



SUPPLIER CODE OF CONDUCT

Supporting Business Opportunities for
the Global Supplier Community

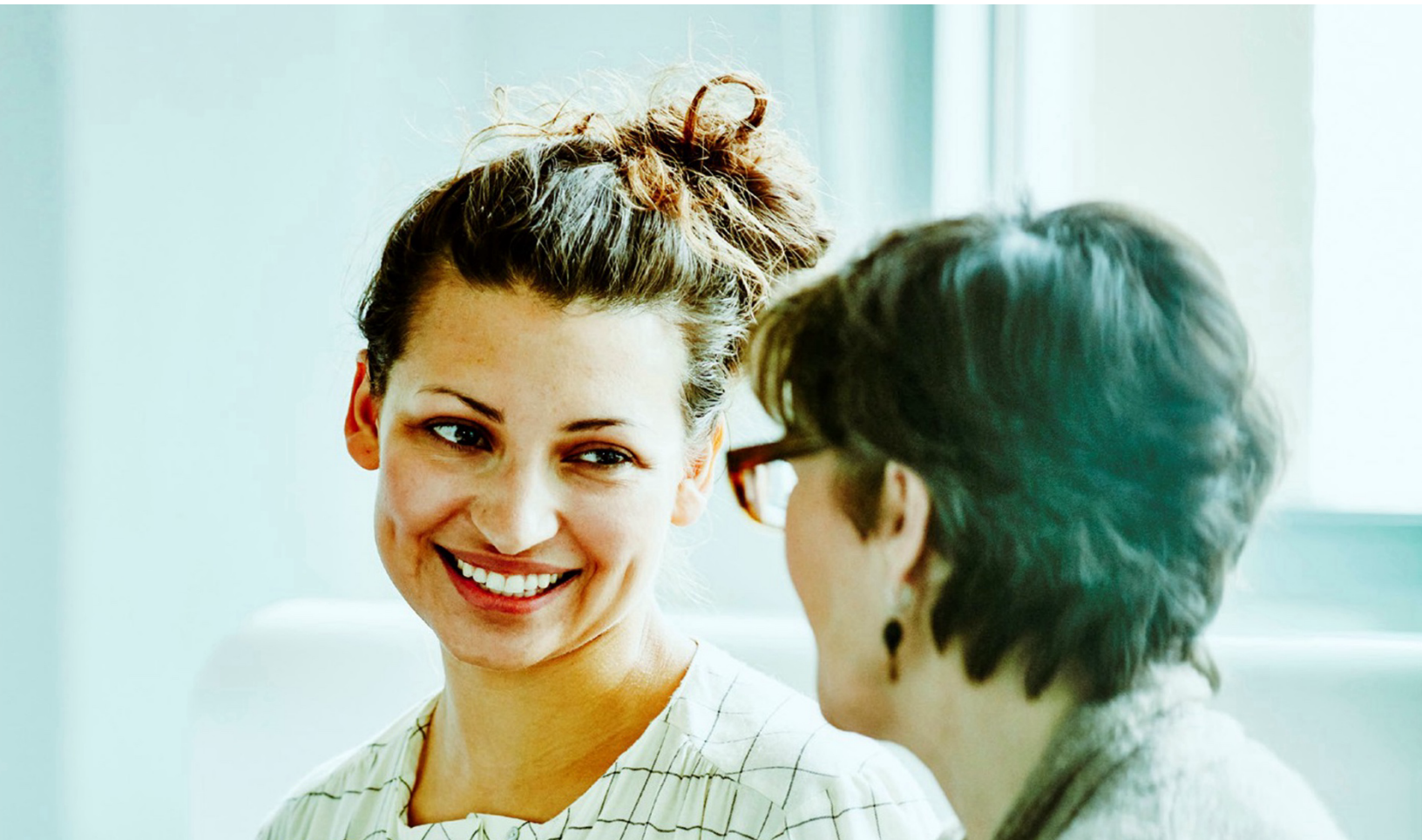
Introduction

BNY is a global investments company dedicated to helping its clients manage and service their financial assets throughout the investment lifecycle. Whether providing financial services for institutions, corporations or individual investors, BNY delivers informed investment and wealth management and investment services in 35 countries.

