

SMBC AMERICAS DIVISION SUPPLIER CODE OF CONDUCT 2025

SMBC Group in the Americas ("SMBC") is committed to making positive contributions to society through our focus on sustainability, our people, responsible and ethical business practices, and ensuring a healthy and prosperous world for future generations.

Our employees, shareholders, and clients place a high value on and expect SMBC to take an ethical approach to its business. Toward this end, our company requires its suppliers to act and operate with the same integrity and ethical behavior in how they conduct business with their suppliers and other companies.

SMBC's reputation in the marketplace is intrinsically connected to its conducting business honestly and in accordance with all legal and regulatory obligations. We take seriously any fraudulent, unethical, or criminal conduct or actions on the part of any supplier or any individual acting on behalf of a supplier when doing business with us.

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Purpose

Introduction

Scope

Purpose

SMBC is a trusted global solutions provider that is committed to the betterment of its communities, clients, and employees. Our company adheres to the values and guiding principles captured in our Supplier Code of Conduct (“Supplier Code”) and holds the same expectations of our suppliers and their suppliers.

Introduction

SMBC Group has created a global Sustainable Procurement Policy, which is [published on its global website](#), to provide a set of requirements to promote responsible procurement activities that are mindful of environmental and social issues throughout our supply chain. This Policy respects international rules such as the Ten Principles of the United Nations Global Compact; the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises; and the United Nations Guiding Principles on Business and Human Rights.

In the Americas, SMBC has a presence in the United States, Canada, Mexico, Brazil, Chile, Colombia, and Peru. Backed by the capital strength of SMBC Group and the value of its relationships in Asia, the SMBC Group offers a range of commercial and investment banking services to its corporate, institutional, and municipal clients. It connects a diverse client base to local markets and the organization’s extensive global network.

Scope

The Supplier Code of Conduct outlines SMBC’s expectations for suppliers, their employees, agents, and subcontractors (“Suppliers”), while conducting business with our firm and/or on its behalf.

The Supplier Code should not be construed as creating a joint venture, partnership, franchise, agency, employer/employee, or similar relationship between SMBC and the Supplier. This Supplier Code does not constitute a standalone contract of any type, including, but not limited to, an employment contract and is not intended to convey any rights, actions, or remedies to Suppliers, or create an employment relationship between Suppliers or their employees and firms related to SMBC. The Supplier is and will remain independent in its relationship to SMBC.

For the avoidance of doubt, this Supplier Code shall not supersede any executed agreement between the Supplier and SMBC or applicable laws and regulations. There may be jurisdictional differences based on the location of a group company – in making decisions related to this Supplier Code, Suppliers, as well as SMBC employees should always consider national, federal, state, provincial or other local laws, regulations or requirements that apply to them or their entities. Notwithstanding anything to the contrary herein, executed agreements between SMBC and its suppliers which incorporate the Supplier Code by reference shall mean that the Supplier Code forms a legally binding part of that contract and is enforceable against the applicable Supplier.

Business Conduct

Protection of SMBC & SMBC's Clients' Information

Data Integrity

Conflicts of Interest & Ethical Conduct

Anti-Bribery & Corruption

Accepting or Giving Gifts or Favors

Lobbying and Foreign Interference

Financial Crime

Anti-Fraud

Anti Money Laundering

Economic and Trade Sanctions

Compliance With Laws, Regulations and Policies

Compliance with Tax Laws

Speaking Up

Protection from Retaliation

Business Conduct

Protection of SMBC & SMBC's Clients' Information

Suppliers that collect, transmit, share, store, control, process, manage, access, retain or destroy SMBC and/or SMBC's clients' information are subject to all applicable contractual, regulatory, and/or legal restrictions. Suppliers are expected to be aware of and adhere to these restrictions regarding the protection of SMBC and/or SMBC's clients' information. SMBC may perform due diligence on Suppliers to ensure they meet SMBC's minimum control expectations to protect the applicable information.

Data Integrity

SMBC data, including accuracy, accessibility, confidentiality, and integrity thereof, is critical for SMBC and Suppliers in order to fulfill applicable contractual, legal, regulatory, operational, and organizational requirements. Suppliers are responsible for maintaining data security, as well as working with SMBC to ensure consistent compliance with all applicable requirements.

