



THIRD PARTY CODE OF BUSINESS CONDUCT

January 2020

Dear Valued Third Party:

In a letter to Capital One associates, Richard Fairbank, Founder, Chairman and Chief Executive Officer of the company, has said the following:

“To be known as one of the most successful and trusted financial services companies in the world, we must continue to conduct ourselves — both as an organization and as individuals — according to the highest standards of honesty and fairness. Our core Values of Excellence and Do the Right Thing embody our commitment to ethical business practices and inspire our culture and the decisions we make each day.”

“Our commitment to living our Values and living up to exacting standards for integrity and professionalism is essential to building an enduring great company. All of our stakeholders — our customers, communities, regulators and shareholders — expect nothing less.”

Our third party providers of goods and services also play a significant role in building our world-class brand and reputation. Many Capital One customers do not know that they are not always interacting directly with Capital One associates. Therefore, we expect third party performers to act in accordance with Capital One values, as outlined in the business conduct and ethical practices requirements in this document.

This code of business conduct and ethical behavior is more than just a list of “do’s and don’ts”. It provides an overriding view of how Capital One intends to interact with third party service providers and our expectations that these third parties will represent Capital One with the highest level of integrity and customer service.

I ask for your continued commitment and support in fulfilling all of our ethical commitments and living our Values every day at Capital One.

Sincerely,

Jim Gorzalski SVP, Chief Procurement Officer

TABLE OF CONTENTS

Third Party Code of Business Conduct.....	1
TABLE OF CONTENTS	3
OVERVIEW	4
CAPITAL ONE VALUES.....	4
WORK ENVIRONMENT	6
CONDUCTING BUSINESS WITH CAPITAL ONE	8
CONTACT INFORMATION AND ESCALATION PROCEDURES	13

OVERVIEW

CAPITAL ONE VALUES

The Capital One culture is built on a set of shared Values that are our guiding principles. These Values – Excellence and Do the Right Thing – are our anchors and do not change over time. They drive how we work together, make decisions, and better serve our customers.

Rooted within this culture is adherence to a strict code of ethical workplace behavior and professional business conduct by Capital One associates. The company expects its third party providers of goods and services and their associates to act in a similar manner. All individuals (whether Capital One associates or third party personnel) are expected to treat others with respect, fairness, and dignity.



Best People

- Recruit only the very best people
- Develop and challenge associates
- Reward performance and results
- Value diversity of people

Intellectually Rigorous

- Make fact-based decisions, with judgement
- Take an integrated approach
- Challenge the thinking

Ownership

- Act like an owner
- Empower yourself and others
- Create long term shareholder value

Teamwork

- Work collaboratively
- Share information, time and credit
- Assume positive intent
- Have fun

Respect for Our Customers

- Offer unassailable products
- Communicate with refreshing clarity
- Provide efficient and caring service
- Deliver on our Brand promise

Strategically Bold

- Remember the market is boss
- Drive breakout innovation
- Hang out a shingle
- Be paradoxically conservative

Well-Managed

- Be disciplined
- Obsess for great execution
- Anticipate and drive change
- Communicate too much
- Be a leader, first by example

Open

- Seek and give feedback
- Be direct
- Be authentic
- Admit to and learn from mistakes
- Value diversity of ideas
- Be humble

Respect for Each Other

- Treat every associate with respect and dignity
- Elevate others
- Give back to the community

Integrity

- Be honest to yourself and others
- Demand the highest ethical behavior
- Live the Values

Applicability:

This document provides a set of standards and key principles which govern interactions between Capital One associates and third parties and sets out business conduct expectations of our third parties. We recognize that many of our third parties have their own codes of conduct or business ethics requirements which may include more stringent standards than those found here.

Each third party must review the contents of this document with its associates who are involved with Capital One on a regular or periodic basis. Capital One reserves the right to monitor adherence with this requirement.

Agreement to these requirements by a third party does not constitute a commitment to any level of business with Capital One.