We drive operational excellence by finding smarter ways to run our business and mitigate risk for our company and the financial system. We place a high premium on trustworthiness and reliability and have long recognized that corporate social responsibility is crucial to how we fulfill our role as a major global financial institution. As part of our commitment to corporate social responsibility, BNY believes in forging strong supplier relationships.

We rely on our suppliers for a variety of products and services to support our company and the successful delivery of our products and services to our clients globally. Developing sound supplier relationships helps us to continue to improve our performance and market position, and to uphold our responsibilities to the market.

BNY's Supplier Code of Conduct (the "Code") describes the basic expectations and requirements for suppliers. As a practicing advocate of health and safety, human rights, environmental sustainability, diversity and inclusion, ethics and other responsible business practices, BNY holds its suppliers to the same standards of excellence.



We expect our suppliers to understand and act in accordance with this Code, including aligning guidelines, policies and practices, and communicating and enforcing the Code provisions throughout their organizations and across their own supply chains.

The requirements set out in this Code should be viewed as supplementary to, and not in lieu of, the requirements of any agreement between a supplier and BNY. However, if there is a conflict between this Code and the terms of any written agreement with a supplier for a particular product or service, the terms of the agreement will prevail with respect to that product or service.

Suppliers are expected to comply with all applicable laws, regulations, and standards in the countries in which their business or ours is conducted. In instances where requirements set forth in the Code are different from local laws, suppliers must respect these requirements within the framework of the applicable local laws. We expect our suppliers to develop policies and procedures, as appropriate, to ensure their compliance with the requirements of this Code. Suppliers must, on request, provide a written attestation agreeing that they have read, understand, and will abide by the terms of this Code, and BNY reserves the right to audit a Supplier's or subcontractor's adherence to this Code from time to time. A violation of the requirements of the Code will lead to a review and may result in the termination of our relationship.

This Code covers the following four areas: Being a BNY Supplier, Working with Integrity, Risk Management and Resiliency, and Contributing to the World Around Us.



Being a BNY Supplier

Welcome suppliers

By providing quality products and services that allow us to remain efficient and innovative, our suppliers play a critical role in helping BNY achieve its business objectives.

We are interested in the value suppliers can bring to BNY. We not only want to know what products and services each supplier offers; we want to be sure our relationship will be a good fit for the supplier's business and ours.

The information in this Code will help define our requirements and expectations.

Working with Integrity

Supplier Ethics

BNY is committed to conducting business in accordance with the highest standards of ethical conduct and all applicable laws, rules and regulations. Our customers and shareholders expect BNY to conduct business activities in a manner that preserves our reputation for integrity, honesty, and accountability.

Likewise, we expect our suppliers to adhere to the highest ethical standards in addition to providing innovative, high quality, cost-effective goods and services.

To avoid the appearance of impropriety, any possible conflict of interest, potentially embarrassing situation, jeopardy to our relationship with a supplier, or jeopardy to the employment of our employees, our suppliers must not, and must ensure that their suppliers do not:

- Solicit, accept, or provide anything of value to or from an employee in return for business, services or confidential information; or
- Give cash gifts or accept cash gifts; or
- Accept or present any gifts or entertainment beyond normal business courtesy without confirming that the recipient has obtained proper approvals

We expect our suppliers to communicate these requirements throughout their organization and to their subcontractors.

Ethics Hotline

BNY places primary importance on complying with all laws, regulations, and company policies pertaining to the identification and reporting of actual or suspected fraud, money laundering, terrorist financing, and other illegal, suspicious or unusual activities.

The Ethics Hotline has been established for employees, suppliers and others to report information regarding conduct that is inconsistent with applicable law, this Supplier Code of Conduct, BNY's Code of Conduct or other policies or that otherwise may place BNY's reputation at risk.

The Ethics Hotline is operated by EthicsPoint, an independent administrator. BNY requires suppliers to report any concerns or suspected violations of any law or regulation related to BNY's businesses, a violation of this Code, or any other company policy. This includes fraud, dishonesty, or unfair or unethical conduct related to our businesses whether it is by a supplier, company employee or third-party supplier.

