independent contractors working at Epiq (such employees and other personnel being collectively referred to herein as “associates”).

All directors, officers and associates are expected to read and understand this Code of Business Conduct and Ethics (this “Code of Conduct”), uphold these standards in daily activities, comply with all applicable laws, regulations, policies and procedures and ensure that all agents and contractors of Epiq are aware of, understand and adhere to these standards.

Sometimes it may be difficult to decide whether or not a certain action is “ethical.” When in doubt, evaluate the action according to the following questions:

- Is it consistent with Epiq’s policies, procedures and guidelines?
- Is it acceptable under the applicable laws and regulations?
- Does it conform to Epiq’s values?
- Does it satisfy my personal definition of right, good and fair?

This Code of Conduct provides a general statement of Epiq’s expectations regarding the ethical standards that each director, officer and associate should adhere to while acting on behalf of Epiq. In particular, this Code of Conduct is designed to encourage honest and ethical conduct by each director, officer and associate acting on behalf of Epiq, and to promote the fair, accurate, timely and understandable disclosure of information by Epiq in its periodic reports filed with the Securities and Exchange Commission (the “SEC”) and in other communications with the public.

**2. Scope.** All officers, directors and associates of Epiq, and specifically the Chief Executive Officer, President and Chief Financial Officer of Epiq, must comply with this Code of Conduct, other Epiq policies and all applicable rules and standards of the SEC, the Financial Accounting Standards Board, the Nasdaq Global Select Market and other regulatory bodies.

**3. Administration.** Epiq’s Board of Directors is responsible for setting the standards of business conduct contained in this Code of Conduct and updating these standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to Epiq, the business practices within Epiq’s industry, Epiq’s own business practices and the prevailing ethical standards of the communities in which Epiq operates. While Executive Management (as defined below) will oversee the procedures designed to implement this Code of Conduct to ensure that they are operating effectively, it is the individual responsibility of each director, officer and associate of Epiq to comply with this Code of Conduct.

**4. Compliance with Laws, Rules and Regulations Related to our Business.** Epiq complies with, and expects that all directors, officers, and associates acting on its behalf obey, all applicable laws, rules, regulations and governmental mandates. Each officer, director and associate must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to be able to recognize potential dangers and to know when to seek guidance from the Human Resources Department, Legal Department and/or the Finance Department, among others, on specific policies and procedures. The violation of any law, regulation, rule, mandate, and/or order may subject an officer, director, associate or Epiq to civil liability, criminal liability and/or loss of business. Specifically, Epiq is committed to, without limitation:

- maintaining a safe and healthy work environment;
- promoting a workplace that is free from discrimination or harassment based on, among other things, race, color, religion, sex, nationality, or other factors that are unrelated to Epiq's business interests;
- supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices;
- conducting its activities in full compliance with all applicable laws, rules, regulations and governmental mandates;
- keeping the political activities of Epiq's directors, officers and associates separate from Epiq's business;
- abiding by applicable anti-bribery laws; and
- complying with all applicable U. S. state and federal and other countries' securities laws.

**5. Confidential Information, Disclosure and Insider Trading.** Confidential information includes all non-public information, information that might be of use to competitors, and information that if disclosed could be harmful to Epiq or its customers and suppliers. All non-public information about Epiq should be considered confidential information. Examples include and are not limited to the following: pending acquisitions, divestments and joint ventures, trade secrets, intellectual property including patents, trademarks, copyrights, programs, and source and object code, business plans, pricing, client lists and client "decision-makers", marketing plans, designs, databases, records, salary information, personally identifiable information, protected health information, financial information, and any unpublished financial data and reports, including non-public information regarding Epiq's earnings and significant gains or losses of business, the hiring, firing or resignation of a director or officer of Epiq and any information subject to any obligation or agreement of confidentiality. It also includes information that suppliers and customers have entrusted to Epiq.

Epiq's confidential information is a valuable asset. All directors, officers, and associates are required to hold private all confidential information of Epiq and any third party provided or disclosed to Epiq. This requirement remains in effect continuously following termination of such person's relationship with Epiq. The obligation to preserve confidential information continues even after the end of employment or service on the Board of Directors. Officers and associates must also abide by the provisions of their individual confidentiality agreements with Epiq.

