



03.06 Conflicts of Interest Policy

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Domain:	Corporate Legal
Scope:	Enterprise Wide
Published Date:	December 15, 2023
Effective Date:	December 15, 2023
Mandatory Review Date:	December 15, 2024
Provision for Exception:	Exceptions require Policy Exception Committee approval unless otherwise delegated within the policy.

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The key words "**MUST**", "**MUST NOT**", "**REQUIRED**", "**SHALL**", "**SHALL NOT**", "**SHOULD**", "**SHOULD NOT**", "**RECOMMENDED**", "**MAY**", and "**OPTIONAL**" in this document are to be interpreted as described in [Best Current Practice – Key Words](#).

03.06 Conflicts of Interest Policy

Purpose

This policy outlines procedures for colleagues to follow when a potential conflict exists between their own personal interests and the interests of FIS. This policy is intended to provide guidance on how to identify an actual, potential, or perceived conflict of interest, protect the Company from reputational risk, and avoid potential legal consequences. The Company requires its colleagues, contractors, consultants, and others acting on its behalf to disclose relevant facts relating to any actual, potential or perceived conflict of interest in the Conflicts of Interest ("COI") Disclosure application. This policy is not designed to answer every specific question or scenario but rather is intended to provide general guidelines around recognizing, preventing, and disclosing conflicts of interest. Colleagues are encouraged to seek the advice and assistance of the **FIS Ethics Office** at fisethicsoffice@fisglobal.com with questions regarding actual, potential, or perceived conflicts of interest.

Scope

This policy applies to all colleagues, prospective employees, independent contractors, consultants, directors, and others acting on behalf of any FIS legal entity or affiliate (the "Company").

Statement

While FIS recognizes that colleagues have a variety of interests outside of work, a conflict of interest may arise when colleagues have competing interests and may not be able to exercise independent or objective judgment or effectively undertake their duties for the Company as a result of those competing interests. Colleagues **MUST** avoid any activity, investment, interest, or association that interferes or gives the appearance of interfering with the independent exercise of judgment in carrying out assigned job responsibilities or that may conflict with the business interests of the Company.

Although not all conflicts of interest are necessarily prohibited, colleagues **MUST** provide full disclosure of all actual and perceived or potential conflicts of interest to determine whether a conflict of interest does exist and if so, how to avoid, resolve or mitigate the conflict. For this reason, colleagues are required to submit any activity or interest that interferes with, or gives the appearance of interfering with, their independent exercise of judgment or that may conflict with Company interests to the Ethics Office via the COI Disclosure application (FIS & me under Workplace Services > Ethics Central section > Conflicts of Interest page) for review and approval. Colleagues **SHOULD NOT** engage in the activity or interest prior to receipt of approval and confirmation from the Ethics Office that there is no actual, perceived, or potential conflict.

Failure to submit an actual, perceived or potential conflict **MAY** subject a colleague to disciplinary action up to including termination, as per local law.

Any exception or waiver of this policy with respect to any executive and those serving in senior financial officer roles must be approved by the Audit Committee and promptly disclosed as required under applicable law, rule, or regulation.

03.06.01 Types of Conflict of Interest

A **conflict of interest** can occur when your personal interests:

- Interfere with your ability to make objective decisions on behalf of the company;
- Prevent you from doing what is best for the company; or
- Are perceived to be a conflict by others, even if nothing unethical or improper has occurred.

To assist in avoiding a conflict of interest, it is important to understand the following types of conflicts:

- **Actual conflict of interest:** There is a direct conflict between current duties or responsibilities and a colleague's personal interests.
- **Perceived conflict of interest:** It appears that personal interests are improperly influencing the performance of duties, regardless of whether this is, in fact, the case.
- **Potential conflict of interest:** Exists where personal interests may reasonably be expected to create an actual conflict of interest.

03.06.01.01 Examples of Conflicts of Interest

Conflicts of interest may cause damage to the reputation of FIS and client relationships and may result in the loss of business and failure to meet legal or regulatory obligations as well as create risk of litigation. Specific examples of situations that may create actual, perceived, or potential conflicts MAY include, but are not limited to the following:

- **Outside Financial Interests:** Colleagues **MUST NOT** have a financial interest in a company that competes with or does business with FIS, other than as a minor shareholder. A minor shareholder is defined as someone having **less than 2 percent ownership**. This includes any direct or indirect interests in any FIS vendor, third-party supplier, contractor, client, or competitor of the Company. Any such business transactions **MUST** be fully disclosed in the COI Disclosure application.
- **Doing Business with Relatives:** One of the most common conflicts of interest can occur when working with a relative or close personal relationship. It is generally acceptable for FIS to conduct business with a company where a relative or close personal relationship of a colleague is employed; however, no colleague should engage in any business transaction on behalf of the Company with a firm in which a relative (by blood or by marriage) or close personal relationship is a principal, officer, representative, or direct or indirect manager of services performed for the Company or is involved in negotiations with the Company. Likewise, it is generally acceptable for relatives and friends to work at FIS; however, colleagues should never be involved in offering employment to a relative or someone with whom they have a close personal relationship and should never supervise a relative or someone with whom they have a close personal relationship. Colleagues are required to disclose such relationships in the COI Disclosure application.

