



FINANCIAL[™]
DATA EXCHANGE

Related Party
Transaction Policy

Version 1.0



Related Party Transaction Policy

Related Parties (as defined below) must adhere to the approval process set forth below in order to enter into a Related Party Transaction with Financial Data Exchange, LLC (FDX):

Applicable Definitions:

"Affiliate" means, with respect to any Person, any other Person directly or indirectly Controlling, Controlled by, or under common Control with such Person or, with respect to natural Persons, any Family Member thereof.

"Committee" means the FDX Management Committee composing of the FDX Board Co-Chairs, Managing Director and General Counsel.

"Control" with respect to any Person means the power to direct the management and policies of such Person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms "Controlling" and "Controlled" have correlative meanings.

"Family Member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a Member, employee or contractor of FDX.

"Person" means an individual, corporation, partnership, limited liability company, association, trust or other entity or organization, including a governmental authority.

"Related Party" means any of the following: (i) employee or contractor of FDX, (ii) Member of FDX, or (iii) Affiliates or Family Members of (i) or (ii).

"Related Party Transaction" means any financial transaction, arrangement, or relationship in which FDX is a participant and a Related Party has a financial interest in such transaction, arrangement, or relationship.

Review and Approval of a Related Party Transaction:

In determining whether to approve, ratify, disapprove or reject a Related Party Transaction, the Committee shall take into account, among other factors it deems appropriate, whether the Related Party Transaction is entered into on terms no less favorable to FDX than terms generally available to an unaffiliated third-party under the same or similar circumstances; the results of an appraisal, if any; whether there was a bidding process and the results thereof; review of the valuation methodology used and alternative approaches to valuation of the transaction; and the extent of the Related Party's interest in the transaction. The Committee will review the following information, as applicable, when assessing a transaction:

- The terms of such transaction;
- The Related Party's interest in the transaction;
- The purpose and timing of the transaction;
- Whether FDX is a party to the transaction, and if not, the nature of FDX's participation in the transaction;
- If the transaction involves the sale of an asset, a description of the asset, including date acquired and costs basis;
- If the transaction has intellectual property licensing/ownership matters to be considered;

- Information concerning potential counterparties in the transaction;
- The approximate dollar value of the transaction and the approximate dollar value of the Related Party's interest in the transaction;
- Description of any provisions or limitations imposed as a result of entering into the proposed transaction;
- Whether the decision making process was transparent (within limits of confidentiality obligations) to demonstrate that the Related Party Transaction was thoroughly reviewed;
- Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction; and
- Any other relevant information regarding the transaction.

Additional Matters:

Related Parties with an interest in the Related Party Transaction may not participate in the final review and decision making process. Any Person affiliated with (or an Affiliate of) the Related Party shall recuse themselves from the decision making process and not seek to influence the outcome of the decision outside of the ordinary course of business. The applicable Task Forces, Working Groups and/or FDX Committees shall review the applicable Related Party Transactions and make their recommendations (based upon the above review process) to the Committee which shall make the final decision. The Committee may, but shall not be obligated to, request that the FDX Board make the final determination on such Related Party Transaction depending on the materiality of the transaction and the Related Parties' interests therein.

The Committee shall take all requests and endeavor to resolve the matter within two weeks or such other period as deemed appropriate considering the facts and circumstances of the transaction.

No contract with a third party, whether a Related Party Transaction or not, shall create a "market maker" in violation of applicable antitrust laws and regulations. The ownership and licensing of any Related Party Transaction must be approved by FDX General Counsel, with the preference being that FDX own all contracted for products and services.

No Related Party may advertise or otherwise make public the fact that they are doing business with FDX without the prior written consent of the Committee.

Related Party Transactions Not Approved Under This Policy

In the event FDX becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Committee. The Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, including the items listed above, and shall evaluate all options available to FDX, including ratification, revision, or termination of the Related Party Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the appropriate parties under this Policy, and shall take any such action it deems appropriate

Revision History

Document Version	Notes	Date
1.0	Initial Document Release	February 11, 2021
