

# code of conduct

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jack henry™



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# introduction and purpose

## Message from Leadership

As we continue to navigate the complexities of our industry and strive for excellence in all that we do, it is imperative that we remain steadfast in our commitment to ethics and integrity. Upholding our Code of Conduct is not just a regulatory requirement; it is the cornerstone of our corporate philosophy and the foundation upon which our reputation is built.

Our philosophy, “Do the Right Thing, Do Whatever It Takes, and Have Fun,” is more than simply a catchphrase. It is a guiding principle that influences every decision we make and every action we take. It is about making choices that are not only legally compliant but also ethically sound. This philosophy ensures that we maintain the trust of our clients, partners, and stakeholders, and it reinforces our dedication to fostering a culture of transparency, consistency, collaboration, and communication.

Ethical behavior is essential to our current and future success. It helps us mitigate risks, avoid conflicts of interest, and maintain a positive work environment. By adhering to our Code of Conduct, we demonstrate our commitment to ethical practices and set a standard for others to follow. It is our collective responsibility to ensure that our actions reflect our values and that we hold ourselves and each other accountable.

Let us continue to embody the principles of integrity and ethical conduct in all our endeavors. Together, we can build a stronger, more resilient organization that stands the test of time.

Thank you for your unwavering commitment to doing the right thing.

Sincerely,



**Greg Adelson**

President & CEO





## Overview and Scope

The Code of Conduct sets the rules for ethical behavior and decision-making at Jack Henry. It explains the principles and standards everyone at the company should follow. By giving clear guidelines, the Code of Conduct helps everyone know how to act with integrity, fairness, and follow the law.

This Code is a guide for making ethical choices. It helps associates and others understand the company's values. It also gives advice on handling different situations, like conflicts of interest, keeping information private, and working with colleagues and clients. This guidance helps people make good decisions that match the company's ethical standards.

The Code of Conduct applies to everyone connected with our organization, from entry-level staff to senior executives and Board directors. This includes contractors, consultants, and contingent and temporary workers. Our founders valued every contributor to our clients' success. So, throughout this document, "associates" refers to all employees, officers, Board members, contractors, and other engaged parties working with Jack Henry.

# ethical conduct and compliance

## General Ethical Principles

We believe in doing the right thing and we prioritize ethical conduct. Our reputation for integrity and fairness is crucial to our long-term success. Every associate must understand and follow these principles. This section describes the behaviors expected to act with integrity, fairness, and in accordance with the law.

- **Honesty and Integrity.** We expect everyone to be honest and act with integrity. This means telling the truth, keeping promises, and taking responsibility for our actions. Being honest helps us build trust with our coworkers, customers, stockholders, and the community.
- **Fairness.** We must treat everyone fairly. This includes our associates, customers, suppliers, and competitors. We should make decisions without bias, avoid conflicts of interest, and give everyone equal opportunities. We do not allow discrimination or harassment.
- **Compliance with Laws and Regulations.** We must follow all laws and regulations. This means doing business according to the law and our internal policies. Associates should know the laws that apply to their jobs and ask for help if needed.





## The PLUS Filter for Ethical Decisions

The PLUS filter is a powerful tool for making ethical decisions. PLUS stands for Policies, Legal, Universal, and Self. It ensures our choices follow company policies, comply with the law, align with universal ethical principles, and match our personal values. Using this filter, we can confidently handle complex ethical dilemmas and maintain our integrity.

### Let's break it down:

- P stands for Policies** which are the rules set by our company. Does this decision follow our company's rules? Always check if your decision follows these rules. This keeps our actions consistent and within company standards. For example, if our policy says not to accept gifts from vendors, then don't accept them. This avoids conflicts of interest and keeps our integrity intact.
- L stands for Legal** which means the law must be followed. Is this decision legal? Every decision must comply with local, state, national, and, if applicable, international laws. Breaking the law can lead to serious trouble, like fines or legal action, and can hurt our company's reputation. For instance, make sure our marketing practices don't break consumer protection laws.
- U stands for Universal** which means principles are basic ethical standards that apply everywhere. Does this decision uphold basic ethical principles like fairness and honesty? These include honesty, fairness, respect, and responsibility. Ask yourself if your decision upholds these values. This ensures that our actions are not just legal and policy-compliant, but also morally and ethically right. For example, always treat associates with kindness, respect, and fairness.
- S stands for Self** which suggests personal reflection. Does the decision match your own values and beliefs? Would you be okay with everyone knowing about it? If a decision makes you uncomfortable, it might not be the right choice. For instance, if you feel uneasy about a decision because you think it may conflict with company values, reconsider it.

By answering these questions, you can help ensure your decisions are ethical. The PLUS filter helps spot potential ethical issues and provides a clear way to consider them. It promotes transparency, accountability, and integrity in our decision-making.

**Anna's spouse's company is bidding on a project she's managing. Should she disclose the relationship or stay quiet?**



### **Policies**

Do I need to disclose personal ties to vendors?



### **Legal**

Could hiding it lead to legal trouble?



### **Universal**

Could this hurt trust in the process?



### **Self**

How would I feel if I were another vendor?

## Compliance with Laws and Regulations

We are committed to conducting our business in compliance with applicable laws and regulations. This commitment is fundamental to our values and essential to maintaining the trust of our clients, partners, and stakeholders.

- **Adherence to Legal Requirements.** Associates must adhere to the laws and regulations that apply to our business operations. This includes, but is not limited to, anti-corruption, anti-money laundering (AML), data protection and privacy, environmental, and employment laws.
- **Financial Reporting and Accounting Standards.** We maintain accurate and transparent financial records in accordance with Generally Accepted Accounting Principles (GAAP). This ensures the integrity of our financial reporting and builds trust with our stakeholders.
- **Ethical Conduct.** We expect all associates to act ethically and with integrity in all business dealings.
- **Reporting Violations.** Associates are encouraged to report any suspected violations of laws, regulations, or this Code of Conduct. Reports can be made confidentially and without fear of retaliation.
- **Training and Awareness.** We provide training and resources to ensure associates understand their legal obligations and the importance of compliance. When specific laws or regulations impact daily work, we will provide the necessary training and education to keep our workforce informed of any changes and their applicability.
- **Cooperation with Authorities.** We cooperate fully with regulatory and law enforcement authorities.

