



Third Party Code of Business Conduct & Ethics

This Third Party Code of Conduct (the Code) sets out standards of conduct for PayPal's Third Parties including suppliers, vendors and partners (collectively referred to as "Third Parties"). We expect Third Parties to hold subcontractors and agents to equivalent standards of conduct that follow both the spirit and the letter of this Code of Conduct.

The intent of the Code is to set clear expectations for ethical business practices and social and environmental awareness by all Third Parties in a contractual relationship with PayPal. PayPal expects Third Parties to comply fully with the Code and may take measures to ensure compliance and address potential instances of non-compliance with the Code. Third Parties are responsible for completing and attesting to the Code through the Third Party Code of Conduct assessment, initially and on a regular basis, and confirming full compliance through PayPal's Third Party due diligence process.

The Code will be reviewed and approved at least once every calendar year but not more than 18 months from the approval date.

Key Definitions

Bribery: Involves giving anything of value (for example: money, plane tickets, accommodation, gift cards, children's scholarships, internships, employment) to someone in business or Government in order to obtain or retain an improper commercial advantage or to induce or reward the recipient to act, or refrain from acting, improperly.

Corruption: An act committed with the intent to give some advantage that is inconsistent with official duty and and/or the rights of others. Corruption can include situations where officials use their position of authority to wrongfully or unlawfully obtain a benefit for themselves or others.

Facilitation Payments: Small payments made to Government Officials intended to expedite or secure the performance of routine Governmental actions, such as obtaining a license or a travel visa.

Government Official: Includes not only government officials and employees including their families and relatives, but also anyone acting on behalf of the Government. This could also include employees of state-owned enterprises.

Government: Means the government of any nation, or of any political subdivision thereof, whether state or local, and any agency, authority, instrumentality, regulatory body, court, central bank or other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including any supra-national bodies such as the European Union or the European Central Bank) but also businesses that are government owned or controlled, such as banks, airlines, post offices, utility companies, telecommunications companies, transportation (e.g., bus, train, subway) companies, political parties, political candidate election committees, and public international organizations.

Intermediary: A third party that performs services on behalf of the Third Party. Any action that is prohibited by this Code cannot be carried out by an Intermediary.

Kickbacks: A form of Bribery that occurs when an individual who is a decision-maker or in a position of influence receives a payment in return for awarding a contract.

Know/Knowing: Includes conscious disregard or deliberate ignorance/willful blindness. For example, if a business person hires a Third Party with a known history of corrupt practices and who make bribes that benefit the Third Party; the business person could be imputed to have knowledge even if the business person had no actual knowledge of the bribe or did not ask the Third Party to make a bribe.

Lobbying: The process of communicating PayPal's point of view and interest in any proposed Government action and attempting to persuade Government Officials to act in a way that PayPal believes is appropriate for its business and public policy. Lobbying does not include routine contact with Government Officials or employees in connection with normal Government processes, such as regulatory audits, applications for permits and product sales to Government agencies.

Partner: A Third Party, with which PayPal has a commercial relationship (for example payments processing), that provides strategic support, execution, and/or business enablement to the Company.

Politically Exposed Persons (PEP): Natural persons who are or have been entrusted with prominent public functions domestically, in foreign countries or by international organizations, and their family members or persons known to be close associates of such persons. PEP pose heightened financial crime risk because their positions can potentially be abused for unlawful purposes, including offenses such as Bribery and Corruption.

Regulator: A person or organization appointed or elected to regulate and/or supervise an industry or area of business activity.

Sanctions: Economic, financial, and other measures applied by one or more countries against a targeted country, regime, group, or individual. Sanctions are used by governments and the international community to limit access to the financial system for the purpose of advancing a range of foreign policy objectives, including counterterrorism, counternarcotics, nonproliferation, the promotion of democracy and human rights, conflict resolution, and cybersecurity.

State-Owned Enterprise (SOE): A legal entity that is created by the Government that undertakes commercial activities on the Government's behalf and as such considered to be an element or part of the State. It can be either wholly or partially owned by a Government and is typically earmarked to participate in commercial activities. Any entity owned 50% or more or otherwise controlled by a Government should be considered a SOE.

Third Party: An external supplier, vendor, agency, and/or Partner that provides goods and/or services to PayPal. Contingent Workforce (CW) is excluded from the supplier category and the definition of a Third Party.

