

BANKUNITED CODE OF CONDUCT FOR THIRD PARTY SERVICE PROVIDERS

BankUnited, N.A. (“BankUnited”) is committed to conducting its business in an ethical, legal, socially and environmentally responsible manner and to endeavoring to ensure that its third party service providers, as well as their employees, subcontractors and agents (collectively, “Vendors”) adhere to similar standards. This BankUnited Code of Conduct for Third Party Service Providers (the “Code”) sets forth responsible business practices and commitments based upon ethical, social, and environmental principles and compliance with all applicable laws and regulations. BankUnited expects its Vendors to follow the principles outlined in this Code while conducting business with or on behalf of BankUnited. Fundamental to this Code is BankUnited’s belief that a business, in all of its activities, must operate in full compliance with the laws, rules and regulations applicable to it. BankUnited reserves the right to monitor’s a Vendor’s compliance with this Code.

1. GENERAL BUSINESS PRINCIPLES

BankUnited expects its Vendors to adhere to the following principles while conducting business with or on behalf of BankUnited:

1.1 Exercising Sound Business Judgment and Integrity

Vendors should exercise sound business judgment and follow the highest ethical and professional standards. Vendors must refrain from actions which would have an adverse impact on BankUnited and its reputation. Vendors should act with integrity in all of their dealings, regardless of BankUnited’s involvement or participation.

1.2 Providing Quality and Customer Service

Vendors should endeavor to provide BankUnited with the highest quality products and services. BankUnited values the following principle in its business transactions:

- Addressing customer concerns in a timely manner
- Providing accurate and timely feedback aimed at improving products and services
- Submitting accurate and timely invoices
- Striving to build mutual trust
- Being proactive in problem solving and suggesting new processes
- Approaching business relationships with the goal of long-term reciprocal benefit

1.3 Promoting a Diverse, Safe and Discrimination Free Work Environment

Vendors shall seek to promote diversity within their own organization and to provide a safe workplace, free of harassment and discrimination.

2. LEGAL COMPLIANCE AND BUSINESS INTEGRITY

Vendors must comply with all applicable United States laws and regulations as outlined below.

2.1 Compliance with Fair Competition Laws

BankUnited strongly supports fair competition in the marketplace, and Vendors doing business with BankUnited are expected to comply with all applicable laws and regulatory requirements regarding fair competition. Vendors are expected not to:

- Thwart competition through fixing of pricing or terms. Included in this restriction are the settings of minimum, maximum or stabilizing prices as well as the fixing of pricing formulas or credit terms.
- Conspire with other parties to divide markets, territories or customers.
- Limit access to, or production of, goods and services with the aim of increasing prices.
- Undermine bidding process through collusive or deceptive methods, including arranging of deceptive bids.

2.2 No Improper Advantage

Vendors shall to not engage in practices that confer improper business advantages. Vendors must not, directly or indirectly, offer, stipulate and/or provide any personal or improper advantage in order to obtain or retain business or other improper advantages from another party, whether public or private. In the course of performing services for BankUnited, Vendors may not, directly or indirectly, offer facilitation payments or bribes nor receive any personal or improper advantage in return for preferential or inappropriate treatment of a private or public party.

2.3 Competitors and Other Customers

Vendors must act with integrity toward competitors and should not: (i) make disparaging or false statements about competitors, including BankUnited's competitors; (ii) induce competitors to terminate contracts with BankUnited, with intent of obtaining business from BankUnited; (iii) solicit or hire a competitor's agents or employees who are working on a BankUnited engagement.

2.4 Gifts

Banks operate in a highly regulated environment, and must comply with the Bank Bribery Act, as amended, and similar laws and regulations. BankUnited employees, officers, directors and agents (collectively, "BankUnited Representatives") are not permitted to accept gifts from Vendors, except for certain specific situations as described in the BankUnited Code of Conduct. Conversely, Vendors shall not offer nor provide anything of value, including preferential treatment to BankUnited Representatives in an effort to obtain or retain BankUnited business. Additionally, a Vendor must inform BankUnited management if a BankUnited Representative requests anything of value, gift or gratuity from the Vendor while in the course of business.

2.5 Corruption and Bribery

Anti-corruption and bribery laws, including the Foreign Corrupt Practices Act ("FCPA"), prohibit companies from influencing third parties with personal payments or rewards. FCPA violations may also result from non-obvious offers of value, including favorable loan terms, debt cancellation, or similar arrangements. The FCPA covers all Vendors who engage in business on behalf of BankUnited in any country outside the U.S. If a Vendor (1) represents BankUnited or performs work in support of BankUnited outside the U.S., or (2) engages companies or individuals on behalf of BankUnited outside the U.S., the Vendor must ensure full compliance with the requirements of the FCPA. In addition,

Vendors cannot avoid responsibility by acting through others or by ignoring circumstances that indicate that a violation has occurred or is likely to occur. The FCPA makes it a criminal offense to give or offer anything of value to, (1) any official or instrumentality of a foreign government, (2) any foreign political party or official thereof or any candidate for foreign political office, or (3) to family members of any of the foregoing, in order to influence any act, decision or omission by a foreign official in their official capacity or to secure any improper advantage; or induce a foreign official to use his or her influence with a foreign government to affect or influence any act or decision of such government.

2.6 Insider Trading

Vendors must adhere to all applicable insider trading laws, particularly concerning information gathered during the course of a business engagement. Generally, “insider trading” laws prohibit undertaking securities transactions based on material information about public companies where such information has not been released to the public. “Tipping” laws prohibit the communications of such material non-public information to a person who is not authorized to have the information. Violations of these laws may result in penalties to all parties involved, including BankUnited and the Vendor.

