

Vendor Terms of Engagement

Cooperation in Investigations, Examinations and Audits

Prudential cooperates in all investigations and examinations by regulatory and law enforcement authorities. If you receive any inquiry or notice of investigation and examination directly from regulatory or law enforcement authorities, you must immediately refer them to your Prudential contact.

Further, Prudential generally conducts internal investigations with respect to acts, circumstances or courses of conduct that are indicative of potentially significant breaches of law, regulation or company policy including, without limitation: (i) fraud; (ii) intentional or potentially criminal violations of law or regulation; (iii) breaches of fiduciary duty; and (iv) conduct that could have a significantly adverse financial or reputational impact on Prudential or the business in question. Prudential also conducts investigations of such other matters, as it deems appropriate.

You are required to cooperate with the individuals responding to, or conducting, external and internal investigations, examinations and audits. Failing to cooperate may involve either action or inaction including, without limitation, willful hindrance or obstruction, providing false or misleading information, withholding or refusing to provide information, failing to respond promptly to a request for information, failing to collect diligently and produce requested information, altering or destroying records, or improperly attempting to influence others in an investigation, examination or audit.

You are responsible for:

- Understanding and complying with these Terms of Engagement;
- Conducting yourself with integrity and honesty in connection with all investigations, examinations and audits;
- Providing timely and accurate responses and information with regard to an investigation, examination or audit; and
- Notifying immediately your Prudential contact of any inquiry or request from regulatory or law enforcement authorities.