

# JPMorgan Chase & Co. Supplier Code of Conduct

## 1. Summary

JPMorgan Chase & Co. and its subsidiaries (collectively referred to as JPMorgan Chase or the firm) are committed to building and maintaining the best and most respected financial services company in the world. As our business partners, Suppliers likewise have a duty to demonstrate the highest standards of business conduct, integrity and adherence to the law.

The Supplier Code of Conduct (Supplier Code) sets out the basic firm principles and expectations for Suppliers. It is the responsibility of Suppliers to know the requirements of the Supplier Code and operate in accordance with its principles. Suppliers must be aware of the Supplier Code's provisions and stay informed of any changes. The most current version is available online and effective when posted.

The Supplier Code does not constitute an employment contract and nothing contained herein is intended to convey any rights, actions, or remedies to Suppliers, or to create an employment relationship between Supplier or Supplier's employees and the firm.

## 2. Scope

A **Supplier** is any third party, firm or individual that provides a product or service to JPMorgan Chase. The following persons, entities and organizations (collectively referred to as Suppliers) are covered by the Supplier Code and thereby subject to its provisions:

- Suppliers, vendors, consultants, agents, contractors, temporary workers, and third parties working on behalf of the firm; and
- The owners, officers, directors, employees, consultants, affiliates, contractors and subcontractors of these organizations and entities.

## 3. JPMorgan Chase Business Principles

The firm believes certain [Business Principles](#) are fundamental to success. These principles include a commitment to exceptional client service, operational excellence, integrity, fairness, responsibility, and a winning culture. They describe how the firm conducts business and the type of culture we expect our Suppliers to foster.

## 4. Complying with the Law and Raising Concerns

The Supplier Code must be read in conjunction with applicable local law and the contractual arrangements with Suppliers. Suppliers must comply with applicable international and local legal and regulatory requirements in the countries where the Supplier operates. If compliance with any provision of the Supplier Code would result in a legal or regulatory violation, Suppliers must follow the law or rule. Where the Supplier Code and a Supplier agreement conflict, the Supplier agreement prevails.

For more information on the applicable firm policies and procedures referenced herein, Suppliers should contact their JPMorgan Chase **Relationship Manager**.

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## 4.1. Maintaining Policies to Ensure Compliance

Suppliers must conduct their operations in accordance with the Supplier Code. Suppliers must have policies and procedures designed to ensure compliance with all of the Supplier Code obligations identified hereunder, including but not limited to appropriate non-discrimination and non-retaliation policies. Suppliers must also make reasonable efforts to monitor and ensure their supply chain is compliant with the Supplier Code.

## 4.2. Reporting Requirements, Escalating Concerns, and Non-Retaliation

Suppliers must promptly notify the firm, if permitted by law, regarding the receipt of any subpoenas, regulatory requests, media inquiries, or other third party requests concerning JPMorgan Chase.

Suppliers must also promptly report any concerns or suspected violations of any law or regulation related to firm business or a violation of the Supplier Code or any other firm policy, including fraud, dishonesty, unfair or unethical conduct related to financial services, whether it is by Supplier's team, a firm employee, or another third party supplier by contacting their Relationship Manager or using the Code Reporting Hotline (1-855-JPMCODE (1-855-576-2633)). Suppliers can also file a report online at [www.tnwgrc.com/jpmc](http://www.tnwgrc.com/jpmc). Where permitted by law, Suppliers may report anonymously. Nothing in this Section or the Supplier Code is intended to require reporting in violation of applicable local law or regulation.

The firm strictly prohibits intimidation or retaliation against anyone who makes a good faith report about a known or suspected violation of the Supplier Code, supporting policies, any law or regulation.

## 5. Regulatory and Legal Requirements

### 5.1. Handling Information Properly

JPMorgan Chase is part of a highly regulated industry and our customers and employees rely upon us to safeguard their information. Suppliers must understand and comply with the requirements and restrictions related to non-public information. The following provisions regarding the use, access to and processing of information survive the termination of Supplier's provision of services to the firm and Supplier remains liable for any unauthorized use, access, or disclosure of information belonging to the firm.

