



BNY Mellon Supplier Code of Conduct

**SUPPORTING BUSINESS OPPORTUNITIES
FOR THE SUPPLIER COMMUNITY**



BNY MELLON

Invested



Introduction

“Trust is at the core of what we do and is critical to our business. Our clients and other market participants expect us to conduct business with the highest ethical standards. We hold our Third Party Suppliers (suppliers) to the same high standards of excellence and integrity.”

Joseph Martinez
Chief Procurement Officer
BNY Mellon

BNY Mellon is a powerhouse in the global financial markets touching much of the world’s asset movements every day. Operating in 35 countries, we strive to act responsibly and positively impact the markets we serve and society at large.

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 Mellon 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 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 Mellon’s Supplier Code of Conduct (the “Code”) describes certain basic expectations and requirements for suppliers. As a practicing advocate of health and safety, labor and human rights, environmental sustainability, diversity and inclusion, ethics and other responsible business practices, BNY Mellon 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 organization 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 Mellon. However, if there is a direct conflict between this Code and the terms of any written agreement with a supplier, the terms of the agreement will prevail.

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 standards in this Code. Suppliers may be asked to provide a written attestation agreeing that they have read, understand and will abide by the terms of this Code. A violation of the requirements of the Code will lead to a review and may result in termination of our relationship.

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 a Supplier's or sub-contractor's premises upon request. This Code covers the following four areas: Being a BNY Mellon Supplier, Working with Integrity, Risk Management and Contributing to the World around Us.

Being a BNY Mellon 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 Mellon achieve its business objectives.

We are interested in the value suppliers can bring to BNY Mellon. 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. If your firm is not a current supplier, but you wish to express interest, please apply via our **Supplier Registration Portal**. Be sure to be thorough and communicate your company's unique value proposition to BNY Mellon.

Working with Integrity

SUPPLIER ETHICS

BNY Mellon is committed to conducting our business in accordance with the highest standards of ethical conduct and all applicable laws, rules and regulations. Our customers and shareholders expect BNY Mellon 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 and quality, innovative, and cost-effective services.

To avoid even the appearance of impropriety, any possible conflict of interest, potentially embarrassing situations, 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 in return for business, services or confidential information
- Give cash gifts to or accept cash gifts
- Accept or present any gifts or entertainment beyond normal business courtesy without ensuring that the recipient has obtained proper approvals

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

ETHICS HOT LINE

BNY Mellon 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 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 this Supplier Code of Conduct or places the company's reputation at risk.

The Ethics Hot Line is operated by EthicsPoint, an independent administrator. BNY Mellon requires suppliers to report any concerns or suspected violations of any law or regulation related to BNY Mellon's businesses or 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 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**

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 our **Modern Slavery Act Statement** we expect our suppliers to be guided by it as well.

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

BNY Mellon 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 within 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 STATEMENT

Modern slavery takes various forms, such as slavery, 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 Mellon does not tolerate any form of modern slavery and we expect our suppliers to be committed to acting ethically and with integrity in all their business dealings and relationships. We expect our suppliers to fully comply with all applicable slavery, forced labor and human trafficking laws, including without limitation, the UK Modern Slavery Act 2015.

BNY Mellon 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 that foster these values and rights. Examples of such rights are articulated in the Internal Labor Organization Convention and **Ethical Trading 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 should 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 allowable time off, including sick leave, maternity/paternity leave and family leave. Suppliers should put into place measures to ensure workers are not exploited by third party labor providers such as recruiters and agencies, including caps or the elimination of recruitment fees and ensuring contracts are in workers native language or other language that is understood.