- **Personal Responsibility.** Each associate is responsible for understanding the legal requirements relevant to their roles and seeking guidance when uncertain.
- **Employment and Labor Laws.** We comply with all employment and labor laws, ensuring fair treatment, non-discrimination, and equal opportunity for all employees. This includes adhering to wage and hour laws, workplace safety regulations, and anti-discrimination statutes.
- **Environmental Regulations.** We are committed to environmental sustainability and comply with all relevant environmental laws.
- **Data Protection and Privacy Laws.** We seek to protect the privacy and confidentiality of personal information in compliance with applicable federal, state, and local data protection laws.
- **Industry-Specific Regulations.** We strive to adhere to all industry-specific regulations that govern our operations, ensuring that we meet high standards of quality and safety. This includes compliance with:
  - » Anti-Money Laundering (AML) and Counter-Terrorism Financing (CTF)
  - » Bank Secrecy Act (BSA)
  - » Fair Lending and Consumer Protections
  - » Unfair, Deceptive, or Abusive Acts or Practices (UDAAP)
  - » Office of Foreign Assets Control (OFAC) Regulations

## Employment Policies

We are committed to fostering a work environment where everyone is treated with respect and dignity. Our Associate Handbook outlines detailed policies, procedures, and standards of conduct that every associate must follow.

We promote equal employment opportunities and prohibit discrimination, harassment, and retaliation. All workplace relationships should be professional and free from unlawful bias, prejudice, and harassment. Our Non-Discrimination and Anti-Harassment Policy, detailed in the Associate Handbook, ensures equal employment opportunity without discrimination based on race, color, national origin, religion, sex, age, disability, or any other legally protected status.

We comply with all applicable federal, state, and local wage and hour laws, as well as other statutes regulating the employer-employee relationship and workplace environment. No associate may interfere with or retaliate against another associate who seeks to invoke their rights under labor and employee relations laws. For questions about these laws or company policies, consult the Associate Handbook, the Policy Center on jhDaily, or contact Human Resources, the Chief Compliance Officer, or the Legal department.

Jack Henry is committed to providing a safe workplace for all associates. We adhere to laws and regulations that safeguard against safety and health hazards. Associates and visitors at company facilities must follow all safety instructions and procedures. Report any health and safety concerns immediately to your manager or through the online reporting tools available.

Additionally, we must follow laws that restrict hiring or retaining government employees, except for positions that are not subject to these restrictions. Before discussing employment with any current government employee, obtain written clearance from the Legal department. This also applies to hiring or retaining any former government employee who left the government within the past two years.

## Anti-Bribery and Corruption

We have a strict zero-tolerance policy for bribery, kickbacks, and fraud. Company funds or assets must never be used to influence or compromise someone's actions. This policy applies to everyone in the company, including directors, officers, associates, trainees, and interns. Similarly, no associate should accept any funds, assets, or special treatment in exchange for securing business or favors from the company. Associates must follow all anti-bribery laws, like the U.S. Foreign Corrupt Practices Act (FCPA).

### Examples of prohibited conduct include:

- Paying or receiving money, gifts, gift cards, loans, or other favors that could influence business decisions or compromise independent judgment.
- Paying or receiving rebates or kickbacks to secure business for or from the company.
- Bribing government officials to get favorable rulings.
- Engaging in any actions that could damage the company's reputation or integrity.

Associates found involved in bribery, kickbacks, or other unlawful payments will face termination and possible criminal charges. If you have concerns about any business dealings or suspect a violation of this policy or anti-corruption laws, report it immediately to your supervisor or the Legal department or our online reporting tool. No one in the company will retaliate against anyone who refuses to commit a corrupt act or who raises concerns under this policy.



## Antitrust and Fair Competition

Antitrust laws prevent collusion among competitors, unfair market practices, and harmful mergers and acquisitions. Violating these laws can lead to:

- Large fines for the company and individuals.
- Prison for individuals.
- Substantial damages from civil lawsuits.
- Damage to our reputation.
- Legal proceedings that can be costly and disrupt our business.

We are committed to promoting fair competition and following all antitrust laws. These laws, enacted by federal, state, and many foreign governments, ensure that markets operate competitively and efficiently. We fully support the enforcement of antitrust laws in all markets where we offer our products and services.

**Commitment to Fair Competition.** We compete based on the merits of our products and services. We do not engage in practices that unfairly limit competition or harm the industry which we seek to serve. Our commitment to fair competition fosters innovation and benefits our customers.

**Prohibited Practices.** To comply with antitrust laws, we strictly prohibit:

- **Price-Fixing.** Agreements with competitors to set prices at a certain level.
- **Market Allocation.** Dividing markets or customers with competitors to avoid competition.

- **Bid-Rigging.** Colluding with competitors to manipulate the outcome of a bidding process.
- **Exclusive Dealing.** Forcing customers to buy exclusively from us or preventing suppliers from selling to our competitors unfairly.
- **Boycotts.** Agreements with competitors to not do business with certain customers, suppliers, licensors, or licensees.
- **Limiting Production.** Agreements to limit production volume or research and development, or to refrain from certain types of selling or marketing.

**Other Restricted Activities.** Some activities are not always illegal but can be in certain market situations. We strictly prohibit:

- **Predatory Pricing.** Pricing below cost to drive competitors out of the market.
- **Exclusive Dealing Arrangements.** Requiring customers not to deal with competitors.
- **Reciprocal Purchase Agreements.** Conditioning the purchase of a product on the seller's agreement to buy products from the other party.
- **Tying Arrangements.** Conditioning the sale of one product on the buyer's agreement to purchase another product.
- **Price Discrimination.** Selling goods at different prices to similar customers who compete with each other, without legal exceptions.
- **Resale Price Maintenance.** Agreements with customers or licensees on the minimum or maximum resale price of our goods or services.

**Reporting Obligations and Channels.** If you see or hear of anyone acting against these rules, or suspect someone is engaging in anticompetitive behavior, report it immediately to the Legal department. Also, report any conduct by competitors that suggests pricing coordination or other prohibited behavior. This includes a competitor’s employee trying to discuss or engage in prohibited practices like price-fixing, market allocation, and bid-rigging.

**To comply with antitrust laws, we all must report:**

- A violation of the law.
- Questionable conduct that might indicate a violation.

**You can report to:**

- Your manager, unless you suspect they are involved.
- A member of the Legal department.
- [Our online reporting tool.](#)

Anyone reporting suspicious conduct will be protected from all forms of retaliation.