Conflicts of Interest & Ethical Conduct

Suppliers and their employees are expected to perform their duties conscientiously, honestly, and in accordance with the best interests of SMBC and its clients with the utmost integrity and ethical conduct. Accordingly, Suppliers must avoid perceived and actual conflicts of interest. A conflict of interest commonly arises when a Supplier's interests interfere or appear to interfere or compete in any way with the best interests of SMBC or a client of SMBC.

If a Supplier suspects or identifies an actual conflict of interest with the firm and/or its clients, the Supplier should immediately escalate the conflict as per the escalation guidelines provided in the Enforcement section of this Supplier Code.

Anti-Bribery & Corruption

SMBC is subject to the anti-bribery and corruption laws of the countries in which it operates and has no tolerance for and prohibits bribery or corruption in any form.

Suppliers must comply with all applicable anti-bribery and corruption laws of all jurisdictions and are required to be aware of and familiar with the provisions of Foreign Corrupt Practices Act, the UK Bribery Act, and any other applicable anti-bribery or corruption laws ("Anti-Bribery and Corruption Laws") and their purposes.

Suppliers, and their employees, must not act in any manner or make any payment in violation of applicable Anti-Bribery and Corruption Laws, this includes but is not limited to:

- Offering, promising, or providing any bribes, kickbacks, or any other benefits designed to improperly influence or compromise the conduct of a recipient, including a government official or any other person; or
- Soliciting or accepting for themselves or for a third party, or have someone solicit on their behalf, anything of value from anyone in return for any business, service, or confidential information about SMBC; or
- Making charitable contributions or political donations to obtain or retain business.

Suppliers should have policies, procedures, and internal controls in place to comply with, and to ensure anyone acting on their behalf also complies with, applicable anti-bribery and corruption laws and should promptly report any potential or actual violation relating to SMBC.

Accepting or Giving Gifts or Favors

Suppliers may not accept gifts, payments, services, special considerations, or favors of any kind that appear to influence their independent judgment in the best interests of SMBC.

Suppliers should not give gifts that:

- Would violate local laws or regulations;
- Could reasonably appear to be offered with the intent to improperly influence or to obtain an improper advantage; or
- Would be unreasonable, excessive, or extravagant under the circumstances.

Stricter rules may apply when dealing with a government, government entities (e.g., sovereign wealth funds or pension plans), and government officials (foreign and domestic).

Lobbying and Foreign Interference

When providing services to SMBC, Suppliers should comply with any applicable lobbying legislation and any foreign influence transparency registry requirements.

Suppliers should take all necessary steps to ensure that the provision of services to SMBC are not vulnerable to malicious activity, undue influence, or foreign interference.

Financial Crime

SMBC complies with all applicable anti-fraud, anti-money laundering, and economic and trade sanctions laws (“Financial Crime Laws”).

Suppliers should have appropriate documented policies, procedures and controls in place designed to ensure compliance with all applicable Financial Crime Laws. This includes processes to detect and investigate criminal activity including but not limited to money laundering, terrorist financing, sanctions evasion, or other fraudulent activity.

To the extent permitted by law, Suppliers must notify SMBC of any suspicious or any actual criminal or fraudulent activity impacting SMBC.

Additionally, upon SMBC's request, Suppliers shall provide policies and procedures related to their compliance with Financial Crime Laws.

Anti-Fraud

SMBC does not tolerate non-compliance with anti-fraud laws and regulations or the intentional commission of fraud or misconduct by employees or third-party representatives. Suppliers, or anyone acting on their behalf, must not engage in any form of fraud, including but not limited to:

- Forgery, alteration, or falsification of company information, documents, and or financial statements,
- Misappropriation of company assets,
- Misuse or removal of data and records, and
- Theft or embezzlement.

Suppliers should have adequate measures in place to prevent fraud and fraudulent practices, including controls to protect sensitive information and prevent unauthorized access or breaches. Suppliers should continuously assess and improve their fraud prevention measures to remain responsive to ever-changing threats and risks. that could lead to fraud.

