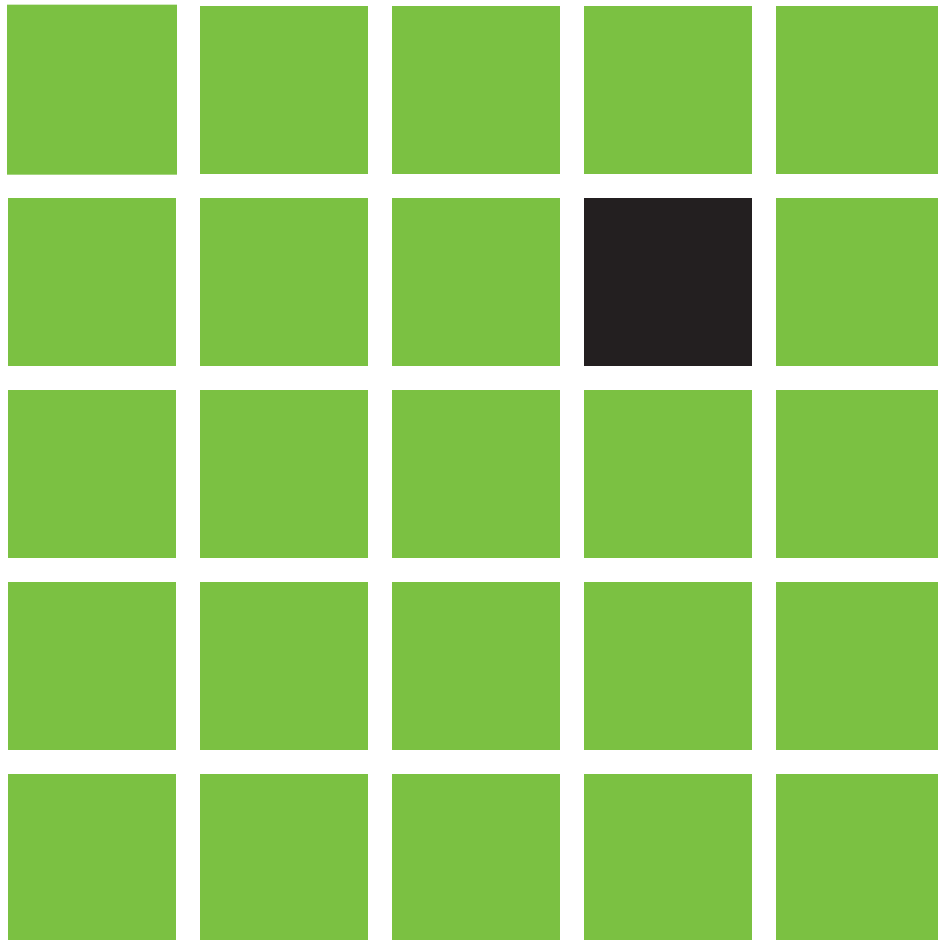
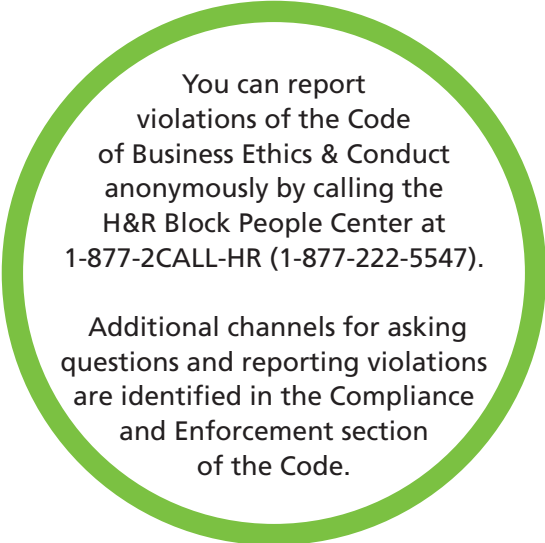


Code of Business Ethics & Conduct



H&R BLOCK®



You can report violations of the Code of Business Ethics & Conduct anonymously by calling the H&R Block People Center at 1-877-2CALL-HR (1-877-222-5547).

Additional channels for asking questions and reporting violations are identified in the Compliance and Enforcement section of the Code.

Message from the **President & CEO**

Our Purpose

H&R Block's purpose is to be the most trusted, state-of-the-art tax preparation experience at a great price for everyone.

Our Values

Our corporate values reflect who we are and the environment we want to maintain.

Client Focus

We are passionate about helping our clients. Their success is a key measure of our success.

Responsibility

We keep our commitments. We are accountable for our decisions, actions and results. We learn from our experiences and continuously improve.

Teamwork

Collaboration and full participation by everyone makes us stronger and allows us to serve clients better.

Integrity

We are honest and ethical in everything we do.

Respect

We treat each other with respect and dignity, recognizing that innovation springs from unique perspectives.

Dear fellow associates,

This is one of the most important messages I will write to you as your CEO. As you know, our clients depend on us to manage and safeguard highly sensitive and private information about their personal lives. How we conduct ourselves each and every day reflects on that responsibility. That is why integrity and responsibility are part of our H&R Block corporate values, and why we are committed to conducting business ethically and honestly.

As associates, we all have an important role in upholding the company's values. Whether you directly touch the client or support the processes and tools that serve our clients, your performance directly impacts how people view the company.

The Code of Business Ethics & Conduct outlines how we conduct business and serve clients in an ethical and legal manner. The code also sets forth what the company expects from you and what you can expect from the company. As a representative of the company, you are accountable for and bound by this code, and must act within its spirit and letter as you conduct business on behalf of H&R Block.

Because the code is fundamentally critical to how we serve our clients, H&R Block embraces a culture of raising concerns about potential violations without retaliation. If you have questions about the code or want to address a concern, you should talk with your manager, or contact any of the other sources referenced in the code. If you become aware of a code violation, you must report it. You may report the violation confidentially and/or anonymously. We will never retaliate against you for raising an ethical concern or potential violation.

The future of the company depends upon each of us taking personal responsibility for the right decisions and actions. We must recognize that performance with integrity is the **only** way we do business. Thank you for your contributions to the success of H&R Block.