2.7 Conflicts of Interest

Vendors must disclose all potential conflicts of interest, including those which may arise inadvertently, due to either business or personal relationships with clients, other Vendors, business associates, or competitors of BankUnited, or with other BankUnited employees.

3. LABOR AND SOCIAL STANDARDS

3.1 No Child Labor

BankUnited does not engage nor support the use of child labor. Vendors must comply with all applicable child labor laws in the jurisdiction where they do business.

3.2 Freely Chosen Employment

Vendors are prohibited from using forced labor. “Forced labor” is defined as any type of work or service demanded from an individual under the threat of any sort of punishment and which the individual has not undertaken voluntarily, including but not limited to bonded labor, forced prison labor and human trafficking.

3.3 No Discrimination/Equal Opportunity

Vendors should strive to provide a workplace free of harassment and discrimination, particularly on the basis of race, national origin, skin color, language, religion, political convictions, gender, gender identity, sexual orientation, marital status, age, disability, pregnancy and related medical conditions, military or veteran status, or on any other basis prohibited by applicable law. Vendors are expected to comply with all applicable laws related to discrimination in their hiring and employment practices.

3.4 Health and Safety

Vendors are expected to provide to be in compliance with The Occupational Safety and Health Act, as amended, and provide a safe working environment that does not pose risks to the health or safety of their employees.

3.5 Wages and Employment Benefits

Vendors must comply with all local, state and federal employment laws and provide wages and benefits that are standard in their industries and are enforceable in the jurisdictions in which they operate.

4. BANKUNITED RESOURCES AND INFORMATION

4.1 Use of BankUnited Resources and Assets

Vendors are required to protect and use BankUnited property, supplies, facilities, equipment and/or other assets responsibly, with professional due care and only when and to the extent authorized by BankUnited. BankUnited information technology infrastructure and systems provided to or made accessible to Vendors may only be used for authorized business-related purposes. Vendors working on BankUnited premises must comply with all relevant data protection, legal, compliance, health and safety, fire and security regulations, policies, plans and procedures for that site. Permission to access a BankUnited site may be refused or rescinded for failing to comply.

Vendors are responsible for monitoring the activities of their employees, agents and subcontractors (the “Vendor’s Representatives”) to ensure that the Vendor’s Representatives are not placing their own, or the Vendor’s, interests before BankUnited’s interests when working on BankUnited matters. At a minimum, a Vendor must ensure that:

- BankUnited’s name, property, facilities or other assets are not being used for either personal benefit or outside work.
- BankUnited associates are not solicited or otherwise induced to make investments in the Vendors through the offer of stock or other securities interests.
- BankUnited assets may never be used for an unlawful or unauthorized purpose. Assets must be returned to BankUnited as directed or at the conclusion of the engagement.

4.2 Right to Monitor Activity

Use of BankUnited’s communication resources, including telephones, mobile phones, PDAs, pagers, computer systems, emails, instant and text messaging, facsimiles, and networks, are subject to monitoring as permitted by law. Vendor should not have an expectation of privacy or confidentiality with respect to any communication or piece of data which is created, sent, received or stored on any BankUnited system. Use of these resources shall serve as consent for the sharing of such communication or data with BankUnited.

4.3 Customer Information

Vendors may come into contact with proprietary, non-public personal information regarding BankUnited’s customers, employees, business strategies, services, products or other matters (“Confidential Information”). State and federal laws and regulations, including regulations of the Consumer Financial Protection Bureau (CFPB), require strict security and protection and privacy of Confidential Information regarding customers. Vendors have a responsibility to ensure that the Confidential Information is protected and may only disclose such information to the Vendor’s Representatives who have a need-to-know and provided that they agree to be bound by the confidentiality restrictions. Vendors must also comply with all legally or contractually required security procedures and protocols. Vendor’s employees should not seek access to Confidential Information without having a legitimate business reason to do so and must continuously protect against the unauthorized release or use of Confidential Information if access to such is granted.

4.4 Intellectual Property

Vendors are expected to uphold intellectual property rights of others and are prohibited from:

- Loading unlicensed software on any BankUnited computer.
- Utilizing unauthorized Confidential Information of BankUnited, or confidential information of another party.
- Utilizing or copying copyrighted materials (including software, audio, video and internet recordings) without BankUnited's approval.

Vendors are prohibited from using BankUnited's trademarks (including names and logos) for marketing, advertising or other purposes unless such usage has been pre-approved, in writing, by an authorized officer of BankUnited. Vendors must obtain BankUnited written consent prior to representing themselves as a BankUnited agent or representative.

4.5 Social Media Guidelines

Vendors are expected to assist BankUnited in protecting the privacy, confidentiality and interests of BankUnited as well as its associates, customers and competitors, at all times and in all environments. This expectation extends to providing content on social media sites. BankUnited expects that Vendors will not share through social media any information regarding BankUnited, including information regarding BankUnited's work, initiatives, associates and customers.

Vendors must adhere to the following guidelines:

- No Confidential Information on any social media site or platform is allowed.
- Any content related to BankUnited should be accompanied by a disclosure noting that the author is not a BankUnited employee or agent and that the view being presented is the Vendor's own and not that of BankUnited.
- BankUnited's intellectual property, as well as the intellectual property of third parties working with BankUnited, will not be permitted to be shared in any form, format or manner. This prohibition applies to products or services that are not public information.

5. Management Systems

Vendors are expected to continuously identify and monitor their compliance with all applicable laws, regulations and common industry standards. To that end, it is recommended that Vendors should implement management control systems to facilitate compliance with principles and expectations specified in this Code. Vendors are expected to implement and maintain appropriate means of communication, instruction and/or training programs to the Vendor's Representatives to ensure compliance with this Code.

Vendors are expected to demonstrate compliance with this Code at BankUnited's reasonable request. To that end BankUnited may perform periodic audits or request related records to ensure such compliance.