All contacts made to the Ethics Hotline can be anonymous and will be treated as confidential.

- United States or Canada: 1.866.294.4696
- Outside the United States: Your country's access code + 866.294.4696
- Online: www.ethicspoint.com

Employment Conditions

BNY is committed to providing equal employment opportunities to every employee and applicant by establishing employment practices and terms, conditions, and privileges of employment that do not discriminate on the basis of race, religion or creed, color, sex (including pregnancy/ maternity status, childbirth, breastfeeding, or a related medical condition) or gender (including gender identity, gender expression, gender reassignment and gender stereotyping), national origin, age, familial or marital/ partnership status, ancestry, citizenship, genetic information, sexual orientation, veteran or military status, being a qualified individual with a disability, or any other factor protected by law.

Refer to our complete statement via the attached link: Equal Opportunity/Affirmative Action. BNY expects its suppliers to follow these same commitments as well as all nondiscrimination laws, rules and regulations applicable to the locations in which they do business.

Human Rights

At BNY, we consider human dignity paramount, and we work to preserve human rights throughout our company and our supply chain. Our actions are guided by our Human Rights Statement and our Modern Slavery Act Statement, and we expect our suppliers to be guided by them as well.

BNY's Human Rights Statement

BNY is committed to the protection and preservation of human rights around the world. Examples of such rights are articulated in internationally recognized standards, including the Universal Declaration of Human Rights and the International Labor Organization (ILO) Core Conventions. Our commitment to human rights is embedded in the culture and values that define our company and is reflected in our policies and actions toward our employees, suppliers, clients, and the communities and countries where we do business. We strive to create an environment of respect for all individuals. We do not tolerate corruption, discrimination, harassment, or forced or child labor or slavery in any form. We are committed to an inclusive, safe, and ethical workplace as demonstrated by our Code of Conduct, Equal Employment Opportunity Statements, and our other human resources policies. Our human resources policies require compliance with local laws concerning employment and individuals' rights in every country in which we operate. We work with our communities and our suppliers to encourage cultural, economic, and social development. We believe that, through our actions, we can be a constructive influence for human rights.

Beyond our own workplace and supply chain, we also look for ways to contribute to human rights solutions throughout the world, serving as a positive influence for the protection of human rights.

Modern Slavery Act

Slavery takes various forms, such as involuntary servitude, forced and compulsory labor, and human trafficking, all of which have in common the deprivation of a person's liberty in order to exploit them for personal or commercial gain. BNY does not tolerate any form of slavery and we expect our suppliers to comply fully with all applicable slavery, forced labor, and human trafficking laws, including without limitation, the UK Modern Slavery Act of 2015 and the Australian Modern Slavery Act of 2018.

BNY expects suppliers to promote and respect human rights by working to prevent acts of modern slavery and human trafficking in their supply chains and we expect our suppliers to implement due diligence measures to ensure that no modern slavery or human trafficking exists within their supply chains.

We expect our suppliers to have policies and practices that foster these values and rights. Examples of such rights are articulated in the Internal Labor Organization Convention and Initiative Base Code. At a minimum, suppliers are expected to comply with all applicable laws, rules and regulations and have policies and practices that address the following:

1. Employment

Suppliers must provide workers with wages and benefits that meet or exceed the requirements of local law, including payment of wages on a regular and timely basis. Workers should not be required to work more than the applicable legal limits with overtime being properly compensated. Workers should not be required to lodge “deposits” or identity papers with their employer and should be free to leave after reasonable notice. Workers should be provided with any legally required time off, including sick leave, maternity/ paternity leave, and family leave. Suppliers should put into place measures to ensure that workers are not exploited by third party labor providers such as recruiters and agencies, including by charging workers for recruitment fees and that contracts are in workers’ native language or other language that is understood.

2. Working Conditions: Health, Safety and Security

BNY expects its suppliers to provide their workforce with serviceable, safe, secure, and healthy working conditions, and to comply with all health and safety laws and regulations applicable to their work location.