Policy Requirements

Exchange of Business Courtesies

Business Courtesies. Third Parties should never give gifts, favors or anything of value that might influence, or even appear to influence, the independent judgment of PayPal employees or representatives. Third Parties should never feel obligated to provide gifts or entertainment to any PayPal employee or representative or expect to receive them, even if they are of nominal value, infrequent, not lavish, or extravagant and must be directly related to the promotion, demonstration or explanation of products or services or to the execution or performance of a contract. Acceptable business courtesies typically include:

- **Gifts.** Gifts should be infrequent and not substantial in value (less than US\$50 or amount specified in applicable laws whichever is lowest). Permissible gifts include such things as moderately priced clothing or memorabilia bearing the logo of the Third Party (shirts, hats, pens, etc.) or baskets of food. Gifts must comply with applicable laws, including extra-territorial laws such as the US Foreign Corrupt Practices Act and the UK Bribery Act, and be consistent with local custom and practices. Cash or cash equivalents such as gift cards or shopping vouchers should never be given or accepted. Gifts to PayPal employees that violate PayPal policies will be returned to the Third Party or handled in a manner that complies with PayPal internal policies.
- **Entertainment and Meals.** Third Parties may offer reasonable business entertainment, such as attending a cultural or sporting event with a business counterpart, so long as the entertainment is reasonable and customary in scale and expense, and in furtherance of the business relationship.

Entertainment should be conducted in an appropriate setting or venue which would not cause embarrassment to PayPal. Travel and lodging (including the use of real estate such as vacation property and timeshares) may not be offered to or accepted by PayPal employees or representatives. Amount of meals or entertainment should not exceed US\$150 in aggregate market value or amount specified in applicable laws whichever is lowest.

Improper Payments and Illegal Conduct

Bribery, Kickbacks and Similar Payments. PayPal does not pay nor receive bribes, kickbacks or similar payments. Likewise, PayPal does not compromise its established procedures to accommodate requests made by officials (for example, in relation to an official's recommendation of a candidate for possible employment at PayPal). PayPal does business on the merits of services, not based on any form of bribery or any other corrupt or unethical business practice. Third Parties shall not offer nor accept bribes to obtain an improper advantage. Third Parties are responsible for overseeing the conduct of their subcontractors and ensuring that all applicable laws are not violated.

Payments to Government Officials, State-owned Entities, or Candidates for Political Office. The U.S., the European Union, and many other countries have banned Bribery. Third Parties are prohibited from making any unlawful or improper payments, paying or receiving Kickbacks, or giving gifts or anything of value to any public or government official or political candidate in order to advance the Third Party's or PayPal's business interests, nor shall the Third Party engage intermediaries to facilitate bribery.

Expediting Payments. Expediting payments (also known as "facilitating" or "grease" payments) are payments made to speed up or secure the performance of a routine government action, such as visa processing or customs clearance. Many countries around the world treat these payments as illegal bribes. Third Parties shall not make any expediting payments to government employees in relation to the contractual services they are offering to PayPal, no matter where Third Parties are doing business. This is the standard PayPal expects regardless of local customs in the locations where Third Parties do business. PayPal shall be informed immediately if the Third Party is requested to make an expediting payment.

Business Integrity. All illegal practices, including corruption, extortion, fraud, and embezzlement, in any form, are prohibited. Third Parties must not engage in unfair business practices in advertising, sales, and competition.

Conflicts of Interest. Third Parties will not offer any goods, services, business opportunities, commissions or advantageous financial arrangements that would personally benefit a PayPal employee. Additionally, Third Parties agree to disclose actual, apparent and potential conflicts of interest that may exist in relationships to PayPal as well as any personal or familial relationships that Third Parties have with a PayPal employee, and that could reasonably be perceived as unduly affecting or influencing the Third Party's business relationship with PayPal. The Third Party should disclose any such conflicts of interest during the Third Party due diligence process or subsequently, when a relationship develops, the Third Party should disclose them to speakup@paypal.com. Third Parties should not benefit by taking advantage of an opportunity they learn through their relationship with PayPal that was otherwise intended to benefit PayPal.

Accurate Accounts and Records. Third Parties must ensure that their accounting and financial records maintained in compliance with local accounting standards. PayPal reserves the right to audit or inspect Third Parties' records and facilities, as applicable and permitted by law.

