

Global Risk Management

Third Party Conduct Policy

Policy Sponsor: Chief Risk Officer

Policy Owner: Director, Third Party Risk Management

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Scope and Applicability

This policy applies to Partners, Resellers and Vendors of Finastra, its subsidiaries and affiliates (collectively, “Third Parties”). All Third Parties are required to read, become familiar and comply with these policies.

Protecting Finastra’s reputation and business integrity is vital to the ongoing success of our partnership. Failure to comply with these policies may result in termination of Third Party contractual agreements. It is the responsibility of the Third Party to ensure those who do work on its behalf always comply with these policies.

Requirements

Finastra Third Party Code Of Conduct

Our Third-Party Code of Conduct (“Code”) sets out the expectations of behavior we expect from Finastra’s Third Parties and Third Parties’ employees. The Code is an affirmation of our commitment to ethical conduct and to the observation of all laws and regulations that apply to Finastra and its Third Parties. This Code represents our unified view of the principles we have committed to uphold and supports earning and keeping the trust of others – our partners, customers, suppliers and regulators.

Safe And Fair Treatment

Finastra treats employees and Third Parties equally, regardless of their ethnicity, gender, nationality, sexual orientation, age, disability, and any other protected class. Finastra will not tolerate discrimination against its employees or Third Parties’ people by any employee, contractor or by any Third Party with which Finastra does business.

Finastra respects the workplace laws and regulations of each jurisdiction in which it conducts business. These laws address a range of matters, including equal employment opportunity, occupational health and safety, environmental protection, drug-free workplaces and protection from discrimination and harassment.

Finastra expects its Third Parties to follow these principles as part of the acceptance of the Code towards Finastra’s employees, Third Parties’ employees and customers’ employees.

- Treat everyone with politeness, dignity and respect
- Do not engage in discrimination or harassment of any form; If you witness discrimination or harassment, report it (refer to the end of this document for more information on reporting)
- Do not behave in a way that others might find intimidating, violent or offensive
- Avoid using language others might find offensive
- Create a safe and healthy work environment

Comply With Relevant Laws

Compliance with relevant laws and regulations in the jurisdictions Third Party operates is required by all Third Parties doing business with Finastra.

Commitment To Environmental, Social & Governance Responsibility

Finastra’s ESG policy applies to all employees, contractors, and third party suppliers (“Personnel”) working for, or affiliated with, Finastra ensures that matters of Environmental, Social and Governance (“ESG”) responsibilities are considered and supported through our CSR committee and activities to drive ESG best practices. Finastra encourages its Third Parties to support a culture of Environmental, Social and Environmental Responsibility in their

course of business.

Finastra has a zero-tolerance approach to slavery and is committed to ensuring that slavery and human trafficking are not taking place in any of our global supply chains nor in any part of our own business or relationships. Finastra expects the same high standards from all our contractors, suppliers and other business partners, and, as part of our global procurement processes, we include specific prohibitions against slavery and human trafficking. We expect that our suppliers adopt the same high standards in any of their global supply chains or in any part of their own business. Finastra expects all Third Parties to comply with the requirements as outlined in the UK Modern Slavery Act of 2015.

Fair Methods Of Competition

Finastra adheres to principles of fair dealing in all its undertakings and is committed to free and open competition. We will compete for and win business with honesty, integrity, and in compliance with all relevant competition laws, wherever we do business. These laws vary from country to country and can be complex. Third Parties are responsible for following the same principles, knowing and following the applicable laws.

Avoid Conflicts Of Interest

Conflicts of interest can arise as a result of private, financial or business activities that conflict with Third Parties' responsibilities to Finastra. A conflict of interest may exist where Third Parties' officers, directors, shareholders, or employees ("Key Representatives") have a personal or professional interest or relationship, or are involved in an activity, that is incompatible with or has the appearance of being incompatible with Finastra's best interests.

Third Parties will not engage in any Finastra private, financial or business activities where there is a relationship between their Key Representatives, or those of the proposed Customer, or those of Finastra that may create an appearance of a conflict of interest. If a conflict of interest may exist, it must be reported as outlined at the end of this document.