Sincerely,



Bill Cobb

H&R Block

Code of Business Ethics & Conduct

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INTRODUCTION

Purpose of the Code

H&R Block's reputation is an important asset, especially in the lines of business in which we engage. Our continued success depends upon maintaining this reputation by acting with integrity in all that we do. That can only be achieved through the ethical business conduct of every member of our team, from each of our associates and managers, to the members of our Board of Directors. This Code of Business Ethics & Conduct (the "Code") reinforces our commitment to ethical business conduct and provides guidelines for our associates to employ that will result in a consistent, company-wide approach to business ethics issues.

No code of ethics can address every situation that may arise, but by following both the letter and the spirit of this Code, we can maintain our strong reputation and achieve continued success in the marketplace. If the Code does not specifically address a situation, we must ask questions and use sound business judgment to make sure that our conduct is consistent with the Company's expectations for the highest level of integrity in all that we do.

One of your obligations under the Code is to be familiar with the policies applicable to the position(s) you hold within the Company. Many Company policies can be found on the Company's intranet site, myBlock. RSM McGladrey policies can be found on the McGladrey intranet site. Please ask your manager if you cannot locate a policy.

We are All Subject to the Code

We expect the same level of ethical behavior from everyone, and unless otherwise stated, the Code applies to all associates, officers, and members of the Board of Directors of H&R Block, Inc. and all of its subsidiary companies. Each reference to "the Company" and "H&R Block" includes all subsidiaries of H&R Block, Inc., and references to "associates" include associates at all levels of the Company, up to and including senior management.

Because contingent workers reflect on the Company, they too must abide by the Code when providing services to the Company. All contingent worker agreements must require adherence to the Code as a condition to the agreement.

We expect our suppliers, vendors, and business partners to learn and support the Code as well.

Without the contribution of all of our associates and partners we cannot achieve our goals. But, if all of us work together to uphold our principles of integrity, we can achieve amazing things.

Responsibilities of Everyone

In addition to the specific requirements identified in the Code, you must follow these basic obligations:

- Conduct all Company business honestly and with the highest integrity.
- Comply with all laws and government regulations applicable to your position with the Company.
- Learn and follow the Company policies and procedures applicable to your position with the Company.
- Seek advice from your manager or others when you have questions about the law, the Code, or other Company policies.
- Remind others of their responsibilities when they appear to be in danger of violating the law, the Code, or other Company policies.
- Promptly report all violations of the law, the Code, and Company policies, and truthfully cooperate in investigations of violations.
- Do not retaliate against anyone for reporting or cooperating in investigations.
- Do not destroy, alter, falsify, or conceal evidence of violations of the law, the Code, or other Company policies.
- Avoid illegal, unethical, and other situations that might reflect unfavorably upon you or the Company including filing untimely or inaccurate personal tax returns, and failing to pay required taxes.
- Conduct yourself in a professional manner whenever you are identifiable as an associate or representative of the Company, including in any electronic or social media communications.

Special Responsibilities of all Managers and Leaders

In addition to the obligations of each associate, managers and others in leadership roles must comply with the following obligations:

- Ensure that all direct reports receive a copy of the Code, understand the Code, and sign an annual Acknowledgement and Certificate of Compliance.
- Ensure that direct reports understand the legal requirements and Company policies applicable to their positions with the Company.
- Lead by example, using your own conduct as a model for associates.
- Foster compliance with the Code by reinforcing that business results are never more important than compliance and by encouraging associates to ask questions, suggest improvements, and report violations.
- Promptly identify and address compliance issues.
- Immediately report any potential violations of federal securities laws (including those related to the trading of H&R Block stock) to the Corporate Secretary.
- Report any potential violation of the law, the Code, or other Company policy which is reported to you to your immediate manager, the Ethics Team at ethics@hrblock.com, or a member of management in a position to address the matter if you are not in a position to resolve the issue directly.

Administration of the Ethics Program

Our commitment to ethics starts at the top with the Board of Directors. The Audit Committee of the Board of Directors has ultimate responsibility for our ethics program. The program is led by the Company's Chief Ethics Officer, whose primary responsibility is to administer the program and to investigate any complaints or potential concerns.

Employment Status

Compliance with this Code is a condition of your employment with the Company. The Code is not, however, an employment contract between you and the Company. The Code is not intended to confer any special rights or privileges upon specific individuals, to provide greater or lesser rights under applicable law, or to entitle any person to remain employed by the Company for any specific period or under any specific terms or conditions. Unless you have an individual written employment contract stating otherwise, your employment with the Company is at-will and can be terminated at any time by either you or the Company. The Company retains the right to revise the Code at any time at its discretion, without advance notice.

COMPLIANCE AND ENFORCEMENT

Acknowledgement and Certificate of Compliance

In order to uphold the Code, we must know what it is and understand it. Accordingly, everyone subject to the Code must read the Code and sign an Acknowledgement and Certificate of Compliance (“Acknowledgement”) at initial hire, annually, and at any other time as requested by the Company. Each time you are asked to sign an Acknowledgement, you will be given an opportunity to identify situations that do not comply with the Code (called “exceptions”). You must report all possible exceptions that are known to you. If you become aware of an exception after you sign an Acknowledgement, you must immediately inform your manager and the Ethics Team at ethics@hrblock.com.

Each exception will be reviewed on an individual basis, and a determination will be made whether to waive the specific Code provision(s) based upon the individual facts and circumstances. Waivers for executive officers and members of the Board of Directors may be made only by the Board of Directors.

Failure to sign an Acknowledgement or to promptly disclose an exception is a violation of the Code.

Failure to read the Code or to sign an Acknowledgement will not relieve you of your obligations under the Code.

Asking Questions and Reporting Violations

We encourage you to speak up if you have questions or concerns about the Code or other Company policies. You should seek advice from your manager or others identified in the Code before acting if you are unsure about the right course of action.

It is imperative that you report promptly all violations of the law, the Code, or other Company policies. Early reporting may help us avoid or at least mitigate serious harm to you, your co-workers, clients, and shareholders. Some violations can result in awards of civil damages or assessments of criminal fines against the Company or individual associates, including in some instances prison sentences for individual associates. Early reporting is crucial in helping us to avoid such situations.