Suppliers must provide safe and hygienic conditions for their workforce, including ready access to clean toilet facilities and potable water. If accommodations are provided, they should be clean, safe, and meet the workforce’s basic needs.

Some of the principles of maintaining a safe and secure workplace include, but are not limited to: (i) contributing to maintaining a workplace free from aggression (threats, intimidating behavior or any acts of violence must not be tolerated); (ii) prohibiting unlawful use, possession, solicitation, manufacture, dispensation, distribution, selling or transferring of controlled substances (including marijuana, legal highs, or other intoxicating substances) as well as the unauthorized consumption or possession of alcoholic beverages and abuse of prescription drugs on BNY premises, on BNY business or on suppliers’ property. In addition, suppliers must not permit their workers to work if they are abusing prescription drugs or impaired or intoxicated by alcohol or other legal or illegal substances; (iii) prohibiting weapons on their property, including weapons used for sporting purposes or that are otherwise legal to possess; and (iv) being alert to individuals who are on their company premises without proper authorization by observing all physical access rules and reporting incidents of unauthorized entry to the proper authorities. Please refer to our [Safety Statement](#).

3. Child Labor

Suppliers must not employ child labor and should take preventative steps to ensure that they do not employ anyone under the applicable legal minimum age of employment. BNY recognizes and supports the ILO Minimum Age Convention (138), Prohibition of the Worst Forms of Child Labor (182), and UN Convention on the Rights of the Child.

4. Harassment and Non-Discrimination

Harassment and discrimination of any kind must not be tolerated in the workplace. Workers should be treated with respect and dignity at all times. BNY requires our suppliers to provide their workforce with an environment free of harassment and discrimination, which helps promote and strengthen a culture of inclusion. BNY expects our suppliers to comply with all applicable laws, rules, and regulations regarding discrimination in hiring and employment practices.

Harassment can be verbal, physical, or include visual images where the effect creates an offensive atmosphere. It can take many forms and includes jokes, slurs, and offensive remarks, whether verbal, graphic, or in electronic media, including email.

Harassment and discrimination can involve less favorable treatment or remarks relating to a person's race, color, sex or gender, age, pregnancy/maternity status, veteran or military status, familial or marital/partnership status, sexual orientation, gender identity or gender expression or gender reassignment, religion or creed, disability, national origin, or any other legally protected status.

BNY expects suppliers to maintain a harassment-free and discrimination-free environment in all work-related settings and activities, whether on or off the supplier's premises, including when working on assignment at BNY anywhere in the world. This expectation further extends to the supplier's workers actions toward their clients and suppliers.

Zero Tolerance for Retaliation – Our suppliers should have a process through which their workforce can report concerns or misconduct in good faith without fear of retaliation. This reporting mechanism should be transparent and understandable to the supplier's workforce. BNY expects our suppliers to have zero tolerance for acts of retaliation, and as such, subject any employees who engage in retaliation to disciplinary action, which may include dismissal.

Confidentiality

All nonpublic BNY financial and non-financial information such as customer information, business plans, marketing strategies, methods of doing business, pricing information, analytical models or methods, computer software, source code, databases, inventions, employee/worker information and ideas, inventions, and works of authorship are deemed to be confidential and proprietary to BNY and may include trade secrets and other confidential information protected by law. Suppliers with access to such information have a duty to protect such information and must not disclose it to anyone outside of BNY except as required by law, nor to others inside of BNY who do not need the information to perform their business functions. We expect our suppliers to comply with our information security requirements as disclosed to them from time to time.

As applicable, suppliers will be required to execute a non-disclosure agreement when being considered for business with BNY. Nothing in this Code of Conduct prohibits a supplier from lawfully communicating with governmental agencies about possible legal violations without notice to BNY. BNY nonetheless asserts and does not waive its attorney-client privilege over any information appropriately protected by the privilege.

Suppliers must comply with all applicable privacy and data protection laws and regulations with respect to any personally identifiable information they receive, develop or provide to BNY in connection with their relationship with us.

