



Third-Party Supplier Code of Conduct

October 2023

This document sets out the key standards of conduct we commit to offering third-party suppliers and those we expect existing / prospective third-party suppliers to meet.

1. Introduction

The Third-Party Supplier Code of Conduct (“Code of Conduct”) applies to all third-party suppliers providing goods, services, or activities to Santander Financial Services Plc (“SFS”) and its affiliates (including agents and intermediaries). This includes potential suppliers seeking to work with SFS in the UK, and/or through its Isle of Man and/or Jersey branches. SFS trades under the registered business name of “Santander International”.

The provisions of this Code of Conduct are in addition to and not in lieu of any legal agreement or contract. We reserve the right to review your policies, procedures, and supporting documentation related to compliance with this Code of Conduct and, in some higher risk instances, we may undertake an on-site assessment of key suppliers to validate adherence.

2. Our Commitment to You

To ensure responsible and sustainable sourcing practices, we commit to:

- Provide mechanisms for prospective third-party suppliers to be considered for work;
- Treat third-party suppliers fairly with an open tendering process and a clear relationship management process;
- Work closely with our third-party suppliers to collaborate and develop high quality products and services, effectively managing risks;
- Provide clear guidance on our payment procedures and pay invoices in line with agreed terms and in accordance with the Prompt Payment Code; and
- Make channels available for you to raise concerns.

3. Our Expectations of You

We are committed to doing business with organisations that share our commitment to treat all stakeholders fairly and ethically. We also expect our third-party suppliers to share our values and operate in a Simple, Personal, and Fair manner and in line with our expected Behaviours. As our supply partners, we would expect you to:

- Comply with applicable laws, regulations, and contractual obligations;
- Raise any concerns that you have in a timely manner via the process outlined below; and
- Meet the expectations and principles set out on subsequent pages, applying equivalent standards and setting out management and control frameworks to ensure practices are adequate and appropriate for the areas in which you operate.

Raising Concerns

Our expectation is that our third-party suppliers feel able to raise concerns about things that are wrong, without fear of victimisation. In the first instance, concerns can be raised via your SFS Service Manager or Service Director.

We recognise that some may prefer to raise their concern with an external organisation. We have therefore engaged Navex Global, an independent organisation who operate a telephone and secure web-based service reporting tool called EthicsPoint. The free phone number for EthicsPoint is 0800 0698792

Alternatively, EthicsPoint also operates a secure two-way web-reporting service www.santanderuk.ethicspoint.com.¹ The EthicsPoint service may be used by third-party suppliers to raise concerns.

SFS will take all whistleblowing concerns received seriously and, where appropriate and proportionate, investigate further. A whistleblower's confidentiality will be respected and a whistleblower will not be treated any differently for raising a concern.

In support of these expectations, we require the following of our third-party suppliers:

Responsible Business Practices

To be the best open financial services platform by acting responsibly and earning the lasting loyalty of our people, customers, shareholders and communities, we must ensure that we operate in a responsible and ethical manner in our day-to-day business to ensure that we do not simply meet our legal and regulatory requirements; but we exceed people's expectations by being Simple, Personal and Fair in all we do. In this context, we are committed to doing business with organisations that share our commitment to treat all stakeholders fairly and ethically, ensure compliance with all applicable laws and regulations.

Our expected standards for third-party suppliers are centred on the following key principles:

Bribery & Corruption

We are committed to meeting our obligations under the anti-bribery legislation of all jurisdictions in which SFS operates by maintaining the highest level of ethical standards. We have zero tolerance for bribery or corruption carried out when acting for or on behalf of SFS, or otherwise carried out in relation to any business agreement with the Bank. As such, we expect our third-party suppliers to act with equal integrity and to undertake business transparently, honestly, and without bribery or corruption. Third-party suppliers must not engage in bribery or corruption when acting as a third-party of the Bank and must refrain from actions such as offering, giving, or receiving fees, gifts, or advantages of any kind that are or could be considered acts of corruption.

¹ SFS use the same independent Whistleblowing portal as Santander UK.