#### 5.1.1. Confidentiality

Suppliers have a duty to protect **confidential information** and to take precautions before sharing with anyone. Suppliers are expected to comply with all applicable laws and regulations governing the protection, use, and disclosure of firm proprietary, confidential and **personal information**. Suppliers may only use confidential firm information to perform work on behalf of JPMorgan Chase and may not disclose such information unless such disclosure is required by law. Suppliers must safeguard the confidential information of third parties, including anything that Suppliers learn or create while providing services to the firm and its customers and employees.

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## 5.1.2. Privacy

Suppliers must be aware of and follow the applicable local laws and regulations regarding the protection of an individual's personal information, including the firm's customers and employees. Personal information should never be used in a manner inconsistent with the terms of Supplier's agreement with the firm, accessed by Supplier or its employees without appropriate authorization, or disclosed to anyone outside of the firm except as required by a legal or regulatory process and as permitted by Supplier's agreement.

Where a privacy incident occurs or is suspected (i.e. the unauthorized access to or misuse of any personal information of a firm customer or employee, including unauthorized or suspicious intrusion into systems storing such personal information), Suppliers must immediately report such incident to their Relationship Manager.

## 5.1.3. Material Non-Public Information

**Material Non-Public Information** (MNPI), also known as inside information, is information not known by the public but if it were, would likely affect the market price of the securities issued by a company (ours or any other) or be considered important to a reasonable investor in deciding to buy or sell those securities.

Buying or selling securities while in possession of MNPI that is acquired by virtue of Supplier's relationship with the firm is strictly prohibited, as is the communication of that information to others, whether expressly or by making a recommendation for the purchase or sale of securities based upon that information.

MNPI must be safeguarded and should only be shared with those who have a business need for knowing the information. Need-to-know is where such information is necessary to carry out one's job responsibilities and the sharing is in connection with fulfilling those responsibilities to the firm.

## 5.2. Doing Business Properly

JPMorgan Chase works to achieve a competitive advantage through the products and services we offer, not through unethical or illegal business practices or the appearance of such activities.

### 5.2.1. Bribery and Anti-Corruption

The firm does not tolerate bribery or corruption in any form. Suppliers and those acting on their behalf may not directly or indirectly offer, promise, authorize/recommend, give or receive anything of value, if it is intended, or could reasonably appear as intended to influence improper action or to obtain or retain an improper advantage for the firm, the Supplier, or a third party.

- Anything of value may include **gifts** (including cash and cash equivalents), business hospitality (including travel and related expenses, meals, entertainment), training and conferences, contributions to a charitable or political organization on behalf of another, honoraria and speaker fees, visa letters, offers of employment or other work experience whether paid or unpaid, sponsorships, perks, or discounts.

Suppliers and those acting on behalf of Suppliers are prohibited from providing a facilitating or expediting payment, usually a small amount of currency or other item or instrument of value, to any government official for his or her personal benefit to cause the official to

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perform, or to expedite performance of a routine duty or function that the official is required to perform (e.g., a payment to get through customs quickly).

Suppliers are also responsible for knowing and complying with the anti-corruption and bribery laws in the jurisdictions where the Supplier operates. Suppliers must promptly report any violations or suspected violations that relate to the firm through either the Code Reporting Hotline or to their Relationship Manager.

## 5.2.2. Gifts

The provision of **gifts** can be misinterpreted or suggest the appearance of an improper exchange. Gifts given for the benefit of employees, family members, close associates, and business partners are therefore discouraged and only permissible under the following circumstances:

- Meals, refreshments, and entertainment offered during the course of a meeting as long as the purpose is business-related, attendance relates to the employee's work, Supplier is in attendance, the cost is reasonable and customary, and it is an infrequent occasion.
- Advertising and promotional materials of de minimis value.
- Discounts and rebates offered to the general public or negotiated with the firm.

