

JPMorgan Chase & Co. Supplier Code of Conduct

Current Effective Date: October 28, 2016

TABLE OF CONTENTS

- 1. Summary or Rationale 2
- 2. Scope 2
- 3. Changes from Previous Version 2
- 4. Policy Statements..... 2
- 5. JPMC Business Principles 3
- 6. Complying with the Law and Raising Concerns..... 3
 - 6.1. Maintaining Policies to Ensure Compliance 3
 - 6.2. Reporting Requirements, Escalating Concerns, and Non-Retaliation 3
- 7. Regulatory and Legal Requirements 4
 - 7.1. Handling Information Properly..... 4
 - 7.2. Doing Business Properly..... 4
 - 7.3. Workplace Environment..... 6
- 8. JPMC Rights 6
 - 8.1. JPMC Monitoring and Right to Audit..... 7
 - 8.2. Termination and Indemnification 7
- 9. Supplier Obligations to JPMC 7
 - 9.1. Communications about or on behalf of JPMC 7
 - 9.2. Protecting IP and JPMC Assets 7
 - 9.3. Accurate Records..... 8
 - 9.4. Knowing your Workforce Members..... 8
- 10. Environmental and Social Sustainability, Human Rights..... 8
 - 10.1. Environmental and Social Sustainability 8
 - 10.2. Human Rights 8
- 11. Defined Terms..... 9

1. Summary or Rationale

JPMorgan Chase & Co. and its subsidiaries (collectively referred to as JPMC) are committed to building and maintaining the best and most respected financial services company in the world. As 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 JPMC 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 JPMC.

2. Scope

A **Supplier** is any third party, firm or individual that provides a product or service to JPMC. 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 JPMC
- The owners, officers, directors, employees, consultants, affiliates, contractors and subcontractors of these organizations and entities

3. Changes from Previous Version

This Code supersedes and replaces the previous versions of the JPMorgan Chase Supplier Code of Conduct and the JPMorgan Chase & Co. Supplier Anti-Corruption Policy, which have been revised and incorporated into this document.

4. Policy Statements

- *JPMC Ethical Business Principles*: These principles explain how JPMC does business and guide us on the proper approach to dealings with our clients, employees, and business partners. JPMC expects Suppliers to comply with the underlying standards in the business principles.
- *Complying with the Law and Raising Concerns*: Suppliers must know and comply with the Supplier Code, the laws and regulations in the jurisdictions in which they operate, and escalate concerns or suspected misconduct to JPMC.
- *Regulatory and Legal Requirements*: JPMC is subject to specific regulatory and legal requirements with respect to our clients and the way JPMC does business. Suppliers are expected to be aware of all relevant requirements and adhere to them, including but not limited to those that apply to JPMC as a government contractor.

- *JPMC Rights:* In order to meet its business requirements and legal obligations, JPMC reserves the right to monitor and collect information, audit, and where necessary terminate Supplier relationship and seek indemnification.
- *Supplier Obligations to JPMC:* JPMC requires Suppliers to communicate responsibly, maintain accurate records and have procedures and controls in place in order to prevent misconduct.
- *Environmental and Social Sustainability, Human Rights:* Suppliers must make reasonable efforts to meet industry best practices and standards with respect to environmental laws and regulations, properly manage community impacts, and uphold and protect human rights.

5. JPMC Business Principles

JPMC 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 JPMC conducts business and the type of culture we expect our Suppliers to foster.

6. Complying with the Law and Raising Concerns

The Supplier Code must be read in conjunction with local law and the contractual arrangements with Suppliers. Suppliers must comply with applicable international and local legal and regulatory requirements in the countries where 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 JPMC policies and procedures referenced herein, Suppliers should contact their ***JPMC relationship manager***.

6.1. 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.

6.2. Reporting Requirements, Escalating Concerns, and Non-Retaliation

Suppliers must notify JPMC, if allowed by law, regarding the receipt of any subpoenas, regulatory requests, media inquiries, or other third party requests concerning JPMC.

Suppliers must also report any concerns or suspected violations of any law or regulation related to JPMC business or a violation of the Supplier Code or any other JPMC policy, whether it is by Supplier's team, a JPMC employee, or another third party supplier. Contact the JPMC relationship manager or use the JPMC Reporting Hotline (1-855-JPMCODE (1-855-576-2633)). Suppliers can also file a report online at 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.

JPMC 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.

7. Regulatory and Legal Requirements

7.1. Handling Information Properly

JPMC is part of a highly regulated industry and our clients rely upon us to safeguard their information. Suppliers must understand the requirements and restrictions related to non-public information and follow them. The following provisions regarding the use of information survive the termination of Supplier's service and Suppliers remain liable for any unauthorized disclosure.

7.1.1. 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 JPMC proprietary, confidential and personal information. Suppliers may only use confidential JPMC information to perform work on behalf of JPMC and may not disclose unless it is already public through no action of Supplier or 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 customers.

7.1.2. Privacy

Suppliers must be aware of and follow the local laws and regulations regarding the privacy of individuals, including employees and customers. Personal information should never be disclosed to anyone outside of JPMC except as required by legal or regulatory process and as permitted by Supplier agreement.

7.1.3. Information Barriers and Material Non-Public Information

Suppliers may gain access to **material non-public information (MNPI)** (also referred to and known as Inside Information). Buying or selling securities while in possession of MNPI that is acquired by virtue of Supplier's relationship with JPMC 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 on upon that information.

