




NORTHERN
TRUST



GLOBAL THIRD PARTY (SUPPLIER) CODE OF CONDUCT

FEBRUARY 1ST, 2024

THANK YOU FOR BEING ONE OF NORTHERN TRUST'S TRUSTED CORPORATE PARTNERS.

At Northern Trust, our focus is rooted in our core values of service, expertise and integrity. We expect our suppliers to align with our guiding principles outlined in our Supplier Code of Conduct. This document serves as a framework for ethical business practices, fair treatment of employees, environmental stewardship, and adherence to legal regulations. By embracing these principles, we aim to foster mutually beneficial partnerships built on trust, integrity, respect, and accountability. Thank you for your commitment to upholding these standards as we work together to achieve our common goals and build a partnership based on trust and integrity that will benefit us all.



KRISTEN MOLOGOUSIS

Chief Procurement Officer

AUTHORITY

The authority for this Code of Conduct is established by the Chief Procurement Officer of The Northern Trust Corporation conducting business through various U.S. and non-U.S subsidiaries including the Northern Trust Company collectively known as Northern Trust and is based on the following global legislation:

- US: Foreign Corrupt Practices Act 1977
- US: California Supply Chains Transparency Act 2015
- US: Uyghur Forced Labor Prevention Act 2021
- Australia: Modern Slavery Act 2018
- Canada: Fighting Against Forced Labour and Child Labour in Supply Chains Act 2023
- EU: Non-Financial Reporting Directive (NFRD)
- Germany: Supply Chain Due Diligence Act 2023
- Norway: Transparency Act 2022
- UK: United Kingdom Bribery Act 2010
- UK: Modern Slavery Act 2015

This Code of Conduct is subject to review and amendment (at least) annually.

INTRODUCTION

Northern Trust is committed to conducting our business in a responsible and sustainable way, it is fundamental to achieving our purpose of enabling our partners, clients and communities to thrive.

To achieve our objectives, it is crucial that we act ethically and responsibly, and this also includes the manner in which we source goods and services from our suppliers.

The requirements set out in this Code of Conduct shall be viewed as supplementary to, and not in lieu of, the requirements of any contract between a supplier and Northern Trust. However, if there is a direct conflict between this Code of Conduct and the terms of any written agreement with a supplier, the terms of the agreement shall prevail. Further, to the extent that any applicable law or regulation is more restrictive than this Code of Conduct, such law or regulation shall govern.

For questions relating to this Code of Conduct or Northern Trust's Global Procurement Program please contact: Ask_Procurement@ntrs.com.

SCOPE

All Northern Trust suppliers are expected to comply with this Code of Conduct, which is in addition to the requirements set out in your supplier agreement(s) with Northern Trust, to comply with applicable laws, regulatory requirements and applicable Northern Trust policies.

This Code of Conduct also includes suppliers that are providing services to or on behalf of Northern Trust's, suppliers' officers and employees, and third parties sub-contracted by a supplier.

We define a supplier as any third-party organization that provides goods or services to or on behalf of Northern Trust. This definition does not include individual contractors, agents or intermediaries.

WHAT YOU NEED TO DO

You are *expected* to:

- agree to comply with this Code of Conduct (and any future revisions);
- explain the principles of this Code of Conduct with your officers, employees and key sub-contractors and other workers that support Northern Trust or work on our projects;
- ensure fair and honest business with all your stakeholders, including officers, employees, sub- contractors and other third parties;
- notify us if anything changes and you are unable to comply with this Code of Conduct;
- respond to due diligence questionnaires, risk assessments and requests for information as required; and
- speak up if you are concerned about any actions or decisions that contravene the standards set out in this Code of Conduct.

To ensure that Northern Trust meets its regulatory obligations, suppliers that fail to comply within the requested timeframe may have procurement and accounts payable processes suspended until the required actions are completed and a violation of the requirements of the Code of Conduct will lead to a formal review and is subject to the termination of our relationship.

For questions please contact: NT_DueDiligence@ntrs.com.