Tickets provided for personal use are strictly prohibited, even where payment is offered. Certain gifts are never permissible including cash, gift cards, lines of credit, instruments of ownership, or anything redeemable for cash.

## 5.2.3. Conflicts of Interest

**Conflicts of interest** affect objectivity and impair proper decision-making. The existence of potential and actual conflicts may also undermine credibility and good judgment.

A conflict of interest may exist when a Supplier is involved in an activity that affects – or could appear to affect – objectivity. Personal or business relationships, outside business activities and personal investments can all pose potential conflicts. In order to identify and manage such conflicts, Suppliers must disclose all actual or potential conflicts of interest with JPMorgan Chase due to either

- Personal or business relationships with firm customers, suppliers, business associates, and employees with whom they work and/or support
- Outside activities related to Supplier's role and responsibilities at JPMorgan Chase

All potential conflicts of interest must be reported to Supplier's Relationship Manager at the firm or escalated to the Supplier manager responsible for reporting to the firm.

## 5.2.4. Political Activities and Lobbying

Suppliers must not make **political contributions** or provide **gifts** to any candidate for public office, elected officials, political parties or committees on behalf of or as a representative of the firm. Suppliers must not represent their political views as those of the firm. Suppliers must not **lobby** on behalf of the firm or use firm resources for political activity without prior written approval.

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## 5.2.5. Antitrust and Competition Laws

Antitrust and competition regulations prohibit anticompetitive or collusive agreements among competitors including price-fixing, bid rigging, allocation agreements, and group boycotts. These regulations also prohibit predatory and exclusionary conduct by firms that have market power or a dominant position that is intended to lessen competition.

Suppliers are required to be aware of and comply with these antitrust and competition regulations when conducting business with or on behalf of the firm. Suppliers must also refuse to participate in any potentially anticompetitive behavior or inappropriate discussions with competitors such as those relating to pricing, bids, or bidding strategies and report any such activity related to the firm to their Relationship Manager or through the Code Reporting Hotline.

## 5.2.6. Taxes

JPMorgan Chase is committed to complying with both the letter and the spirit of applicable tax laws wherever we operate and ensuring accuracy in the tax-related records we produce and the tax information we are required to report. Suppliers must not facilitate any activities by clients or other parties associated with the firm that are intended to breach applicable tax laws, which may include engaging in activities that would assist in evading the payment of taxes that are due and payable or concealing information from tax authorities.

Suppliers should adopt reasonable prevention procedures and be alert to all unusual or suspicious activities that may have as their purpose or apparent purpose hiding income or assets from tax authorities or evading the application of tax reporting requirements. Suppliers must promptly report any violations or suspected violations that relate to the firm through either the Code Reporting Hotline or to their Relationship Manager.

## 5.3. Workplace Environment

JPMorgan Chase believes in a positive, safe and healthy workplace environment which fosters respect and inclusiveness among workforce members.

### 5.3.1. Non-Discrimination, Non-Retaliation and Diversity

The firm encourages an inclusive and supportive working environment free from harassment and intimidation, where all workforce members are valued and empowered to succeed. Suppliers must comply with all applicable laws relating to discrimination in hiring, employment practices, harassment and retaliation, including those that may apply as a result of the firm's contracts with government entities.

The firm actively encourages Suppliers to embrace diversity in their own business practices by documenting a diversity and inclusion approach that includes ways to identify, measure and improve inclusion and embedding accessibility standards that go beyond minimum compliance.

### 5.3.2. Working Conditions, Health and Safety

Suppliers must comply with all applicable safety and health laws and regulations in the jurisdictions where Supplier operates. Suppliers must comply with all labor laws and employ only workers who meet applicable minimum age requirements in the jurisdiction. Suppliers must also comply with all applicable wage and hour labor laws and regulations governing employee compensation, reimbursements, taxes and working hours.

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Suppliers must provide a non-violent, safe work environment, free of threats or intimidation or physical harm that also supports accident prevention and minimizes exposure to health risks.