Additionally, third-party suppliers should take all necessary measures to identify, mitigate, and manage conflicts of interest which includes relationships with bank staff involved in decision making relating to the supplier. Third-party suppliers are expected to ensure appropriate policies, procedures, and controls are in place to comply fully with these expectations, and with any applicable legislative and regulatory requirements when performing any form of service on our behalf. This should include:

- Implementing adequate procedures aligned to applicable legislation;
- Training of employees to ensure that bribery and corruption risks are identified, assessed, managed, and reported;
- Ensuring that your supply chain and sub-contractors also understand and apply these principles; and
- Establishing confidential reporting and escalation routes for concerns regarding bribery and corruption.

Facilitation of Tax Evasion

In a similar way to the above we also expect our third-party suppliers to comply with relevant legislation relating to tax compliance and support the Bank in meeting its obligations under it. As such third-party suppliers must not deliberately and dishonestly facilitate tax evasion when acting as a third-party of the SFS. In addition, third-party suppliers must not involve the Bank, its employees, or anyone else acting on the Banks behalf in the evasion of tax. We have a zero tolerance to any of these acts being undertaken by third-party suppliers.

Third-party suppliers are expected to ensure appropriate policies, procedures, and controls are in place to comply fully with these expectations and any applicable legislative and regulatory requirements. These are expected to include the same key principles articulated for bribery and corruption.

Data Protection & Management

Where SFS data is processed in any way, including data that is collected, recorded, amended, transmitted, stored, viewed accessed or destroyed by our third-party suppliers, we expect that this is managed and controlled in accordance with our instructions / agreements in place, and in line with the requirements of the applicable laws and regulations in line with data protection and record retention standards provided by us.

Our third-party suppliers are expected to have in place appropriate and proportionate control frameworks to ensure compliance with data protection principles and to ensure that data subjects' rights are not infringed. Where breaches are identified, we expect these to be brought to our attention immediately. Any changes to the processing, including location of the data or systems used, and changes to sub-processors must be notified to SFS and where necessary, consent obtained.

Money Laundering & Sanctions

Our policy is to meet our legal obligations and regulatory responsibilities in relation to anti-money laundering and counter terrorist financing. SFS also has a zero tolerance approach to non-compliance with global sanctions requirements.

We expect our third-party suppliers to apply equivalent standards and set out management and control frameworks to ensure their practices are both adequate and appropriate for the areas in which they operate.

Physical, Cyber & Information Security

SFS' policy is to ensure that our confidential data, including that of our customers and colleagues, is secure and appropriately managed. We expect our third-party suppliers to have in place their own policies and control frameworks to ensure:

- The ongoing protection of our information through appropriate cyber and information security controls; and that
- They do not put in peril Santander UK's physical security and assist us in providing a safe working environment for all our staff, customers, and visitors.

Operational Resilience

Our policy is to manage and control operational resilience, specifically focusing on crisis management, business continuity and IT disaster recovery to minimise or mitigate risks to the continuity of services provided. Third-party suppliers are expected to maintain management and control frameworks to ensure operational resiliency practices are both adequate and appropriate for the areas in which they operate.

People & Human Rights

We aim to do business in a way that values and respects the human rights of our colleagues, customers, and communities. We expect our third-party suppliers to operate in accordance with the United Nations Universal Declaration of Human Rights, the Fundamental Conventions of the International Labour Organization (ILO) and the United Nations Guiding Principles on Business and Human Rights. This means that suppliers should:

- Prohibit forced labour, ill-treatment of employees, and human trafficking, ensuring that third-party employees and contractors have a right to work in the applicable jurisdiction;
- Ensure the absence of child labour in their operations and that of their supply chain;
- Allocate a living wage sufficient to meet the basic needs of their employees and in compliance with the current legal requirements;
- Ensure that working hours are not excessive and that the maximum working day complies with national legislation; and
- Respect their employees' freedom of association.