HOW TO SPEAK UP

Northern Trust is committed to conducting our business with honesty and integrity and we expect everyone working on our behalf to maintain these high standards.

We expect you to have a process through which workers can raise workplace concerns without fear of retaliation. The reporting mechanism should be transparent and understandable to your workers. Additionally, the reporting mechanism should ensure the protection of all parties involved as afforded under applicable laws and regulations.

Alternatively, concerns may be reported via Northern Trust's Business Abuse and Employee Relations Hotline run by NAVEX Global, an independent third-party, by any of the following methods:

By secure website:

<http://www.ntrs.ethicspoint.com>

Toll-free Business Abuse and Employee Relations Hotline numbers:

- North America 1-844-983-0441 or 1-888-372-8798
- Australia 1-800-515-168
- India Landline: 0001 Mobile: 000-117 and when prompted dial 888-372-8798
- Ireland 1-800-558-650
- Philippines PLDT: 1010-5511-00 Globe, Philcom, Digitel, Smart: 105-11 and when prompted dial 844-983-0441
- Singapore 800-110-1876
- United Kingdom 0808-234-5975

WHAT WE EXPECT OF YOU

Our expectations on our suppliers are grouped into five key areas:

- | | |
|------------------------------------|---|
| 1. Ethical Business Conduct | 4. Sustainable Procurement |
| 2. Human Rights and Labor | 5. Diversity, Equity and Inclusion |
| 3. Health and Safety | |

In each case, we describe our minimum expectations using the phrase '*we expect*'.

In some areas, we aspire to meet certain standards, and in these cases, we use the phrase '*we encourage*'. These expectations complement our own policies, some of which you may be asked to comply with depending on the services you provide to us.

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ETHICAL BUSINESS CONDUCT

We expect all our suppliers to conduct their businesses in accordance with the highest standards of ethical behavior.

We expect you:

- to comply with all applicable laws relating to the prevention of anti-corruption, fraud, tax evasion and other related activities.
- to have and maintain a policy or statement that covers adherence to local laws; bribery and corruption; and business integrity (including improper payments, conflicts of interest, fraud, competition, gifts and hospitality, and brand and intellectual property protection).
- to not offer, promise, authorize, recommend, give or receive, directly or indirectly, anything of value to any person or entity if it is intended, or could reasonably appear as intended, to influence improper action, obtain or retain business, or secure an improper advantage for Northern Trust.
- to disclose any actual, potential, or perceived conflicts of interest prior to initiating your relationship with Northern Trust, or as soon as a supplier becomes aware of a conflict.
- to seek to identify and report any personal or professional conflicts of interest and avoid even the appearance of conflicts of interest in your work with Northern Trust.
- to not engage directly or indirectly in trade activities or include in the supply chain, any goods or services sourced from sanctioned persons, countries or organizations; in accordance with all sanctions laws with which we must comply, including local or regional sanctions as mandated by the Government for the relevant jurisdiction.
- to comply with all antitrust, *'fair competition'* and *'fair-dealing'* laws and regulations which prohibit any predatory and exclusionary behavior in the market delivering fair, non-collusive competition among our potential suppliers, contractors and subcontractors.
- to respect intellectual property rights and act in a manner protecting the same.
- to act reasonably and responsibly to secure any and all confidential information you may receive in doing business with Northern Trust including Material Non-Public Information ("MNPI"), also referred to as 'inside information' as the its use is strictly prohibited. All MNPI clients must be maintained in a secure manner and follow all local and federal laws regarding its use.
- to comply with all applicable data protection, privacy and information security laws and regulations and to protect any confidential information through the adoption and maintenance of reasonable data protection processes.
- to honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Business records must be created, retained and disposed of in compliance with record retention policies and all applicable laws and regulations.
- to protect the privacy of personal information of everyone with whom you do business.