## 6. JPMorgan Chase Rights

JPMorgan Chase reserves the following rights to properly monitor and address Supplier activity to ensure that the firm is meeting all of its legal and regulatory requirements and obligations.

### 6.1. Firm Monitoring and Right to Audit

The firm reserves the right to monitor, record, review, access and disclose all data and communications created, sent, received, stored or downloaded using firm resources as it deems appropriate, subject to applicable laws and regulations.

The firm also retains the right to audit Supplier compliance with the Supplier Code and other firm policies at any time. This includes technical, legal, regulatory, financial and operational audit of Supplier policies and procedures, including subcontractors if necessary, and in some cases may require an on-site inspection of Supplier's books, records, systems, controls, processes and procedures related to the JPMorgan Chase engagement for adherence to the Supplier Code.

### 6.2. Termination and Indemnification

The firm may take all necessary actions to enforce the Supplier Code, including the termination of Supplier relationship and applicable agreements. Violations of this policy may also constitute violations of law, which may expose the firm to criminal or civil penalties. The firm may require reimbursement for any costs associated with a violation of the Supplier Code.

## 7. Supplier Obligations to JPMorgan Chase

Suppliers must follow the obligations and requirements set forth below. By doing so, Suppliers will help the firm meet its legal and regulatory requirements, protect firm assets, and ensure that all communications are accurate and appropriate.

### 7.1. Communications about or on behalf of JPMorgan Chase

Suppliers must not communicate publicly about firm business unless specifically authorized to do so. Suppliers may not make public announcements on the provision of goods or services to the firm, share information regarding firm assignments, or circulate pictures or descriptions of firm facilities or external work events. Suppliers may not share information regarding firm customers or employees unless it is in connection with the services being provided as set forth in Supplier's agreement.

Suppliers must not post, share or like anything that could be viewed as a violation of the Supplier Code, including items that are malicious, disparaging, bullying, or that could jeopardize the safety of another individual including but not limited to firm employees, clients, or other Suppliers.



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Suppliers should not disclose confidential information or conduct surveys of or post or seek recommendations or referrals by firm employees, customers or service providers unless approved. Exercise caution when discussing any of the firm's brands, products, services, or programs on social media. Suppliers are not encouraged or required to promote JPMorgan Chase.

## **7.2. Protecting IP and other Firm Assets**

Suppliers must properly safeguard and protect **firm assets** from theft, waste, cyber-related attack, or other type of loss. Technology assets, office equipment and supplies, email systems, information assets such as intellectual property, and firm brand and customer relationships are the property of the firm and should be used for firm-related business purposes only. Unless otherwise agreed to by the firm, any invention, discovery, development, concept, idea, process or work related to the firm's business belongs to the firm and is considered work made for hire or **company invention**.

Suppliers must have programs in place that meet or exceed the firm's [Minimum Control Requirements](#) designed to protect firm information. Never forward firm information to an external email address for any non-business purpose or to Supplier or Supplier employees' personal email accounts for any reason.

## **7.3. Accurate Records**

Suppliers are responsible for maintaining accurate and complete books and records and complying with all required controls and procedures for records created as a result of business activities conducted on behalf of the firm. Suppliers must be aware of and comply with the legal and regulatory retention requirements that relate to the services being provided to the firm.

## **7.4. Knowing your Workforce Members**

Suppliers are required to screen their workforce members (employees and contingent workers) who provide services to the firm in accordance with firm requirements before and during the engagement with JPMorgan Chase.

## **8. Environmental and Social Sustainability, Human Rights**

JPMorgan Chase recognizes that our business decisions have the potential to impact surrounding communities and the environment. Balancing environmental and human rights issues with our business is fundamental.

### **8.1. Environmental and Social Sustainability**

The environmental and social commitment at JPMorgan Chase is integral to good business practices. The firm encourages and relies upon Suppliers to join us in that commitment by developing internal programs designed to foster a culture of sustainability. That includes setting environmental and social targets, reducing impacts and reporting on progress.