## Accounting and Auditing Controls

As a public company, Jack Henry must provide full, fair, accurate, and timely disclosure in the reports that the company files with the SEC or otherwise releases to the public. The company’s disclosure controls and procedures must be followed to ensure that required information is collected and filed in a timely manner and that such disclosure is accurate and complete. If an associate suspects that any public disclosure contains material inaccuracy or omits a material fact, the associate should immediately contact his or her manager, the Chief Financial Officer, a member of the Audit Committee, the Chief Compliance Officer, the Chief Audit Executive, or use the confidential, anonymous reporting tool.

- **Financial Reporting.** We are committed to maintaining the highest standards of accuracy and transparency in our financial reporting and accounting practices. This section outlines our expectations for all associates to ensure we comply with accounting standards and internal controls.
- **Accuracy and Transparency.** We must ensure that all financial records and reports are accurate, complete, and transparent while maintaining the confidentiality of sensitive information and avoiding the disclosure of any material nonpublic information (MNPI) to unauthorized parties. This involves recording all transactions truthfully and promptly. Timely and accurate financial reporting is crucial for making informed business decisions and maintaining the trust of our shareholders, customers, and regulators.
- **Compliance with Accounting Standards.** We adhere to all applicable accounting standards and regulations. This includes following Generally Accepted Accounting Principles (GAAP), as appropriate. Associates involved in financial reporting must stay informed about these standards and ensure that our financial statements reflect them accurately.

- **Internal Controls.** Strong internal controls are crucial for preventing errors and fraud. We have established internal controls to safeguard our assets, ensure the accuracy of our financial records, and promote operational efficiency. All associates must follow these controls and report any weaknesses or breaches immediately.
- **Supervisory Responsibilities.** Associates with supervisory duties must establish and implement appropriate internal accounting controls over all areas of their responsibility to ensure the accuracy of the company's financial records and reports. These controls must comply with internal needs and applicable laws and regulations.
- **Accounting Adjustments and Disclosures.** Any accounting adjustments that materially depart from GAAP must be approved by the Audit Committee and reported to the company's independent auditors. Additionally, all material off-balance-sheet transactions, arrangements, obligations, and other relationships with unconsolidated entities or other persons that may have material effects on the financial condition, results of operations, or liquidity must be disclosed to the Audit Committee and the company's independent auditors.
- **Prohibited Conduct.** No associate may interfere with or seek to improperly influence, directly or indirectly, the auditing of the company's financial records. Violations of the provisions in this Code of Conduct will result in disciplinary action, up to and including termination, and may also subject the violator to substantial civil and criminal liability.

**Sarah, a senior sales exec, is being pushed to close risky deals. She knows it's unethical and could hurt the company long-term. Should she push back or give in to meet short-term goals?**



**Policies**

Are there guidelines for handling pressure from leadership?



**Legal**

Could taking on risky deals expose us legally?



**Universal**

Does this reflect honesty and integrity?



**Self**

Would I be okay if this became public?

## Company Political Involvement

No company funds, resources, or facilities may be used to support any political party or candidate anywhere in the world. Exceptions to this practice are only allowed if the contribution is legal, approved by the General Counsel and the Board of Directors, and follows local, state, and federal rules.

Associates are free to make personal political contributions, unless prohibited by other company policies. The company will not reimburse associates for political contributions, and associates should not try to get or facilitate such reimbursements. Contributions should not be made with the expectation of favorable government treatment in return. Any political activity or contribution by an associate that might appear to be an endorsement or contribution by the company must be approved in advance by the Legal department.

Company officials and representatives sometimes meet with government members to share views and concerns on policies and legislation of interest to the company. These lobbying activities must follow rules and be coordinated to be effective. Before engaging in any non-routine contact with government officials or employees, employees must first consult with the Legal department.

## Insider Trading

We are committed to preventing insider trading and ensuring compliance with securities laws. This section outlines our policy on insider trading and the responsibilities of associates.

- **General Prohibition on Insider Trading.** No one who is aware of material nonpublic information about Jack Henry may trade in the company's securities or provide such information to others who might trade until the information has

**Mia wants to support a political candidate online but worries it might look like her company is endorsing them. Should she post or hold back?**



### Policies

Could personal posts be seen as representing the company?



### Legal

Might it create legal issues for the company?



### Universal

Does this show respect and professionalism?



### Self

How would I feel if it caused conflict at work?

become publicly available. This prohibition includes trades by family members, which means a person's spouse, family members who live with an insider, anyone else who lives in the person's household, and any family members who do not live in the person's household but whose transactions in company securities are directed by the person or subject to the person's influence or control (like parents or children who consult with the insider before they trade in company securities). It also includes entities controlled by insiders. Material nonpublic information is any information that has not been made public and that a reasonable investor would consider important when deciding whether to buy, sell, or hold securities.

- **Prohibited Transactions.** Certain transactions are prohibited to avoid even the appearance of improper conduct. These include any of the following in connection with Jack Henry securities:
  - » Short sales of Jack Henry securities.
  - » Buying or selling options, puts, calls, or other derivatives.
  - » Engaging in hedging transactions.
  - » Holding securities in margin accounts or pledging them as collateral.
- **Closed Trading Periods.** There are specific periods, especially around the end of fiscal quarters and earnings releases, when trading is restricted. These closed trading periods apply to directors, officers, and certain associates, who will be notified when these periods begin and end.
- **Pre-Clearance Requirements.** Certain insiders, including directors and officers, must seek pre-clearance before engaging in any transaction involving Jack Henry securities. This helps ensure compliance and avoid potential conflicts.

## workplace conduct and relationships

Our founders believed that business is about people – a philosophy we still stand by today. Jack Henry is committed to providing a work environment where all individuals are treated with respect and dignity. We believe that inclusion and belonging are key to our success and that every associate has the right to work in a professional atmosphere that promotes equal opportunities and prohibits discriminatory practices.

### Discrimination, Harassment, and Retaliation

We employ a zero-tolerance policy toward any form of discrimination, harassment, or retaliation. This policy applies to all associates, vendors, and visitors. Any behavior that undermines the dignity of individuals or creates an intimidating, hostile, abusive, or offensive work environment will not be tolerated. We prohibit any conduct that goes against our values, even if it doesn't break the law. Any associate who has a question, concern, or complaint of discrimination or harassment, or who is witness to conduct prohibited by this policy, should immediately notify, at their discretion, any of the following: their manager, Human Resource Business Partner, the Director of Human Resource Business Partners, or the anonymous reporting tool.