Any unauthorized or unlawful processing, disclosure of, or access to, Northern Trust Personal Data and/or any accidental or unlawful destruction of, loss of, alteration to, or corruption of Northern Trust Personal Data must be reported to the Northern Trust Compliance and Risk Teams at Vendor_Breach_Notification_Team@ntrs.com

Any violation of these expectations must be promptly escalated and reported to your Vendor Manager or through the Northern Trust Business Abuse and Employee Relations Hotline.

HUMAN RIGHTS AND LABOR

In accordance with the United Nations Guiding Principles on Business and Human Rights (UNGPs), we expect all our suppliers to respect human rights both your own workforce but also those in your supply chain.

We expect you to:

- respect the human rights of your employees and to comply with all relevant legislation, regulations and directives in the countries and communities in which you operate.
- prohibit forced labour (slavery) and human trafficking in your supply chain and give all employees the right and ability to leave employment with you if they choose.
- prohibit child labour.
- ensure that wages meet legally required minimum standards without unauthorized deductions.
- allow your employees to legally organize and join associations (such as labour unions).
- provide uniformly applied expectation of behavior of all employees, to protect dignity and respect in the workplace.
- provide clear and uniformly applied disciplinary and grievance procedures including prohibiting mental, physical or verbal abuse.
- ensure working hours are in accordance with local regulation and industry practice and voluntary overtime is at a manageable level.
- have in place adequate policies and procedures to identify, prevent, mitigate and account for Modern Slavery and other human rights impacts in your operations and supply chain.
- must promptly notify us if you become aware of any acts of [Modern Slavery](#).

Any breach or violation of these expectations must be promptly escalated and reported to your Vendor Manager or via the Northern Trust Business Abuse and Employee Relations Hotline.



HEALTH AND SAFETY

We expect all our suppliers to operate in a manner which is safe.

We *expect* you to:

- comply with all applicable health and safety laws and aim to create a safe working environment for your employees and anyone affected by your business.
- provide your workers with ready access to clean toilet facilities, potable water, and sanitary food preparation, storage and eating facilities. If you provide workers with residential facilities, those facilities will be clean and safe, with adequate personal space, entry and exit privileges, emergency egresses, heating and ventilation, and hot water for showering.
- provide workers with occupational health and safety training designed to prevent accidents and injury and minimize exposure to health risks.
- have a system in place for injury and illness reporting.

We *encourage* you to:

- identify hazards and document risk assessments for all your work activities/properties and revise these risk assessments at least annually or sooner where work practices change.

Any breach of violation of these expectations must be promptly escalated and reported to your Vendor Manager or through the Northern Trust Business Abuse and Employee Relations Hotline.

SUSTAINABLE PROCUREMENT: ECONOMIC, ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Northern Trust believes in an approach to environmental sustainability that promotes environmental stewardship of the business requirements of our suppliers and the health of the communities in which we live and serve. We conduct materiality assessments that help us understand and prioritize actions on the most significant sustainability topics for our business and stakeholders. The results of such assessments help us establish our key performance indicators, track progress against growth and steer impact expectations in future years.

We *expect* you to:

- manage your own suppliers in a responsible manner
- manage your own suppliers appropriately to mitigate supply chain risks, and to ensure that they are aware of, and compliant with, the requirements of this Code of Conduct.
- comply with all applicable legislation and regulations related to the protection of the environment
- comply with all applicable climate-related laws, including identifying, assessing and managing climate related risks, and continually strive to improve your sustainability performance

- have and maintain a policy and provide due diligence materials upon request, reasonably ensuring that any conflict minerals (including tantalum, tin, tungsten and gold) in products that you manufacture and do not benefit armed groups that commit human rights abuses.
- manage energy and emissions use throughout value chain (including financed emissions, energy efficiency, reducing consumption, deploying renewable energy onsite and producing renewable energy
- focus on reduction (as appropriate) of environmental impacts by managing activities that generate waste, hazardous materials across your operations and business functions

Any breach of violation of these expectations must be promptly escalated and reported to your Vendor Manager or through the Northern Trust Business Abuse and Employee Relations Hotline.

