

# JPMorgan Chase & Co. Supplier Code of Conduct

## 1. Summary

JPMorgan Chase & Co and its subsidiaries (collectively referred to as JPMorganChase or the firm) are committed to building and maintaining the best and most respected financial services company in the world. As our business partners, Suppliers likewise have a duty to demonstrate the highest standards of ethical business conduct, integrity, and adherence to the law, at all times. The firm is committed to ensuring Suppliers act with honesty and integrity when acting on our behalf. This commitment to ethical business practices preserves our firm's integrity and reputation and fosters a safe, healthy, productive, and collaborative work environment.

The Supplier Code of Conduct (Supplier Code) sets out expectations for Suppliers and outlines the principles that are consistent with the regulatory and legal framework that governs our industry. It is the responsibility of Suppliers to know the requirements of the Supplier Code and operate in accordance with its principles. Suppliers must be aware of the Supplier Code's provisions and stay informed of any changes. The most current version is available online and effective when posted.

The Supplier Code does not constitute an employment contract, and nothing contained herein is intended to convey any rights, actions, or remedies to Suppliers, or to create an employment relationship between Supplier or Supplier's employees and the firm.

## 2. Scope

A **Supplier** is any third party, firm or individual that provides a product or service to JPMorganChase. The following persons, entities, and organizations (collectively referred to as Suppliers) are covered by the Supplier Code and thereby subject to its provisions:

- Suppliers, vendors, consultants, agents, contractors, temporary workers, and third parties working on behalf of the firm; and
- The owners, officers, directors, employees, consultants, affiliates, contractors and subcontractors of these organizations and entities.

## 3. Updates from Previous Version

- The Workplace Environment section clarified guidance related to anti-discrimination, labor practices, and working conditions.
- The Environmental and Social Sustainability, and Human Rights section was updated to summarize Supplier sustainability expectations.
- A separate section on the firm's approach to Diversity, Opportunity and Inclusion was added.

## 4. JPMorganChase Business Principles

The firm believes that certain [Business Principles](#) are fundamental to success. These principles include a commitment to exceptional client service, operational excellence, integrity, fairness, responsibility, and a winning culture. They describe how the firm conducts business and the type of culture we expect our Suppliers to foster.

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## 5. Complying with the Legal and Regulatory Requirements

The Supplier Code must be read in conjunction with any applicable statutory, regulatory, or other legal obligation, including the contractual arrangements Suppliers have with the firm. Suppliers must comply with all applicable statutory, regulatory, or other legal obligations in the countries in which the Supplier operates.

Suppliers are expected to provide reasonable assistance to JPMorganChase so the firm can meet applicable legal and regulatory requirements in the countries in which we do business. This includes cooperating with regulatory inquiries and investigations related to outsourced services. Suppliers are also expected to cooperate with regulators in continuing to perform contracts, if required.

If compliance with any provision of the Supplier Code would result in a violation of statutory, regulatory, or other legal obligations, Suppliers must follow the legal obligation. Where the Supplier Code and contractual agreement with the Supplier conflict, the contractual agreement with the Supplier prevails.

For more information on the applicable firm policies and procedures referenced herein, Suppliers should contact their JPMorganChase **Relationship Manager**.

### 5.1. Maintaining Policies to Ensure Compliance

Suppliers must conduct their operations in accordance with this Supplier Code and must have policies and procedures designed to ensure compliance with it, including but not limited to appropriate non-discrimination and non-retaliation policies. Suppliers must also make reasonable efforts to train, monitor, and ensure that their own supply chain is compliant with the Supplier Code and all contractual obligations.

### 5.2. Handling Information Properly

JPMorganChase is part of a highly regulated industry and all parties with which we have relationships, including our customers and employees, expect us to safeguard their information. Suppliers must understand and comply with any applicable requirements and restrictions related to the processing of information including material, non-public information. The processing of information means any operation or set of operations that is performed on information, whether automated or manual, including, but not limited to collecting, recording, accessing, organizing, storing, adapting, altering, retrieving, consulting, using, disclosing, analyzing, transmitting, disseminating, aligning, combining, blocking, erasing, or destroying information. The following provisions regarding the processing of information survive the termination of the Supplier's provision of services to the firm, and the Supplier remains liable for any unauthorized processing of information belonging to the firm.