Never attempt to dissuade others from reporting violations of the law, the Code, or other Company policies either internally or to appropriate law enforcement or governmental agencies. Similarly, if you are asked not to report a violation, either internally or to appropriate law enforcement or governmental agencies, immediately report the request to the Ethics Team at ethics@hrblock.com and the Legal Department of your organization. Alternatively, you may report the request anonymously through the anonymous reporting channels described later in this Code.

What is a Violation?

A violation means any attempted, suspected, or actual violation of the law, the Code, or other Company policy. A violation also includes any request for you or others to engage in conduct that would constitute a violation. All references to “violations” throughout this Code are subject to this definition.

Channels for Reporting Violations

To ensure prompt and complete reporting of any violations, we provide a number of channels for you to ask questions and report violations. Your manager will usually be in the best position to address your concerns. Thus, throughout the Code, it is often suggested that you report violations to your manager. The Company recognizes, however, that this may not always be practical and, at times, may make you uncomfortable. As an alternative, you may contact any of the following sources at any time to report a violation, ask questions, or raise concerns, and you may do so anonymously through the anonymous reporting channels described later in this Code:

- Your next level manager.
- The H&R Block People Center at 1-877-2CALL-HR (1-877-222-5547).
 - Associates in Canada can contact the H&R Block People Center at 1-888-597-0007.
- The RSM McGladrey Ethics Hotline at 1-800-432-5681 (intended for RSM McGladrey associates).
- The Ethics Team at ethics@hrblock.com.
- A member of the Legal Department of your organization.
- A member of the Human Resources Department of your organization.
- The Corporate Secretary at 816-854-4288 or corporatesecretary@hrblock.com (for matters involving the Company's books and records as well as for issues regarding potential violations of federal securities laws, including those related to the trading of H&R Block stock).
- Individuals specified in particular policies.

If you raise an ethics concern that is not addressed to your satisfaction, please raise the concern again with a different person or through a different channel until the matter is appropriately addressed.

You May Report Violations Anonymously

You may report violations orally or in writing and, in most cases, you will not be required to identify yourself. There may be certain limited circumstances, however, where it will be necessary for you to identify yourself for the Company to properly resolve your concern or for the Company to apprise you of the status of an investigation (if deemed appropriate). You may call the People Center, the RSM McGladrey Ethics Hotline, or the Corporate Secretary to report a violation anonymously (upon your request). Please note that internal e-mail is not anonymous.

Non-Retaliation

We are committed to the ethical principles underlying the Code, and associates and partners of the Company should feel confident and secure when reporting violations. No associate, manager, member of the Board of Directors, or other person subject to the Code will be permitted to retaliate or take adverse action against anyone for reporting a violation of the law, the Code, or other Company policies, or for cooperating in the investigation of a violation. This statement applies whether the violation is reported internally or to law enforcement or other governmental agencies. Such retaliation and adverse action will, itself, be deemed a violation of the Code. This section does not prohibit the Company from taking disciplinary action against anyone who knowingly makes false allegations. Knowingly making false allegations is a violation of the Code.

Investigation

We will investigate all reported violations of the Code as promptly as reasonably possible. Depending upon the nature of the alleged violation, the investigation and any corrective action may be handled by the relevant manager or by a member of another department within the Company, such as Legal, Human Resources, Risk, or Internal Audit (also referred to as "Audit Services").

In most circumstances, Internal Audit will investigate violations pertaining to accounting matters. If Internal Audit is the subject of investigation, the Corporate Secretary will investigate. Such investigations will occur under the direction and oversight of the Audit Committee. The Corporate Secretary will maintain a log of all reported accounting violations, along with the investigative status and resolution, and will report to the Audit Committee during regularly scheduled meetings. Allegations of fraud, intentional misrepresentation, malfeasance, or significant loss exposure will be reported to the Audit Committee.

We value our team members' privacy and, while we cannot guarantee complete confidentiality, we will investigate all reported violations as confidentially as permitted by the circumstances. Likewise, confidentiality is important to the Company during an investigation. If you report a violation or are involved in an investigation, you must not discuss the violation with anyone other than those authorized to investigate the violation and those with a business need to know.

Discipline

Any associate, regardless of his or her position in the Company, who violates the letter or the spirit of the Code, the law, or other Company policies, is subject to discipline up to and including termination of employment. Certain violations may also result in criminal penalties and civil judgments against the associate.

Each associate is responsible for his or her own decisions, and should never take any action that is in violation of the Code, even if directed to do so by a manager or because such action may provide a financial benefit to the Company. All associates who violate the Code, whether acting on their own behalf or at the direction of a manager, will be subject to discipline

Contact by Law Enforcement or Other Outside Parties

If you are contacted by law enforcement, a governmental agency such as the IRS, SEC, or FBI, or the media about actual or suspected improper or illegal activity of any kind by you or anyone connected with the Company, including clients, you must immediately report the contact to your manager (unless that would not be appropriate under the circumstances) and the Legal Department of your organization. It is our policy to cooperate with such investigations, but you must first notify the Legal Department of your organization.

OUR CLIENTS

The nature of our business requires clients to entrust us with access to their personal and financial information. We are committed to maintaining that element of trust by exercising the utmost integrity in all aspects of our relationships with clients and in the handling of all client information.

Client Information

Protecting confidential client information from unauthorized use and disclosure is fundamental to our business, our reputation, and client satisfaction. Everyone with access to client information is responsible for protecting it. Protecting client privacy is not only the right thing to do, it is required by law. Misuse of client information can result in civil and criminal penalties against both you and the Company.

Importantly, Section 7216 of the Internal Revenue Code limits the ability of a “tax return preparer” to use and disclose tax return information without client consent for purposes other than the preparation of a tax return, subject to certain exceptions including “auxiliary services” provided in connection with tax preparation. It is important that each of us takes our responsibility under Section 7216 seriously. A violation of Section 7216 could result in criminal and civil penalties against the Company as well as individual associates.