#### Definitions:

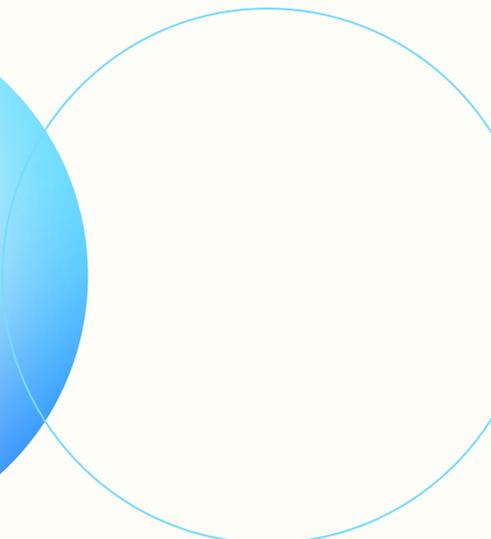
- **Discrimination:** Unfair treatment of an individual or group based on characteristics such as race, religion, color, national origin, disability, genetic information, pregnancy, marital status, sex, gender identity, age, sexual orientation, military status, or any other legally protected status.

- **Harassment:** Unwelcome conduct that is based on a protected characteristic. Harassment becomes unlawful when enduring the offensive conduct becomes a condition of continued employment or the conduct is severe or pervasive enough to create a work environment that a reasonable person would consider intimidating, hostile, or abusive.
- **Sexual Harassment:** Is prohibited, including unwelcome sexual advances, requests for sexual favors, or other sexually charged behavior that influences employment conditions or decisions, or that creates an intimidating, hostile, abusive, or offensive work environment. It encompasses:
  - » Unwelcome sexual advances and requests for sexual favors.
  - » Verbal or physical actions of a sexual nature that impact an individual's work performance and/or attendance by creating an intimidating, hostile, abusive, or offensive work environment.
  - » Behavior that disrupts work performance or fosters a hostile atmosphere. Examples include:
    - Sexual flirtations, advances, or propositions.
    - Graphic comments about an individual's body.
    - Sexually suggestive objects, images, or messages.
    - Unwelcome touching or physical contact.
- **Retaliation:** Any adverse action taken against an individual for reporting discrimination or harassment, or for participating in an investigation of such reports.

## Workplace Safety and Security

Our company is committed to providing a safe and healthy work environment for associates. We believe that safety is a shared responsibility and that every individual has a role to play in maintaining a safe workplace. Our commitment to safety includes:

- **Compliance with Laws and Regulations.** We adhere to all applicable health and safety laws, regulations, and standards. We expect all associates to understand and comply with these requirements.
- **Risk Management.** We proactively identify and assess potential risks in the workplace and implement appropriate measures to mitigate these risks. This includes safety audits, inspections, and regular maintenance of equipment and facilities.
- **Reporting and Addressing Safety Concerns.** We expect all associates to report any safety concerns or incidents immediately to their managers or by using our online reporting tool so that Jack Henry can promptly and effectively address concerns.



## Conflicts of Interest

Conflicts of interest can undermine the trust and integrity of our company. It is important to identify, disclose, and manage any potential conflicts to maintain transparency and fairness.

### Gifts and Entertainment

At Jack Henry, we expect our associates to uphold the highest standards of integrity and professional judgment. We recognize that building strong business relationships may, at times, involve the exchange of gifts or participation in entertainment. These interactions can be appropriate and aligned with common business practices—when handled responsibly and ethically.

However, gifts and entertainment must never compromise, or appear to compromise, the objectivity of our business decisions. Improper, excessive, or frequent exchanges can create conflicts of interest and may violate anti-bribery and anti-corruption laws. To ensure transparency, mitigate risk, and maintain trust, we have established clear guidelines for what is acceptable and what requires further review.

We value industry engagement and encourage participation in legitimate business events, conferences, and networking opportunities that support our business goals. Reasonable business entertainment—such as meals, sporting events, or cultural outings—is permitted when it serves a clear and documented legitimate business purpose and is not extravagant.

“Gifts” may include acceptance of vendor-paid travel, lodging, complimentary admission, or excessive hospitality in connection with a business event, conference, or seminar. “Gifts” do not include loans from financial institutions on customary terms.

**Jamie is invited to a vendor-sponsored symposium with valuable networking, but it includes fancy dinners and sports tickets. They’ll cover the costs. Is it OK for him to go?**



#### **Policies**

Could it be seen as compromising integrity?



#### **Legal**

Are there any legal red flags if there’s no quid pro quo?



#### **Universal**

Does it support collaboration and professional growth?



#### **Self**

How would I feel if I saw a peer in the same situation?

## Guidelines for Gifts and Entertainment Received:

- **Permissible Gifts (Value up to \$350).** Modest meals, small promotional items, or gifts of nominal value are generally acceptable and do not require formal approval or registry entry. These should be infrequent from any single source.
- **Gifts or Entertainment Requiring Manager Approval (Value between \$350 and \$750).** Gifts, meals, or entertainment valued between \$350 and \$750 must receive prior written approval from the associate's manager. The receiving associate's manager must record the transaction in the Gift and Entertainment Registry before or immediately after the event/receipt.
- **Gifts or Entertainment Requiring Executive Approval (Value exceeding \$750).** Gifts, meals, or entertainment exceeding \$750 in value require prior written approval. These must also be logged by the associate's manager in the Gift and Entertainment Registry prior to the event/receipt. The receiving associate's manager must get prior written approval from the associate's Business Unit Leader. If the receiving associate is a Business Unit Leader, approval must be received from the Chief Legal Officer and the Business Unit Leader must record the transaction.
- **Prohibited Gifts.** Cash or cash equivalents, securities, loans (not in the ordinary course of business), extravagant or excessive gifts (regardless of value if the intent is improper influence), or any item intended to improperly influence a business decision are strictly prohibited.
- **Solicitation.** Associates may not request or solicit gifts under any circumstances.

## Approval and Disclosure Requirements:

- **The Gift and Entertainment Registry.** All gifts, entertainment, and attendance at third party-sponsored events that require recording or approval (as outlined above) must be accurately and promptly entered into Jack Henry's centralized Gift and Entertainment Registry. This digital registry serves as our official record and facilitates compliance oversight.
- **Timeliness.** Entries must be made within the specified timeframes (e.g., within 5 business days for items between \$350 and \$750, and prior to for items over \$750).
- **Sound Judgment.** We rely on our associates to exercise sound judgment and act in the best interests of the company. When in doubt about whether a gift or entertainment is appropriate, or if an approval is needed, seek guidance immediately from your manager, Business Unit Leader, Compliance, or the Legal Department.
- **Transparency and Accountability.** Accurate and timely disclosure through the registry is essential to maintaining the trust of our clients, partners, and each other, and for demonstrating our commitment to ethical conduct and regulatory compliance.