Expectations:

Capital One third parties should endeavor to provide the highest total quality and:

- Provide consistent, timely, and relevant feedback
- Take the initiative in building mutual trust
- Think in terms of long-term reciprocal benefit
- Be proactive in suggesting and providing business solutions
- Suggest new processes, as well as improve the quality of existing processes and services
- Address customer needs and concerns promptly
- Invoice accurately and in a timely manner
- Understand and help minimize total cost of ownership
- Promote continuous improvement and innovation
- Participate with Capital One in defining and being governed by clear goals, objectives and measurements, regarding the third party relationship

WORK ENVIRONMENT

Relationships with Others:

- Respect for Other People. Capital One actively creates and promotes an environment that is inclusive of all people and their unique abilities, strengths, and differences. We expect our third parties to support these efforts and embrace diversity within their own companies or other entities, in our customers, in other third parties, and in all others with whom they may interact in the course of their engagement with Capital One.
- Equal Employment Opportunity. Capital One makes all decisions of employment with consideration to appropriate principles of Equal Employment and Affirmative Action. Third parties are likewise expected to make decisions regarding hiring, developing, promoting and providing other terms and conditions of employment without regard to a person's sex, race, color, age, national origin, religion, disability, marital status, sexual orientation, gender identity, citizenship, pregnancy, veteran status, or any other status protected by applicable law.
- Discrimination and Harassment. Capital One is committed to providing a work environment free from all forms of discrimination, including harassment. Third parties are likewise expected to foster a discrimination-free environment, including by seeking to eliminate all forms of workplace harassment and retaliation.
- Health and Safety. It is Capital One's policy to comply with all applicable health and safety laws and regulations and to ensure that all work is performed in a safe and responsible manner. Third parties are expected to support this policy at their own locations and when on-site at Capital One.
- Workplace Violence. Capital One is committed to maintaining a safe, secure work environment and will not tolerate any acts or threats of workplace violence.

Community Support:

Capital One recognizes its obligation to the communities in which it operates. The company participates in numerous efforts to contribute its resources and experience to the betterment of local charitable, educational and other organizations. Accordingly, third parties who are engaged by Capital One are expected to act as good corporate citizens and are encouraged to participate in community and other local support activities. Third parties are also encouraged to support community development, including

participation in diversity supplier development programs.

Fair Dealing:

Capital One is committed to dealing fairly with its associates, customers, third parties and competitors. Third Parties are prohibited from taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. Do not unduly influence or be unduly influenced by others.

Third Parties should provide products and services objectively. Third Parties should not take any action nor should third parties, or anyone they have a personal relationship with, receive a benefit that makes it difficult to perform your work responsibilities objectively and effectively. Any personal financial or other transaction with anyone having or contemplating having a business relationship with Capital One should be on normal and customary terms.

- Fair Competition and Anti-Trust. Capital One supports a free and open marketplace. Third parties must never act in collusion or otherwise attempt to thwart the impact of open competition. At a minimum, third parties may not:
 - Fix prices, including setting minimum, maximum, or stabilizing prices
 - Fix terms related to price, pricing formulas, trade promotions, credit terms, etc
 - Divide up markets, customers, or territories
 - Limit production or access to provided services, particularly where the effect is to increase prices
 - Rig a competitive bidding process, including arrangements to submit deceptive bids
- Competitor Treatment. To compete in the marketplace, it is necessary for Capital One to gather information about its competitors in a lawful and ethical manner. Third parties should not offer or agree to provide confidential or proprietary information regarding its other clients, particularly those that are direct competitors of Capital One even if inappropriately requested to do so by someone at Capital One. Third parties must also act with integrity toward their own competitors. At a minimum, third parties must never:
 - Make disparaging or false statements about Capital One competitors
 - Induce its competitors to break contracts with Capital One, particularly where the objective is to obtain the same business from Capital One

- Pay, or offer to pay, bribes
- “Poach” competitor associates who are working on Capital One engagements

Forced or Child Labor:

Third parties must not participate in, or benefit from, any form of forced labor, including bonded labor, forced prison labor, slavery, involuntary servitude, or human trafficking. Third party associates involved in Capital One engagements must have the freedom of movement during the course of their employment.