For the purposes of this policy, "relatives" include a spouse, domestic partner, child or stepchild, parent, parent-in-law, sibling, grandparents, a spouse's parents and grandparents, grandchildren, great-grandchildren, stepsiblings, half-sibling, uncles, aunts, nephews, nieces and cousins and anyone sharing the colleague's household.

- **Corporate Opportunities:** Colleagues owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Colleagues are prohibited from: (a) taking for themselves personally any opportunity which FIS could reasonably expect to obtain and develop that is discovered through the use of Company property, information or position; (b) using Company property, information, or position for personal gain; or (c) competing with the Company.

- **Outside Employment:** The Company recognizes a colleague's right to engage in activities outside of the employment relationship which are of a private nature and unrelated to Company business. Colleagues **MUST** submit all outside employment opportunities, including consulting engagements, speaking opportunities, writing industry articles or books for external publication, or appearing on podcasts, in the COI Disclosure application for review and approval.

Colleagues whose outside employment or opportunities are approved **MAY** continue to hold such outside employment or undertake such opportunities so long as doing so does not interfere with the performance of Company responsibilities and is not performed while on Company time or using Company resources.

If the Company determines that the outside employment or opportunity interferes with performance or the ability to meet Company requirements, the colleague **MAY** be asked to terminate the outside employment or other opportunity to remain employed by the Company. Colleagues will generally be prohibited from engaging in outside employment or opportunities that create a conflict of interest, including but not limited to accepting employment or opportunities with a current or potential competitor, supplier, vendor or client.

- In certain countries, such as India, this approach regarding outside employment **MAY** be modified to comply with local law. Please contact the Ethics Office at fisethicsoffice@fisglobal.com, if you have any questions.
- **Business Gifts and Entertainment:** Business gifts and entertainment can be a great tool for building a business relationship, but they should never be—or even appear to be—an attempt to influence a business decision. A conflict of interest can occur if an exchange of business gifts or gratuities can be reasonably perceived as an inducement to secure preferential treatment. Colleagues **MUST NOT** provide or accept any gift, favor, business courtesy or entertainment that may create a feeling of obligation, compromise judgment or lend the appearance of trying to influence the recipient. For more information, please review our Business Gifts and Entertainment Policy.
- **Board Memberships:** FIS encourages all colleagues to be active in local communities as reflected in its core value, Be the Change. Colleagues **MUST** submit all board memberships whether with a for-profit or not-for-profit entity in the COI Disclosure application, unless otherwise set forth below, for review and approval to confirm no conflict exists. Such opportunities must be disclosed and approved by the Ethics Office prior to commencing service on any such board. Colleagues are not permitted to serve on the board of directors of any company that competes or does business with FIS. As with outside employment opportunities, board memberships should not interfere with a colleague's performance or job responsibilities. If it is determined that the board membership interferes with performance or the ability to meet Company requirements, the colleague **MAY** be asked to resign from the board.

Colleagues must also ensure board service does not conflict with any policy in the FIS Employee Handbook or the FIS Code of Business Conduct and Ethics, including limitations on their ability to have outside financial interests or business relationships, especially with any supplier, contractor, customer or competitor of FIS, or any entity that is engaged in any business transaction involving FIS, and activities that interfere with responsibilities with and obligations to FIS. Colleagues are required to update a COI disclosure application if there are any changes to the role initially accepted, including the any change in compensation for serving in the role.

- **Officer or Director of an FIS Affiliate**
From time-to-time colleagues may be asked to serve as an officer or director of an FIS affiliate. Service as an officer or director must be approved by the CEO, CFO, or CLO. Colleagues made, or threatened to be made, a party to an action or proceeding while serving as an officer or director of an FIS affiliate, will, to the fullest extent permitted by applicable law (subject to statutory exclusions), be indemnified for the cost of defense and any judgments, fines, amounts paid in settlement and reasonable expenses

(including attorneys' fees) incurred as a result of such action or proceeding.

Generally, no additional compensation will be paid to colleagues for this service as it shall be considered part of the colleague's job responsibilities. Any exceptions must be approved and remitted to the Business Unit for allocation as directed by the CFO. Colleagues are not required to enter service as an officer or director of an FIS affiliate into the COI Disclosure application.

