

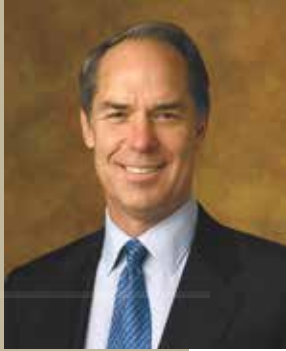
# BNY Mellon Supplier Code of Conduct

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Supporting Business Opportunities  
for the Supplier Community



BNY MELLON



## Introduction

Trust is everything in our business. Our clients and other market participants expect us to conduct business with the highest ethical standards. We hold our suppliers to the same high standards of excellence and integrity.

A handwritten signature in black ink that reads "Gerald L. Hassell". The signature is written in a cursive, flowing style.

Gerald L. Hassell

Chairman and Chief Executive Officer

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BNY Mellon has a particularly important role to play, given our position in the financial services industry. Our business units' transactions touch nearly a quarter of the world's moving assets every day. We see ourselves as central to the industry and, by acting responsibly we can positively impact it and society at large. To us, [corporate social responsibility](#) means that we are Invested in our People, Invested in Market Integrity, and Invested in the World.

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

We rely on our suppliers for a multitude of products and services to support our company in the excellent delivery of service to our clients all around the world. Developing sound supplier relationships helps us to continue to improve our performance and market position, and to uphold our responsibilities to the market.

BNY Mellon's Supplier Code of Conduct (the "Code") describes the requirements for our third-party suppliers ("Suppliers") in relation to our company's social responsibility commitments. As a practicing advocate of health & safety, labor & human rights, ethics and other responsible business practices, BNY Mellon holds its Suppliers to the same standards of excellence.

Suppliers are required to uphold these responsible business practices throughout the supply chain by encouraging the same of their next level suppliers. Suppliers are expected to comply with the content of this Code, along with all applicable laws, regulations and standards in the countries in which they conduct business. Suppliers may be asked to provide a written attestation agreeing that they have read, understand and will abide by the terms of this Code.

If this Code is incorporated by reference into any Supplier agreement, then that agreement will be self-supporting as evidence of attestation. BNY Mellon reserves the right to audit Supplier's or sub-contractor's premises upon request. This Code covers the following four areas: Being a BNY Mellon Partner, Working with Integrity, Expectations for Working with Your Employees, and Contributing to the World around Us.

## Being a BNY Mellon Partner

### WELCOME SUPPLIERS

Suppliers play a critical role in helping BNY Mellon achieve its business objectives as a leading financial institution by supplying the quality products and services that allow us to remain efficient and innovative.

We are interested in the value you can bring to BNY Mellon. We not only want to know what products and services you offer, we want to be sure our relationship will be a good fit for your business and ours.

The information in this Code will help define our expectation of our Suppliers, including the ways you can communicate your company's value proposition to BNY Mellon. You will also find a definition of our procurement philosophy, including the process we employ to achieve our goals as well as general information about our company.

- [A Supplier's Guide to BNY Mellon](#)
- [Supplier Profile Form](#)
- [Supplier Development Program](#)
- [Contact Information](#)

## Working with Integrity

### SUPPLIER ETHICS

At BNY Mellon, our reputation for integrity, honesty and accountability is essential to achieving our goal of becoming the best performing financial services company. Our customers and shareholders expect BNY Mellon and all of its employees to conduct business activities in accordance with the highest possible standards of ethical conduct.

Likewise, we maintain all supplier relationships on the highest ethical basis and solely on the merit of quality, innovation, performance and cost effectiveness. These relationships are important for the continued success of BNY Mellon and its subsidiaries and affiliates.

Our policy states that employees of BNY Mellon and related subsidiaries and entities may not:

- Solicit or accept anything of value in return for BNY Mellon business, services or confidential information;
- Give cash gifts to or accept cash gifts from a supplier, customer or person to whom they refer business;
- Accept or present any gifts or entertainment beyond normal business courtesy and of nominal value, or
- Accept or present any discounts or rebates that exceed those available to the general public.

To avoid even the appearance of impropriety, any possible conflict of interest, potentially embarrassing situations, jeopardy to our relationship with your company, or jeopardy to the employment of our employees, we ask for your full support of this policy and assurance that it has been communicated to the appropriate officers and employees within your company.

## **ETHICS HOT LINE**

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

The Ethics Hot Line has been established for employees, Suppliers and others to report information regarding conduct that is inconsistent with BNY Mellon's Code of Conduct, or places the Company's reputation at risk. The Ethics Hot Line is operated by EthicsPoint, an independent administrator.