Anti-Money Laundering

Suppliers must comply with all applicable anti-money laundering and anti-terrorism laws and regulations and must not engage in any illicit activities, including without limitation, money laundering and terrorist financing.

Economic and Trade Sanctions

Suppliers must comply with all applicable economic, trade, and financial sanctions laws ("Sanctions") and must not act in any manner that violates or causes SMBC to violate Sanctions.

Supplier should have appropriate controls in place to ensure that its employees, or anyone acting on its behalf, do not whether intentionally or unintentionally, breach any Sanctions targeting any individual, organization, entities, governments, countries, or territories.

Supplier shall promptly notify SMBC of any possible violations of Sanctions that directly or indirectly impact SMBC.

Compliance With Laws, Regulations, and Policies

Suppliers are expected to know about and perform their obligations for SMBC in compliance with all applicable laws, rules, regulations, and regulatory guidance. If there appears to be a conflict between this Supplier Code and any law or regulation applicable to Suppliers, then Suppliers should escalate as per the escalation guidelines provided in the Enforcement section.

Compliance With Tax Laws

Suppliers should comply with all applicable tax laws and regulations in the countries where they operate. Under no circumstances should suppliers engage in deliberate illegal tax evasion or facilitate such evasion on behalf of others. Suppliers are expected to ensure transparency and accuracy in all tax-related matters and implement and maintain effective policies, systems, and controls to prevent tax evasion and the facilitation of tax evasion.

Speaking Up

SMBC's reputation and success depend on all stakeholders doing the right thing and speaking up when they have a good faith reasonable belief they see something that might be illegal or improper. As such, our company would like to inform Suppliers of the various channels available for external parties to raise concerns to SMBC.

Suppliers may report concerns regarding unfair or unethical conduct; conduct that could cause detriment to SMBC, its clients, or the integrity of the market; deliberate avoidance or manipulation of SMBC's controls; misrepresentation or other impropriety regarding SMBC's accounting, internal accounting controls, or auditing matters; potential or actual misconduct by any employee, contractor, subcontractor, vendor, client, or agent of SMBC that they know or reasonably believe may violate a law, rule, regulation, or SMBC policy requirements or the Supplier Code.

Such concerns can be raised according to the escalation guidelines described below. Suppliers or their employees may alternatively raise such concerns through the SMBC Americas Division Speak Up Hotline ("Hotline"), available by phone at 844-201-9810 in the U.S. and Canada and at 0800-5911634 in Brazil or by visiting the SMBC AD EthicsPoint online reporting portal at www.smbcgroup.ethicspoint.com. Please visit www.smbcgroup.ethicspoint.com for information on the availability of the Hotline in other countries. Such concerns can also be raised to the SMBC Group General Affairs Department in Tokyo by emailing Alarm-BC-GAD@yd.smbc.co.jp or calling 81-3-3282-6917 or 6917 or the SMFG Accounting and Auditing Hotline in Tokyo via email to smfghotline@iwatagodo.com or via mail to the SMFG Accounting and Auditing Hotline, Iwata Godo Attorneys and Counselors at Law, 10th Floor, Marunouchi Building 2-4-1, Marunouchi, Chiyoda-ku, Tokyo 100-6310.

Reports of such concerns and the identities of those who make known their concerns will be treated confidentially to the extent possible in conducting an appropriate review or investigation.

Protection From Retaliation

Suppliers should not fear reprisal for raising in good faith concerns about the types of concerns listed in the above section. Concerns regarding potential retaliation should be escalated as per the escalation guidelines provided in the Enforcement section. All reported allegations of retaliation will be investigated promptly, thoroughly and impartially.

Sustainability

Environmental Responsibility

Social Responsibility

Human Rights

Health and Safety

Fairness and Anti-Bias

Sustainability

SMBC Group's sustainability mission states "We contribute to a sustainable society by addressing environmental and social issues." Our sustainability strategy includes engaging and acting together with clients and other stakeholders to create social value and contribute to a better and healthier global society.

Environmental Responsibility

Suppliers should ensure compliance with all relevant environmental laws and regulations and be transparent about their activities as they relate to any possible impacts on the environment (e.g., air, water, land).