Third parties must not engage in, or benefit from, the use of child labor in any form. Child labor is defined as employing persons below the minimum age for employment in accordance with applicable national laws.

Support for the Environment:

Capital One recognizes that environmental responsibility is essential to providing world-class products and services. Third parties must support this commitment by diligently seeking to minimize or eliminate any negative environmental impact through their own actions.

CONDUCTING BUSINESS WITH CAPITAL ONE

Conflicts of Interest and Regulatory Implications:

- Appearance of Impropriety. Third parties must not engage in any act which would bring into question the good name and reputation of Capital One. Because it is impossible to describe every potential issue, Capital One relies on its third parties’ commitment to exercise sound judgment, to seek advice when appropriate or when in question, and to adhere to the highest ethical standards when interacting with or representing Capital One. Furthermore, each third party must act with integrity in all of its dealings, whether directly involved with Capital One or not.
- Gifts and Gratuities. The Bank Bribery Act strictly prohibits associates, officers, directors, agents, and representatives of Capital One from corruptly soliciting or accepting offers from any suppliers, service providers or customers. In addition, third parties may not offer things of value to Capital One associates in an effort to get or keep Capital One business. Third parties may not provide or seek to provide preferential treatment to Capital One unless available to the general public.

Banks are heavily regulated, and gift-related conduct that may not be problematic elsewhere may be a criminal violation when it involves a financial institution. Third parties must ensure that they follow the requirements of the Bank Bribery Act. In addition, third parties must inform Capital One if Capital One-related individuals seek gifts or gratuities.

- Bribery of Foreign Officials. The Foreign Corrupt Practices Act (FCPA) and the anti-corrupt practices laws of other countries prohibit bribing of government officials in exchange for any business benefit or advantage for Capital One. Under the FCPA, it is a criminal offense to give or offer anything of value to (1) any official of a foreign government or an instrumentality of a foreign government, (2) any foreign political party or official thereof or any candidate for foreign political office, or (3) to family members of any of the foregoing, in order to (a) influence any act or decision of a foreign official in their official capacity, (b) induce a foreign official to engage or fail to engage in any act in violation of the lawful duty of the official, or (c) secure any improper advantage; or induce a foreign official to use his or her influence with a foreign government to affect or influence any act or decision of such government.

Third parties and their employees, agents, and subcontractors must be mindful that less-than-obvious offers of value (such as favorable loan terms, debt forgiveness or cancellation, etc.) to the above-described entities are covered by the Act. Third parties who engage in transactions or activities that violate the FCPA face criminal penalties, and may, by their actions, involve Capital One or Capital One associates.

The FCPA includes all subsidiaries, affiliates, and locations of Capital One, worldwide. Just as it includes all Capital One associates, the FCPA also includes all representatives, agents, consultants, and contractors who work on behalf of Capital One in any country outside the U.S. If you, as a third party to Capital One, (1) represent Capital One or perform work in support of Capital One outside the U.S., or (2) engage companies or individuals on behalf of Capital One outside the U.S., you must ensure that you and any person, company or firm you engage on behalf of Capital One complies with the requirements under the FCPA. In addition, third parties and their employees, agents, and subcontractors cannot avoid responsibility by acting through others or by ignoring circumstances that indicate that a violation has occurred or is likely to occur.

- Self-Dealing. Self-dealing occurs when any Capital One associate conducts business in a manner that places their interests above those of Capital One. Associates may not open accounts without the customer's approval and may not search for, access or modify a customer's account unless they have a legitimate business reason to do so. Associates may not search for, access or

modify accounts held by themselves, friends, or relatives, or accounts for which any such person is an authorized user. Third Parties must monitor the activities of their employees and must ensure that they do not use Capital One's name, property, facilities, relationships, or other assets for personal benefit or for outside work. Third parties are admonished not to solicit or otherwise induce investments in them by Capital One associates or to offer warrants, options, stock, or other securities interests.

