

Vendor Terms of Engagement

Protection and Use of Material Nonpublic Information (MNPI); Personal Securities Trading

Conduct Requirements with respect to MNPI and Personal Securities Trading

You must not use MNPI about Prudential or other companies obtained in the course of your engagement for your own personal gain or share it with others for their personal benefit. Prudential businesses and corporate departments that routinely or predictably obtain MNPI about Prudential and other companies with whom Prudential does business have requirements and procedures designed to preserve the confidentiality of MNPI and prevent its communication to other parts of Prudential and externally. If you work on the premises of, are engaged by or have access to information or systems of a Prudential business or corporate department that routinely or predictably obtains MNPI, you are required to comply with these Terms of Engagement and may be required to comply with such requirements and procedures as are communicated to you by Prudential.

You must keep MNPI secure and permit access to it only for Prudential employees, or persons whose engagement with Prudential, requires use of the information. You may seek access to and may use MNPI for appropriate Prudential business purposes only.

If you obtain MNPI about Prudential or any other company that has issued publicly traded securities, you must not:

- Buy or sell securities issued by Prudential or such other company for yourself, members of your family or any other person for whom you buy or sell securities, including Prudential or its clients,
- Buy or sell options or derivatives linked to such securities,
- Recommend that others buy, sell, or continue to hold such securities, or
- Communicate MNPI to others (except Prudential employees, or persons engaged by Prudential, on a need-to-know basis for Prudential business purposes).

If you are so advised by your Prudential contact, you must conduct your personal securities trading in conformity with Prudential requirements and procedures relating to personal securities trading. Under such requirements and procedures, certain persons may be classified as Covered, Access or Designated Persons and must abide by the personal securities account and trading requirements provided for their classification(s), including pre-clearance requirements and blackout periods. These requirements apply to personal securities transactions of such persons and those of members of their families, and any other person for whom they may buy or sell securities. If you fall into one of these classifications, you will be notified and you will be given a copy of the relevant requirements and procedures.

If you work on the premises of, are engaged by or have access to information or systems of a Prudential business or corporate department that routinely or predictably obtains MNPI, you are responsible for understanding and complying with these Terms of Engagement and reporting any violations of these Terms of Engagement to your Prudential contact.

What is Material Nonpublic Information (MNPI)?

Information is “material” if an investor, considering all the surrounding facts and circumstances, would consider the information important in deciding whether or when to buy or sell a security. Information is “nonpublic” if it is not generally available to the investing public through sources such as the media or public corporate filings.