DIVERSITY, EQUITY AND INCLUSION (DEI)

Northern Trust is committed to advancing an inclusive culture in which all individuals are valued, respected, supported and can fully participate in and contribute to our success. Our focus on DEI is rooted in our core values of service, expertise and integrity.

We expect our suppliers to embrace and encourage inclusion in all their business practices.

We expect you to:

- treat all employees fairly and not discriminate against any group in your employment practices.
- proactively foster an inclusive working environment and the development of a diverse workforce at all levels of the organization, including diversity of gender, age, disability, sexual orientation, ethnicity and nationality.

We encourage you to:

- have a documented Diversity, Equity and Inclusion Policy.
- have governance and accountability in place to oversee the implementation of your Diversity, Equity and Inclusion Policy
- provide inclusion and diversity training within your organization.

Any breach of violation of these expectations must be promptly escalated and reported to your Vendor Manager or through the Northern Trust Business Abuse and Employee Relations Hotline.



ANTI-BRIBERY AND ANTI-CORRUPTION

Northern Trust does not tolerate bribery or corruption in any form. Suppliers must fully comply with requirements of the U.S. Foreign Corrupt Practices Act, the United Kingdom Bribery Act, and other applicable anti-corruption laws. Suppliers and those acting on their behalf may not offer, promise, authorize, recommend, give or receive, directly or indirectly, anything of value to any person or entity if it is intended, or could reasonably appear as intended, to influence improper action, obtain or retain business, or secure an improper advantage for Northern Trust.

INSIDER TRADING

While doing business with Northern Trust, suppliers may gain access to material non-public information (MNPI), also referred to as “inside information” regarding Northern Trust activities, or the activities of its affiliates. This information may not be used to enrich oneself or others through the buying or selling of securities. The use of MNPI for such purposes is strictly prohibited. Suppliers must act reasonably and responsibly to secure any and all confidential information they may receive in doing business with Northern Trust. All Northern Trust MNPI, and any additional MNPI the supplier gains in its performance of services for other clients must be maintained in a secure manner and follow all local and federal laws regarding the use of MNPI.

ANTITRUST AND COMPETITION

Northern Trust believes in open competition and fair dealing with all our internal and external stakeholders. Northern Trust’s suppliers must comply with all antitrust, “fair competition” and “fair dealing” laws and regulations which prohibit any predatory and exclusionary behavior in the market. Examples of prohibited anti-competitive activities include but are not limited to; price fixing, bid rigging, market allocation agreements, group boycotts of certain vendors, clients or suppliers (unless required by regulatory body), quid pro quo.

Suppliers must be aware of and in compliance with all relevant laws and regulations when conducting business with or on behalf of Northern Trust. ***Any observed violation of these standards in business dealings with Northern Trust must be escalated and reported to the corresponding Vendor Manager or through the Northern Trust Ethics Hotline [EthicsPoint - The Northern Trust Company](#).***



CONFLICTS OF INTEREST

We expect our suppliers to disclose any actual, potential, or perceived conflicts of interest prior to initiating their relationship with Northern Trust, or as soon as a supplier becomes aware of a conflict. We expect fair, non-collusive competition among our potential suppliers, contractors and subcontractors. A conflict of interest does not necessarily preclude a supplier relationship, but it may require additional controls, disclosures, or due diligence. Examples of how such Conflicts of Interest could arise include, but are not limited to, personal or business relationships between the supplier and Northern Trust employees.

RETALIATION POLICY

Northern Trust expects that suppliers have a process through which workers may raise workplace concerns without fear of retaliation. The reporting mechanism should be transparent and understandable to the supplier's workers. Additionally, your reporting mechanism should ensure the protection of all parties as afforded under applicable laws and regulations.

DATA PROTECTION

Suppliers are expected to protect any confidential information through the adoption and maintenance of reasonable data protection processes. The methods of data protection used by suppliers should be equipped to protect any confidential, personal, or proprietary information. Data protection is required for Northern Trust information that the supplier has direct access to, receives, or processes on behalf of Northern Trust.

