



FIFTH THIRD



Fifth Third Bancorp

# Third Party Service Provider Code of Conduct

Issued September 2025



Fifth Third Bancorp (Fifth Third) prides itself on maintaining the highest ethical standards and commitment to our Values by committing to excellence, being connected, and acting with creativity and courage. The information in this Code helps define our prospective Third Party requirements.

Fifth Third engages Third Party Service Providers (Third Parties) for a variety of products and services to support our company and the successful delivery of products and services to our customers. Developing sound Third Party relationships helps us continue to improve our performance and market position and to uphold our responsibilities to our customers, employees, and communities.

In addition to other topics, Fifth Third's Third Party Service Provider Code of Conduct sets forth Fifth Third's expectations for ethical, human rights, labor, and environmental standards throughout our Third Party network. It is expected that Fifth Third's Third Parties demonstrate the same level of commitment to ethical business practices. To avoid any ethical conflict, we ask for our Third Parties' full adherence to this Code and assurance that it is communicated to the appropriate officers and employees within their organization.

Our Third Parties are required to uphold these responsible business practices throughout the supply chain by encouraging the same of their next-level Third Parties. Third Parties are expected to comply with the content of this Code, along with all applicable laws, regulations, and standards. They may be asked to provide a written attestation documenting that they have read, understand, and will abide by the terms of this Code.

If this Code is incorporated by reference into any Third Party agreement, then that agreement will be self-supporting as evidence of attestation.

**This Code covers the following areas:**

- [Being a Fifth Third Partner](#)
- [Business Ethics](#)
- [Risk Management](#)
- [Labor, Human Rights, and Social Responsibility](#)
- [Environmental Management and Sustainability](#)
- [Third Party Monitoring](#)

## Being a Fifth Third Partner

At Fifth Third, we believe that strong Third Party relationships are key to our ability to deliver value to our customers.

Third Parties play a critical role in helping Fifth Third achieve its business objectives by supplying the quality products and services that allow us to remain efficient and innovative.

We are interested in the value Third Parties can bring to our company. We not only want to understand what products and services they offer, but we also want to ensure they relationship will be a good fit for both the Third Parties business and ours.

## Business Ethics

We expect our Third Parties to aspire to the highest standards of integrity in their business dealings.

A fundamental part of our commitment to integrity is adhering to the letter and the spirit of applicable laws, regulations, and applicable policies. In no case, shall a Third Party use illegal or unethical means or methods when acting on behalf of Fifth Third.

### We expect our Third Parties to adhere to the following expectations:

- **Accurate financial books and business records**

Third Parties shall maintain accurate financial books and business records in accordance with all applicable laws and regulations and accepted accounting practices.

- **Anti-money laundering and anti-terrorist financing**

Third Parties must take appropriate steps to ensure that their business or supply chain does not finance terrorists or those engaged in illicit activities including money laundering, international narcotics trafficking, and those engaged in activities related to the proliferation of weapons of mass destruction. Third Parties must comply with anti-money laundering and anti-terrorist financing laws, rules, and regulations.

- **Bribery, fraud and embezzlement**

Third Parties must refrain from bribery, fraud, embezzlement, extortion, or similar actions, as well as unfair or deceptive acts or practices.

- **Charitable contributions and sponsorships**

Third Parties must not make charitable contributions, donations, or sponsorships on behalf of Fifth Third Bank without prior written approval from an authorized representative of Fifth Third's Third Party Procurement team. This includes contributions to nonprofit organizations, community events, or other charitable causes that could be perceived as connected to the Bank's business interests. All such contributions must be transparent, properly documented, and must not be used to obtain or retain business, secure an improper advantage, or influence a business decision. Contributions must comply with all applicable laws, including the Federal Bank Bribery Act, the Foreign Corrupt Practices Act (FCPA), and Canada's Corruption of Foreign Public Officials Act. Third Parties are expected to avoid any activity that could create the appearance of a conflict of interest or reputational risk to the Bank and must disclose any such contributions that may be perceived as connected to their relationship with the Bank.