Labor and Human Rights

Equal Employment Opportunity. PayPal firmly believes that a high-quality, diverse workforce is critical to its success. PayPal strives for a creative and diverse workplace in which each employee is treated with dignity, courtesy, and respect for his/her unique experience and cultural background. PayPal is committed to hiring, promoting, and compensating employees based on their qualifications and demonstrated ability to perform job responsibilities. As an equal opportunity employer, PayPal promotes equal employment

opportunity to all employees and applicants without regard to race, religious creed or belief, caste, color, national origin, ancestry, physical disability, mental disability, pregnancy or maternity status (including childbirth, breastfeeding or related medical conditions), medical condition, genetic information, marital status, civil partner status (where applicable), sex, gender, gender identity, gender expression, age, sexual orientation, caregiver status, military and veteran status, or any other legally protected characteristic. Please see our [Equal Employment Opportunity Statement](#). PayPal is committed to providing a work environment free of unlawful discrimination. PayPal expects Third Parties to adopt similar policies. Third Parties should ensure women workers receive equal treatment in all aspects of employment.

Wage and benefits: Third Parties should pay applicable legal wages under humane conditions.

Work Authorization: Third Parties should not knowingly employ individuals who are not authorized to work, as determined by governing laws.

Harassment or abuse: Every employee shall be treated with respect and dignity. No employee shall be subject to any physical, sexual, psychological, or verbal harassment or abuse.

Human Trafficking: is committed to respecting and promoting all human rights. The Company supports internationally recognized human rights standards including the Universal Declaration of Human Rights. Third Parties are required to comply with all applicable laws, statutes, regulations, and codes relating to slavery and human trafficking in the country or countries in which they operate and not engage in any activity, practice, or conduct that would constitute an offence. Third Parties shall also include in its contracts with its subcontractors and suppliers' anti-slavery and human trafficking provisions that similarly ensure that subcontractors shall comply with all applicable laws, statutes, regulations, and codes relating to slavery and human trafficking. Any form of forced, compulsory or slave labor is prohibited, and Third Parties shall ensure that neither of their officers or employees have been convicted of any offence involving slavery and human trafficking. Third Parties' employees must work voluntarily and are entitled to leave work. Third Parties shall provide each employee with an employment contract that contains a reasonable notice period for terminating their employment. Third Parties must not require employees to post a deposit/bond or withhold their salaries for any reasons. Third Parties must not require employees to surrender their passports or work permits as a condition of employment.

Child labor: No person shall be employed younger than age 14. The Third Party shall not interfere with a child's education by employing a child in violation of a country's compulsory education laws.

Armed Conflicts: Third Parties should take reasonable steps to assure the material used in the production and services they offer PayPal do not originate from sources that directly or indirectly benefit armed groups that perpetrate human rights abuses.

Occupational Safety, Health and Environmental Responsibilities

PayPal is committed to promoting employees' health and safety in the workplace and to protecting the environment. Third party shall provide a place of employment that is free from recognized hazards that may cause serious injury. Third party shall develop and implement environmental responsible business practices to reduce our environmental impact. PayPal expects third party to share these core commitment, ideas, and goals. PayPal strongly encourages Third Parties to adopt the following strategic priorities:

Health and Safety: Third Parties should provide a safe and healthy work environment to prevent accidents or injury arising out of, linked with, or occurring in the course of work or as a result of the operation of employer facilities.

Environmental Permits and Reporting. All required environmental permits (e.g., discharge monitoring), approvals and registrations are to be obtained, maintained and kept current and their operational and reporting requirements are to be followed.

Pollution Prevention and Resource Reduction. Greenhouse gas emissions, energy, input materials and waste of all types are to be reduced or eliminated at the source by practices such as modifying production,

maintenance and facility processes, materials substitution, conservation, use of renewable resources, recycling and re-using materials.

Hazardous Substances. Chemicals and other materials posing a hazard if released to the environment are to be identified and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.

Wastewater and Solid Waste. Wastewater and solid waste generated from operations, industrial processes and sanitation facilities are to be characterized, monitored, controlled and treated as required prior to discharge or disposal.

Air Emissions. Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are to be characterized, monitored, controlled and treated as required prior to discharge.

Cooperation with Regulators and Government Agencies

Third Parties will cooperate with regulatory authorities and government agencies, including but not limited to inquiries, audits, reviews or investigations related to the business the Third Party is conducting with PayPal. The Third Party must inform PayPal promptly if contacted by a regulatory authority or government agency regarding the business the Third Party is conducting with PayPal.

Communication

External Communication. Third parties shall not make any public announcements through any channels, including but not limited to press releases, about PayPal without PayPal's prior written consent.

Reporting. PayPal may send periodic data requests which will support PayPal's reporting needs and ask for Third Parties' cooperation in our endeavor to improve our environmental reporting and performance.