Key Requirements

- Diligently follow all policies and procedures relating to the protection of client information.
- Only use client information for authorized business purposes.
- Only discuss client information when there is a business need to do so, and never in public settings or other settings where inadvertent disclosure could occur.
- Do not disclose information about clients, including the identity of clients, outside of your organization without the written consent of the client or the approval of the Legal Department of your organization.
- Forward all subpoenas, court orders, search warrants, and other legal demands for client records to the Legal Department of your organization.
- If you disclose client information in violation of this subsection or other Company policies, or learn that someone else has, whether intentionally or inadvertently, immediately report the disclosure to your manager or through one of the reporting channels described in the Code, and through the Incident Management Hotline (866-886-HHRB), so the Company can take steps to protect the information.

Client Misconduct

Our clients are our greatest asset and we are passionate about helping them. Occasionally, however, we encounter clients who attempt to use our services for unlawful purposes, such as filing a false tax return. Never assist a client in any unlawful activity. If you encounter this, you must report it to your manager or through one of the reporting channels described in the Code, and through the Incident Management Hotline (866-886-HHRB).

Key Requirements

- Do not prepare any tax return or other document that you believe to be false.
- If you learn of or suspect a client of using our services for an unlawful purpose, report the behavior or suspicions to your manager or the Legal Department of your organization immediately.

Gifts and Gratuities

While exchanging gifts with clients can strengthen business relationships, it can also lead to compromised judgment or the appearance of compromised judgment. Therefore, it is impermissible to solicit gifts or gratuities from clients or to accept anything of value that is intended to or appears to influence your business judgment, or that could jeopardize the Company's reputation or image. Likewise, it is impermissible for any associate to accept cash or cash equivalent gifts or tips from clients.

Key Requirements

- Do not solicit or accept gifts, gratuities, or anything else of value from clients that is either intended to, or which could appear to, improperly influence your business judgment.
- Read and comply with the Improper Payments, Gifts and Gratuities policy stated later in this Code.

Client Solicitation

Our clients come to us for tax preparation and the other services provided by the Company. They should not be solicited for other business opportunities, charitable contributions, or political causes. Soliciting clients for such purposes is a violation of the Code and may also be a violation of federal and state laws restricting the use of client information.

Key Requirements

- Learn and comply with all Company policies and procedures regarding contacts with clients and former clients of the Company.
- While conducting Company business or while on Company premises, do not promote or sell to clients any product or service that is not offered by the Company; do not promote to clients any business other than that of the Company; do not promote to clients any political cause or candidate; and do not seek from clients political, charitable, or other contributions.
- Never use client information obtained through the Company, including client names, addresses, telephone numbers, or income information, to promote any business other than that of the Company, to promote any charitable or political cause, or to seek donations of any kind.
- Read and comply with the Conflicts of Interest section stated later in this Code.

OUR PEOPLE AND ENVIRONMENT

We are committed to achieving an inclusive business culture and to providing a workplace that is free from unlawful discrimination and harassment. We are also committed to following all applicable labor and employment laws, to respecting employee privacy, and to providing a safe and healthy work environment. This commitment goes beyond simply complying with the law; we are committed to an environment in which all associates treat each other with respect and dignity. Managers and others in leadership roles are expected to set a positive example.

Associate Privacy

Protecting the privacy of our associates is an important matter that must be taken seriously. During the course of your employment, you may gain access to personal or confidential information about other Company associates. Such information must be used only for legitimate business purposes and must not be disclosed to anyone except under the conditions specified in the Company's policies and procedures. The unauthorized disclosure of certain associate information—such as medical information—to either internal or external parties may violate the law and subject you or the Company to civil or criminal penalties.

While we respect the privacy of our associates, we retain the right to monitor and inspect Company property, including internet activity, e-mail, instant messaging, and any other communications made, received, accessed, or stored through the use of Company property, including personal e-mail accounts accessed through the Company's computer systems. We also reserve the right to inspect personal property that is on Company premises. Refusal to allow such an inspection will be deemed a violation of the Code. The Company has the right, without notice, to access all tax returns prepared or stored on the Company's computer systems, including associate tax returns prepared through H&R Block's Tax Professional Software ("TPS") or other Company software and those that are password-protected.

Key Requirements

- Comply with all Company policies and procedures regarding maintenance and disclosure of associate information.
- Do not provide references – either positive or negative – to persons outside of the Company for current or former associates. Refer all requests for references to the Human Resources department of your organization.
- Forward all subpoenas, court orders, search warrants, and other legal demands for associate records to the legal department of your organization.

Environment, Health, and Safety

Protecting the health and safety of our associates is one of our highest priorities. Our commitment to providing a safe and healthy working environment includes a commitment to protecting the environment of the communities in which we do business by striving to minimize any adverse impact of our operations. We comply with all applicable health and safety laws, and work to develop the best feasible operations, policies, procedures, and technologies conducive to a safe and healthy work environment. These include prohibiting the use and possession of weapons and illegal drugs on our premises, and restricting the use of alcohol on our premises. We all must work diligently to maintain safe and healthy working conditions.

Key Requirements

- Familiarize yourself with the environmental and health and safety laws, policies, and procedures applicable to your job.
- Read and comply with the Company's drug and alcohol policies, and its policies regarding weapons and aggression in the workplace.
- Promptly report all workplace hazards and accidents to your manager.
- Promptly report all violations of safety procedures to your manager.

Equal Employment Opportunity

The Company strives to create a work environment that is free from unlawful harassment and discrimination for all associates. Discrimination and harassment based upon legally protected characteristics, including race, color, religion, national origin, sex, pregnancy, sexual orientation, marital status, age, disability, and veteran status is illegal and strictly prohibited. Harassment includes, among other things, offensive statements and jokes, physical conduct, and displaying offensive materials. The Company's Anti-Discrimination and Anti-Harassment policy, available on myBlock, provides a more detailed description of harassment

Key Requirements

- Read and comply with all Company policies regarding equal opportunity and diversity, discrimination and harassment, and accommodation of individuals with disabilities.
- Treat everyone you encounter during your workday with respect and dignity.
- Make all employment decisions, including those about recruiting, hiring, training, compensation, evaluation, promotion, discipline, and termination, based on business merit without regard to characteristics protected by law.
- Do your part to create a work environment that is free from harassment, including harassment directed at a person because of characteristics protected by law.
- Promptly report all violations of this policy to your manager, a member of the Human Resources Department of your organization, the People Center, the RSM McGladrey Ethics Hotline, or the Ethics Team at ethics@hrblock.com. Cooperate fully in all investigations relating to an alleged violation.
- Do not retaliate against anyone for reporting or cooperating in the investigation of an alleged violation of this policy.