Suppliers must comply with all applicable data protection, privacy and information security laws and regulations. Suppliers are required to notify Northern Trust immediately in any instance of an unauthorized data disclosure which could potentially expose Northern Trust information to unapproved parties.

BUSINESS RECORDS

Our suppliers must honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Your business records must be created, retained and disposed of in compliance with all applicable record retention laws and regulations.

THIRD PARTY RISK MANAGEMENT OFFICE

Northern Trust is committed to providing world class quality and operationally resilient services to our clients and stakeholders. Our firmwide Procurement and Third Party Management Program (Program) is designed to work with our business, suppliers, and technology strategies to meet the global requirements of our clients, communities, and regulators. Both Northern Trust clients and our regulators expect us to manage our supplier engagements so that services are delivered in a secure and seamless manner.

To support the safe, secure, and uninterrupted delivery of services, Northern Trust utilizes an extensive control framework for selecting, assessing, and monitoring our suppliers. This control framework includes a structured due-diligence process, with activities completed prior to contract execution, and on a recurring basis thereafter. These assessments are inclusive of cyber security, privacy, information security and business continuity testing where appropriate. Suppliers are expected to maintain their own risk management program, including the identification of risks, the design and execution of controls, and ongoing monitoring and reporting. In addition, suppliers are required to escalate issues and risks that may impact Northern Trust or our clients, in a timely manner.

Northern Trust expects suppliers to provide complete and accurate information to facilitate due diligence and ongoing monitoring efforts.

Northern Trust has partnered with **Coupa** (formerly Hiperos), leveraging their industry leading third-party risk management and source-to-pay product, to support our Program Northern Trust selected this solution for its:

Comprehensive functionality	Ease of supplier and technology integration
Risk and industry expertise	Safety and security of the platform

As part of this Program, suppliers receive direct communications from the Coupa platform to complete due-diligence questionnaires and other information requests.

To ensure that Northern Trust meets its obligations, suppliers who fail to return the questionnaire(s) within the requested timeframe may have procurement and accounts payable processes suspended until the questionnaire is completed.

For questions on our Third Party Management Program and due diligence processes please email:
NT_DueDiligence@ntrs.com.

COMMUNICATION LEVERAGING THE NORTHERN TRUST NAME AND BRAND

Suppliers may not use Northern Trust's or any Northern Trust 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 employees should not post, share, comment or "like" anything on social media that could be viewed as a violation of this Code of Conduct. Written consent should be discussed with your Procurement representative.

ATTESTATION: ACKNOWLEDGEMENT, MONITORING AND COMPLIANCE

Suppliers acknowledge receipt of this Code of Conduct. Lack of adherence to this Code of Conduct will be addressed with suppliers by Procurement during the supplier evaluation and via the supplier management process, if necessary.

All suppliers to Northern Trust shall monitor their activities to ensure their compliance with this Code of Conduct and applicable legal requirements. If a supplier identifies areas of non-compliance, the supplier agrees to notify Northern Trust Global Procurement and outline its plans to remedy any such non-compliance. Without limiting the foregoing, if a supplier becomes aware of any acts of slavery or human trafficking by itself or by any of its subcontractors or suppliers, it shall promptly notify Northern Trust in writing and reasonably cooperate in any subsequent Northern Trust investigations.

Northern Trust Global Procurement may request additional information from suppliers regarding their compliance efforts and/or engage in additional monitoring activities to confirm a supplier's compliance to this Code of Conduct, including on-site inspections of facilities, use of questionnaires, review of publicly available information or other measures necessary to assess the supplier's performance. Any Northern Trust employee that becomes aware of supplier violations of this policy shall notify Northern Trust Global Procurement immediately. Based on the assessment of information made available to the Northern Trust Global Procurement, Northern Trust reserves the right (in addition to all other legal and contractual rights) to disqualify any potential supplier from participation in the bidding process and/or terminate any relationship with any current supplier found to be in violation of this Code of Conduct without liability to Northern Trust.