Additionally, any third-party suppliers who provide additional staff resource based on SFS demand should receive no less favourable terms and conditions than our permanent workforce;

We are committed to supporting diversity and creating an open and inclusive culture within SFS as we believe it is important to business success and integral to achieving the strategic objective of being the best bank to work for. We aim to achieve higher standards than the minimum set out in relevant equality legislation. We wish to trade with like-minded third parties and therefore expect our third-party suppliers to:

- Be committed to a zero tolerance of harassment and bullying, driving inclusion and increasing diversity overall;
- Present diverse colleagues and teams to work alongside SFS;
- Be able to evidence that recruitment practices are accessible to widest possible groups and do not disproportionately affect anyone due to gender, race, ethnic or national origin, age, disability, sexual orientation, gender expression, gender identity and socio-economic background;
- Have diversity training available to the workforce and that uptake is being monitored; and
- Collect data to understand the profile of the workforce and have measures to improve diversity.

Health, Safety & Wellbeing

We are committed to achieving the highest standards of health, safety, wellbeing and protection for our colleagues, customers, and anyone that visits our premises. We expect our third-party suppliers to comply with applicable health and safety standards and legislation, providing their workforce with a safe and appropriate working environment.

Sustainability & Environment

Our policy is to manage and control sustainability, specifically focusing on corporate social responsibility (CSR) and social and environmental risk. SFS' CSR principles are based on best practice drawn from international conventions and protocols, codes of conduct and international guides on sustainable business practice and, in particular, the United Nations Sustainable Development Goals. Our third-party suppliers are expected to have their own visions, aligned to SFS' environmental policies. Moreover, this is to ensure measures are in place to protect the environment, prevent pollution and contribute to the transition to a low carbon economy, adhering to relevant environmental legislation. We encourage third-party suppliers to align to our commitments in this area by having their own policies which aim to protect the environment, prevent pollution and contribute to the transition to a low carbon economy. This could include implementing environmental management systems and / or setting targets for reducing emissions and consumption. We expect our suppliers to be aligned to net zero (which is a Banco Santander commitment by 2050) 'by having in place net zero commitments and targets and environmental management systems where appropriate'.

Supply Chain Risk

Where the provision of goods, services or activities to SFS is sub-contracted or materially reliant on another party, we expect our third-party suppliers to ensure their supply chain risks are identified, assessed, managed and reported through a defined control framework. Changes or risks impacting the services provided to SFS should be escalated in a timely manner.

We encourage our third-party suppliers to extend the principles of this Code of Conduct to their supply chain.

Innovation & Collaboration

In your role as a third-party of the Bank, you have the responsibility to act in the best interests of the organisation, identifying opportunities to deliver the best service to our customers and reduce costs where possible. We ask that all suppliers collaborate with the Bank in identifying new processes, systems and technologies to drive innovation in our service provision, alongside proactive collaboration in demand management to drive cost improvement.

4. What You Need To Do

We ask that you reflect on our Third-Party Supplier Code of Conduct and how you meet these expected standards and behaviours.

We expect you to confirm agreement with this Code of Conduct when you are in discussions to become a supplier with SFS. It is important that you recognise that non-compliance with this Code may adversely affect your commercial relationships with SFS and may also constitute a contractual breach where directly related to established contractual provisions.

Santander International is the trading name of Santander Financial Services plc, Santander Financial Services plc, Jersey Branch and Santander Financial Services plc, Isle of Man Branch. Santander Financial Services plc is incorporated in England and Wales with number 2338548 and its registered office is 2 Triton Square, Regent's Place, London NW1 3AN, United Kingdom. Santander Financial Services plc is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Santander Financial Services plc's Financial Services Register number is 146003. Santander Financial Services plc, Jersey Branch has its principal place of business at 13-15 Charing Cross, St Helier, Jersey JE2 3RP, Channel Islands and is regulated by the Jersey Financial Services Commission. Santander Financial Services plc, Isle of Man Branch has its principal place of business at 19 - 21 Prospect Hill, Douglas, Isle of Man, IM1 1ET and is regulated by the Isle of Man Financial Services Authority. www.santanderinternational.co.uk. Santander and the flame logo are registered trademarks. The latest audited accounts are available upon request. Calls to Santander International are recorded and may be monitored for security and training purposes.