- **Competition and antitrust laws**

Fifth Third is committed to fair dealing and open competition and expects Third Parties to comply with all antitrust "fair competition" and "fair dealing" laws. Unfair advantage may not be taken through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

- **EthicsLine**

The EthicsLine has been established for employees, Third Parties, and others to report information regarding conduct that is inconsistent with Fifth Third's [Code of Business Conduct and Ethics](#), the Fifth Third Third Party Service Provider Code of Conduct, or places the company's reputation at risk. The EthicsLine is operated 24 hours a day, seven days a week by an independent administrator and you may choose to remain anonymous. The EthicsLine can be utilized by phone (877-FOR-5353) or via the web at [53.ethicspoint.com](http://53.ethicspoint.com). Fifth Third prohibits intimidation of or retaliation against individuals who make good-faith reports of known or suspected violations of the Code of Business Conduct and Ethics, any Fifth Third policy or procedure, or any law or regulation.

- **Fair and honest dealings**

Third Parties should disclose any potential or actual conflicts of interest before initiating their relationship with Fifth Third, or as soon as the Third Party becomes aware of a potential or actual conflict after initiating a relationship, and we expect fair competition among our potential Third Parties, contractors, and subcontractors.

Additionally, a Third Party's process shall enable the identification of any potential or actual related party transactions, including but not limited to how related party transactions are defined under Item 404(b) of Regulations S-K of the Securities Act of 1933.

Upon identification of any actual or potential conflicts, Third Parties should promptly, and without undue delay, notify the Bank, and cooperate with the Bank to investigate the legitimacy and accuracy of such notification. The notice shall include the names, titles, and positions of any related parties or persons, and details regarding the conflict or transaction. Third Parties may reach out to the Bank by contacting our EthicsLine. The EthicsLine is operated 24 hours a day, seven days a week by an independent administrator and you may choose to remain anonymous. The EthicsLine can be utilized by phone (877-FOR-5353) or via the web at [53.ethicspoint.com](http://53.ethicspoint.com).

- **Fraud, waste and abuse**

Third Parties should uphold the highest standards of integrity, accountability, and ethical conduct in all business dealings. Third Parties should implement and maintain effective policies and controls to detect, prevent, and report any instances of fraud, waste, or abuse.

- **Gifts and entertainment**

The requesting or accepting of gifts, favors and entertainment ("gifts") may create the appearance of a conflict of interest, even if there is no inappropriate intent and even when receiving the gift does or will not influence a business decision. For this reason, the soliciting or receipt of gifts by, between, or on behalf of the Bank or Third Party should generally be avoided. However, this section is not intended to prohibit any reasonable and modest meals, entertainment, or promotional items such as food, beverages, pens, coffee mugs, or other activities intended to promote or strengthen the relationship between the Bank and Third Party, so long as both the Bank and Third Party are present and both the Bank and Third Party are responsible for any related travel and/or lodging.

Gifts of cash or cash equivalents, such as gift cards or gift certificates, regardless of value, as well as any gift that influences or that may have the appearance to influence any business decision including, but not limited to, business relationships, more favorable pricing or the waiver of any right or obligation are strictly prohibited. Gifts of any kind are prohibited during an RFP.

The Bank, Third Party and their personnel are expected to make business decisions objectively, in the best interests of the respective party and their customers, to act in an ethical manner, and to comply with all applicable laws. Any gift received by or on behalf of either party must be approved in writing by management of the receiving party.

Additionally, the Bank is committed to fair dealing and open competition and expects its third parties and subcontractors to comply with all antitrust "fair competition" and "fair dealing" laws. Unfair advantage may not be taken through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

Third Parties shall comply with the requirements and obligations set forth in the Federal Bank Bribery Act, as well as The Foreign Corrupt Practices Act (FCPA) and Canada's Corruption of Foreign Public Officials Act, and other laws and regulations that govern or otherwise generally prohibit companies and

persons from offering money or “anything of value” to any Party, personnel of any Party, or to government officials.

Any exception to this section, including situations where Third Parties may wish to provide sponsorship of events, or segments of events, for the benefit of either Bank personnel or Customers, beyond the occasional meal, promotional item or entertainment described above must be approved in advance by the Bank in writing.

- **Insider trading**

In the course of providing services, you may become aware of material nonpublic information (MNPI) about customers, suppliers, counterparties, or Fifth Third itself. You are strictly prohibited from using this information to trade securities or to advise or encourage others to do so. Sharing MNPI with others who might trade on it—commonly known as “tipping”—is also prohibited.