2. Working Conditions: Health, Safety and Security

BNY Mellon 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 should 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 Mellon premises, on BNY Mellon business or on suppliers' property. In addition, suppliers must not permit their workers to work if they are abusing prescription drugs or are impaired by alcohol or are otherwise impaired or intoxicated whether from legal or illegal substances; (iii) prohibiting weapons onto 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 statement via the attached link: [Health & 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 applicable legal minimum age of employment. BNY Mellon 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 Mellon 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 Mellon expects our suppliers to comply with all applicable laws 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 Mellon's policies against discrimination and harassment extend beyond those statuses that are protected by law. This is our approach across all of the jurisdictions in which we operate.

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 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 supplier's workforce. BNY Mellon expects our suppliers to have zero tolerance for acts of retaliation, and as such, subject any employees who engage in retaliation to be subject to disciplinary action, which may include dismissal.

CONFIDENTIALITY

Certain BNY Mellon 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 proprietary and confidential and may include 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 Mellon except as required by law, 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. We expect our suppliers to comply with our information security requirements.

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 Mellon, a supplier could potentially have access to MNPI, either about 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. Also, a supplier may gain access to MNPI in 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.

FAIR COMPETITION AND ANTITRUST

BNY Mellon is committed to fair dealing and open competition with our clients, suppliers, competitors and employees. BNY Mellon 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 pricing, bids, or bidding strategies and report any such activity related to BNY Mellon to our Ethics Hot Line.

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, 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 another 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.

COMPLIANCE WITH LAW, REGULATION AND TAX

BNY Mellon expects supplier to adhere fully to all laws and regulations as they affect business transactions with BNY Mellon, including without limitation, tax laws. 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 regulations within the jurisdictions where we operate.

FINANCIAL INTEGRITY

BNY Mellon is committed to keeping honest, accurate, complete 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 in any form. 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.

COMMUNICATION ABOUT BNY MELLON AND USE OF NAME

Suppliers may not use BNY Mellon's or any BNY Mellon 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.

EMPLOYMENT CONDITIONS

BNY Mellon, 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 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 you do business.

DRUG AND ALCOHOL-FREE WORKPLACE

BNY Mellon expects suppliers to comply with the requirements of the Drug Free Workplace Act and other similar local applicable laws and regulations and to maintain a drug-free workplace. Suppliers must prohibit the illegal use, possession, solicitation, manufacture, distribution, dispensation, transfer or sale of controlled substances (illegal drugs, including marijuana), as well as the unauthorized consumption or possession of alcoholic beverages and abuse of prescription drugs on BNY Mellon premises or while working 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, or are otherwise impaired or intoxicated, whether from legal or illegal substances. Refer to our complete statement via the attached link: [Drug and Alcohol Free Workplace](#).

Risk Management

BNY Mellon is committed to remaining financially strong and resilient as well as protecting our clients and reputation. Based on our business model our level of intrinsic risk is moderate. We deliver operational excellence and uninterrupted service through the application of a prudent control framework and our appetite for residual risk is low.

To the extent that clients require a service we do not offer, we will often incorporate supplier solutions into our processes. Both clients and regulators expect us to manage these outsourcing arrangements so that services are delivered in a seamless manner. Ineffective or misaligned practices from our suppliers can ultimately lead to negative consequences for our clients, our company and 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.

Therefore, we expect suppliers to adopt a similar appetite for risk and prioritize our commitments.

We seek to maintain appropriate controls related to outsourced arrangements 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.

OPERATIONAL RISK

BNY Mellon manages operational risk in order to prevent or minimize errors and service delivery failures that result in financial losses or reputation damage and 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 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 processes and risk, design and execution of controls and ongoing monitoring and reporting. As such, BNY Mellon may require, on request and/or as required by our contract, its suppliers to provide information about their framework. In addition, suppliers are required to escalate timely material operational risks that may impact BNY Mellon or our clients.

BUSINESS CONTINUITY

BNY Mellon maintains an Enterprise Resiliency Office the mission of which is to align, centralize and integrate disciplines and capabilities to deliver timely and effective incident identification, impact assessment, escalation, communication and resolution; provide clients with excellent, resilient service; The resiliency efforts extend beyond the assets of BNY Mellon to the third party service providers that support our business processes.

