

# Code of Business Conduct and Ethics

---

## Summary of Key Revisions

The following summarizes key revisions to The Charles Schwab Corporation Code of Business Conduct and Ethics (the "Code"), as approved in September 2019:

- The **Introduction** was updated to establish and explain the nexus and intersection of the Code and Schwab's Purpose, Vision, Values and Strategy. The **Introduction** clarifies that the Code applies to all employees, officers, and directors of The Charles Schwab Corporation and its subsidiaries (collectively, the "Company") and that associated persons of Independent Branch Services, third-party service providers and members of Schwab's contingent workforce are expected to demonstrate ethical behavior consistent with the Code.
- Under **Reporting Violations and Sharing Concerns** and **Non-Retaliation**, escalations paths and reporting avenues were clarified.
- **The Outside Employment and Other Outside Activities** section was expanded to include several prohibited outside employment roles for employees and guidance on approval requirements when pursuing outside directorships, advisory positions and public office.
- The **Gifts and Entertainment** section was modified to include the offering and giving of gifts and entertainment when previously only the *acceptance* of gifts was addressed.
- Language was added to **Confidentiality of Information** to extend the obligation to safeguard sensitive information after termination of employment or association with the Company.
- **Conduct of Examination, Audit and Investigations** was expanded to specify a duty to fully, truthfully and candidly respond and cooperate fully and truthfully in any internal or external investigation, examination, audit or regulatory request for information. The updated section also details information and document handling responsibilities when contacted by applicable parties.
- Language was added to the **Protection and Use of Company Assets** on protecting company assets from cybersecurity threats and unauthorized use. The updated language specifies that personnel should have no expectation of privacy in the use of Company assets. It also details activities that would constitute an insider risk.
- **Fair Dealing, Competition and Sales Practices** was updated to include "sales practices" and articulate distinct responsibilities for personnel who provide clients with financial advice or investment advice or suggest, recommend, sell or solicit interest in the Firm's products or services.
- Under **Prohibition of Bribery and Kickbacks**, language was added prohibiting facilitation payments to any individual, including a government official, to secure or expedite the performance of a routine action, such as the approval of permits or licenses or performance of ministerial duties, which the individual has a duty to perform. In addition, "anything of value" was defined.
- Language was updated in the **Office of Foreign Asset Control, Trade Sanctions and Embargoes** section to incorporate language that foreign subsidiaries or affiliates of the Company may be subject to sanction regimes imposed by foreign jurisdictions where they are located or conduct business.
- **Health and Safety** and **Drug and Alcohol-Free Workplace** sections were removed from the Code and are incorporated in the Company's Human Resource Policies.

## Summary of Key Revisions (continued)

---

The following sections were added to the Code:

Section	Description
<b>Financial &amp; Investment Activities</b>	Personal financial and investment activities must comply with all applicable laws, rules, regulations and policies and must not result in any legal, business or ethical conflicts with the Company, our clients, or otherwise be improper. Personal trading, investing or other transactional activities must not misuse the services of the Company. Accounts held with the Company must be maintained in good standing.
<b>Securities Accounts</b>	Employees must disclose and maintain all securities accounts with Charles Schwab & Co. as required by Company Policies.
<b>Political Contributions and Activities</b>	Federal, state and municipal laws and regulatory organization rules and regulations may restrict political contributions and activities by certain personnel of the Company (i.e., pay-to-play laws and regulations). Personnel are expected to be aware of and comply with the relevant company policies.
<b>Personal Borrowing &amp; Lending</b>	Personal borrowing and lending activities that could present a conflict of interest or otherwise appear improper should be avoided. Employees are not permitted to borrow from, lend money to or solicit loans from clients.
<b>Social Media</b>	Personal use of social media should be responsible and in compliance with policies, laws, rules and regulations.
<b>Risk Management</b>	Responsibility to be familiar with the Company's risk management policies, know how to escalate potential risk issues and have an awareness of the risk management process. Section defines Conduct Risk and describes the roles of Conduct Risk Management and the Corporate Responsibility Officer.
<b>Anti-Boycott Laws</b>	The Company is committed to complying with U.S. anti-boycott laws that prohibit the Company from participating in or otherwise furthering economic boycotts or embargoes imposed by certain other nations that are not condoned by the U.S. government.