Officers, directors and associates must at all times maintain the strict confidentiality of all confidential information entrusted to them by Epiq and Epiq's customers, except when disclosure is authorized in

writing by Epiq or required by applicable regulations, as determined by Epiq's legal counsel. Directors, officers, and associates with access to confidential information are not permitted to use or share that information for any purpose other than the legitimate conduct of Epiq's business and the purpose for which the confidential material was provided, subject to any applicable confidentiality agreement and/or obligation of confidentiality.

“Insider trading” is the purchase or sale of a security while in possession of material, non-public information about the issuer of the security. Material, non-public information is information that is not publicly known and that (i) may be considered significant by a reasonable person in deciding whether to buy, sell or hold Epiq's stock, or (ii) is likely to have a significant impact on the market price of such stock. Such information may be favorable or unfavorable to Epiq, and may have been received from a source inside Epiq or from an outside source. Examples of material, non-public information include Epiq's retention of a significant new client or customer, a possible acquisition by Epiq of another business, Epiq's closure of a business unit, the resignation or retirement of a director or officer, the commencement or resolution of any significant litigation involving Epiq, and any significant financial information not previously disclosed for Epiq. Insider trading and “tipping”, which is communicating inside information to anyone who might use it to make a decision to purchase or sell securities, are illegal under both U.S. federal and state and other countries' similar securities laws.

Directors, officers, and associates and members of their immediate families and households are strictly prohibited by this Code of Conduct and by law from trading in or recommending Epiq or its clients' stock based on inside information, or encouraging others to trade in Epiq's stock or the stock of a company whose inside information is acquired as a direct result of being an Epiq director, officer or associate. One of the most common situations in which directors, officers or associates may be in possession of material, non-public information – and therefore prohibited from trading in Epiq's stock – occurs near the end of a quarter and prior to the release of Epiq's financial results. Of course, regardless of the disclosure of such information, directors, officers and associates are prohibited from trading in Epiq's stock if they otherwise in possession of any other material non-public information.

Any violation of the insider trading laws may result in both criminal and civil penalties, ranging from monetary fees to incarceration. When in doubt, any information obtained as an associate, officer, or director of Epiq should be presumed to be material and non-public.

**6. Conflicts of Interest; Corporate Opportunities.** A “conflict of interest” occurs when the private interests of a director, officer or associate in any way interferes, or appears to interfere, with the interests of Epiq as a whole. No director, officer or associate shall (unless expressly waived or approved in accordance with this Code of Conduct):

- be a consultant to, or a director, officer or associate of, or otherwise operate an outside business:
  - that markets products or services in competition with Epiq's current or products and services in development
  - that supplies products or services to Epiq
  - that purchases products or services from Epiq
- have any financial interest, including direct stock ownership, in any such outside business that might create or give the appearance of a conflict of interest;
- seek or accept any personal loan or services from any such outside business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;

- be a consultant to, or a director, officer or associate of, or otherwise operate an outside business if the demands of the outside business would interfere with the director's, officer's or associate's responsibilities with Epiq;
- use Epiq's property, information or position for personal gain.

In addition, no director or officer shall (unless expressly waived or approved in accordance with this Code of Conduct):

- accept any personal loan or guarantee of obligations from Epiq, except to the extent such arrangements are legally permissible; or
- conduct business on behalf of Epiq with immediate family members, which include spouses, children, parents, siblings and persons sharing the same home, whether or not legal relatives.

The appearance of a conflict of interest may exist if an immediate family member of a director, officer or associate of Epiq is a consultant to, or a director, officer or associate of, or has a significant financial interest in, a competitor, supplier or customer of Epiq, or otherwise does business with Epiq. Conflicts of interest may also arise when an officer, director or associate, or members of his or her immediate family, receive improper personal benefits as a result of his or her position in Epiq.

Conflicts of interest may not always be clear-cut. Therefore, if a director, officer, or associate has a question, he/she should consult with higher levels of management or Epiq's Legal Department as follows: directors and officers shall notify Epiq's Corporate Counsel and associates who are not directors or officers shall notify Epiq's Corporate Counsel or Chief Financial Officer or their immediate supervisor of the existence of any actual or potential conflict of interest.