You must comply with all applicable securities laws and regulations, as well as any relevant policies provided by Fifth Third. Violations of insider trading laws can result in severe civil and criminal penalties, and may also lead to termination of your engagement.

- **Laws, regulations and policies**

Fifth Third is committed to full adherence with all laws, regulations, and policies, and similarly we expect all Third Parties to comply with all applicable laws, regulations, and policies.

- **Raising concerns**

We expect our Third Parties to provide a healthy working environment where their employees can report concerns or misconduct in good faith without fear of retaliation.

- **Responsible use of artificial intelligence**

Third Parties using Artificial Intelligence (AI) or Machine Learning (ML) in products and services for Fifth Third must uphold ethical standards by ensuring transparency, fairness, and accountability in AI use. This includes disclosing AI involvement, protecting data privacy, preventing bias and misuse, and maintaining robust governance and risk management practices. Third Parties must also ensure their partners meet these standards and comply with all applicable laws.

- **Unfair, deceptive, or abusive acts or practices**

Third Parties must treat our customers fairly and lawfully and refrain from engaging in any unfair, deceptive, or abusive act or practice.

## Risk Management

Fifth Third is committed to remaining financially strong and resilient while protecting our clients and reputation.

In the normal course of business, Fifth Third may incorporate Third Party products and services into our processes. Both customers and regulators expect us to manage these outsourcing arrangements so that services are delivered seamlessly and in a safe and sound manner. Ineffective or misaligned Third Party practices can lead to negative consequences for our customers, our company, and our communities.

Risk management is a core component of Fifth Third's onboarding process and our ongoing management of third party relationships. As good stewards of Fifth Third's assets, and as responsible business partners, we require Third Parties to fulfill their obligations with the same level of care and diligence that we would.

We seek to maintain appropriate controls related to outsourced arrangements through a pre-execution, structured due diligence process, as well as post-execution, ongoing monitoring, including business continuity and financial health assessments where appropriate.

**To support these controls and ensure effective oversight, we emphasize three key areas of Third Party risk management:**

- **Business Continuity and Operational Resiliency**

Third Parties must maintain comprehensive operational resiliency processes, including a business continuity program that addresses the loss of facilities, technology, or human capital necessary to support Fifth Third. We frequently request collaborative disaster recovery testing with our Third Parties to evaluate their resiliency and identify any potential issues that could impact service delivery.

- **Fraud**

Fifth Third prohibits all forms of fraud, bribery, and misrepresentation. Third Parties are expected to act with integrity, maintain accurate records, report suspected fraud, and cooperate with investigations. Retaliation against whistleblowers is not tolerated.

- **Operational Risk**

Third Parties are expected to maintain an operational risk management framework commensurate with their risk profile, including the identification of processes and risk, design and execution of controls, and ongoing monitoring and reporting. As such, Fifth Third may require its Third Parties to provide information about operational risk management from time to time. In addition, Third Parties are required to escalate material operational risks that may impact Fifth Third or our customers in a timely manner.

- **Privacy and Data Protection**

Fifth Third expects its Third Parties to protect all of its data, including company confidential information, trade secrets and customer information, under applicable privacy, information security, and data protection laws, regulations, and industry standards.

## Labor, Human Rights, and Social Responsibility

At Fifth Third, we consider human rights paramount, and we work to preserve human rights throughout our company and our Third Party population.

We apply these principles to our employees, Third Parties, clients, communities, and other stakeholders. Fifth Third does not tolerate corruption, discrimination, harassment, intimidation for any reason, or forced or child labor or slavery in any form.

**We expect our Third Parties to take all necessary measures to address human rights issues within their operations and within their supply chain. These measures may include:**

- **Abuse**

Fifth Third prohibits abuse, harassment, and misuse of authority or resources. Third Parties should foster a respectful, inclusive environment and act in line with ethical and legal standards.

- **Child Labor**

Child labor should not be employed. The term 'child' refers to any person less than 15 years of age, unless the minimum age for work or mandatory schooling is stipulated as being higher by local law, in which case the stipulated higher age applies in that locality.