Relations with Supervisors, Co-workers, and Subordinates

While we appreciate and want to foster a collegial work environment, we also recognize that personal relationships between associates can negatively impact our work environment. Thus, we do not permit direct reporting relationships between family members and do not permit any associate to be employed in a position that may impact the terms and conditions of the employment of a family member. Managers must not engage in sexual or romantic relationships with their subordinates.

Key Requirements

- Learn and comply with all Company policies regarding employment of relatives and fraternization.
- Use good judgment to avoid real and perceived conflicts of interest as well as inappropriate affection or animosity in the workplace.

CONFLICTS OF INTEREST

Your activities on the job or in your free time must not conflict with your obligations to the Company. While we respect your right to engage in legitimate financial, business, and other opportunities outside of your position with the Company, you must avoid even any appearance of a conflict which could negatively impact you or the Company. You should always consider how your activities might appear, and avoid any perception of a conflict of interest.

Definitions

The following definitions apply for purposes of this conflicts of interest policy.

Immediate family means spouse, parents, siblings, and children, including in-laws and step-relationships, and the equivalent relationships for domestic partners.

Member of your household means persons living in your household and persons, whether living in your household or not, to whom you provide substantial financial support.

Material financial interest means a partnership interest, ownership of stock, options to buy stock, or other ownership interest or debt securities in a company, but generally does not include investments of less than one percent (1%) of a publicly held company's stock unless it is one of your material assets. Investments in mutual funds and other investment portfolios where investment decisions are made by a fund manager typically will not be deemed a material financial interest. An interest is material if it is material to the business in which the investment is made or if it is one of your material assets.

Provide services means to provide services either as an employee, owner, consultant, member of a board of directors, or committee, or in any other capacity whether paid or unpaid.

Employment, Consulting, and Volunteering

Any outside employment, consulting, or volunteer activities in which you engage must not conflict with your Company responsibilities. Your outside activities must not adversely impact the quality or timely performance of your duties for the Company, and must not compete with the Company or its interests.

Key Requirements

- If you are employed as a field seasonal associate in the tax business (whether as a tax professional, premium tax professional, office leader, client service professional, or other position, and regardless of whether you are also employed in a non-seasonal position), all tax returns you prepare must be processed through H&R Block's Tax Professional Software ("TPS") or other Company software in accordance with the Company's policies, procedures, and fee schedules. This includes tax returns prepared pursuant to the Friends and Family Policy or Program. You may not prepare or assist in the preparation of any other tax return, either for a fee or free of charge, except as follows:
 - Your own personal tax return; and
 - Tax returns prepared through the Volunteer Income Tax Assistance (VITA) program or other approved voluntary programs provided that: (i) you obtain advance written authorization from your manager, (ii) you do not solicit clients for the volunteer program, (iii) you are not compensated by the volunteer program or the taxpayer, (iv) the program does not charge any fee to the taxpayer and (v) the volunteer work is performed outside of your scheduled hours, offsite, and without the use of Company property.

Managers and Office Leaders may not approve any other exception to this policy.

- If you are employed in any role other than a field seasonal associate in the tax business, you may not prepare or assist in the preparation of any tax return, either for a fee or free of charge, except as follows:
 - Your own personal tax return;
 - Tax returns prepared through TPS or other Company software for Company clients;
 - Tax returns prepared through the VITA program or another approved voluntary program, subject to the criteria stated above; and
 - Tax returns prepared free of charge for friends and family members up to a limit of five returns.

You must seek an exception from the Ethics Team at ethics@hrblock.com to prepare any other tax return.

This subsection does not apply to RSM McGladrey associates. RSM McGladrey associates must follow RSM McGladrey policies with respect to these matters.

- Unless you have the written authorization of the Chief Ethics Officer, you may not provide services to any enterprise or organization:
 - that competes with the Company;
 - that provides services to competitors of the Company, if those services constitute more than one percent (1%) of the annual revenues of the organization;
 - that does business with the Company, or that seeks to do business with the Company, if such business constitutes more than one percent (1%) of the annual revenues of that enterprise or organization; or
 - that is a customer of the Company (other than individual income tax preparation clients).

You must seek authorization annually, regardless of whether prior authorization was given.

This subsection does not apply to RSM McGladrey associates. RSM McGladrey associates must follow RSM McGladrey policies with respect to these matters.

- You must promptly disclose to the Ethics Team at ethics@hrblock.com if any member of your immediate family or household is a competitor of the Company or provides services to any enterprise or organization identified in the preceding section of this policy. The Company will determine whether such activity constitutes a conflict of interest on an individual basis.

You must seek authorization annually, regardless of whether prior authorization was given.

Investments and Other Financial Opportunities

You must promptly disclose to the Ethics Team any situation in which your personal, financial, or business interests appear to be in conflict with the Company. The Company will decide on a case by case basis whether a conflict of interest exists and any remedy.

RSM McGladrey associates must also follow RSM McGladrey policies relating to conflicts of interest and auditor independence.

Key Requirements

- You must disclose in writing to the Ethics Team, immediately and annually thereafter, if you or any member of your immediate family or household:
 - has any material financial interest in any client of the Company, any competitor of the Company or any enterprise or organization that does business with or seeks to do business with the Company (for seasonal tax associates, competitors are limited to competitors of the tax business);
 - has a personal or business relationship with any competitor of the Company or any enterprise or organization that does business with or seeks to do business with the Company (excluding individual tax preparation clients);
 - acquire an interest in an investment in which the Company has or is planning to acquire an interest; or
 - receive an offer for preferential allocations of stock or to participate in Initial Public Offerings from any company, enterprise or organization with which the Company does business or could be expected to do business.

- In addition to their corporate and fiduciary duties, officers and members of the Board of Directors cannot knowingly have any material financial interest in any entity with which the Company has a material relationship or has entered into a material transaction if such interest could be expected to give rise to a conflict. Such interests must be reported promptly to the Chairman of the Board and the General Counsel of H&R Block.