Insider Trading

The securities laws of the United States and many other countries strictly prohibit the trading of securities by persons who possess material non-public information (“MNPI”) about the issuer of such securities, and also prohibit the disclosure of such information to others, commonly called “tipping.” In the course of performing services for BNY, a supplier could potentially have access to MNPI, either about BNY or one of BNY clients. As a matter of compliance with law, it is crucial that any such supplier keep the MNPI strictly confidential, not disclose it to any third party, and not trade upon it. Also, a supplier may gain access to MNPI in its performance of services for another client, in which case the supplier must not disclose that information to BNY.

Fair Competition and Antitrust

BNY is committed to fair dealing and open competition with our clients, suppliers, competitors, and employees. BNY expects suppliers to comply with the various antitrust, “fair competition” and “fair dealing” laws that exist in the U.S. and many other countries. Suppliers must also refuse to participate in any potentially anti-competitive behavior or inappropriate discussions with competitors such as those relating to pricing, bids, or bidding strategies and report any such activity related to BNY to our Ethics Hotline.

Some examples of anti-competitive activities are those that involve entering into formal or informal written or oral agreements with competitors regarding: (i) fixing prices or terms, or any information that impacts prices or terms; (ii) allocating markets, sales territories or clients, including sharing marketing plans or strategic documents; (iii) boycotting or refusing to deal with certain suppliers or clients (unless required by law or governing body, such as the U.S. Office of Foreign Assets Control) and, (iv) making the use of a product or service from another supplier conditional upon their use of BNY’s products or services.

Unfair advantage may not be taken through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practices.

Conflicts Of Interest

Conflicts of Interest may exist when the best interests of the supplier, or the supplier’s clients, are put ahead of those of BNY or its clients.

Conflicts of Interest can be actual, potential, or perceived. It is important that Conflicts of Interest must be properly identified, managed, and in some instances, disclosed. A Conflict of Interest does not necessarily preclude a supplier relationship, but it may require additional controls or disclosures.

We require our suppliers to inform us promptly of any actual, potential, or perceived Conflicts of Interest that exist at the time of contracting, or that arise during the life of an engagement. Examples of how such Conflicts of Interest could arise include, but are not limited to, personal or business relationships between the supplier and BNY employees, or mergers or acquisitions by or of the supplier that creates a Conflict of Interest where one did not exist before. Suppliers may not provide gifts, entertainment, or items of value to BNY's employees that would potentially create a Conflict of Interest and impact the employee's objectivity in decision making.

Any Conflicts of Interest identified by the supplier must be communicated on a timely basis to the BNY Engagement Manager or Ethics Hotline.

Customer Complaints

We require our suppliers to inform us promptly of complaints they receive from BNY's customers regarding BNY or services or products provided on behalf of BNY ("Customer Complaints"). Customer Complaints may include, but are not limited to, errors made by our suppliers, or services not provided in a timely manner. The supplier should provide a report that includes a copy of the Customer Complaint (or summary if the Customer Complaint was verbal), name of the customer, date, and a description of how the Customer Complaint was addressed or will be resolved. Customer Complaints identified by the supplier must be communicated on a timely basis to the BNY Engagement Manager.

Compliance With Law

BNY expects suppliers to adhere fully to all laws and regulations as they affect business transactions with or goods and services provided to BNY, including without limitation, anti-money laundering sanctions and tax laws and regulations. We require complete documentation and disclosure on any transaction processed through our financial systems, and all suppliers must be aware that failure to do so may result in withheld payments as outlined in U.S. Federal Income Tax regulations, as well as any applicable laws and regulations within the jurisdictions where we operate. We expect our suppliers to ensure that their employees are properly trained in the laws, rules and regulations that affect the suppliers' dealings with BNY and will comply with the same.

Financial Integrity

BNY is committed to keeping honest, accurate, complete, and transparent books and records. Business records must be clear, truthful and accurate, and follow generally accepted accounting principles and laws. As such, BNY employees are not permitted to have any secret agreement or side arrangement with anyone, including the company's suppliers.

Anti-Corruption

BNY has zero tolerance for bribery and corruption in any form. BNY suppliers are expected to fully comply with requirements of the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and other applicable anti-corruption laws. Suppliers, as well as intermediaries and subcontractors retained by suppliers, must not take any action on behalf of BNY that could be perceived as an attempt to bribe, accept a bribe, or engage in corrupt activity.