Speak Up

Reporting Ethics Issues or other Concerns. PayPal employee conduct is addressed by PayPal's Code of Business Conduct & Ethics, PayPal workplace policies, and employment agreements. If the Third Party believes a PayPal employee's conduct or actions may be improper or unethical, the Third Party is encouraged to report the concern to PayPal Ombuds/Ethics team by emailing speakup@paypal.com. Reports can also be made confidentially and anonymously to the extent permissible by applicable laws (by phone or web form) using PayPal's third-party managed [Integrity Helpline](#).

Reporting Violations. Third Parties will notify PayPal of any violations to the Code and any regulatory inquiries, audits, reviews or investigations related to the business the Third Party is conducting with PayPal. Such notice shall be provided as soon as reasonably possible upon the Third Party's knowledge of such incident. Incidents should be reported to speakup@paypal.com or [PayPal's Integrity Helpline](#).

Political Activities and Lobbying

Third Parties must not make political contributions or provide gifts to any candidate for public office, elected officials, political parties or committees on behalf of or as a representative of PayPal. Third Parties must not represent their political views as those of PayPal. Third Parties must not lobby on behalf of PayPal or use PayPal resources for political activities without prior written approval.

Antitrust and Competition Laws

Most jurisdictions have antitrust or competition regulations which prohibit anticompetitive agreements or abuse of a dominant position. This may include activities such as price fixing, bid rigging, allocation agreements, group boycotts, the unlawful exchange of competitively sensitive information, and certain

types of predatory or exclusionary conduct. Third Parties are required to be aware of and comply with these antitrust and competition regulations in the regions where the Third Party conducts business with or on behalf of PayPal.

Third Parties must refuse to participate in any potentially anticompetitive behavior or inappropriate discussions with competitors such as those relating to pricing, bids, bidding strategies or boycotts, and immediately report any such activity related to PayPal's [Integrity Helpline](#).

Insider Trading

Third Parties must not engage in buying, selling or trading PayPal or another company's securities when in possession of material, non-public information about PayPal or another company, or encourage anybody to trade securities based on such information. Non-public information is information that has not been disclosed to the public generally.

Retaliation

PayPal strictly prohibits intimidation or retaliation against anyone who makes a good faith report about a known or suspected violation of the Code, supporting policies, and/or any law or regulation.

Post-Employment

Post-employment restrictions may apply to PayPal employees who participated in the procurement process, if such persons had prior professional dealings with Third Parties. The terms of a particular Third Party agreement may contain restrictions on solicitation of employees of the Third Party for a particular period of time following separation from service.

Consumer Protection

PayPal has a long-standing commitment to ensuring delivery of products and services in a manner that embodies transparency, fairness, and a culture of non-discrimination throughout every phase of product lifecycles. Accordingly, PayPal expects Third Parties to adopt the following strategic priorities:

Customer Fairness: PayPal is committed to fostering a proactive culture of customer fairness, including compliance with applicable federal and state consumer protection laws and regulations governing, among other things, unfair, deceptive, or abusive acts or practices (e.g., UDAAP). Third parties who perform responsibilities for PayPal are expected to adhere to both the letter and spirit of consumer protection obligations and principles that require fair treatment of customers.

Anti-Discrimination: PayPal is committed to making all products and services equally available to persons and entities without regard to any personal characteristics, such as race, color, religion, national origin, sex (including sexual orientation and sexual identity), marital status, or disability. Third parties who perform responsibilities for PayPal are expected to develop and implement products and services that promote the fair and consistent treatment of our customers and prospective customers.

Customer Accessibility: PayPal is committed to making its products and services equally available to all customers without regard to any disabilities. Third Parties who perform customer-facing responsibilities are subject to PayPal's Enterprise Customer Accessibility Policy and are therefore expected to comply with accessibility obligations, including conformance with the most recent version of the Web Content Accessibility Guidelines ("WCAG") for web- and mobile-based content.

Customer Complaint Management: Customer complaints management is an important method for identifying product developments that will improve customers' experiences and mitigate regulatory risk. Customer-facing third parties are therefore expected to adhere to PayPal's Enterprise Customer Complaints Management Policy, which requires notification of their designated third-party relationship manager on a timely basis of any customer complaints submitted directly to the third party.

Sanctions

Third Parties are required to comply with the sanctions administered and enforced by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC"), as well as any applicable laws, statutes, regulations and codes relating to sanctions in those jurisdictions in which they operate, and not engage in any activity, practice or conduct that would constitute an offence.

Third Parties must agree to disclose any business operations in countries or territories subject to comprehensive OFAC sanctions. As of the date this Code was drafted, these countries or territories include Cuba, Iran, North Korea, Syria, and the Crimea region of Ukraine.