- If you are in a position to influence purchasing or procurement decisions or to retain outside firms, you must promptly disclose to the Ethics Team any relationship of any kind that you, your immediate family, or members of your household have with the Company's suppliers and/or individuals or entities that are seeking to become our suppliers. This includes reporting whether you or any member of your immediate family or household works for, is compensated by, or provides services to such individuals or entities.

- You, your immediate family, and members of your household may not receive loans from nor have loans guaranteed by the Company, other than loans made in the ordinary course of business on an arms-length basis.

- Do not take for yourself business opportunities discovered in the course of your employment with the Company.

- Do not use the Company's property, information, or position for personal gain.

Political Contributions and Activities

We respect and encourage your participation in the political process, but it must occur on your own time and without the use of Company resources. We also respect your right to your own political viewpoint, but when expressing that view, you must avoid the appearance that you are speaking or acting for the Company. If you run for or are appointed to public office, you must notify the Ethics Team immediately so that the Company can evaluate potential conflicts of interest.

The Company sponsors BLOCKPAC, a political participation fund, which pools contributions from directors, franchises, executives, and administrative personnel and contributes them to candidates for Congress. Participation in BLOCKPAC is voluntary; eligible participants must not be given favor for participating or penalized for electing not to participate.

Key Requirements

- Notify the Ethics Team at ethics@hrblock.com if you decide to run for a political office or to accept a political appointment.
- Do not make statements on matters of public policy or politics in the name of the Company unless specifically authorized by the Chief Executive Officer of H&R Block, Inc. or doing so is within the scope of your specific job duties with the Company.
- Do not make or authorize any payment, gift, or contribution with Company funds to any candidate for public office, campaign fund, political party, or organization except as authorized by the Chief Executive Officer of H&R Block, Inc.
- Do not use Company resources in your own political campaigns or when participating in the campaign of another.
- Certain subsidiaries have their own policies on these matters. You must read and comply with all applicable policies.

OUR ASSETS

The value of our Company is dependent upon the value of our assets. We are all responsible for protecting these assets, which include both tangible assets such as our buildings, furniture, equipment, and materials as well as intangible assets such as our trade secrets and other proprietary information. Theft, misuse, and intentional or negligent damage of Company assets will not be tolerated. Misuse includes using Company assets such as computers, copy machines, mail resources, and long distance services for personal reasons unless authorized by your manager or Company policy. Never use Company assets to promote any business, product, or service that is not offered by the Company or that competes with the Company.

Books and Records

The creation and maintenance of fair and accurate business records is an integral part of our business. We are committed to the highest standard of accuracy and completeness in our business records. We are obligated not only by law, but by our commitment to integrity to make and keep books, records, and accounts that accurately and fairly reflect our business transactions, and to prepare financial reports and financial statements that are full, fair, accurate, timely, and understandable. We rely upon accurate business records to make responsible business decisions. Each associate is responsible for preparing and maintaining accurate business records.

Key Requirements

- Never falsify any Company record or report.
- Never alter any Company report or record without authorization and never make any alteration that you believe to be inaccurate or fraudulent.
- Record all transactions appropriately to facilitate full accountability for all assets and activities of the Company and supply the data needed in connection with the preparation of financial statements.
- If you are involved in the preparation of Company financial statements, you must apply generally accepted accounting principles and other applicable accounting standards and rules so that the statements accurately and fairly reflect the financial condition of the Company.
- Do not attempt to improperly influence any auditor during a review of the Company's financial statements. Follow Company procedures when retaining auditors.
- If you are involved in approving payments by the Company, do not approve any payment if any part of it is to be used for a purpose other than described by the supporting documents.
- Comply with Company policies for reimbursement of travel and other expenses.
- Comply with Company policies for recording time worked.
- Comply with all Company policies and procedures regarding the retention of documents including e-mail and electronic documents. Preserve all documents that relate to any imminent or ongoing investigations, audits, or litigation. If you have any questions about whether a document may be destroyed, you must seek advice from the Legal Department of your organization before destroying it.
- If you have any reason to believe that the Company's books and records are being maintained in an inappropriate manner or that the Company is otherwise misrepresenting its financial condition (whether intentionally, negligently or due to a deficiency in or noncompliance with internal accounting controls), you must report it. We encourage you to report your concern directly to the Corporate Secretary, but you may use any other method of reporting identified in the Compliance Section of this Code as well, including the Ethics Team at ethics@hrblock.com, the People Center at 1-877-2CALL-HR (1-877-222-5547) or 1-888-597-0007 in Canada, and the RSM McGladrey Ethics Hotline at 1-800-432-5681 for RSM McGladrey associates. You may contact the Corporate Secretary directly at 816-854-4288 or by e-mail to corporatesecretary@hrblock.com, and you may choose not to identify yourself. Please note that internal e-mail to the Corporate Secretary or the Ethics Team is not anonymous.

Federal Securities Laws

The Company's policy is not only to comply with the federal securities laws, but to avoid even the appearance of noncompliance. We are prohibited by law and our own commitment to integrity from attempting to manipulate the market, trading or price of any securities of H&R Block.

Key Requirements

- Adhere to all Company policies governing the maintenance of accurate and complete business books and records as described in the Code.
- Do not take any action intended to manipulate the market for H&R Block stock in violation of federal securities laws.
- If you have any reason to believe that the Company or anyone acting on the Company's behalf is violating federal securities laws (whether intentionally, negligently or due to a deficiency in or non compliance with internal accounting controls), you must report it immediately. We encourage you to report your concern directly to the Corporate Secretary, but you may use any other method of reporting identified in the Compliance Section of this Code as well, including the Ethics Team at ethics@hrblock.com, the People Center at 1-877-2CALL-HR (1-877-222-5547) or 1-888-597-0007 in Canada, and the RSM McGladrey Ethics Hotline at 1-800-432-5681 for RSM McGladrey associates. You may contact the Corporate Secretary directly at 816-854-4288 or by e-mail to corporatesecretary@hrblock.com, and you may choose not to identify yourself. Please note that internal e-mail to the Corporate Secretary or the Ethics Team is not anonymous.