Suppliers must comply with all applicable environmental laws and regulations in the countries where Supplier operates. Suppliers should conduct operations in a manner that protects the environment by making reasonable efforts to meet industry best practices and standards with respect to the reduction of energy use, greenhouse gas emissions, waste

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and water use. Suppliers must also ensure that potential impacts to community health, safety and security – such as accidents, impacts on natural resources, exposure to pollution or other community issues – that may arise from business operations are appropriately mitigated and managed.

As JPMorgan Chase refines its understanding of how sustainability impacts business, the firm is relying upon Suppliers to promote environmental and social stewardship and highlight opportunities to improve our understanding and management.

## 8.2. Human Rights

JPMorgan Chase is dedicated to upholding and protecting human rights around the world. It is the firm’s responsibility to promote respect for human rights through actions and the firm expects the same of Suppliers. The firm is guided in this effort by the principles set forth in the United Nations Universal Declaration of Human Rights.

The firm expects Suppliers to promote and respect human rights by working to prevent child and/or forced labor and human trafficking in their operations and supply chains, and by instituting practices and operations that are consistent with the framework provided by the Guiding Principles on Business and Human Rights.

## 9. Defined Terms

<b>Company Invention</b>	Any Invention, discovery, development, concept, idea, process, or work, whether or not it can be considered a trade secret, patented, trademarked or copyrighted, that is directly or indirectly related to JPMorgan Chase business which Supplier develops during the period that Supplier works for JPMorgan Chase. This includes any invention unrelated to JPMorgan Chase business that is developed on firm time or with the use of firm equipment, supplies, or facilities.
<b>Confidential Information</b>	Information the firm has or acquires that is kept private and not made available to the public. It includes personal information about firm employees, customers and non-public information about clients and partners and their business. Any information that is not readily available from a public source or is shared between parties in confidence should be treated as confidential.
<b>Conflicts of Interest</b>	Supplier’s personal and/or outside business interests may create potential or actual conflicts with the firm. This includes personal relationships or business opportunities with firm clients and potential clients, employees, and other suppliers.  <b>Personal relationships</b> include family members such as a partner or spouse, children, siblings, parents or grandparents.  <b>Business opportunities</b> include affiliation with (as director, officer, board member, etc.) or ownership in another business.
<b>Firm Assets</b>	Anything owned, created, obtained, or compiled by or on behalf of the firm, including physical property, technology (hardware, software, and information systems), financial assets (such as cash, bank accounts, and credit standing), and information assets (such as customer lists, financial information, intellectual property and other data).
<b>Gift</b>	A gift is anything of value for which a person does not pay retail, usual or customary cost. It is broadly defined and includes but is not limited to cash or cash equivalents, business hospitality (including travel and related expenses, meals, entertainment), training and conferences, honoraria and speakers fees, visa letters, an offer of employment or other work experience whether paid or unpaid, products, services, tickets, use of a residence, raffle prize, preferential rates, perks and discounts, charitable or political contributions made on behalf of another, or the use of firm resources. It may include providing anything of value indirectly through a family member, close associate, or business partner.



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<b>Relationship Manager</b>	Firm contact/s or employee/s responsible for managing Supplier relationship.
<b>Lobby</b>	Communicate with government officials in an attempt to influence official action.
<b>Material Non Public Information (MNPI)</b>	Material non-public information, also known as inside information, is information not known by the public, but if it were, would likely affect the market price of the securities issued by a company (ours or any other) or be considered important to a reasonable investor in deciding to buy or sell those securities.
<b>Personal Information</b>	Information that identifies, is identifiable to, or can be used to identify an individual alone or in combination with other information in the Firm's possession.
<b>Political Contribution</b>	Direct or indirect contributions to candidates, campaigns, political parties or committees. This includes in-kind contributions such as the use of firm resources.
<b>Supplier</b>	Any third party, firm or individual that provides a product or service to the firm, including suppliers, vendors, consultants, agents, contractors, temporary workers, third parties working on behalf of the firm as well as the owners officers, directors, employees, consultants, affiliates, contractors and subcontractors of these organizations and entities.