All contacts made to the Ethics Hot Line 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](http://www.ethicspoint.com)

## **HUMAN RIGHTS**

At BNY Mellon, 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 we apply these principles to everyone we do business with inclusive of our employees, suppliers, clients, communities and other stakeholders.

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.

### **BNY MELLON'S HUMAN RIGHTS STATEMENT**

We are committed to the protection and preservation of human rights around the world. 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 in any form. We are committed to an inclusive, safe and ethical workplace as demonstrated within our Code of Conduct, Equal 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.

### **HUMAN RIGHTS IN THE SUPPLY CHAIN**

We recognize that the manner in which our Suppliers address human rights issues and risks in their own operations is also vitally important. We use information obtained in the procurement process to support supplier selection. In 2012, we added a human rights provision to our Master Agreement templates presented to all potential new suppliers.



## **ZERO TOLERANCE FOR RETALIATION**

At BNY Mellon, we have a culture of Doing What's Right by knowing the rules and practices of our organization -- including company policies, procedures, laws and regulations -- and obeying them. Our employees are required to report incidents which conflict with or violate policies, procedures, laws or regulations regardless of the position of the person in violation. Any employee who reports a concern or reports misconduct in good faith and with the reasonable belief that the information is true, is demonstrating a commitment to our values and following BNY Mellon's Code of Conduct. BNY Mellon has zero tolerance for acts of retaliation, and as such, our employees who engage in retaliation will be subject to disciplinary action, which may include dismissal. We expect our Suppliers to provide the same healthy working environment where their employees can report concerns or misconduct in good faith without fear of retaliation.

## **CONFIDENTIALITY**

Certain BNY Mellon financial and non-financial information such as business plans, customer information, marketing strategies, methods of doing business, pricing plans, analytical models or methods, computer software, source code, databases, inventions, and ideas and works of authorship are deemed to be proprietary, confidential and personal information. Suppliers with access to such information about BNY Mellon must not disclose it to anyone outside of BNY Mellon, or to others inside of BNY Mellon who do not need it to perform their business functions. As applicable, Suppliers will be required to execute a Non-disclosure Agreement when being considered for business with BNY Mellon.

## **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 to BNY Mellon, a supplier could potentially have access to MNPI, either on BNY Mellon or one of BNY Mellon's 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. Indeed, a supplier may have access to MNPI in virtue of its performance of services for another client, in which case it would be equally crucial that the supplier not disclose that information to BNY Mellon either. For more information about how BNY Mellon has addressed this issue with respect to itself, its employees and consultants and temporary personnel, please refer to the attached link:

[Securities Firewalls Policy](#)

## **FAIR COMPETITION AND ANTI-TRUST**

BNY Mellon is committed to fair dealing and open competition with our clients, Suppliers, competitors and employees. As does BNY Mellon, we expect our Suppliers to comply with the various "fair competition" and "fair dealing" laws that exist in many countries as well as "anti-trust" laws in the U.S. Some examples of anti-competitive activities are those that involve entering into formal or informal written or oral agreements with competitors regarding: (i) Fixing pricing 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, vendors or clients (unless required by law or governing body, such as the Office of Foreign Assets Control) and, (iv) Making the use of a product or service from a supplier conditional upon their use of BNY Mellon'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-dealing practices.

## **TAX REGULATORY ADHERENCE**

BNY Mellon is committed to full adherence to all tax regulations as they affect business transactions with all company Suppliers. 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 US Federal Income Tax regulations as well any applicable regulations within the jurisdictions where we operate.

## **FINANCIAL INTEGRITY**

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

## **ANTI-CORRUPTION**

BNY Mellon has zero tolerance for bribery and corruption. BNY Mellon 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—and intermediaries retained by Suppliers—must not take any action on behalf of BNY Mellon that could be perceived as an attempt to bribe, accept a bribe, or engage in corrupt activity.

## **USE OF BNY MELLON'S NAME**

Suppliers may not use BNY Mellon's or any of its 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 BNY Mellon's written consent.



# Expectations for Working with Your Employees

## HEALTH, SAFETY AND SECURITY

In line with our responsible business practices, BNY Mellon expects its Supplier base to commit to providing their employees with serviceable, safe, secure and healthy working conditions, and to comply with all health and safety laws and regulations applicable to their work location, as well as when working on assignment at BNY Mellon anywhere in the world.

Suppliers are required to have a disaster/business recovery plan in place.