Political Contributions; Lobbying

Suppliers must not make any gifts or contributions to any elected official, candidate for public office, political party or committee in BNY's name or on its behalf. Suppliers may not represent their views on any matter of public interest as being those of BNY and may not lobby or engage in any other political activity on behalf or in the name of BNY unless expressly retained to do so by written agreement.

Section 889 - John S. McCain National Defense Authorization Act

Certain BNY affiliates are government contractors, and as such are required to certify compliance with the NDAA in order to qualify for and maintain federal contracts. As a general matter, Section 889 of the NDAA is a U.S. government supply chain risk management measure that prohibits federal agencies from entering into contracts with entities that directly or indirectly use covered telecommunications equipment or services. Covered Telecommunications Equipment or Services ("CTS") refers to telecommunications equipment or services as defined in Section 889 of the NDAA and any regulations, rules, or orders relating thereto. Supplier understands that additional equipment and services may be added to the definition of CTS and agrees to stay apprised of any such changes, as any additional covered equipment and services shall be included in this definition.

Suppliers will not, under any circumstance, provide BNY with any CTS, or with any equipment, system, or service that uses CTS as a substantial or essential component of any system, or as critical technology as part of any system. In the event a supplier discovers that it has or suspects that it has provided BNY with any CTS, or any equipment, system, or service that uses CTS as a substantial or essential component of any system, or as critical technology as part of any system, the supplier shall notify BNY within twenty-four hours of identification. The supplier shall provide BNY with all the information that BNY requests in relation to such use or provision of CTS. Supplier will further provide any assistance BNY requests in relation to such provision or use, including immediately removing and replacing all such CTS, at no cost to BNY, or providing workarounds, at no cost to BNY, such that CTS will no longer be used or provided to BNY.

Communication About BNY and Use of Name

Suppliers may not use BNY or any BNY affiliates' names or marks in any advertising, promotional material, press releases, client lists or similar materials, or in any form of digital or social networking channel without first obtaining written consent. Suppliers and staff may not post, share, or like anything on social media that could be viewed as a violation of this Code.

Risk Management and Resiliency

BNY is committed to remaining financially strong and resilient as well as protecting our clients and reputation. We deliver operational excellence and uninterrupted service through the application of a prudent control framework.

BNY may incorporate supplier solutions into our processes. Both clients and regulators expect us to manage these arrangements so that services are delivered in a secure and seamless manner. Ineffective or misaligned risk management and resiliency practices by our suppliers can ultimately lead to negative consequences for our clients, our company, or the global financial markets more broadly.

Maintaining a strong brand and reputation is fundamental to our ability to attract and retain clients. As such, we consider reputational impact as part of our overall risk management process.

We seek to maintain appropriate controls related to services provided by our suppliers through a structured due diligence process, with activities completed before a contract is executed, as well as ongoing monitoring, including audits and business continuity testing where appropriate.

Suppliers may be required to participate in BNY's threat-led penetration and information security awareness programs, digital operational resilience training and other similar training.

Operational Risk

BNY manages operational risk in order to prevent or minimize errors and service delivery failures that result in financial losses or reputational damage and in an effort to ensure business is conducted in adherence to regulatory requirements.

In turn, we expect our suppliers to maintain appropriate internal controls to effectively manage operational risk, including controls around the following activities, where applicable:

- Transaction execution and reporting
- Client records
- Valuation, pricing and calculation models
- Engagement and management of third parties (e.g. subcontractors)
- Managing people
- Prevention of fraudulent activities and transactions
- Compliance with applicable laws, rules and regulations
- Protection of physical assets and property
- System development lifecycle controls
- Technology and information security, confidentiality, and integrity

Suppliers are expected to maintain an operational risk management framework commensurate with their risk profile, including the identification of risks, the design and execution of controls, and ongoing monitoring and reporting. As such, BNY may require our suppliers to provide information about their risk management framework. In addition, suppliers are required to escalate timely material operational risks that may impact BNY or our clients.