## Outside Employment and Activities:

Associates must disclose any outside employment or activities that could potentially conflict with the interests of Jack Henry. This includes working for competitors, engaging in business activities that compete with our company, or any other activity that could interfere with job performance. Associates should seek approval from their manager before engaging in any outside employment or activities that could pose a conflict of interest.

## Guidelines for Outside Employment and Activities

- » **Disclosure:** Associates are required to disclose to their manager any outside employment or business activities that could potentially conflict with the interests of Jack Henry.
- » **Approval:** Associates are required to obtain written approval from their manager before starting any outside employment or activity that could potentially conflict with company interests.
- » **Restrictions:** Associates must avoid any outside work that interferes with their job performance or uses company resources.

Unless approved in advance by their manager, associates and their immediate family members – which means a person’s spouse and family members who live with the associate – cannot have a financial interest in a competitor, customer, or supplier if the associate or their subordinates deal with them as part of their job. This includes being an investor, lender, employee, or service provider. However, owning a small amount (1% or less) of a public company’s stock or mutual fund is okay.

# company resources and information

## Use of Company Assets

All associates are expected to use company assets responsibly and ethically. Our assets include physical property, technology, and financial resources.

- **Physical Property.** We must take care of the company’s physical property, such as buildings, equipment, and supplies. Use these assets only for business purposes and protect them from damage, theft, and misuse. Report any loss or damage immediately to your manager.

**John wants to use his work laptop and software for a side project. He thinks it won’t affect his job, but isn’t sure if it’s allowed.**



### Policies

What’s the rule on using company tools for personal use?



### Legal

Might this violate intellectual property or software agreements?



### Universal

Could this affect trust at work?



### Self

How would I feel if I were the employer?

- **Technology and Computer Networks.** All associates are responsible for properly using the company’s software, networks, and data management technologies (collectively referred to as the “Information System”) in accordance with company policies, which are detailed in the Associate Handbook.
- **Company Property.** The Information System is the property of Jack Henry. All communications and information transmitted, received, created, or stored within the Information System are considered company records and property.
- **No Expectation of Privacy.** Jack Henry has the right to monitor all aspects of its Information System without associate permission. This includes reviewing documents, emails, instant messages, and voicemails, monitoring internet usage, and reviewing downloaded or uploaded materials. Associates should not expect privacy in anything they create, store, send, or receive on the Information System.
- **Professional Use Required.** The Information System must be used professionally and courteously by all. The company’s policies against discrimination and harassment apply to the Information System.
  - **a. Offensive and Inappropriate Material.** Using the Information System to send or receive illegal, sexually explicit, abusive, offensive, or profane messages or files is prohibited.
  - **b. Internet Use.** Avoid accessing inappropriate or non-work-related websites. Do not engage in illegal activities or activities that could harm the company’s reputation.
  - **c. Solicitations.** The Information System may not be used to solicit for religious or political causes, commercial enterprises, outside organizations, or other activities not related to work at Jack Henry.
- **Copyrights and Trademarks.** Do not use the Information System to send or receive copyrighted materials, trade secrets, proprietary financial information, or similar materials without proper authorization.
- **Security Protocols.** Follow all security protocols to protect against cyber threats, including but not limited to:
  - **a. Authorized Use.** Use the company’s information systems and technology for legitimate business purposes only. Personal use should be minimal, if any, and must not interfere with work responsibilities.
  - **b. Security.** Protect your login credentials and do not share them with others. Use strong passwords and change them regularly. Regularly back up important data and be cautious of suspicious emails or links.
  - **c. Data Protection.** Ensure that sensitive and confidential information is stored securely and accessed only by authorized personnel. Do not download or install unauthorized software.
- **Financial Resources.** Use the company’s financial resources, including funds, credit cards, and expense accounts, wisely and for legitimate business purposes. Keep accurate records of all financial transactions and follow our internal controls to prevent fraud and misuse.
- **Intellectual Property.** Protecting our intellectual property (IP) is crucial to maintaining our competitive edge and fostering innovation, as it represents the hard work and creativity of our associates. Our IP, which includes inventions, improvements, ideas, information, software, models, programs, patents, trademarks, copyrights, and trade secrets, is our most valuable asset next to our associates. This section outlines our commitment to safeguarding these assets

**Caleb sees a feature a client wants that looks like something he built at a previous job. He thinks he can recreate it. Should he?**



### **Policies**

Are there rules around intellectual property and confidentiality?



### **Legal**

Could this violate NDAs or IP laws?



### **Universal**

Does this show respect for IP and professional integrity?



### **Self**

How would I feel if the roles were reversed?

and adhering to our product development standards. Associates must take steps to protect our IP from unauthorized use, theft, or infringement, ensuring that we can continue to innovate and grow.

#### **a. Types of Intellectual Property:**

- » **Patents.** Protect our inventions and innovations. Do not disclose patentable ideas without proper authorization. Patentable subject matter includes a completely new or an improved use of a machine or process. Process inventions consist of a documented series of steps or acts to be performed, including a new use of a known process applied to another scenario.
  - » **Trademarks.** Represent our brand and reputation. Jack Henry keeps a public-facing list of claimed trademarks and expectations related to use, available at [www.jackhenry.com/intellectual-property](http://www.jackhenry.com/intellectual-property). Together, associates should follow Jack Henry trademark guidelines in written work products, and respect the trademark of other entities.
  - » **Copyrights.** Protect our original works, such as software, designs, white papers, marketing materials, and other publications. Do not copy or distribute copyrighted material without permission.
  - » **Trade Secrets.** Include confidential business information, such as formulas, processes, and strategies. Keep this information secure and share it only with authorized personnel on a strict need-to-know basis. Some highly confidential information may only be shared with business executives.
- **Adhering to Product Development Standards.** We follow strict product development standards to ensure quality, safety, and compliance with regulations. All those involved in product development must:

- a. Follow Procedures.** Adhere to our established processes and guidelines for product development.
  - b. Ensure Quality.** Maintain high standards of quality in all stages of development, from design to production.
  - c. Comply with Regulations.** Ensure that our products meet all legal and regulatory requirements.
  - d. Document Work.** Keep accurate records of development activities, including research, testing, and approvals.
- **Ownership and Disclosure.** Jack Henry is the exclusive owner of all rights in the intellectual property related to our business, including intellectual property related to our business that is developed by associates during their employment or service. This applies whether or not the developments occur during working hours, on company premises, or using company resources. Associates must promptly disclose all such developments to their manager and, upon request, execute the necessary documentation to transfer all rights to the company.
- **Use and Protection of Jack Henry IP.** Unauthorized use or disclosure of IP can compromise our exclusive rights. No associate may negotiate or enter into any agreement regarding the company's IP without consulting the Legal department. We also respect the intellectual property rights of others. Any proposed name for a new product, financial instrument, or service must be cleared by the Legal department before use. All copies of work authorized for public distribution must bear the prescribed copyright and trademark notice and should be Jack Henry's original work.
- **Avoiding Unauthorized Use of Other Companies' IP.** Associates must avoid unauthorized use of others' IP. Using another company's IP always requires appropriate authorization or clearance from our Legal department. Consult

the Legal department if you have questions about photocopying, excerpting, electronically copying, displaying, or otherwise using others' IP. Just because material is freely available, including from the internet, such as articles or images, does not mean it is permissible to copy, use, or recirculate it.

- **Software Use.** It is our policy to purchase or license the software and services we use to support our business operations and not to violate copyright laws by making unauthorized copies or using the software or service in a way that is restricted by the terms of the licensing or subscription agreement. Maintain evidence of software purchases, such as invoices, user manuals, and license copies.
- **Confidentiality and Data Classification.** We are committed to protecting the privacy and confidentiality of our clients', our associates', and the company's data (collectively, the "Data"). See the Data Classification Policy and associated standards for associate responsibilities to categorize and handle data. This section summarizes associate responsibilities for safeguarding the Data, both during and after employment.
  - a. Data Categories.** The Data is categorized by type and sensitivity and each category has its own specific controls. Examples of the data categories and associate responsibilities for safeguarding the data are available in the Data Classification Policy and associated standards.
  - b. Associate Responsibilities.** Associates have a duty to protect the Data. This responsibility extends beyond the duration of employment. Key responsibilities include:
    - » **Access Control.** Only access the Data if you have a legitimate business need. Do not share this information with unauthorized individuals.

- » **Data Security.** Follow all company policies and procedures for data security. This includes using strong passwords, encrypting sensitive data, and securing physical and digital records.
  - » **Confidentiality Agreements.** Adhere to any confidentiality agreements you have signed. This includes not disclosing confidential information to third parties without proper authorization.
  - » **Data Minimization.** Collect and retain only the minimum amount of Data necessary for business purposes. Dispose of it securely when it is no longer needed.
  - » **Reporting Breaches.** Immediately report any suspected data breaches or unauthorized access to the Data to your manager or the Chief Information Security Officer.
- **Recordkeeping and Document Retention.** Maintaining accurate business records and following our document retention policy is essential for legal and regulatory compliance. Expectations include:
    - a. Accurate Recordkeeping.** Associates must ensure that business records are accurate, complete, and up-to-date. This includes financial records, contracts, emails, and other documents related to our operations. Accurate recordkeeping is crucial for making informed decisions, meeting legal obligations, and maintaining stakeholder trust.
    - b. Document Retention Policy.** Our document retention policy specifies how long different types of records should be kept and the proper methods for storing and disposing of them. Key points include:
      - » **Retention Periods.** Follow the specified retention periods for different types of documents. These periods are based on legal, regulatory, and business requirements.
      - » **Secure Storage.** Store records securely to protect them from unauthorized access, damage, or loss. This includes both physical and digital records.
      - » **Disposal of Records.** Dispose of records that are no longer needed in accordance with our policy. Ensure that sensitive information is destroyed securely to prevent unauthorized access.
      - » **Compliance with Legal and Regulatory Requirements.** Adhering to our document retention policy helps ensure compliance with various legal and regulatory requirements. Associates must be familiar with the retention requirements relevant to their roles and seek guidance if they are unsure about how to handle specific records.
- **Communications and Public Statements.** Consistent and clear communication is crucial to our continued success. This segment describes our procedures for overseeing communications and public remarks to ensure conformity with legal and regulatory obligations.
    - a. Authorized Spokespersons.** Only the Chief Executive Officer and Chief Financial Officer are authorized to speak to the media on behalf of Jack Henry. Similarly, only the Chief Executive Officer, Chief Financial Officer, and Head of Investor Relations are authorized to speak with market participants on behalf of Jack Henry. Other associates may be delegated specific communication tasks as needed.
    - b. Handling Inquiries.** Direct all inquiries from market participants, analysts, or media to an authorized spokesperson. Do not attempt to handle these inquiries yourself without prior authorization.
    - c. Public Disclosure.** The company must comply with Regulation Fair Disclosure (Regulation FD). This means any disclosure of material nonpublic information must be released simultaneously to all market participants. Public disclosure

can be made through SEC filings, press releases, or properly noticed public webcasts.

- d. Social Media and Non-Traditional Communication.** Do not use social media or other non-traditional communication channels to disclose material nonpublic information.

## reporting and enforcement

At Jack Henry, we are deeply committed to maintaining a high standard of ethics. We believe that when everyone acts with integrity, our workplace becomes a better place for all. Our core value of integrity is the backbone of our approach to ethics. It means “doing the right thing” publicly and behind closed doors.

### Expectation to Raise Concerns

If you become aware of any known or suspected violations by any associate or visitor, it is your responsibility to report them as soon as possible. Your prompt action helps us address issues quickly and effectively. Supervisors and managers must report any suspected or actual inappropriate conduct or complaints of sexual harassment immediately. They will face disciplinary actions if they fail to report or knowingly allow harassment to continue.

### How to Report a Concern

Each of us has a responsibility to report ethical concerns to our managers, Human Resource Business Partners, or through our 24/7, third-party managed [ethics reporting tool](#). The reporting tool is available on our website, enabling an avenue for all our stakeholders – associates, vendors, clients, stockholders, and the public – to

anonymously report grievances, fraud, and unlawful, unethical, or other types of improper behavior.

Jack Henry encourages you to discuss work-related issues with your manager first. Here are the steps to follow if you have a problem or concern:

- Try to resolve the issue with your manager as soon as possible. Your manager is usually closest to the situation and in the best position to help. If you have reasonable concerns about approaching your leader regarding an issue or problem, your first step can be contacting your Human Resource Business Partner.
- If your manager can't solve the problem or if you're not satisfied after step 1, speak to your department manager. Your department manager will consider the facts and try to resolve your concerns. They may also review the matter with a Human Resource Business Partner.
- Your Human Resource Business Partner is an additional resource to you, if needed. They will review the situation, conduct an investigation if necessary, and respond to you in a timely manner.