Computers, Electronic Devices, and Social Media

All computers, telephones, and other electronic or wireless devices provided by the Company are the property of the Company as are all communications received or generated on such devices. While we are not obligated to monitor use of these devices, we reserve the right to do so, including that we may monitor, intercept, and disclose all internet usage, instant messaging, incoming and outgoing e-mail, voicemail, and personal e-mail accounts accessed through the Company's devices. The Company recognizes the value of online communications and social media, and is committed to helping ensure online communications are conducted in a transparent, ethical and accurate manner. All associates should display professional judgment, responsibility, and consideration for others.

Key Requirements

- Learn and strictly adhere to the Company's Information Security Policy, Corporate Communications Systems Usage Policy, Safeguarding Information Policy, Online Communications Policy, and all other policies regarding information security, e-mail and internet usage, or other use of electronic and social media.

Confidential Information and Trade Secrets

Some of our most important assets are our trade secrets and other proprietary and confidential information. Trade secrets can include, among other things, client lists, technical developments, operational data, and marketing strategies. You must use the utmost care to protect these assets both during and after your employment with the Company.

Key Requirements

- Regardless of whether information is specifically identified to you as confidential, unless it has been disclosed by the Company publicly, you should consider it confidential and take steps to avoid its disclosure.
- Do not discuss the Company's confidential information in public settings or other settings where inadvertent disclosure may occur.

- Strictly adhere to the Company's Information Security Policy, Corporate Communications Systems Usage Policy, Safeguarding Information Policy, Online Communications Policy, and all other policies regarding information security and the use of electronic media.
- Never disclose any confidential information or trade secrets of the Company without first consulting the Legal Department of your organization.
- If you disclose confidential information or trade secrets or learn that someone else has, whether intentionally or inadvertently, immediately report the disclosure to the Legal Department of your organization so that steps can be taken to minimize the harm to the Company.

Copyrights, Patents, and Trademarks

Our intellectual property including copyrights, patents, and trademarks, including the Company's name and logos, are vital assets. All associates must use the utmost care to protect these assets and ensure their use is consistent with Company policy.

Key Requirements

- The Company's name and logos are valuable assets recognized around the world. Use them consistently and properly.
- Never use the Company's name or logos in a manner that would damage our reputation and goodwill.
- Take steps to protect the Company's name, logo, and its copyrighted, patented, and trade marked assets from being misused by others.
- Understand that works which you author, create, discover or develop during your employment are the property of the Company and must be used consistent with the Code and all other Company policies.
- Follow all Company policies relating to the protection of copyrights, patents, trademarks, and other confidential information of the Company and report all violations to your manager and the Legal Department of your organization.
- Do not voice opinions or make statements on behalf of the Company unless authorized to do so.

Inside Information

If you possess material inside information about H&R Block or any other publicly traded company, federal securities law prohibits you from trading or recommending the stock or other securities of such company until the information is disclosed to the public. H&R Block's policy is not only to comply with securities laws, but to avoid even the appearance of noncompliance. Accordingly, you are required to wait one full trading day after public disclosure of any such material inside information before trading on such stock or securities and are not permitted to make any recommendations regarding trading in the Company's securities. You must not trade if there is any question about whether such trade is legal.

Material inside information means any non-public information that a reasonable investor is likely to consider important in making an investment decision. It includes, for example, information that could affect a company's stock price such as actual and projected financial results including quarterly and annual earnings or losses; a proposed merger, acquisition or other business combination; selling or closing down of subsidiaries, divisions, or business units; major new products and services; entering into or a loss of strategic relationships; impending bankruptcy or financial liquidity problems; new equity or debt offerings or other changes in capitalization including stock splits; litigation exposure due to actual or threatened lawsuits; and significant changes in senior management. Material inside information may be information about the Company or information about its suppliers and business partners.

Key Requirements

- Review the Company's Insider Trading Policy and the Company's Corporate Investor Relations Communication Policy, which include further restrictions and guidance beyond what is stated in this policy.
- Do not buy or sell, or recommend that others buy or sell, the stock of H&R Block or any company with which we do business while you possess material inside information about H&R Block or the other company.
- Do not disclose material inside information to anyone outside of the Company unless specifically authorized by senior management of the Company.
- Except as required by your job duties, never make recommendations or express opinions about trading in the Company's securities. If you receive any inquiries from the investment community, including stockholders or other investors, brokers, investment advisers, investment companies, or analysts, refer the inquiry to Investor Relations.
- Disclose material inside information to other Company associates only when necessary for business purposes and when you have no reason to believe the information will be misused.
- Consult the Company's Corporate Secretary and Securities Compliance Officer at corporatesecretary@hrblock.com or your own legal counsel if you have questions about the legality of any stock transaction or any recommendation involving H&R Block or any company with which we do business.

FAIR BUSINESS PRACTICES

The Company is subject to antitrust laws and fair competition laws of the United States and other countries in which we do business. Such laws are intended to encourage competition and to protect consumers from anti-competitive activity. We are dedicated to complying with all laws relating to competition and to dealing fairly with competitors and suppliers.

Antitrust

Federal law prohibits agreements and communications between competitors that eliminate or discourage competition, and prohibits other practices that unfairly eliminate competition. All business must be conducted in compliance with these laws.

Key Requirements

- Do not propose or enter into any agreement or understanding with any competitor regarding prices, restrictions, refusals to sell, allocation of business, bidding, market share, or boycotts of customers or suppliers.
- Avoid contacts with competitors that could create the appearance of improper agreements or understandings, including all conversations with competitors regarding prices, products, services, and customers.
- Do not set prices below cost in order to eliminate competition.
- Do not make false statements about competitors.

Government Transactions

The United States and other countries in which we do business prohibit bribery of public officials. It is our policy not only to abide by such laws, but to avoid even the appearance of noncompliance. Failure to comply with this policy may expose both you and the Company to substantial civil and criminal penalties.

Key Requirements

- Do not give or offer anything of value to any government official, employee, or agency to influence a decision or to obtain an improper advantage.
- Do not give or offer anything of value to any government official, employee, or agency under circumstances that could reasonably create the appearance of impropriety.
- Do not give a gratuity or other payment to any government official, employee, or agency to expedite routine administrative actions without first consulting the Legal Department of your organization and properly documenting the transaction.