#### 5.2.1. Confidentiality

Suppliers have a duty to protect **confidential information** and to take precautions before sharing with anyone. Suppliers are expected to comply with all applicable statutory, regulatory, or other legal obligations governing the protection or the processing of firm proprietary, confidential and **personal information**. Suppliers may only process the firm's confidential information to perform work on behalf of JPMorganChase and may not disclose such information unless such disclosure is required by law. Suppliers must

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safeguard the confidential information of third parties, including anything that Suppliers learn or create while providing services to the firm or its customers and employees.

## 5.2.2. Privacy

Suppliers must be aware of and follow the applicable statutory, regulatory, or other legal obligations related to the processing of any individual's personal information pursuant to their relationship with JPMorganChase. Personal information must never be processed in a manner inconsistent with the terms of the Supplier's contractual arrangements with the firm, accessed by the Supplier or its employees without appropriate authorization, or disclosed to anyone outside of the firm or the Supplier, except as required by a legal or regulatory process and as permitted by the Supplier's contractual arrangements.

If there is any event that impacts, or may impact the confidentiality, integrity, or availability of personal information, including unauthorized or suspicious intrusion into systems storing such personal information, Suppliers must immediately report such incident to their Relationship Manager in accordance with the terms of its agreement with JPMorganChase.

## 5.2.3. Material Non-Public Information

**Material Non-Public Information (MNPI)**, also known as inside information, is information about an issuer of financial instruments (JPMorganChase or another) that is not known by the public but if it were, would likely: (1) affect the market price of the financial instruments to which the information relates; (2) influence a reasonable investor to trade those financial instruments; or (3) be used as part of an investment decision regarding those financial instruments.

Buying or selling securities while in possession of MNPI, including when acquired by virtue of Supplier's relationship with the firm, is illegal and strictly prohibited, as is the communication of that information to others, whether expressly or by making a recommendation for the purchase or sale of securities based upon that information.

MNPI must be safeguarded and should only be shared with those who have a business need to know the information. Need to know is where such information is necessary to carry out one's job responsibilities and the sharing is in connection with fulfilling those responsibilities to the firm.

## 5.3. Conflicts of Interest

**Conflicts of interest** affect objectivity when making decisions on behalf of the firm, and may be impermissible as a matter of law, regulation, or firm policy. The existence of potential and actual conflicts may also undermine credibility or impair good judgment.

A conflict of interest may exist when the interests of a Supplier oppose the interests of the firm or its clients. Personal or business relationships, outside interests and other external activities, personal investments, the exchange of gifts and business hospitality, and political engagement can all pose potential conflicts. To identify and manage such conflicts, Suppliers must disclose all actual, perceived, or potential conflicts of interest to JPMorganChase as a result of either:

- Personal or business relationships with firm customers, Suppliers, business associates, and employees with whom they work and/or support; and
- Outside interests related to the Supplier's role and responsibilities at JPMorganChase.

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All potential conflicts of interest must be reported to the Supplier's Relationship Manager at the firm or escalated to the Supplier personnel responsible for reporting such matters to the firm.

## **5.4. Doing Business Properly**

JPMorganChase works to achieve a competitive advantage through the products and services we offer, not through unethical or illegal business practices or the appearance of such activities.

### **5.4.1. Bribery and Anti-Corruption**

The firm does not tolerate bribery or corruption in any form. Suppliers and those acting on their behalf may not directly or indirectly offer, promise, authorize, recommend, give, solicit, or receive anything of value, if it is intended, or could reasonably appear as intended to influence improper action or to obtain or retain an improper advantage for the firm, the Supplier, or a third party.

- Anything of value may include **gifts** (including cash and cash equivalents), business hospitality (including accommodations, travel and related expenses, meals, and entertainment), training and conferences, contributions to a charitable or political organization on behalf of another, honoraria and speaker fees, visa letters, offers of employment or other work experience - whether paid or unpaid, secondments, sponsorships, raffle prizes, perks, or discounts.

Suppliers and those acting on behalf of Suppliers are prohibited from providing a facilitating or expediting payment, usually a small amount of currency, other item, or instrument of value, to any government official for his or her personal benefit to cause the official to perform, or to expedite performance of a routine duty or function that the official is required to perform (e.g., a payment to get through customs or to obtain a permit quickly).