**7. Accurate and Timely Periodic Reports and Other Public Communications.** Epiq is committed to providing investors with fair, accurate, timely and understandable disclosure in the periodic reports that it is required to file with the SEC and in other public communications. To this end, Epiq shall:

- comply with generally accepted accounting principles at all times;
- maintain a system of internal accounting controls over financial reporting that will provide reasonable assurances to management regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and shall include those policies and procedures necessary to:
  - maintain records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of Epiq;
  - provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles;
  - ensure that receipts and expenditures of Epiq are being made only in accordance with the authorizations of management and directors of Epiq; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Epiq's assets that could have a material effect on the financial statements;
- prohibit the establishment of any undisclosed or unrecorded funds or assets;
- maintain a system of disclosure controls and procedures that will provide reasonable assurances to management that information required to be disclosed by Epiq in reports that it files, furnishes, or otherwise submits to the SEC is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms including, without limitation, controls and procedures designed to ensure that information required to be disclosed by Epiq in the reports that it files, furnishes, or otherwise submits to the SEC is accumulated and communicated to Epiq's management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure; and
- present information in a clear, orderly, and understandable manner in Epiq's periodic reports and in other public communications.

Company records are critical in meeting Epiq's financial, legal and management obligations and must always be prepared accurately. Transactions between Epiq and other individuals and organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting practices and principles. Epiq does not support or tolerate misrepresenting facts or falsifying records under any circumstances.

Epiq's independent and internal auditors help ensure that the ways in which we conduct business and keep records are consistent with relevant accounting standards. All directors, officers and associates must cooperate with our auditors.

**8. Records Retention.** The space available for the storage of Epiq's records, both on paper and electronic, is limited and expensive. Therefore, periodic discarding of documents is necessary. On the other hand, there are legal requirements that certain records be retained for specific periods of time. When evaluating whether to dispose of or retain documents, personnel should follow Epiq's Records Retention Policy.

Associates who are unsure about the need to keep particular documents should consult with their supervisor and/or Epiq's Legal Department, so that a judgment can be made as to application of Epiq's Records Retention Policy and as to the likelihood that the documents will be needed.

Whenever it becomes reasonably anticipated that documents of any type will be required in connection with a lawsuit, subpoena, or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation, subpoena, or investigation should be immediately suspended. If you are uncertain whether documents under your control should be preserved because they might relate to a pending or reasonably anticipated lawsuit, subpoena or investigation, you should contact Epiq's Legal Department. Appropriate legal holds relative to such documents will be distributed and managed by the Legal Department in coordination with the IT Department.

**9. Bribery, Kickbacks or Improper Payments.** Epiq is dedicated to the expansion of its operations worldwide. You are expected to compete for all business opportunities fairly, ethically, and legally and to negotiate contracts in a fair and open manner. The U.S. Foreign Corrupt Practices Act, as amended ("FCPA") and similar laws in other countries, such as the UK Bribery Act 2010 (the "Bribery

Act”), the Hong Kong Prevention of Bribery Ordinance, and Belgium’s anti-bribery laws, prohibit certain payments or gifts in connection with doing business. These laws directly affect everyday business relationships with foreign governments, government-owned companies and individual persons in all countries in which Epiq operates. All Epiq directors, officers, and associates should be aware that activities permitted in one country may not be permitted in another, but that bribery in any form is illegal in every country where Epiq does business. When evaluating business opportunities, personnel should follow Epiq’s Anti-Bribery Policy.

The FCPA prohibits any payment or gift to any government official outside the U.S. for the purpose of obtaining or retaining business. The Bribery Act is broader than the FCPA and applies not only to public officials but the private sector as well. The Bribery Act prohibits bribery committed worldwide by individuals who are UK nationals as well as companies, such as Epiq, that employ any UK nationals and/or conduct some portion of their business in the UK. Similar to the FCPA, the Hong Kong Prevention of Bribery Ordinance and Belgium’s anti-bribery laws make it illegal for any person to offer any payment, gift or benefit of any kind to a public servant in order to influence any person in the transaction of business with a public body.

Many countries have enacted or will enact anti-bribery laws similar to these laws summarized here. You are expected to follow appropriate procedures in performing your duties to ensure compliance with the applicable laws of the countries in which we conduct business. Penalties for violations of these laws include fines and/or imprisonment. If you have any questions about these requirements, please contact Epiq’s Corporate Counsel.

**10. Gifts and Entertainment.** Gift-giving practices vary around the world. In some parts of the world, declining a gift may insult the giver. On the other hand, accepting a gift may create a conflict of interest or the appearance of impropriety. To avoid conflicts of interest, you must not (1) solicit gifts from any customer, supplier, business partner or other person doing business with Epiq, (2) accept high-value gifts unless and until you have consulted with higher levels of management or Epiq’s Legal Department and they have reviewed the situation and determined that the gift is appropriate, or (3) accept – under any circumstances – payments, loans, kickbacks, special privileges or services from current or potential customers, suppliers or strategic partners.