- **Discrimination and Harassment**

In accordance with applicable law, Fifth Third prohibits discrimination, harassment and retaliation based on race, ethnicity, color, national origin, ancestry, citizenship status, religion, religious affiliation, creed, physical or mental disability, sex/gender, marital status, civil partnership, sexual orientation, gender identity or expression, transgender status, age, pregnancy (including childbirth, lactation or other related medical conditions), parental status or caregiving responsibilities, genetic information, other protected condition, protected medical condition, military or veteran status, an individual having been a victim of domestic violence, sexual assault or abuse, an individual's or a dependent's reproductive health decision-making, or any other characteristic protected under applicable federal, state or local law (collectively referred to hereafter as "Prohibited Actions"). All such Prohibited Actions are unlawful and will not be tolerated. Fifth Third is committed to taking all reasonable steps to prevent Prohibited Actions from occurring.

- **Freely Chosen Employment**

Ensuring that all work is completed voluntarily and without slavery, servitude, forced or compulsory labor, and human trafficking.

- **Grievance**

Demonstration of formal mechanisms allowing employee grievances regarding human and labor rights violations to be properly filed addressed and resolved without fear of perceived or actual retaliation.

- **Human Rights**

All Third Parties and their subcontractors should be guided by fundamental principles of human rights as set forth in the [United Nations Universal Declaration of Human Rights](#).

- **Occupational Health and Safety**

Provision of a safe and healthy working environment through proactive management and controls that minimize health and safety risks and support accident prevention for all personnel, bearing in mind the prevailing knowledge of the industry, the requirements of local health and safety laws, and any specific hazards, wherever personnel performs duties, such as, factories, warehouses, workshops, offices, vehicles, external facilities or other work, dining, and recreational spaces. Additionally, Third Parties will provide and maintain for all personnel and stakeholders a work environment that meets or exceeds applicable federal, country, state, provincial and municipal laws regulating occupational safety and health.

- **Wages and Benefits**

Being responsible for employee compensation and payment of fair wages. All employees should be paid a fair wage commensurate with prevailing industry conditions or the minimum wage, whichever is higher. Any overtime should be voluntary and compensated appropriately.

- **Waste**

Third Parties should use resources responsibly, avoid unnecessary spending, and comply with laws and sustainability practices. Waste is defined as inefficient or excessive use of resources that fails to deliver value.

- **Working Hours**

Working hours must be limited according to national or local law, including breaks.

- **Whistle-blowing and Anti-Retaliation**

Demonstration of formal mechanisms allowing employees to raise concerns of operational or business practices that violate laws, regulations, or company values and for the concerns to be properly filed addressed and resolved without the fear of retaliation.



## Environmental Management and Sustainability

At Fifth Third, we recognize and hold ourselves accountable for the potential impact that our operations, lending, and investment decisions have on communities and the environment.

Environmental sustainability is essential to the success of our business and to the health of the communities where we live and serve. Third Parties should operate with this principle in mind, and to make every effort to measure, reduce and mitigate the environmental impacts of their operations, especially in the areas of energy, water, and paper usage, greenhouse gas emissions and waste generation. More information about Fifth Third's impact practices and expectations may be found in its [Sustainability Report](#).

Third Parties should conduct their operations and business in a way that protects the environment. We expect Third Parties to understand their environmental impact and pursue actions that will allow Fifth Third and our communities to thrive in the future. Third Parties should support continued innovation in our strategy, products, and services by finding new ways to deliver services that meet customers' and communities' long-term sustainability goals. Third Parties must also comply with all applicable environmental laws and regulations.

## Third Party Monitoring

Fifth Third's Master Agreement templates require Third Parties to adhere to the Bank's Third Party Code of Conduct.

Fifth Third expects that Third Parties will actively audit and monitor their day-to-day management processes concerning the Code of Conduct and provide evidence upon request, and that our third parties expect from and ensure the same from their Third Parties, subcontractors and vendors.

### Right to Audit

Fifth Third reserves the right to audit its third party service providers related to the products and services that third parties provide to the Bank and its customers. These audits are in addition to standard risk assessment, due diligence, and ongoing monitoring activities that the Bank conducts. Third Parties are expected to cooperate fully, respond to findings within a timely manner, and promptly correct any issues or concerns, which may include implementing or strengthening controls, in a complete and comprehensive manner.