We also maintain a third-party managed ethics reporting tool to ensure all associates, vendors, clients, stockholders, and the public have the option to anonymously report grievances, fraud, and other unethical behaviors:



Website: [lighthouse-services.com/jackhenry](https://lighthouse-services.com/jackhenry)



Email: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (include “Jack Henry” with report)



Phone: 833-222-4159 (English), 900-216-1288 (Spanish)

**David suspects his manager is committing fraud. He has some evidence but fears the fallout of reporting it. Should he speak up?**



### **Policies**

What's the company's stance on reporting fraud?



### **Legal**

Could staying silent have legal consequences?



### **Universal**

Is it fair to stay silent when others could be harmed?



### **Self**

How would I feel if I were another employee affected by this?

## Confidentiality

We understand that reporting a concern can feel intimidating, but we are here to support you. Your privacy is important to Jack Henry, and we will handle all complaints with as much confidentiality as possible. You can trust that we will protect the identity of anyone who reports a suspected issue or takes part in an investigation to the best of our ability.

Please keep in mind that the General Counsel and those involved in the investigation are focused on the company's best interests, rather than acting as personal representatives or lawyers for associates.

We want to assure you that no one will face negative consequences for making a good faith report or participating in an investigation. However, it is important to be honest, as knowingly making a false claim could lead to corrective action, up to and including termination.

## Investigation and Consequences

To support a culture of organizational justice, Jack Henry operates an ethics reporting and investigation process, overseen by our General Counsel. Ethics concerns reported through our anonymous reporting mechanism are evaluated by the Ethics, Conduct, and Culture Committee, which then determines what resources are appropriate to investigate a report.

All reports will be promptly and thoroughly investigated by an impartial person. Jack Henry will act to stop any improper conduct immediately. Investigations will be fair, timely, and tracked to ensure progress. We expect all associates to cooperate fully in these investigations as cooperation is crucial in ensuring that we can resolve issues fairly and thoroughly.

Following investigation, these teams collaborate to determine the appropriate response, including corrective actions. To foster a culture of transparency, an aggregated and anonymized summary of reports is shared internally with all associates and the Board of Directors each quarter.

## Protection Against Retaliation

Retaliation in any form against an individual who reports a violation of this Code of Conduct or the law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this policy. Suspected acts of retaliation should be reported immediately to your manager, department manager, or Human Resource Business Partner and will be addressed and disciplined as appropriate. You can also seek help from state human rights divisions, the Equal Employment Opportunity Commission, federal or state courts, or local police.

## Enforcement and Follow-Through

To ensure adherence to our Code of Conduct, we have established clear procedures and guidelines:

- **Training and Awareness.** All associates receive regular training on the Code of Conduct to ensure they understand the expectations and standards of behavior.
- **Investigation Process.** All reported violations are promptly and thoroughly investigated by the Ethics, Conduct, and Culture Committee. This committee is responsible for reviewing the allegations, gathering evidence, and interviewing relevant parties.

- **Disciplinary Actions.** Based on the findings of the investigation, appropriate disciplinary actions are taken. These can range from warnings and retraining to termination of employment, depending on the severity of the violation.
- **Regular Audits.** We conduct regular audits to ensure compliance with the Code of Conduct and to identify any areas that may require improvement.
- **Leadership Accountability.** Our leadership team is committed to leading by example and upholding the highest ethical standards. They are also responsible for reinforcing the importance of the Code of Conduct within their teams.

By implementing these measures, we strive to maintain a culture of integrity and accountability throughout the organization.



## commitment to doing the right thing

We are proud to do the right thing, do whatever it takes, and have fun. Jack Henry seeks to foster a safe, ethical, and inclusive workplace where the first and last question asked is, “What’s the right thing to do?”

# appendix a

## Foreign Corrupt Practices Act Compliance Policy

### Purpose

It has been and will continue to be the policy of Jack Henry and Associates, Inc. (the “Company”) to conduct business in a lawful and ethical manner. This policy is reflected throughout our Code of Conduct, including its specific provisions that prohibit bribery and kickbacks in all circumstances. In accordance with these general policies, the Company adopts this corporate policy against violations of the Foreign Corrupt Practices Act, 15 U.S.C. §§ 78dd-1, et seq. (“FCPA”), and other applicable foreign-law counterparts of the FCPA (the “Policy”). The FCPA and this Policy prohibit the Company and persons acting on the Company’s behalf from bribing foreign government officials in order to obtain or retain business for the Company.

### Summary of the FCPA

The FCPA: (i) prohibits offering to pay, paying, promising to pay, or authorizing the payment of money or anything of value (ii) to a foreign official (iii) in order to influence any act or decision of the foreign official in his or her official capacity or to secure any other improper advantage (iv) in order to obtain or retain business. The FCPA requires that companies have an adequate system of financial and accounting procedures, including a system of internal controls, reasonably designed to ensure the maintenance of fair and accurate books, records and accounts in a way that is reasonably designed to prohibit individuals and companies from knowingly falsifying the company books and records or circumventing its system of internal controls.

While in the U.S., government officials are seldom officers or managers of our financial institution customers, the banking laws, customs and practices of foreign countries can be very different from those we encounter in our U.S. markets. In many countries banks may be owned or otherwise closely affiliated with governments and thus bankers may be considered foreign officials under the FCPA. Caution and appropriate due diligence in all foreign dealings are required.

Penalties for violating the FCPA are severe. Violations of the FCPA subject individuals and companies to civil and criminal penalties, including fines, disgorgement of profits derived from the illegal conduct, and/or imprisonment. Individual violators can incur civil or criminal liability for conspiracy, aiding and abetting the falsification of a company’s books and records, making false statements to company auditors and filing false reports under the Securities Exchange Act.

### Anti-Bribery Provisions of the Policy

Not only is bribery of foreign government officials a federal crime, it is contrary to Jack Henry’s philosophy of “Doing the right thing.” It is bad for business because it is anti-competitive, leading to distorted prices and putting honest businesses at a disadvantage. Agreements obtained through bribery can result in the bribed officials demanding ongoing and ever-increasing bribes. Permitting corporate bribery can infect a corporate culture and lead to other destructive corporate misconduct, such as self-dealing, fraud and embezzlement. Bribery has no place as a Company practice. For these reasons, the Board of Directors adopts the following specific anti-corruption policies:

- **Prohibited Payments.** The Company and its associates and representatives are prohibited from directly or indirectly making, promising, authorizing or offering anything of value to any person or foreign government official to secure an

improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties knowing that such third parties will use any part of the payment for bribes.