Respect Others Personal Data And Privacy

Finastra and its Third Parties handle a variety of information concerning Finastra, its clients, suppliers, employees and others. This information must be effectively managed to protect its security and confidentiality. Finastra Third Parties must respect individuals' right to privacy and adhere to applicable laws on the use of personal data.

Third Parties must:

- Ensure all confidential, sensitive and/or personal information/data is accessible only by authorized users, obtained on a need-to-know basis, is securely protected and disposed of when no longer needed.
- Act responsibly when accessing Finastra IT and communications systems and equipment.
- Ensure personal data is only obtained by lawful means and, where required, with the knowledge and consent of the subject.
- Ensure personal data is only used in a way which is permitted by applicable law.

Use of Resources and Property

Finastra's resources and property [including time, materials, equipment, funds, and proprietary information (inclusive of intellectual property)] are to be used to conduct Finastra business and not for personal benefit. Finastra resources and property must be properly handled and cared for, and are not to be sold, loaned, given away or disposed of without proper written authorization from Finastra.

Third Parties must:

- Not intentionally introduce malware, malicious programs or any unauthorized software or code.
- Correctly use trademarks, trade secrets, patented and copyrighted materials and notify Finastra if they become aware of any unauthorized use.
- Follow the level of access control that may be implemented in any Finastra facilities.
- Keep Finastra property safe.
- Comply with all laws and regulations relating to records retention and preservation.
- Act responsibly for all Finastra funds over which Third Parties exercise control. Funds are for business purposes and every expenditure must be supported with accurate and timely records.

Anti-Bribery And Corruption

Compliance with Anti-Bribery and Corruption Laws

Finastra has zero tolerance on bribery and corruption, regardless of who is involved or where in the world it occurs.

Globally, many countries have adopted and enforce laws prohibiting the payment of bribes for the purpose of obtaining or retaining business opportunities. Finastra is committed to ensuring that its Third Parties and those who do work on its behalf do not violate anti-corruption and bribery laws.

In order for activities of Finastra and its Third Parties to comply with the law:

- Finastra Third Parties must conduct business in compliance with the highest professional and ethical standards and in compliance with the relevant laws of the country in which they operate.
- Finastra Third Parties must not give, offer or receive any money, gift or items of value which could affect the outcome of any business decision or act as a reward for favorable act or exercise of influence.
- Finastra funds must not be used for any unlawful, improper or unethical purpose.
- Finastra Third Parties must not pay, give or receive any money, gift or items of value in return for unlawful, improper or unethical conduct.
- All payments made and received in the course of business with or on behalf of Finastra must be properly documented and be auditable.

Gifts And Entertainment

Offering Gifts and Entertainment

A clear separation must exist between gifts and entertainment and the decision-making process resulting in the procurement of Finastra's products or services. Business decisions must not be influenced (or seen to be influenced) by the giving or receiving of gifts or entertainment.

Receiving Gifts and Entertainment

As a Third Party of Finastra, you must avoid putting yourself and Finastra in a position where gifts and entertainment affects business judgment or could be perceived to affect the outcome of a business transaction.

When Gifts Are Appropriate

A gift is anything of value (including food, beverages, and tickets to a cultural or sporting event) that you either give or receive.

To be appropriate, a gift whether given or received must comply with applicable laws and:

- The gift must be unsolicited.
- The gift must not be a gift of cash or usable as cash (e.g., gift card/voucher); Cash or cash equivalent gifts are prohibited.
- The gift must not be of a value of more than customary and reasonable market value.
- The gift must not be able to be construed as being offered or received as a bribe or a payoff and must not be given or received with the intent of influencing any business decision.

If there is doubt regarding the appropriateness of a gift, please consult with your Finastra main contact.

Gifts Prohibited During Tender or Negotiations

You are prohibited from giving or receiving if the gift is to/from a customer or supplier with whom Finastra or the Third Party is involved in an ongoing, open Request for Proposal ("RFP") process and/or currently in contract negotiations or is about to commence such contract negotiations and where you are directly participating in, conducting or supervising such negotiations (either individually or part of a team).