- Competing Against Capital One. Third parties may not take advantage of a business opportunity that is intended for Capital One which arises in the course of the engagement. Third parties may not act as a competitor by providing or attempting to provide similar products or services directly to Capital One customers.
- Insider Trading and Tipping. During the course of the engagement, third parties and their associates may come into possession of inside information, the unauthorized use of which could result in violation of insider trading laws. In general, these laws prohibit buying or selling stock in any public company, including Capital One, when the individual has material information that has not been released to the public.

Third parties and their associates must refrain from communicating material nonpublic information to anyone who might use it to buy or sell securities and must refrain from doing so themselves. "Tipping" others may violate laws and can result in penalties to all parties involved, including Capital One and the third party. For additional information, consult the appropriate Capital One third party manager.

Material information not available to the public may be provided only to individuals who need the information to perform their duties. Third party associates who have access to such information must not use it to buy or sell related shares or derivative securities until the third day after the information has been made public. Even if public announcements are made regarding inside information, third parties may not release information that they know is still confidential.

When in doubt, third parties must assume information is material and nonpublic, and must not act upon it. Third parties and their associates must not take part in any trading that may appear improper.

Managing Capital One's Information:

- Customer Information. Third parties and their employees may come in contact with information about Capital One employees or customers, including information about their accounts, as a result of their engagement with Capital One. Third party associates have a responsibility to protect the confidentiality of information about customers, consumers, Capital One associates or

any other individuals, that may be entrusted to them. They should not seek to access such information unless they have a legitimate business reason to do so. If legitimate access is granted, they must protect against the unauthorized release or use of this information.

- Confidential and Proprietary Information. All non-public information, including information that would be harmful to Capital One or its customers if released without authorization or that can be used by its competitors, can only be used for Capital One's business purposes. This information may be shared with third parties who have a need to know and who have previously received appropriate authorization. The use of this information for any reason not specified in the written agreement(s) with Capital One is strictly prohibited.
- Representing Capital One to the Public. Third parties and their associates must never speak to the public or release documents on behalf of Capital One. They may freely represent their own views, as long as such statements do not negatively impact the good name and reputation of Capital One.

Third parties may not use Capital One's name or official logo in press releases or other outside communications without prior approval of Capital One. Third parties may not provide project- or engagement-specific details of their support of Capital One to the public without prior approval of Capital One. Requests for such use of Capital One's name or official logo must be routed through the appropriate Capital One third party manager, who will consult Capital One Corporate Communications for direction and guidance.

- Intellectual Property Rights. Intellectual property which is developed during the engagement is governed separately from this document either in the contract or in the non-disclosure agreement. Third party associates must respect the intellectual property rights of others. Third party associates must not:
 - Load unlicensed software on any Capital One computer
 - Accept or use anyone else's confidential information except as authorized
 - Use or copy documents or materials that are copyrighted (including software, audio, video, and internet recordings) without the approval of Capital One

Appropriate Use of Social Media Tools:

- Expectations. We expect our third parties to assist us in protecting the privacy, confidentiality, and interests of Capital One, our current and potential products, associates, partners, customers,

and competitors, whether at work, at home, in the community, or online. As a valued third party, your firm and associates are expected to follow this Code of Business Conduct and Ethics and use good judgment at all times, including when accessing or providing content on social media. We also expect that, while online, third parties and their associates will not mention Capital One work or initiatives or information relating to Capital One or its customers.