- **Cash and Non-Cash Payments.** Prohibited payments include a wide variety of payments including cash and non-cash bribes and kickbacks. The FCPA prohibits giving “anything of value” for an improper purpose. The term can include gifts, travel, meals, lodging, entertainment, gift cards, loans and charitable donations.
- **Foreign Government Official.** The FCPA defines this term broadly to include (a) officers or associates of a foreign government or any department, agency or instrumentality thereof; (b) officers or associates of a company or business owned in whole or in part by a government; (c) officers or associates of a public international organization; (d) foreign political parties or officers thereof; and (e) candidates for political office. The term also includes spouses and other immediate family members of foreign officials.
- **Permitted Payments.** The FCPA permits certain limited categories of payments to foreign government officials, including nominal facilitation payments to low-level officials to ensure or speed proper performance of a routine duty or action, certain nominal promotional gifts and nominal hospitality and marketing expenses. The decision to make any of these limited permitted payments must be reviewed in advance with and approved by the Director of Enterprise Risk Management and the General Counsel of the Company.
- **Recordkeeping.** All expenses involving foreign government officials must be recorded accurately, with the purpose and amount of the expenditures. Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks shall not be written to “cash, “bearer” or anyone other than the party entitled to payment except to replenish properly used petty cash funds.

## Accounting Provisions of the Policy

The Policy’s accounting provisions operate in tandem with the anti-bribery provisions and prohibit off-the-books accounting. Bribes are often concealed under the guise of legitimate payments, such as commissions or consulting fees. As a public company, failure to properly disclose material information about the Company’s business, including material revenue, expenses and liabilities associated with the bribery of foreign government officials, could expose the Company to sanctions by the Securities and Exchange Commission under the anti-fraud and reporting sections of the Securities Exchange Act.

Because the Company’s management relies on the Company’s financial statements and internal accounting controls to guide the Company’s operations, and the Company’s investors rely on these same financial statements and internal controls to evaluate the Company’s financial health, the Company’s books and records must accurately reflect the actual transactions in which the Company is engaged, and the risks that the Company has undertaken. Accordingly, compliance with the Policy ensures that the Company (i) accurately records transactions involving Company assets, (ii) maintains control and authority over those assets, and (iii) remains compliant with applicable securities laws.

## This Policy Applies to All Associates and Company Representatives

Company personnel at all levels are required to comply with this Policy and the compliance procedures described in the Policy. This Policy shall apply to all directors, officers, associates and contractors (collectively, for purposes of this Policy, “JHA Associates”) as well as all outside parties acting on behalf of the Company in the United States and in foreign jurisdictions, including, but not limited to, agents and intermediaries, consultants, representatives, distributors, suppliers, joint venture partners and other business partners (collectively, “Agents and Business Partners”).

Additional training will be required for those JHA Associates whose duties involve, directly or indirectly, the conduct of business in foreign countries.

Any JHA Employee, Agent or Business Partner who is subjected to any improper demands or extortion or who suspects that this Policy may have been violated must immediately notify the Company. Any person who in good faith reports improper demands or suspected legal, ethical or Policy violations will not suffer any adverse consequence for doing so.



**Website:** [lighthouse-services.com/jackhenry](https://lighthouse-services.com/jackhenry)



**Toll-Free Telephone:**

- » **English-speaking USA and Canada:** 833-222-4159
- » **Spanish-speaking USA and Canada:** 800-216-1288
- » **Spanish-speaking Mexico:** 01-800-681-5340
- » **French-speaking Canada:** 855-725-0002
- » Contact us if you need a toll-free # for North American callers speaking languages other than English, Spanish, or French



**E-mail:** [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include “Jack Henry & Associates” with report)



**Fax:** (215) 689-3885 (must include “Jack Henry & Associates” with report)

## Responsibility for Administering the Policy

The roles and responsibilities with regard to the Company’s anti-corruption compliance are as follows:

- The Board of Directors has ultimate responsibility for ensuring that the Company meets its obligations under applicable laws.
- The Company’s General Counsel and Chief Risk Officer (“CRO”) are responsible for administering the Company’s compliance program, including:
  - » Identifying and interpreting this Policy, the FCPA and other anti-corruption laws, rules and standards
  - » Drafting related policies and procedures
  - » Advising Company personnel on any legal issues related to adherence to the Company’s compliance program
  - » Coordinating anti-corruption education and training
  - » Administering the Company’s Ethics Hotline
  - » Administering the annual employee compliance certification program
  - » Administering the Company’s due diligence program for third parties
  - » Investigating possible violations of the Company’s Policy
  - » Reporting to the Audit Committee and/or the Board of Directors any material violations of the Company’s compliance program
- The Corporate Controller is responsible for implementing and monitoring systems of internal controls and recordkeeping procedures that comply with the FCPA.
- The Internal Audit Department is responsible for reviewing the adequacy of controls established to ensure compliance with policies and procedures.

- The Ethics, Conduct and Culture Committee shall provide a forum for considering important international compliance matters.
- Each director, officer, associate and agent is responsible for:
  - » Complying with Company policy and applicable corruption laws
  - » Participating in training as required by the Company
  - » Reporting any red flags to the Legal Department or Ethics Hotline

### **Special Requirements for Agents and Business Partners**

The Company shall conduct due diligence prior to selecting Agents and Business Partners. Such due diligence shall be designed, in part, to prevent the violation of this Policy by such Agents and Business Partners when conducting business on behalf of the Company. Whenever possible, agreements with Agents and Business Partners should include a contractual right of the Company to audit the books and records of the Agents and Business Partners to ensure their compliance with the Policy.

### **Mergers and Acquisitions**

With respect to pending merger or acquisition activities involving the Company, the Company shall take steps to mitigate any FCPA risks and liabilities. These steps shall include: (i) conducting due diligence during potential new business acquisitions to identify potential FCPA violations that may have been committed by the target company; (ii) determining whether the target company's code of conduct and compliance policies regarding the FCPA are adequate and consistent with the Company's Policy; (iii) after closing, training the newly acquired company's officers, directors and associates and, where appropriate, their Agents and Business Partners, on the FCPA; and (iv) when deemed necessary because of international business, conducting an FCPA-specific audit of the newly-acquired company as soon as practicable after closing.



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