- **Officer or Director for a For-profit Entity (other than an FIS Affiliate) at the Request of FIS**
Service as an officer or director must be approved by the CEO, CFO, or CLO. As an officer or director, colleagues are expected to use reasonable efforts to regularly confirm the entity carries directors' and officers' liability insurance coverage for their benefit. The entity's directors' and officers' liability insurance must provide primary (not excess) coverage. If a colleague is made, or threatened to be made, a party to an action or proceeding while serving as an officer or director at the request of FIS, FIS will, to the fullest extent permitted by applicable law, indemnify the colleague for the costs not covered under the entity's directors' and officers' liability insurance. If compensation is paid to for this role, the compensation shall be paid to (or remitted to) FIS for allocation as directed by the CFO.

In serving as an officer or director of another entity while an employee of FIS, colleagues should be aware of the statutory fiduciary duties that an officer or director owes to the other entity, including situations where the conflict with the colleague's obligations as an employee of FIS may necessitate recusal from officer or director duties for the other entity. Colleagues are only required to enter service as on officer or director in the COI Disclosure application to the extent a potential conflict of interest arises during such service.

- **Officer or Director for a For-Profit Entity (not requested by FIS)**
Colleagues presented with the opportunity to serve as an officer or director (or in another similar managerial role) of a for-profit entity, other than at the request of FIS or with an FIS affiliate, must register this opportunity in the COI Disclosure application, including any compensation paid for serving in the role. Colleagues should not accept a role as an officer or director with a for-profit entity prior to receiving approval from the Ethics Office. Upon approval, it is the colleague's responsibility to ensure that serving in this role does not conflict with any policy in the FIS Employee Handbook or the FIS Code of Business Conduct and Ethics, including limitations on a colleague's ability to have outside financial interests or business relationships, especially with any supplier, contractor, customer or competitor of FIS, or any entity that is engaged in any business transaction involving FIS, and activities that interfere with responsibilities and obligations to FIS. If it is determined that the role as an officer or director of the for-profit entity conflicts with the colleague's obligations and responsibilities as an FIS employee, the colleague may be required to resign from the officer or director role.

The Company does not indemnify colleagues for any losses and the Company's insurance coverage will not apply to service as an officer or director for the for-profit entity for-profit

- **Officer or Director of a Non-Profit Entity**
FIS encourages community and civic involvement by its employees, including service as an officer or director of non-profit entities. Unless requested in writing by the CEO, CFO or CLO to serve as an officer or director of the non-profit entity, FIS does not indemnify for any losses and FIS' insurance coverage will not apply to a colleague's service as an officer or director. If a colleague is serving as an officer or director of a non-profit entity at FIS's request and receives compensation, the compensation shall be paid to (or remitted to) FIS for allocation as directed by the CFO (excluding reimbursements for actual

expenses incurred, which may be retained). Unless service for the non-profit entity has been requested by the Company, it must be entered in the COI Disclosure application.

- **Personal Political Activities:** Colleagues who wish to become a candidate for political office must not use their affiliation with FIS or their role as a central basis of their political campaign for office. Before beginning a campaign for political office, a colleague must disclose the potential impact of such activity and subsequent government service in the COI Disclosure application. Colleagues must also ensure that such service does not violate Company policy or violate applicable laws and regulations. Colleagues who may work in a role engaged in securing government contracts must also discuss any potential candidacy with both their manager and the Legal department to ensure FIS remains in compliance with applicable laws. Please review the [FIS Political Activities Policy](#) and contact the FIS Government Relations team at FISGovernmentRelations@fisglobal.com for more information.

03.06.02 Obligation to Speak Up

If you are aware of a conflict of interest or suspect conduct or activity involving another colleague which may be an actual, perceived, or potential conflict, it is your duty to speak up and report it to the FIS Ethics Office at fishethicsoffice@fisglobal.com.

All FIS Colleagues, contractors, and applicable third-parties are required to adhere to established policies, procedures, and standards. Violation of Company Policies, procedures and/or standards **MAY** result in disciplinary action up to and including termination of employment, as permitted by local law. Any suspected violation of Company Policies, procedures, or standards **SHOULD** be reported to either an FIS manager or the Ethics Office at fishethicsoffice@fisglobal.com in accordance with the Code and Company Policies. Suspected violations of the Code **MAY** also be reported, through the FIS Ethics Helpline utilizing the phone numbers within the Code of Business Conduct and Ethics (Appendix A) or through the website at www.fnisethics.com. Concerns raised to the Ethics Helpline can be made anonymously where permitted under local laws. FIS does not tolerate any retaliation against anyone who, in good faith, reports a suspected violation of the Code, Company Policies, or the law or who cooperates with an investigation. Colleagues also have the option of raising employee relations concerns through [TPO Support Center \(Raise a Concern, Grievance or Complaint - Employee Service Center \(service-now.com\)\)](#). Concerns related to information security can be reported using **Service Now (SNOW): Technology Service Catalog > Security Services > FIS Security Incident Reporting Form**. For urgent or critical information security incidents, please call +1.414.357.FSIRT (3747) (U.S. and International). In addition, privacy incidents can be reported through FIS & me Workplace Services > RISC Resource Center > Report a Privacy Incident.