Suppliers are also responsible for knowing and complying with the anti-corruption and bribery laws in the jurisdictions in which the Supplier operates. Suppliers must promptly report any potential or actual violations that relate to the firm through either the JPMorganChase Conduct Hotline or to their Relationship Manager.

### **5.4.2. Gifts**

The provision of **gifts** can be misinterpreted, suggest the appearance of an improper exchange or cause one to compromise their integrity. Therefore, Suppliers are not permitted to provide or offer any gift that may create an actual or potential conflict of interest, impair one's judgment, is intended or could be interpreted as intended to improperly influence decision-making. Gifts given for the benefit of firm employees or their family members, or to firm clients or business partners are discouraged and only permissible under the following circumstances:

- Meals, refreshments, and entertainment offered during the course of a meeting as long as the purpose is business-related, attendance relates to the firm's work, the Supplier is in attendance, the cost is reasonable and customary, and it is an infrequent occasion;
- Advertising and promotional materials of de minimis value; or
- Discounts and rebates offered to the general public or negotiated with the firm.

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## 5.4.3. Political Activities and Lobbying

Suppliers must not make **political contributions** or provide **gifts** to any candidate for public office, elected officials, political parties, or committees on behalf of or as a representative of the firm. Suppliers must not represent their political views as those of the firm or use firm resources in connection with their political activity. Suppliers must not **lobby** on behalf of the firm unless specifically engaged in writing to do so.

## 5.4.4. Antitrust and Competition Laws

Antitrust and competition regulations prohibit anticompetitive or collusive agreements among competitors, including price-fixing, bid rigging, allocation agreements, and group boycotts. These regulations also prohibit predatory and exclusionary conduct by firms that have market power or a dominant position that is intended to lessen competition.

Suppliers are required to be aware of and comply with these antitrust and competition regulations when conducting business with or on behalf of the firm. Suppliers must also refuse to participate in any potentially anticompetitive behavior or inappropriate discussions with competitors such as those relating to pricing, bids, or bidding strategies and must report any such activity related to the firm to their Relationship Manager or through the JPMorganChase Conduct Hotline.

## 5.4.5. Taxes

JPMorganChase is committed to complying with both the letter and the spirit of applicable tax laws wherever we operate and ensuring accuracy in the tax-related records we produce and the tax information we are required to report. Suppliers must not facilitate any activities by clients or other parties associated with the firm that are intended to breach applicable tax laws, which may include engaging in activities that would assist in evading the payment of taxes that are due and payable or concealing information from tax authorities.

Suppliers should adopt reasonable prevention procedures and be alert to unusual or suspicious activities that may have as their purpose the intentional hiding of income or assets from tax authorities or evading the application of tax reporting requirements. Suppliers must promptly report any actual or suspected violations that relate to the firm through either the JPMorganChase Conduct Hotline or to their Relationship Manager.

## 5.5. Workplace Environment

JPMorganChase believes in a positive, safe, and healthy workplace environment which fosters respect and inclusiveness among workforce members.

Suppliers must comply with all applicable laws, regulations, and firm policies, including those that may apply as a result of the firm's contracts with government entities, relating to discrimination in hiring, employment practices, harassment, retaliation, wage and hours - e.g., employee compensation, reimbursements, taxes, and working hours, labor, minimum age requirements, safety and health.

Suppliers should ensure their business practices respect the rights of different demographic groups, including without limitation women, Black, Hispanic, veteran, disabled, Asian, and LGBTQ+. Suppliers must only employ workers who meet applicable minimum age requirements in the jurisdiction and must provide a work environment:

- free of harassment, discrimination, or retaliation;

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- free of threats, intimidation, and physical harm; and
- that supports accident prevention and minimizes exposure to health risks.

JPMorganChase expects Suppliers to provide fair compensation for all employees and workers, including without limitation those workers who are permanent, temporary, dispatched, migrant, contract, and apprentices. Such compensation must meet the legal minimum standards as required by local law. All employees and workers shall be provided with a clear, timely, and understandable wage statement that includes sufficient information to verify accurate compensation for work performed. Compensation and benefits should aim to provide an adequate standard of living for all of Supplier's employees and others within their supply chain.