When Entertainment is Appropriate

Entertainment must be reasonable and appropriate and must comply with applicable laws.

Entertainment includes meals and cultural or sporting events that you attend with a customer or business provider.

To be reasonable and appropriate entertainment:

- The host must be present;
- The entertainment must be offered or accepted in the normal course of business;
- The purpose of the entertainment must be to hold a bona fide business discussion or to develop better business relations and not to create any form of obligation or be given in order to influence the outcome of a contract or a material transaction involving Finastra;
- The entertainment must be openly offered and not solicited;
- The value of the entertainment or hospitality must be reasonable;
- The hospitality should not be offered on a frequent basis; and
- It must be conducted at a venue and in a manner which does not violate Finastra's Code of Conduct or Finastra's reputation.

If there is doubt regarding the appropriateness of entertainment, please consult with your Finastra main contact.

Gifts and Entertainment – Public Officials

Public and Government officials are considered high risk in relation to bribery and corruption. Therefore, the standards required for these individuals are more onerous and greater care needs to be taken when offering gifts and entertainment to such individuals.

An individual is likely to be a public official if he/she is an officer or employee of a government department or agency. However, some public officials are more difficult to identify, for example, an employee or officer of a state owned, or state-controlled bank or commercial operation may constitute being a public official.

Requests for Charitable and Political Donations

Third Parties must not make charitable donations on behalf of Finastra. Political donations by or on behalf of Finastra are not permitted. If you are asked to make a political donation or become aware of these being made on behalf of Finastra, please contact immediately your Finastra main contact.

Monitoring and Oversight

This Policy is reviewed and approved biannually or more frequently as needed if significant changes occur, to confirm the continuing suitability, adequacy, and effectiveness of the Policy. The Policy must be approved by the Policy Council (“PC”).

How To Report Concerns Or Suspicions

At Finastra, we believe that our reputation is the foundation of the company’s future and that if we jeopardize or weaken it in any way, we are reducing the future value of the business. In maintaining our reputation, we are committed to a culture of openness, probity, integrity and accountability.

Finastra encourages Third Parties and Third Parties’ employees to raise any concerns they have regarding any suspected wrongdoing or malpractice that may impact Finastra’s integrity and reputation.

Malpractice can cover a range of issues from conduct likely to bring Finastra into disrepute, such as bribery, corruption, fraud and theft through the deliberate concealment or any malpractice or wrongdoing being committed.

Concerns or suspicions on behalf of Finastra should be raised with your Finastra main contact or sponsor.

If you feel unable to raise your concern with any of the individuals listed above, you may email thirdparty.reportconcern@finastra.com.

Exceptions

Requests for exceptions to this Policy must be submitted to the Director, Third Party Risk Management. Exception approval must be obtained prior to taking any action that would result in non-compliance with this Policy.

Exceptions must be documented and tracked by the (Policy Owner or Delegate) and reviewed on an annual basis.

Violations

Any Personnel who breaches this Policy may face disciplinary action, up to and including dismissal. Finastra reserves its right to terminate its contractual relationship with other parties if they breach this Policy. Violations of this Policy must be documented and tracked following the Global Risk Management Policy.

Related Resources

- Third Party Risk Management Policy
- Global Risk Management Policy

Questions

For questions about this Policy, contact Third Party Risk Management at TPRM@finastra.com.

Compliance Date

Compliance with this Policy is mandatory and is expected upon final approval.

Approval and Version History

Version	Date	Approver	Author	Description of Changes
1.0	February 1, 2019	Policy Owner	Bruce Schneider, Principal, Client Due Diligence & Third Party Risk Management	Initial
	March 8 2019	Policy Council		
2.0	August 19, 2022	Policy Owner	Julie Fischere, Director, Third Party Risk Management	Move to new template and alignment with the current policies statements
	September 13, 2022	Policy Council		
2.1	September 4, 2024	Policy Owner	Julie Fischere, Director, Third Party Risk Management	Annual review; no material change
	September 18, 2024	Policy Council		

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