Such information should only be shared on a need-to-know basis and in accordance with applicable JPMC policies and procedures.

7.2. Doing Business Properly

JPMC works to achieve a competitive advantage through the products and services we offer, never through unethical or illegal business practices or the appearance of such activities.

7.2.1. Bribery and Anti-Corruption

JPMC 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 or give anything of value to anyone, if it is intended, or could appear as intended to induce or reward improper action or to obtain or retain an improper advantage for JPMC, 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 facilitation payment, usually a small amount of currency or similar benefit, to any government official in his or her personal capacity to cause the official to perform, or to expedite performance of a routine duty or function that the government 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 Supplier operates.

7.2.2. 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 JPMC.

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.

7.2.3. Conflicts of Interest

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

In order to address such questions, Suppliers must disclose all actual or potential conflicts of interest due to either personal or business relationships with customers, suppliers, business associates, competitors of JPMC, or JPMC employees. If Supplier discovers a potential conflict of interest, it must be reported to the JPMC relationship manager or escalated to the Supplier manager responsible for reporting to JPMC.

7.2.4. 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 JPMC. Do not represent Supplier's political views as those of JPMC. Do not **lobby** on behalf of JPMC or use JPMC resources for political activity without prior written approval.

7.2.5. Antitrust and Competition Laws

Most jurisdictions have antitrust or competition regulations which prohibit anticompetitive agreements or abuse of a dominant position. This may include activities such as price fixing, bid rigging, allocation agreements, the unlawful exchange of competitively sensitive information, and certain types of predatory or exclusionary conduct. Suppliers are required to be aware of and comply with these antitrust and competition regulations in the regions where Supplier conducts business with or on behalf of JPMC.

7.3. Workplace Environment

JPMC believes that employees are one of the most valuable assets a company can have. A safe and healthy workplace environment which fosters respect and inclusiveness ensures their well-being.

7.3.1. Non-Discrimination, Non-Retaliation and Diversity

JPMC encourages an inclusive and supportive working environment free from harassment and intimidation, where all employees 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 JPMC's contracts with government entities.

JPMC 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.

7.3.2. 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.

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.

8. JPMC Rights

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

8.1. JPMC Monitoring and Right to Audit

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

JPMC also retains the right to audit Supplier compliance with the Supplier Code and other JPMC 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 and records related to the JPMC engagement for adherence to the Supplier Code.

8.2. Termination and Indemnification

JPMC 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 JPMC to criminal or civil penalties. JPMC may require reimbursement for any costs associated with a violation of the Supplier Code.

9. Supplier Obligations to JPMC

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

9.1. Communications about or on behalf of JPMC

Suppliers must not communicate publicly about JPMC business unless specifically authorized to do so. Suppliers may not make public announcements on the provision of goods or services to JPMC, share information regarding JPMC assignments, or circulate pictures or descriptions of JPMC facilities or external work events. Exercise caution when discussing any of JPMC's brands, products, services, or programs on social media. Suppliers are not encouraged or required to promote JPMC.

Suppliers should not connect with customers unless already friends or family. Suppliers should not post or seek recommendations or referrals by JPMC employees, customers or service providers unless approved.

9.2. Protecting IP and JPMC Assets

Suppliers must properly safeguard and protect **JPMC 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 JPMC brand and customer relationships are the property of JPMC and should be used for JPMC-related business purposes only.

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

9.3. 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 JPMC. Suppliers must be aware of and comply with the legal and regulatory retention requirements that relate to the services being provided to JPMC.

9.4. Knowing your Workforce Members

Suppliers are required to screen their employees and other **workforce members** that provide services to JPMC in accordance with JPMC requirements before and during the engagement with JPMC. Any arrests, unresolved criminal charges, and other legal and regulatory actions must be immediately reported.

10. Environmental and Social Sustainability, Human Rights

JPMC 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.

10.1. Environmental and Social Sustainability

The environmental and social commitment at JPMC is integral to good business practices. JPMC 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 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 JPMC refines our understanding of how sustainability impacts our business, JPMC is relying upon Suppliers to promote environmental and social stewardship and highlight opportunities to improve our understanding and management.

10.2. Human Rights

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

JPMC expects our 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.

11. Defined Terms

JPMC Assets	Anything owned, created, obtained, or compiled by or on behalf of JPMC, 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).
Confidential Information	Information JPMC has or acquires that is kept private and not made available to the public. It includes personal information about our employees and our customers and non-public information about our 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.
Conflict of Interest	A conflict of interest may exist when a supplier is involved in an activity that affects – or could appear to affect – his/her objectivity. Personal relationships, outside business activities and personal investments can all pose potential conflicts of interest.
Gift	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 JPMC resources. It may include providing anything of value indirectly through a family member, close associate, or business partner.
JPMC Relationship Manager	JPMC contact/s or employee/s responsible for managing Supplier relationship.
Lobbying	Communicating with government officials in an attempt to influence official action.
Material Non Public Information (MNPI) (aka Inside Information)	Information that is 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. MNPI and Inside Information are synonymous and used interchangeably.
Political Contribution	Direct or indirect contributions to candidates, campaigns, political parties or committees. This includes in-kind contributions such as the use of JPMC resources.
Supplier	Any third party, firm or individual that provides a product or service to JPMC, including suppliers, vendors, consultants, agents, contractors, temporary workers, third parties working on behalf of JPMC as well as the owners officers, directors, employees, consultants, affiliates, contractors and subcontractors of these organizations and entities.
Workforce Member	All employees and contingent workers.