Additionally, Third Parties agree to disclose any relationships with individuals or entities that are included on OFAC's Specially Designated Nationals List (the SDN List); sanctioned by operation of law due to their ownership by one or more persons on the SDN List, or organized under the laws of a country or territory that is identified as the subject of comprehensive OFAC Sanctions.

Financial Crime

Third Parties are required to maintain effective financial crimes compliance programs with respect to Anti-Bribery and Corruption, Anti-Money Laundering, Counter Terrorist Financing ("AML/CTF"), and Sanctions evasion by fully complying with the letter and spirit of all applicable laws and regulations. In cases where Third Parties are Financial Institutions (to include both Banks and Non-Banking Financial Institutions), those Third Parties are required to participate in PayPal's Partner Due Diligence ("PDD") program. The PDD program's policy requires, among other things, the completion by partners of a questionnaire and the production of key documents. The PDD policy is vital to ensuring that both PayPal and its partners are proactively identifying and addressing risk, as well as maintaining compliance with regulators in all jurisdictions in which PayPal operates.

In addition, Third Parties shall also ensure that its subcontractors shall comply with all applicable laws and regulations related to Anti-Bribery and Corruption, AML/CTF and Sanctions. Consistent with PayPal's policies, Third Parties shall also ensure that neither their officers or employees have been convicted of any offense related to money laundering or terrorism financing. Third Parties must disclose any regulatory inquiry, investigation or adverse action related to potential violation of AML/CTF and Sanctions requirements in any jurisdiction in which they operate.

Brand Risk

Third Parties shall implement processes to ensure adherence to [PayPal's Acceptable Use Policy](#). Additionally, Third Parties shall seek to implement controls to mitigate any reputational risk to PayPal in the form of damage to PayPal's reputation in the eyes of PayPal's shareholders, consumers, and the general public.

Risk and Compliance Management

Third Parties are expected to implement mechanisms to identify, determine and manage risks in all areas addressed by the Code and with respect to all applicable legal requirements.

Third Parties who provide financial services must have controls in place to ensure compliance with the sanctions administered and enforced by OFAC, as well as any sanctions administered by other governments or international organizations in those jurisdictions in which the Partner is operating on behalf of PayPal. Third parties are required to notify PayPal of any transactions processed on behalf of PayPal that are reported to OFAC as blocked or rejected.

Relationships with Politically Exposed Persons (PEP): Third Parties agree to disclose any close relationships with any Politically Exposed Persons during the Third Party due diligence process or, if a relationship subsequently develops, promptly disclose them to speakup@paypal.com.

Confidential and Proprietary Information

Third Parties shall properly handle sensitive information, including confidential, proprietary, and personal information by adhering to all applicable laws, contractual obligations, rules and regulations, including data protection laws, and information security and privacy standards and requirements as set out in the agreement between the parties. Information should not be used for any purpose (e.g., advertisement, publicity, analytics, and the like) other than the business purpose for which it was provided, unless there is prior written authorization from PayPal. At the end of the business relationship with a Third Party, any information provided to them must be returned, destroyed, or otherwise processed by them as set out in the agreement between the parties. The contracting business unit should obtain written confirmation from the third party that all PayPal non-public information has been properly disposed.

Protection of Assets and Intellectual Properties

Third Parties must protect and responsibly use the physical assets of PayPal, including tangible and intangible property, proprietary information, confidential information, supplies, consumables, and equipment, when authorized by PayPal to use such assets.

Third Parties must comply with all the applicable laws and contractual obligations governing intellectual property rights, including protection against disclosure, patents, trade secrets, copyrights, and trademarks. In particular, Third Parties obtain no rights in PayPal intellectual property except that, during the term of an applicable agreement. Third Parties may use PayPal intellectual property for the limited purpose of performing the services or creating the deliverables specified in the agreement. Third Parties shall comply with the terms of any license or agreement applicable to PayPal intellectual property. Third Parties shall promptly return to PayPal any PayPal assets, intellectual property, or related materials upon request and, in any event, upon termination or expiration of an applicable agreement.

Enforcement and Exceptions

All PayPal Third Parties are responsible for complying with the Code. Proposed exceptions to the Code will be evaluated on a case-by-case basis.

Failing to comply with the Code should be immediately escalated to the PayPal Ombuds/Ethics team or the PayPal [Integrity Helpline](#) for further review and investigation. Such confirmed instances may lead to a variety of consequences, based on the severity of the violation. These include, but are not limited to, removal of PayPal Third Parties from PayPal sites (as applicable), termination of specific projects with PayPal, immediate termination of the PayPal Third Parties' relationship with PayPal and/or potential civil and criminal liability.

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