



Independence of ratings and disclosure of affiliations of Moody's directors and shareholders with rated entities – Policy

Issued by: Moody's Legal Department

Applicable to: MCO Board Members

Scope: Global

Effective Date: March 6, 2024

SUMMARY AND PURPOSE

It is the policy of Moody's Investors Service, Inc. ("MIS") and its parent corporation, Moody's Corporation ("MCO"), that MIS's rating opinions and research should reflect a completely independent assessment of relative credit risk produced by MIS's professional analytical staff.

In order to avoid the appearance of inappropriate influence over or involvement with the credit rating process, it is MCO's long-standing policy that MIS personnel shall not disclose or discuss potential or pending rating actions, the content of proposed credit rating methodologies, or the potential effect of any proposed credit rating methodology on particular Moody's ratings with external parties, including non-employee shareholders and non-employee members of MCO's board of directors, unless and until that information has been publicly disclosed.

Exceptions to this policy with respect to disclosures of such information to MCO's board of directors (or a committee thereof) may only be made if MCO's Chief Executive Officer determines in the particular case that an exception is necessary in furtherance of the oversight responsibilities of the board (or committee) and the disclosure and rationale therefor is documented with the MCO Chief Compliance Officer. In the event that non-employee members of MCO's board of directors do receive non-public information about potential or pending rating actions, the content of proposed methodologies or the potential effect of a methodology on a particular rating, the MCO Chief Compliance Officer, in consultation with MCO's General Counsel, will consider whether to implement measures designed to prevent misuse of the information to the extent appropriate under the circumstances, and will document such consideration and any such measures, including the rationale therefor. In light of this, the Company includes in its criteria for the selection and nomination of director candidates the absence of potential conflicts with the Company's business and interests (including potential conflicts or the appearance of conflicts that may arise as a result of the unique nature of MIS and its role in the public securities markets).

In order to allow interested parties information regarding known affiliations of MCO directors with rated entities, and rated entities that also have publicly reported to the SEC an ownership interest in MCO of more than 5%, such affiliations and interests shall be publicly disclosed on MIS's website (moody.com) and updated on an annual basis.

An appropriate reference to this policy shall be included with ratings and research published by MIS.

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As of February 15, 2024, members of the MCO board of directors serve as officers, directors and/or faculty members of the following rated entities:

Jorge A. Bermudez

Smart Grid Center Board of Texas A&M
University (Texas A&M is rated)
AB Mutual Funds (related to AllianceBernstein L.P.)

Thérèse Esperdy

Imperial Brands plc (director)

Robert Fauber

University of Virginia (College Foundation Trustee)

Vincent A. Forlenza

Lehigh University (member of the Board of Trustees)

Kathryn Hill

NetApp, Inc. (director)
Celanese Corporation (director)

Lloyd Howell, Jr.

University of Pennsylvania (trustee) and University of Pennsylvania School of Engineering and Applied Science
(member of Board of Overseers)
KL Discovery (director)

Jose Minaya

Nuveen, a TIAA Company (CEO)
TIAA (executive committee member)
Dartmouth College (advisory counsel member, Amos Tuck School of Business)
Smithsonian Institute (Board of Regents)

Leslie Seidman

Janus Henderson Group plc (director)

Zig Serafin

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Bruce Van Saun

Citizens Financial Group (Chairman and CEO)

The following entities (directly or through subsidiaries or sponsored entities) hold credit ratings from MIS and also publicly have reported to the SEC an ownership interested in MCO of more than 5% as of February 15, 2024.

- » Berkshire Hathaway Inc. – approximately 13.52%
- » BlackRock Inc. – approximately 7.11% (held through various entities).

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