- Guidelines. We are mindful that third parties and their associates may wish to discuss Capital One as consumers and otherwise, and ask that they keep the following guidelines in mind when they do so:
- Be mindful that what is said will be visible by everyone, including others outside the third party and Capital One, such as Capital One customers, its competitors, and the media
- Keep the Capital One Values in mind when accessing the internet or contributing to social media sites through Capital One-issued equipment, while on Capital One's network, or in any manner through which it might appear you are representing Capital One
- Do not write about specific Capital One products, services, or customers – doing so could unintentionally trigger disclosure requirements, which can lead to issues for Capital One and for the offending third party
- Under no circumstance will Capital One tolerate disclosures of its Confidential or Confidential/Proprietary data (such as customer information, business strategy, or product information)
- Content relating in any way to a third party's engagement with Capital One should be accompanied by a disclosure that the writer is not a Capital One associate, that the views are the third party's or the writer's own, and are not necessarily representative of Capital One's perspective
- Do not use or refer to Capital One's Brand, logos, other intellectual property, or that of other third parties with whom we do business

Use of Loaned Capital One Equipment and Services:

- **Definition.** Third party associates who come onsite to work at Capital One may be loaned Capital One equipment and may be provided access to network, email, and other electronic services. Use of Capital One computer and communication resources (such as telephones, PDAs, voicemail, email, instant and text messaging, facsimiles, mobile phones, pagers, computer systems, and networks) are subject to the requirements and limitations set by Capital One and as outlined in

the respective third party contracts (including those regarding harassment, privacy, copyrights, trademarks, trade secrets, patents, and other intellectual property).

- **Right to Monitor Activity.** As permitted by law, these resources are subject to monitoring, and third parties can have no expectation of privacy or confidentiality with respect to any communication, record, or data that is created, sent, received, or stored on any Capital One system. Any use of these Capital One resources provides consent for any service provider to provide Capital One with any communication, record, or data made with the resources. Third party associates must use Capital One computer and communication resources primarily for business purposes and must not use such computer and communication resources in a manner that is detrimental to Capital One. Third party associates may use Capital One computer and communication resources for incidental personal use, provided that Capital One policies and procedures are not violated in so doing, and that such use does not in any way interfere or jeopardize the use of such computer and communication resources, including third party associates' time, for business purposes. Any incidental use that may be permitted does not in any way diminish the fact that there can be no expectation of privacy or confidentiality.
- **Use and Disposition.** Capital One assets may never be used for any unlawful or unauthorized purpose. Third parties must prevent damage, theft, or misuse of Capital One assets and must return all Capital One assets in their possession at project or engagement end or as directed by the appropriate Capital One third party manager.

CONTACT INFORMATION AND ESCALATION PROCEDURES

Whenever possible, contact the appropriate Capital One third party relationship manager or engagement manager with any questions or to discuss business conduct and ethics issues.

If necessary, use the Ethics Hotline to report suspected discriminatory, unethical or illegal activities, or email Corporate Ethics. The hotline is available to third party personnel, temporary workers, independent contractors, and personnel of subcontractors of third parties to report matters where Capital One or Capital One associates, or third parties may be involved. It is also used by Capital One associates.

The hotline may not be used to harass either Capital One associates or third party workers through improper or unsupported allegations. Reported incidents must be made in good faith.

Retaliation against anyone reporting suspected violations by third party workers is prohibited and may result in termination of the individual third party workers' engagements or the third party relationship.

- **Capital One Ethics Line** - The Ethics Line is operated by an external company and is staffed 24 hours a day, seven days a week. Reports to the Ethics Line can be anonymous and are not recorded.
 - US, India and Canada: (866) 785-9735 toll-free
 - UK: 0808 234 7482
 - Philippines: 1800-8908-8236 or 1800-1441-0863
 - Web: CapitalOneEthics.alertline.com

- **Capital One Corporate Ethics**
 - Send an email to EthicsandInvestigations@CapitalOne.com

- **Global Security** – Additional info for third party workers assigned to a Capital One facility
 - Report Physical Security events at a Capital One facility including any event related to associate or third party worker safety and security, to include theft, vandalism, workplace violence, threatening calls/emails, or suspicious person or package.
 - From a Capital One desk phone dial 8978, in the UK call 455-3333
 - Send an email to Global.Security@CapitalOne.com