

# Antitrust Compliance Policy Guidelines

1. Auriemma Roundtables assembles together leading financial services companies for the purpose of facilitating discussion and benchmarking industry best practices that benefit those institutions, consumers, and vendors. Collectively these gatherings and benchmark studies are referred to as Auriemma Roundtables. These Guidelines are designed to help Auriemma Roundtables participants comply with all relevant antitrust laws.
2. All Auriemma Roundtables discussions and information exchanges in connection with benchmarking studies must comply with relevant antitrust laws. Auriemma Roundtables members must avoid acting in a manner inconsistent with relevant antitrust laws and must refrain from engaging in discussions regarding competitively sensitive information.
3. Competitively sensitive topics include, but are not limited to, current and future customer prices and contract terms, factors that determine customer pricing, current and future vendor pricing and contract terms, the specific amount of compensation paid to individual employees, profits, and discounts. Participants will act consistent with the antitrust laws and will avoid any type of coordinated anti-competitive activity (e.g., engaging in a boycott of particular vendors, dividing certain markets, allocating customers). Meeting attendees will avoid any agreements on how or whether individual members will deal with specific third parties.
4. Auriemma Roundtables meetings will be accompanied by a specific agenda established in advance with input from members and in accordance with guidelines provided by counsel. All discussions will be consistent with the agreed-upon agenda and will avoid competitively sensitive information. Each meeting attendee is individually empowered to object to any particular topic, whether included in the established agenda or not, and to require the group to cease discussion on that subject.
5. Each meeting will begin with an announcement regarding the Auriemma Roundtable's intent to comply with relevant antitrust laws at all times, including a reminder to avoid discussing competitively sensitive topics or coordinating in any way the attendees' independent business practices. The antitrust reminder applies both to formal Auriemma Roundtables as well as private or informal encounters among Auriemma Roundtables participants. Extra care should be taken at informal gatherings, which lack approved agendas and monitoring and oversight, to avoid even the appearance of impropriety.
6. Auriemma Roundtables will take notes consistently throughout all meeting sessions and will capture the context and meaning of the information disclosed during the meetings. Auriemma Roundtables will then distribute a report that complies with these antitrust guidelines.
7. Auriemma Roundtables may coordinate the execution of both regularly scheduled benchmarking reports and ad hoc surveys, though at all times those benchmarking reports and surveys must comply with relevant antitrust laws.
8. Auriemma Roundtables will consult with legal counsel, as appropriate, to ensure compliance with all relevant antitrust laws.

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# Conduct Policy

- Auriemma Roundtables provides a productive, professional experience at every Auriemma Roundtables meeting and related events for every participant, including all Auriemma Roundtables members and all staff members.
- Accordingly, Auriemma Roundtables has established this policy statement to assure all participants that we will not tolerate harassment, and to request that all participants avoid behavior that constitutes harassment.
- Examples of harassment include (without limitation) the following:
  - Offensive comments relating to personal characteristics such as gender, physical appearance, race, religion, or other personal characteristics;
  - Unwanted physical contact;
  - Unwelcome attention;
  - Behavior that is intimidating or alarming.
- We ask any meeting participant (including any Auriemma Roundtables member and staff member) who experiences or observes harassment at a meeting or related event to contact an Auriemma representative as soon as possible.
- An Auriemma Roundtables representative who is told, or otherwise becomes aware, of possible harassment at a meeting or related event will make prompt appropriate efforts to address the matter, that may include without limitation investigating the possible harassment; asking the alleged offender to leave the meeting or event; requesting assistance from security staff or law enforcement; communicating with the employer of any participant; assisting the alleged harassment target as desired; and any other reasonable action appropriate in the circumstances.
- An on-site Auriemma Roundtables representative who is told, or otherwise becomes aware, of possible harassment at a meeting or related event promptly will notify a more senior Auriemma Roundtables representative if present on site, and/or Auriemma senior management.
- Auriemma Roundtables senior management will determine any further steps to be taken by the company, which may include further investigating the alleged incident; communicating with the employer of an alleged harassment offender or target; barring an alleged harassment offender from future meetings and events; and any other reasonable steps.
- In the course of any actions taken pursuant to this policy, Auriemma Roundtables representatives will maintain professional standards and treat all individuals involved with fairness and respect.
- The above policy elements are established to support Auriemma Roundtable's ongoing mission to provide a safe, productive, professional experience at every meeting and all related events.

## **Auriemma Meeting Confidentiality Reminder**

- In connection with participation in Auriemma Roundtables activities, including meetings, surveys, benchmarking and other activities, each participant furnishes and receives data and information that is non-public, confidential and/or proprietary ("Roundtable Confidential Information"). All Roundtable meeting participants are expected to be well-versed in the confidentiality and information-sharing guidelines of their respective companies. Participants are reminded never to share confidential supervisory information or any other information participants are prohibited from sharing by their respective employers or by law.
- All Auriemma Roundtables participants (including every participant company and all of its employees and representatives) are reminded of the requirements to:
  - Keep Roundtable Confidential Information confidential;
  - Use Roundtable Confidential Information solely for the purpose of internal analysis; and
  - Not disclose any Roundtable Confidential Information to any non-participant except as required by law