Except when working with government employees, you may accept reasonable meals or other reasonably priced forms of entertainment from third parties as a courtesy extended during the normal course of business. Officers or associates who work with government employees are responsible for knowing and following the local rules and regulations regarding government employee buyer and seller relationships.

**11. Compliance with this Code of Conduct.** All directors, officers and associates are required to understand and follow this Code of Conduct. Associates are expected to perform their work with honesty and integrity in all respects, whether or not specifically addressed by this Code of Conduct. A violation of this Code of Conduct may result in appropriate disciplinary action including the possible termination from employment with Epiq, without additional warning.

This Code of Conduct reflects general principles to help guide directors, officers and associates in making ethical decisions and cannot and is not intended to address every specific situation. As such, nothing in this Code of Conduct prohibits or restricts Epiq from taking any disciplinary or other action as is legally permissible on any matters pertaining to director, officer or associate conduct, whether or not they are expressly discussed in this document. This Code of Conduct is not intended to create any express or implied contract with any director, officer, associate or third party. In particular, nothing in this document creates any employment contract between Epiq and any of its associates.

The Board of Directors of Epiq Systems, Inc. has the exclusive responsibility for the final interpretation of this Code of Conduct. This Code of Conduct may be revised, changed or amended at any time by the Board of Directors of Epiq.

**12. Reporting Violations of the Code of Conduct.** All directors, officers and associates have a duty to report any known or suspected violation of this Code of Conduct, including any violation of the laws, rules, regulations or policies that apply to Epiq.

If any director, officer or associate knows of or suspects a violation of this Code of Conduct, such person should immediately report the conduct to his or her immediate supervisor (for associates) or Epiq's Corporate Counsel (for directors and officers). For associate reporting, the supervisor will contact the Human Resources Department, which will work with the associate and the supervisor (and the Epiq Legal Department, if appropriate) to investigate the matter. If the associate does not feel comfortable reporting the conduct to a supervisor or does not obtain a satisfactory and reasonably prompt response, the associate should contact the next level of management or the Epiq Legal Department. In addition, any director, officer or associate may anonymously report suspected violations to Epiq's Compliance Hotline.

The Compliance Hotline telephone number(s) are available on Epiq's intranet website, Epicenter, and on the "Investor Relations—Corporate Governance" portion of Epiq's internet website at [www.epiqsystems.com/investors.php](http://www.epiqsystems.com/investors.php). It is strongly encouraged that all reports of known or suspected violations involving the accuracy of Epiq's financial reports and related matters, or of any laws, rules and regulations, be reported via the telephone Compliance Hotline.

All reports of known or suspected violations of the law or this Code of Conduct will be handled promptly, sensitively and with discretion. If the Epiq Legal Department determines that a director, officer or associate of Epiq other than the Chief Executive Officer, President, Chief Operating Officer, or Chief Financial Officer ("Executive Management"), or any member of the Epiq Legal Department or the Board of Directors or any committee of the Board of Directors has violated this Code of Conduct, the violation will be reported to Executive Management and, if appropriate, Epiq's Audit Committee. Violations by Executive Management, any member of the Epiq Legal Department, or any member of the Board of Directors or any committee of the Board of Directors, will be reported, as appropriate, to Executive Management, the Audit Committee and/or the full Board of Directors.

It is Epiq's policy that any person who violates this Code of Conduct will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation. Any person accused of violating this Code of Conduct will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Officers, directors or associates who violate the law or this Code of Conduct may expose themselves to substantial civil damages, criminal fines and prison terms. Epiq may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Any improper or unlawful conduct of such persons, as Epiq representatives, may result in serious consequences for such person and Epiq.

**13. Policy Against Retaliation.** Epiq strictly prohibits retaliation against any person who, in good faith, seeks help or reports known or suspected violations of this Code of Conduct. In such event, any reprisal or retaliation against such person is strictly prohibited and will be subject to disciplinary action, including potential termination of employment.

**14. Waivers of this Code of Conduct.** Any amendment or waiver, including an implicit waiver, of this Code of Conduct for Executive Management may be made only by a resolution adopted by Epiq's

independent directors and will be promptly disclosed as required by law. The provisions of this Code of Conduct may be waived by Epiq's Board of Directors for any other director, officer, or associate.