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) use, possession, solicitation, manufacture, dispensation, distribution, selling or transferring of illegal drugs must not be tolerated on Suppliers' property. In addition, Suppliers must not permit their employees to work if they are using illegal drugs or are impaired by alcohol; (iii) Subject to local laws, suppliers must not permit weapons onto their property, including weapons used for sporting purposes or otherwise legal to possess; and (iv) Suppliers should be 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 statement via the attached link: <http://www.bnymellon.com/about/workplace/safety.pdf>

## EMPLOYMENT CONDITIONS

BNY Mellon, as well as its subsidiaries, affiliates and related companies are committed to providing equal employment opportunities to every employee and applicant by establishing employment practices and terms, conditions and privileges of employment regardless of race, religion or creed, color, sex or gender, national origin, age, familial or marital status, ancestry, citizenship, genetic information, sexual orientation, gender identity, gender stereotyping, veteran or military status, being a qualified individual with a disability, or any other factor protected by federal, state and/or local laws. Refer to our complete statement via the attached link: [Equal Opportunity/Affirmative Action](#) BNY Mellon expects its Suppliers to follow these same factors that are protected by federal, state and/or local laws as applicable to the geographies in which they do business.

## HARASSMENT AND DISCRIMINATION

Harassment and discrimination of any kind should not be tolerated in the workplace. BNY Mellon requires its Suppliers to provide their employees with an environment free of harassment and discrimination. 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 also includes disrespectful behavior or remarks that involve a person's race, color, sex, age, sexual orientation, gender identity, religion, disability, national origin, or any other legally protected status, which may vary in level of protection from country to country.

A harassment-free and discrimination-free environment applies in all work-related settings and activities, whether on or off the Supplier's premises, including when working on assignment at BNY Mellon anywhere in the world, and further extends to the Supplier's employees actions towards their clients and suppliers.

## **DRUG AND ALCOHOL FREE WORKPLACE**

BNY Mellon complies with the requirements of the Drug Free Workplace Act. It is the policy of BNY Mellon to maintain a drug-free workplace and to prohibit the use, possession, solicitation, manufacture, distribution, dispensation, transfer or sale of controlled substances (illegal drugs, including marijuana), or as well as the unauthorized consumption or possession of alcoholic beverages and abuse of prescription drugs on BNY Mellon premises or on BNY Mellon business. No employee is to report to work or conduct BNY Mellon business while impaired or under the influence of controlled substances or alcohol. Refer to our complete statement via the attached link: [Drug and Alcohol Free Workplace](#)

BNY Mellon expects our Suppliers to follow these requirements with their employees.

## **Contributing to the World Around Us**

### **ENVIRONMENTAL SUSTAINABILITY**

At BNY Mellon, we have adopted a disciplined, holistic approach to environmental sustainability founded on teamwork, innovation and excellent resource management. Our strategic management of environmental resources achieves a positive effect on the bottom line, helps manage risk, inspires way to make our clients succeed, and supports our communities around the world. Our Environmental Sustainability Policy applies to BNY Mellon's global operations.

In addition to complying with applicable laws, including environmental laws of the countries in which they operate, Suppliers are expected to acknowledge their environmental impacts and implement appropriate systems to assess and measure the impacts of their operations, products and services. We also encourage Suppliers to address climate change risks and opportunities to their business.

Upon request, Suppliers should be able to provide BNY Mellon with the environmental impacts that arise as a result of their operations as well as the services and products provided on behalf of BNY Mellon. We encourage Suppliers to participate in and share with BNY Mellon the voluntary environmental frameworks and programs to which they subscribe.

### **COMMUNITY COMMITMENT**

At BNY Mellon, the approach to our community commitment is structured upon innovation and long-term thinking. We strive to make a measurable impact through our strategic philanthropy, employee community involvement, human rights advocacy, diverse supplier development and environmental stewardship.

Through our global Community Partnership program, we partner with nonprofits to improve the social and economic conditions where we do business and where our employees live and work. Community Partnership combines charitable grants, sponsorships and the dedicated involvement of our employees to make a positive difference in our communities around the world.

BNY Mellon strongly encourages its Suppliers to support their communities in which they do business.



## SMALL BUSINESSES AND DIVERSE SUPPLIERS

BNY Mellon places high importance on building an increasingly diverse supplier pool represented by small and diverse businesses, including companies owned and operated by women, minorities, Veterans, people with disabilities or LGBT-owned and operated businesses, collectively recognized as Priority Suppliers. We highly encourage our Suppliers to value these small and diverse businesses and make them an important component of their own supply chain.

As such BNY Mellon may require your company to report its second tier spend with small and diverse businesses to our Supplier Development Program Manager.



# BNY MELLON

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