JPMorganChase is committed to a culture of accessibility and helping the firm's employees and customers have the appropriate access to all goods, services and materials, including those provided by our Suppliers. Suppliers must comply with all laws, including the U.S. Americans with Disabilities Act, to accommodate all disabilities including but not limited to vision, hearing, mobility, cognitive, speech, and mental health conditions within their workforce and supply chain.

## 6. Raising Conduct Concerns

Suppliers must promptly notify the firm, if permitted by law, regarding the receipt of any subpoenas, regulatory requests, media inquiries, or other third-party requests concerning JPMorganChase.

The firm requires prompt, accurate, and transparent reporting of any conduct concern or actual or suspected violation of any law or regulation related to firm business, the Supplier Code, or any firm policy, including those addressing fraud, dishonesty, and unfair or unethical conduct related to financial services, whether it is by Supplier's team, a firm employee, or another third-party supplier. Concerns can be raised by contacting the Relationship Manager or using the firm's Conduct Hotline (1-855-JPMCODE (1-855-576-2633)). Suppliers can also file a report [online](#). Where permitted by law, Suppliers may report anonymously.

Failure to report a concern or violation may result in the termination of the Supplier relationship and applicable agreements.

The firm strictly prohibits intimidation or retaliation against anyone who makes a good faith report about a potential or actual violation of the Supplier Code, firm policies, or any law or regulation related to firm business.

Nothing in this Section or the Supplier Code is intended to require reporting in violation of applicable local law or regulation.

## 7. JPMorganChase Rights

JPMorganChase reserves the following rights to properly monitor and address Supplier activity to ensure that the firm is meeting its legal and regulatory requirements and obligations.



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## 7.1. Firm Monitoring and Right to Audit

The firm reserves the right to monitor, record, review, access and disclose all data and communications created, sent, received, stored, or downloaded using firm resources as it deems appropriate, subject to applicable laws and regulations.

The firm also retains the right to audit Supplier compliance with the Supplier Code and other firm policies at any time. This includes technical, legal, regulatory, financial, and operational audit of Supplier policies and procedures, including subcontractors if necessary, and in some cases may require an on-site inspection of a Supplier's books, records, systems, controls, processes and procedures related to the JPMorganChase engagement for adherence to the Supplier Code.

## 7.2. Termination and Indemnification

The firm may take all necessary actions to enforce the Supplier Code, including the termination of Supplier relationship and applicable agreements. Violations of the Supplier Code may also constitute violations of law, which may expose the firm to criminal or civil penalties. The firm may require reimbursement for any costs associated with a violation of the Supplier Code.

## 8. Supplier Obligations to JPMorganChase

Suppliers must follow the obligations and requirements set forth below. By doing so, Suppliers will help the firm meet its legal and regulatory requirements, protect firm assets, and ensure that all communications are accurate and appropriate.

### 8.1. Communications about or on behalf of JPMorganChase

Suppliers must not communicate publicly about firm business unless specifically authorized to do so. Suppliers may not make public announcements on the provision of goods or services to the firm, share information regarding firm assignments, or circulate pictures or descriptions of firm facilities or external work events. Suppliers may not share information regarding firm customers or employees unless it is in connection with the services being provided as set forth in the Suppliers' agreement.

Suppliers must not post, share or like anything that could be viewed as a violation of the Supplier Code, including items that are malicious, disparaging, bullying, or that could jeopardize the safety of another individual including but not limited to firm employees, clients, or other Suppliers.

Suppliers should not disclose confidential information, conduct surveys, or post or seek recommendations or referrals by firm employees, customers or service providers unless approved. Exercise caution when discussing any of the firm's brands, products, services, or programs on social media. Suppliers are not encouraged or required to promote JPMorganChase.

### 8.2. Protecting IP and other Firm Assets

Suppliers must properly safeguard and protect **firm assets** from theft, waste, cyber-related attack, or other type of loss. Technology assets, office equipment and supplies, information assets – e.g., email systems, intellectual property, the firm's brand, and customer relationships – are the property of the firm and should only be used for firm-related business

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purposes. Unless otherwise agreed to by the firm, any invention, discovery, development, concept, idea, process, or work related to the firm's business belongs to the firm and is considered work made for hire or **company invention**.