Resilience And Business Continuity

BNY maintains an Enterprise Resiliency Office with a mission to establish and maintain capabilities to deliver timely and effective incident identification, impact assessment, escalation, communication, and resolution. The oversight of the Enterprise Resiliency Office extends beyond the assets of BNY to include third-party service providers that support our business processes.

BNY expects our suppliers to actively manage and minimize business continuity risk to ensure availability of critical services to BNY during a disaster event of any cause. We require that each supplier maintain a comprehensive business continuity program that addresses the loss of the facilities, technology, human capital, or suppliers necessary to support BNY. Suppliers are expected to share program documentation and business recovery and business continuity plans as requested. Suppliers must periodically test their plans and share test results as requested as a demonstration of their readiness and ability to maintain continuity and meet obligations to BNY in a disruption event.

Suppliers must, upon request, collaborate with us in disaster recovery testing to appraise their resiliency and identify potential issues that would impact continuous service delivery to us or our clients.

Protecting Data and Information

While using suppliers can be beneficial, reliance on a third party presents risks to BNY, particularly where critical and sensitive functions are being outsourced, such as storing, transmitting or transporting our data on paper or electronic media, providing payroll services, or managing client communications.

BNY expects suppliers to assist us in assessing the risk of each service across our Operational Risk Framework and conducting detailed supplier control assessments. Services presenting greater operational risk to BNY are subject to periodic reassessments and/or on-site information risk assessments conducted by an Independent Assessment Firm. Suppliers are required to protect the security, integrity and availability of BNY information and to notify BNY immediately if there has been an information security incident that exposes or has the potential to expose BNY information to unauthorized parties.

Contributing to the World Around Us

Environmental Sustainability

At BNY, we are committed to improving our environmental impact and addressing climate-related risks and opportunities through an approach to sustainability that spans our business, including a focus on the management of global operations and our commercial real estate portfolio. Our [Environmental Sustainability Policy](#) sets forth the scope of our efforts, guiding principles and commitments.

In support of the process of measuring and improving our sustainability, we set targets in a number of environmental dimensions, including energy and greenhouse gas emissions, waste, water, and paper consumption. We expect that our suppliers share similar values and will work with us to help move our organizations, industries, and world forward.

We expect our suppliers to work toward improving their environmental footprint through the following actions. We welcome opportunities to collaborate and work together on areas of mutual impact.

1. We expect our suppliers to comply with all relevant environmental laws in the regions they operate.
2. We expect our suppliers to publish environmental goals on relevant metrics including GHG emissions, and report regularly on those targets.
3. We expect our suppliers to have governance mechanisms in place and to make investments in support of their environmental commitments.
4. We encourage our suppliers to disclose the greenhouse gas emissions related to the products and services they provide to us through CDP Supply Chain or similar means.
5. We encourage our suppliers to assess climate-related risks and opportunities in accordance with relevant guidance, for example, the Task Force on Climate Related Financial Disclosures or a similar framework.

Community Commitment

At BNY, we are committed to improving our environmental impact and addressing climate-related risks and opportunities through an approach to sustainability that spans our business, including a focus on the management of global operations and our commercial real estate portfolio. Our Environmental Sustainability Policy sets forth the scope of our efforts, guiding principles and commitments.

Diverse Business and Small Suppliers

BNY places high importance on building an increasingly diverse supplier pool represented by small businesses and companies owned and operated by women, minorities, veterans, people with disabilities, or LGBTQ+ individuals, collectively recognized as “diverse suppliers.” We see the power and potential in how supplier diversity will help us be nimbler, and to grow and enhance our business. Diverse suppliers bring fresh ideas, challenge the status quo, develop breakthroughs, increase efficiencies, and improve risk management.

We expect our suppliers to value these small and diverse businesses and make them important components of their own supply chain. As such, BNY may require suppliers to report their spend with diverse and small businesses (“Tier II Diverse Spend”) to our Supplier Diversity Program. We also encourage suppliers to staff services to BNY with people of diverse backgrounds. Diversity and inclusion are truly key to ongoing innovation and value creation in our core business, our culture, and our reputation.