Social Responsibility

Contributing toward Addressing social issues is core to SMBC's sustainability mission and strategy, including respecting human rights and promoting initiatives to advance a fair and non-biased workforce across our value chain. Suppliers who conduct business with our company should be aware of the impacts of their decisions and activities on people and the communities in which they operate.

Human Rights

SMBC Group expects its suppliers to comply with all applicable human rights laws and regulations. SMBC Group expects its suppliers to understand that they may negatively impact human rights through the course of their business activities, and to have a commitment to respect human rights and 'anti-bias' in their business activities, including those in their supply chains.

Suppliers should fully comply with the requirements of all applicable modern slavery, forced labor, child labor, and human trafficking laws. Suppliers should also adhere to all local laws relating to the minimum work age and not engage in the employment of child labor directly or indirectly. SMBC expects that its Suppliers use due diligence and verification measures to prevent human trafficking and forced and child labor.

Health and Safety

SMBC Group expects its suppliers to comply with all applicable laws and regulations related to safety and health, and expects them to meet appropriate standards related to labor practices, wages, workplace safety and health, and other labor issues.

Fairness and Anti-Bias

Suppliers are expected to comply with all laws in all hiring and employment practices, including, without limitation, hiring, promotions, terminations, training, working conditions, working hours, compensation, and benefits. Suppliers should promote fairness and non-biased practices without regard to any protected characteristic in compliance with applicable law.

SMBC values and promotes “fairness for all” and anti-bias in the workplace and actively encourages its Suppliers to demonstrate a similar commitment to fair and non-biased initiatives by developing and implementing policies, programs, and procedures that foster a fair and respectful work environment.

Enforcement

Supplier Code Review

Escalation Guidelines

Individual Responsibility to Follow Internal Code of Conduct

Background Checks

Supplier Monitoring

Enforcement

SMBC expects its Suppliers to read, understand, and embrace the Supplier Code and will take its dispositions into consideration when assessing Suppliers for potential contracts or engagements. Failure to do so by any Supplier may result in temporary exclusion from additional business opportunities or the immediate termination of business relations in part or totality.

Supplier Code Review

This Supplier Code, as amended from time to time, is posted on the SMBC website. Amendments are effective immediately upon posting to this external website. Suppliers are expected to make best commercial efforts to comply with changes within a reasonable time.

Individual Responsibility to Follow Internal Code of Conduct

Beyond the responsibilities outlined in this Supplier Code, certain employees of Suppliers who have access to our premises, information, and/or systems may, at SMBC's sole discretion, also be required to read, acknowledge, and follow our SMBC Group Americas Division Code of Conduct.

Background Checks

Suppliers may need to conduct criminal, biometric, and functional background checks on certain persons providing services to SMBC. In certain cases, fingerprinting may be required, directed by SMBC through a designated provider. SMBC may outline minimum standards for these checks and request proof of completion.

Supplier Monitoring

SMBC monitors Supplier controls and activity to ensure the firm is meeting all requirements and obligations. The firm expects its Suppliers to assess their own downstream suppliers regularly.

This Supplier Code is administered by the Office of the CEO ("CEOAD"), Strategy and Governance Group, on behalf of the U.S. Chief of Staff as its owner, and it is subject to review and reapproval annually, in consultation with internal departments including Compliance, Sustainability Group, Human Resources, Information Security, Legal, and Procurement.

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Administrative Data

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¹ See PolicyNET for exact Approval Date

Revision History

Version 1.0

N/A. First version of the Supplier Code of Conduct.

Version 1.1

Ownership of Supplier Code of Conduct moved to Head of CEOAD following reorganization.

Information Security Certificates section removed.

Anti-Fraud section added.

Lobbying and Foreign Interference section added for Canada.

Other minor updates

Version 2.0

Ownership and Approver of Supplier Code of Conduct changed from Head of CEOAD to Chief of Staff following reorganization

Jurisdictional variance language added to Scope

Charitable contributions or political donations added as specific examples of sanctioned activity under ABC section

References to Canadian law eliminated in ABC and Lobby and Foreign Interference sections

Financial Crime section added

Anti-Money Laundering section added

Economic and Trade Sanctions section added

Compliance with Tax Laws section added