Suppliers must have programs in place that meet or exceed the firm's [Minimum Control Requirements](#) designed to protect firm information. Never forward firm information to an external email address for any non-business purpose or to Supplier or Supplier employees' personal email accounts for any reason.

## **8.3. Accurate Records**

Suppliers are responsible for maintaining accurate and complete books and records. They must comply with all required controls and procedures for records related to business activities conducted on behalf of the firm. Suppliers must be aware of and comply with the legal and regulatory retention requirements that relate to the services being provided to the firm.

## **8.4. Knowing your Workforce Members**

Suppliers are required to screen their workforce members (employees and contingent workers) who provide services to the firm in accordance with firm requirements before and during the engagement with JPMorganChase.

The Supplier must have reporting requirements for the Supplier's personnel performing work for the JPMorganChase engagement if they are involved in a criminal proceeding or other legal matter. With the exception of minor traffic violations/citations, all of the Supplier's personnel performing work on the engagement must promptly notify the Supplier regarding any current arrest and/or pending criminal charges and provide supporting documentation related to the matter. The Supplier must promptly notify JPMorganChase if any of the Supplier's personnel performing work on the engagement report an arrest or has pending charges.

# **9. Environmental Sustainability, Social Impact, and Human Rights**

JPMorganChase recognizes that our Suppliers have the potential to impact surrounding communities and the environment.

## **9.1. Environmental Sustainability and Social Impacts**

The firm encourages Suppliers to develop internal programs designed to foster a culture of sustainability across their own operations and supply chain. That may include setting sustainability targets, reporting on progress, and preventing, mitigating, or ending adverse impacts to nature, employees, communities, and society more broadly.

Suppliers must comply with all applicable firm policies, laws, and regulations in the countries in which the Suppliers operates and in countries where they provide products or services. Suppliers should conduct operations in a manner that protects the environment by making reasonable efforts to meet industry best practices and standards with respect to the reduction of energy use, greenhouse gas emissions, waste, and water use. Suppliers should also ensure that potential adverse impacts to community health, safety, and security – such as accidents, impacts on natural resources, exposure to pollution or other community issues



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– that may arise from business operations are appropriately prevented, mitigated, and managed.

## **9.2. Human Rights**

JPMorganChase is dedicated to upholding and protecting human rights around the world. It is the firm's responsibility to promote respect for human rights through actions, and the firm expects the same of Suppliers. The firm is guided in this effort by the principles set forth in the United Nations Universal Declaration of Human Rights.

The firm expects Suppliers to take all necessary steps to ensure that it does not employ anyone under the minimum legal age for employment. In addition, the firm expects Suppliers to adhere to human rights laws by working to prevent forced labor and human trafficking in their operations and supply chains, and by instituting practices that are consistent with the framework provided by the Guiding Principles on Business and Human Rights, as well as rights and prohibitions included in other international human rights agreements.

## **10. Diversity, Opportunity and Inclusion**

JPMorganChase is committed to maintaining a productive, inclusive, professional, collegial, safe and secure environment where all individuals are supported, feel like they belong, are treated with respect and have an equal opportunity to succeed and make an impact through their work. We invite our Suppliers to join us in upholding these values and promote equal opportunity and access within their own organizations.

### **10.1. Anti-Discrimination Principles**

We encourage our Suppliers to cast a wide net to understand the goods and services available in the market and to provide an equal opportunity for members of all communities to become part of their supply chain. As part of this commitment, JPMorganChase has established a set of voluntary Anti-Discrimination Principles for our Suppliers to consider that helps best serve our consumer base and the communities that we serve.

These Anti-Discrimination Principles are stated in a general manner and are not intended to replace Supplier's standard policies and procedures that are developed in accordance with applicable law. Following these principles is entirely voluntary and will not impact any decision-making processes related to the Supplier's agreement with the firm. Our aim is for JPMorganChase and Supplier to work collaboratively to advance values of equal opportunity and access. JPMorganChase invites Suppliers to provide evidence of an existing anti-discrimination policy upon request.