BNY Mellon expects its suppliers to manage business continuity risk to ensure availability of critical services to BNY Mellon during a disaster event. It is a requirement 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 Mellon. We routinely request collaborative disaster recovery testing with our suppliers to appraise their resiliency and identify potential issues that would impact continuous service delivery to our clients. Suppliers are expected to share these plans as requested.

TECHNOLOGY RISK/PROTECTING DATA AND INFORMATION

While using suppliers can be beneficial, reliance on a third party presents an additional risk to BNY Mellon. This is especially important where critical and sensitive functions are being outsourced, such as storing or transporting our data on paper or electronic media, providing payroll services, or managing client communications.

BNY Mellon assess the risk of each service across our Operational Risk Framework and conducts detailed supplier control assessments commensurate to the level of risk presented. Services presenting greater operational risk to BNY Mellon are subject to periodic reassessments and/or on-site information risk assessments conducted by an Independent Assessment Firm. Suppliers are required to notify BNY Mellon immediately if there has been an information security incident that exposes or has the potential to expose BNY Mellon information to unauthorized parties.

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 promotes a positive effect on the bottom line, helps manage risk, inspires ways to help our clients succeed, encourages sustainability for our employees, and supports our communities around the world. Our **Environmental Sustainability Policy** applies to BNY Mellon's global operations.

We understand that environmental sustainability performance can impact long-term financial performance and longevity of an enterprise. The four key perspectives a supplier should consider in their environmental sustainability efforts are: stakeholders, lifecycle, transparency and integration. We expect our suppliers to make measurable progress in addressing these perspectives in their environmental sustainability journeys by setting and communicating environmental targets such as greenhouse gas emissions, water use, paper use and waste management.

In addition to complying with applicable laws, including environmental laws of the countries in which suppliers operate, suppliers are encouraged to acknowledge their environmental impacts, implement appropriate systems to assess and measure the impacts of their operations, products and services and take appropriate steps to continually reduce negative impacts on the global environment across the lifecycle of their products and services. We also encourage suppliers to address climate change, water and materials management risks and opportunities related to their business by disclosing their management approaches in reporting frameworks or by pursuing and partnering with BNY Mellon on process and product certifications from organizations such as the International Organization for Standardization (ISO) or the Forestry Stewardship Council (FSC).

Upon request, suppliers should be able to provide BNY Mellon with data and reduction initiatives addressing the environmental impacts that arise as a result of their operations as well as the operations of their suppliers and vendors across the lifecycle of their products and services. We expect suppliers to share the results of their own self-assessments and to be responsive to BNY Mellon's vendor assessment process. We welcome collaboration with our suppliers on environmental sustainability and we urge 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.

BNY Mellon strongly encourages its suppliers to support the communities in which they do business.

DIVERSE BUSINESS AND SMALL SUPPLIERS

Our diversity powers our company, fuels progress and prosperity and drives our mission to improve lives through investing. Our goal is to do business with best in class, cost competitive and innovative 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 diverse suppliers.

We see the power and potential in how supplier diversity will help us be more, nimble in addressing global megatrends to grow and enhance our business. Diverse suppliers bring fresh ideas, challenge the status quo, develop breakthroughs, increase efficiencies and improve risk management. We realize unique value through these direct and second-tier relationships.

We expect our suppliers to value these small and diverse businesses and make them important components of their own supply chain. As such, BNY Mellon may require suppliers to report their second-tier (subcontracting) spend with diverse and small businesses to our Supplier Diversity Program Manager. Diversity and inclusion are a driving force in our culture at BNY Mellon.

We encourage suppliers to staff services to BNY Mellon with people of diverse backgrounds. At BNY Mellon, we are invested in the ambition, ingenuity and perspectives of diverse entrepreneurs. It is truly a key to ongoing innovation and value creation in our core business, our culture and our reputation.



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