

KeyBank Third Party Supplier Code of Conduct



About KeyBank

KeyBank, a wholly owned subsidiary of Cleveland-based KeyCorp, is one of the nation's largest bank-based financial services companies, with assets of approximately \$137.7 billion. Key companies provide investment management, retail and commercial banking, consumer finance, and investment banking products and services to individuals and companies in 15 states throughout the United States and, for certain businesses, internationally. Key's businesses deliver their products and services through branches and offices; a network of more than 1,500 ATMs; telephone banking centers 1-800-KEY2YOU® (1-800-539-2968); and a website, key.com,® that provides account access and financial products 24 hours a day.

Key Values

At KeyBank, our Supplier Code of Conduct is an extension of what we call our Key Values. Key's Values are the principles we stand for as individuals and as a company. These principles play a vital role in defining Key and guiding decision-making and strategic planning. Key Values comprise the following attributes:

Teamwork - We work together to achieve shared objectives.

Respect - We value the unique talents, skills, and experience that diversity provides.

Accountability - We deliver on what we promise.

Integrity - We are open and honest in everything we do.

Leadership - We anticipate the need to act and inspire others to follow.

KeyBank Third Party Supplier Code of Conduct

KeyBank is committed to ethical business practices, and we hold our suppliers to the same high standards. Suppliers that provide goods and/or services to KeyBank and its affiliates are expected at all times to conduct their business with honesty in fact and the observance of the highest commercial standards of fair dealing in the trade.

Suppliers are to avoid actual or perceived conflicts of interest and are expected to abide by all applicable federal, state, and local laws, rules, regulations, and regulatory expectations while assuring that all services are conducted with a high degree of professionalism and in accordance with the terms and conditions of the relationship.

The provisions of the KeyBank Supplier Code of Conduct are in addition to, and not in lieu of, the provisions of any legal agreement or contract between a supplier and KeyBank or any of its affiliates. KeyBank expects suppliers to hold their subcontractors to the same standards contained in this Code.

Continued on next page.

KeyBank Third Party Supplier Code of Conduct

Human Capital

- **Employment Verification:** Suppliers and their subcontractors shall only employ workers who are legally authorized to work in their location and shall validate the employment eligibility of all of their employees.
- **Involuntary Servitude:** Suppliers shall not use any form of slave, forced, bonded, indentured or detention labor.
- **Supplier Code of Ethics:** Suppliers shall perform their work with the highest degree of ethical conduct and shall maintain a code of ethics that it shall require its employees to understand and follow.
- **Child Labor:** Suppliers shall not employ or use underage labor in the production of their goods or services. Suppliers shall not employ anyone younger than 16, regardless of the country's minimum working age.
- **Harassment/Anti-Discrimination:** KeyBank believes that all individuals should work in an environment free from harassment and discrimination. As a result, Suppliers shall have in place a mechanism that addresses discrimination as well as inappropriate behavior that can be construed as harassment, sexual harassment or abuse of one's authority.
- **UN Declaration of Human Rights:** KeyBank expects its suppliers and their subcontractors to abide by the United Nations Universal Declaration of Human Rights.
- **Diversity & Inclusion:** KeyBank is a diverse institution with a strong culture of inclusion, helping us better connect with our diverse clients and communities. KeyBank expects its suppliers and their subcontractors to demonstrate a similar commitment to diversity and inclusion by embracing a diverse workforce and proactively engaging diverse suppliers in the procurement of products and services.

Business Ethics

- **Fair and Honest Dealings:** Suppliers should have in place guidelines that prohibit employees from engaging in self-dealing and conflicts of interest among directors, officers, customers, employees, and subcontractors.
- **Gifts and Entertainment:** Suppliers may not offer or provide gifts or entertainment to KeyBank employees or directors with the intent to influence or reward them in connection with any business, or otherwise outside of the allowable limits within KeyBank's Code of Ethics: <http://investor.key.com/Cache/1001225690.PDF?O=PDF&T=&Y=&D=&FID=1001225690&iid=100334>.



- **Improper/Illegal Payments:** KeyBank suppliers and their subcontractors shall not engage in any activities involving bribes, kickbacks, or giving an appearance of impropriety.
- **Compliance with Laws:** KeyBank expects suppliers and their subcontractors to abide by all applicable federal, state, and local laws, rules, and regulations in the operation of their respective businesses and while performing services for KeyBank.
- **KeyBank Code of Ethics:** KeyBank employees are required to conduct every aspect of KeyBank's business in an honest, ethical, and legal manner. As a result, suppliers must not knowingly cause an employee to violate Key's Code of Ethics. Suppliers may familiarize themselves with KeyBank's Code of Ethics found at: <http://investor.key.com/Cache/1001225690.PDF?O=PDF&T=&Y=&D=&FID=1001225690&iid=100334>.

Reporting Concerns

- All KeyBank Suppliers are required to report any suspected or known violations of this Code or KeyBank's Code of Ethics to KeyBank through KeyBank's reporting mechanism, the Ethics Helpline. Reports can be made by phone at 866-458-6194 or online at www.reportlineweb.com/keybank. Reports can be made anonymously.

Privacy and Confidentiality

- KeyBank expects its suppliers and their subcontractors to be committed to protecting the confidential information of every entity the supplier does business with, including KeyBank, its customers, and its employees. This includes compliance with privacy and information security laws and regulations when confidential information is stored, shared, processed or transmitted.

Continued on next page.

KeyBank Third Party Supplier Code of Conduct

Intellectual Property

- Suppliers and their subcontractors shall respect the intellectual property rights of KeyBank and all third parties.

Regulated Entity

- As a significant component of our economy, banks are regulated institutions. This imposes special obligations upon KeyBank, its directors, officers, employees, and suppliers to respect and protect the rights and assets of others, whether customers, shareholders, other employees or affected companies. Therefore, suppliers and their subcontractors shall cooperate with all government-sponsored regulatory requests and inquiries related to the goods or services that are provided.

Sustainability

- At KeyBank, corporate sustainability is focused on reducing energy and resource consumption, reducing greenhouse gas emissions, and managing our waste responsibly. We foster a workplace that reduces our environmental footprint and supports the health and well-being of our employees to deliver value to our clients and communities. KeyBank expects its suppliers to support the sustainability efforts of KeyBank through the services they perform as well as through their own corporate initiatives.

Supplier Conduct Inquires

- KeyBank may conduct reasonable inquiries of its suppliers to assure compliance with this Code of Conduct.