The following Anti-Discrimination principles do not limit the Supplier's obligations in their agreement with the firm or under applicable law:

- Suppliers are encouraged to document their anti-discrimination program, including but not limited to, appropriate hiring practices, anti-discrimination and anti-retaliation commitments, and reporting/escalation procedures.
- Suppliers are invited to voluntarily provide all new hire and existing supplier personnel with training on the Supplier's anti-discrimination program and appropriately track training completion.
- Suppliers are invited to establish appropriate procedures for managing discrimination complaints, including recording the receipt, investigation, and escalation of complaints, as needed.

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- Suppliers are encouraged to have a third party program in place to monitor their own Suppliers' commitment to supporting equal opportunity and equal access.

## 10.2. Reporting

JPMorganChase seeks to provide an equal opportunity for all prospective Suppliers, notwithstanding any classification (e.g. Veteran Business Enterprises or Service Disabled Veteran Business Enterprises) to bid on firm contracts, participate in the performance of contracts for goods and services with the firm, and encourage its Suppliers to do the same.

The firm desires to understand the dollars spent by our Suppliers with certified small and historically underrepresented business, directly or indirectly, related to your agreements with JPMorganChase to inform our total small and historically underrepresented business spend information. To that end, the firm invites its Supplier to report the actions taken in furtherance of this goal, using the firm's online reporting tool located at: <https://about.jpmorganchase.com/about/suppliers/supplier-diversity/tier-2-supplier-program> on a quarterly basis, as requested.

## 11. Defined Terms

<b>Company Invention</b>	Any Invention, discovery, development, concept, idea, process, or work, whether or not it can be considered a trade secret, patented, trademarked or copyrighted, that is directly or indirectly related to JPMorganChase business which Supplier develops during the period that Supplier works for JPMorganChase. This includes any invention unrelated to JPMorganChase business that is developed on firm time or with the use of firm equipment, supplies, or facilities.
<b>Confidential Information</b>	Information the firm has or acquires that is kept private and not made available to the public. It includes personal information about firm employees, customers and non-public information about clients and partners and their business. Any information that is not readily available from a public source or is shared between parties in confidence should be treated as confidential.
<b>Conflicts of Interest</b>	Supplier's personal and/or outside business interests may create potential or actual conflicts with the firm. This includes personal relationships or business opportunities with firm clients and potential clients, employees, and other suppliers.  <b>Personal relationships</b> include family members such as a partner or spouse, children, siblings, parents or grandparents.  <b>Business opportunities</b> include affiliation with (as director, officer, board member, etc.) or ownership in another business.
<b>Firm Assets</b>	Anything owned, created, obtained, or compiled by or on behalf of the firm, including physical property, technology (hardware, software, and information systems), financial assets (such as cash, bank accounts, and credit standing), and information assets (such as customer lists, financial information, intellectual property, and other data).
<b>Gift</b>	A gift is anything of value for which a person does not pay retail, usual or customary cost. It is broadly defined and includes but is not limited to cash or cash equivalents, business hospitality (including travel and related expenses, meals, entertainment), training and conferences, honoraria and speakers fees, visa letters, an offer of employment or other work experience whether paid or unpaid, products, services, tickets, use of a residence, raffle prize, preferential rates, perks and discounts, charitable or political contributions made on behalf of another, or the use of firm resources. It may include providing anything of value indirectly through a family member, close associate, or business partner.
<b>Relationship Manager</b>	Firm contact/s or employee/s responsible for managing Supplier relationship.
<b>Lobby</b>	Communicate with government officials in an attempt to influence official action.

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<b>Material Non-Public Information (MNPI)</b>	Material non-public information, also known as inside information, is information about an issuer of financial instruments (our firm or another) that is not known by the public but if it were, would likely: (1) affect the market price of the financial instruments to which the information relates; (2) influence a reasonable investor to trade those financial instruments; or (3) be used as part of an investment decision regarding those financial instruments.
<b>Personal Information</b>	Information that identifies, is identifiable to, or can be used to identify an individual alone or in combination with other information in the firm's possession.
<b>Political Contribution</b>	Direct or indirect contributions to candidates, campaigns, political parties or committees. This includes in-kind contributions such as the use of firm resources.
<b>Supplier</b>	Any third party, firm or individual that provides a product or service to the firm, including suppliers, vendors, consultants, agents, contractors, temporary workers, third parties working on behalf of the firm as well as the owners, officers, directors, employees, consultants, affiliates, contractors and subcontractors of these organizations and entities.