Improper Payments, Gifts, and Gratuities

All of the Company's business affairs and negotiations with external parties must be conducted on an ethical, legal, and arms-length basis without even the appearance of impropriety. Business decisions must be based solely on commercial merit and not personal interest. It is against Company policy to offer or accept any improper payment, gift, or gratuity for the purpose of securing business, services, or preferential treatment. A gift can be anything of value such as money, kickbacks, goods, services, favors, meals, trips, or tickets to sporting or other events.

Key Requirements

- The Company's policies regarding entertainment, gifts, gratuities, and travel set forth specific requirements in addition to the general principles stated below. Moreover, certain subsidiaries have their own policies on these matters. You must read and comply with all applicable policies.

- Except as expressly permitted by the applicable policies regarding entertainment, gifts, gratuities, and travel:
 - Do not give, offer, or receive anything of value outside of the negotiated terms of a Company transaction for the purpose of influencing that transaction or any other transactions involving the Company.
 - Do not solicit gifts or gratuities from clients and do not accept anything of value from clients that is intended to, or that could appear to, influence your business judgment or that could jeopardize the Company's reputation or image. Never accept cash or cash equivalent gifts or tips from clients.
 - Do not solicit or accept from enterprises or organizations with which the Company does business or which are seeking to do business with the Company anything of value that is intended to, or that could appear to, influence your business judgment or that could jeopardize the Company's reputation or image. Never accept cash or cash equivalent gifts from enterprises or organizations with which the Company does business or which are seeking to do business with the Company.
- The Honest Leadership and Open Government Act of 2007 ("HLOGA") requires both you and the Company to disclose payments, gifts, certain activities, or anything else of value that you or the Company provide to Congress members, Congressional staff, and/or Executive Branch members. You must disclose such payments, gifts, and activities when requested by the Company.
- Do not solicit or accept loans from clients or companies with which the Company does business other than loans made in the ordinary course of business on an arms-length basis.
- Comply with federal and state income tax laws in reporting gifts and gratuities.

Intellectual Property of Others

Just as we seek to protect our own intellectual property, we respect the intellectual property rights of our competitors and others. We will not knowingly infringe upon those rights. Intellectual property includes trade secrets, patents, copyrights, and trademarks. Violation of intellectual property rights could result in civil or criminal penalties against the Company as well as individual associates.

Key Requirements

- Do not obtain or possess improperly obtained trade secrets and confidential information belonging to a competitor or others.
- Do not encourage others to reveal trade secrets of a former employer, a competitor, or others.
- If you are offered or obtain a competitor's trade secret, or information that you suspect may be a competitor's trade secret, notify the Legal Department of your organization immediately.
- Comply with the terms of all license agreements and policies that the Company has with respect to computer software and other copyrighted materials, patents, trademarks, and trade names of others.
- Do not copy licensed computer software that is on your work computer.
- Do not copy or distribute copyrighted materials without the necessary permissions. The occasional copying of a single article for distribution to a colleague will, generally, not violate the law or this policy. Mass copying and distribution, however, is not permitted. Consult the Legal Department of your organization if you have questions.

ACKNOWLEDGEMENT AND CERTIFICATE OF COMPLIANCE

I hereby acknowledge that I have received the **H&R Block Code of Business Ethics & Conduct (“the Code”)**, that I have read and understand the Code, and that I am expected to comply fully with the policies stated in the Code as well as all other Company policies. I understand that the term “Company” means all subsidiaries of H&R Block, Inc. and that, if I am employed by a subsidiary of H&R Block, Inc. that has policies in addition to those stated in the Code, I must also comply with those policies. I understand that, for purposes of this Acknowledgement, an “exception” means any situation in which I am not in complete compliance with the Code or any other Company policy.

I acknowledge that (check one of the following):

____ **I am not** currently aware of any exception to any Company policy stated in this Code or elsewhere.

____ **I am** currently aware of an exception to one or more of the Company’s policies stated in this Code or elsewhere. (Check the appropriate policies and describe the exception(s) known to you in the space provided below. If you are signing on paper, attach an additional page if necessary. Even if you have previously disclosed an exception, you must disclose it again on this Acknowledgement).

- | | |
|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| <input type="checkbox"/> Client Information | <input type="checkbox"/> Books and Records |
| <input type="checkbox"/> Client Misconduct | <input type="checkbox"/> Federal Securities Laws |
| <input type="checkbox"/> Client Solicitation | <input type="checkbox"/> Computers, Electronic Devices & Social Media |
| <input type="checkbox"/> Associate Privacy | <input type="checkbox"/> Confidential Information/Trade Secrets |
| <input type="checkbox"/> Environmental Health and Safety | <input type="checkbox"/> Inside Information |
| <input type="checkbox"/> Equal Employment Opportunity/Harassment | <input type="checkbox"/> Antitrust |
| <input type="checkbox"/> Relationships with Supervisors, Co-workers, and Subordinates | <input type="checkbox"/> Government Transactions |
| <input type="checkbox"/> Conflicts of Interest in Employment or Consulting | <input type="checkbox"/> Improper Payments, Gifts & Gratuities |
| <input type="checkbox"/> Intellectual Property of Competitors or Other Third Parties | <input type="checkbox"/> Conflicts of Interest in Investments |
| <input type="checkbox"/> Political Contributions or Activities | <input type="checkbox"/> Other |
| <input type="checkbox"/> Other Conflicts of Interest | |

Description of exception(s): _____

I agree to notify promptly my manager, or other persons identified in the Code, if I become aware of an exception to any Company policy stated in the Code or elsewhere during the course of my employment with the Company.

I understand that failure to observe and comply with this Code could result in disciplinary action up to and including termination of employment as well as civil and criminal prosecution.

I agree that, if I manage others, I will make all of my direct reports, including contingent workers, aware of their responsibilities and obligations under the Code.

I understand that failure to read and/or sign the Code in no way relieves me of the responsibility to comply with the policies, practices, and standards stated in it.

Date

Signature

PeopleSoft Number

Printed Name



H&R BLOCK®