

Global Supplier Policy

Vendor Management Framework Governance and Reporting Policy



WHY

To meet our regulatory and governance requirements relating to an Agreement.



WHEN

Any time you have an Agreement with us.



WHAT to know about **HOW** to comply

1. Our Vendor Management Framework

Introduction

- We've implemented a VMF which:
 - creates and assesses risk profiles for our vendor portfolio; and
 - sets out different contract and relationship governance levels, depending on the respective risk profile of each vendor and contract.
- We may engage third party providers to conduct risk assessments.
- Please note that the requirements in this Policy are our minimum requirements. The Supply Order may contain additional requirements.

Your cooperation

- You'll cooperate with us to:
 - clarify any questions relating to our risk assessments;
 - share additional information with us or our third-party risk assessment providers; and
 - where needed, reasonably agree mitigation actions we suggest so you have a risk profile that is acceptable to us.

2. Appointments

Supplier Service Manager (SSM)

- You must nominate a SSM who will work with the UBS VRM/VCM to manage the Agreement efficiently.
- When requested by us, the SSM must organize Contract Management Meetings or governance meetings, with adequate attendance by decision-makers.

Supplier Key Account Manager

- When requested by us, you'll nominate a Supplier Key Account Manager to organize and represent you in Vendor Relationship Meetings.

Supplier Senior Executive

- When requested by us:
 - you'll nominate a Supplier Senior Executive, who will work with our executive sponsors (as notified to you by us); and
 - the Supplier Senior Executive will organize and represent you in governance meetings with us.



- You must not change the appointed SSM, Supplier Key Account Manager or Supplier Senior Executive without notifying us in advance.

3. Meetings

Contract Management Meetings

- The SSM and the UBS VCM will meet at regular intervals (the frequency will be specified by us based on the risk segment of the Agreement), and will conduct a review of:
 - the status of any Deliverables and other obligations;
 - service performance issues, including any Service Levels and KPIs;
 - inventory management of all subcontracting and UBS Data;
 - Staff attrition and continuity;
 - contract change requests;
 - incident and support reports;
 - any issues and disputes logs;
 - Charges, Expenses and invoices;
 - Exit Assistance and the Exit Plan (where applicable);
 - retention of Records; and
 - risk updates on security, business continuity management (including any Business Continuity Plans) and disaster recovery.
- The SSM and UBS VCM will perform a contract adequacy review to ensure the Agreement is up to date and is being implemented as intended.

Vendor Relationship Meetings

- The Supplier Key Account Manager and the UBS VRM will meet depending on our risk assessment.
- In the Vendor Relationship Meetings the global status of all projects and agreements we have with you are reviewed and discussed, including review of:
 - the global list and status of all agreements we have with you;
 - your overall performance across all agreements with us, as well as recommendations for performance metric improvements;
 - the status of significant contract change requests;
 - issues and disputes;
 - summary of aggregate Charges and forecasts for coming periods;
 - discussion of potential new opportunities to work with us;
 - your termination or exit plans under all agreements with us;
 - summary of your compliance with all agreements with us and any remediation actions required; and
 - discussion of risks affecting you, including any material business, operational, geographic, environmental, financial, legal, regulatory or reputational risks that may have a material impact on your (or your Affiliates’ or Subcontractors’) ability to provide Products or Services to us.

4. Reporting

Contract Management Reports

- You’ll provide contract management reports to us at least 10 business days in advance of each Contract Management Meeting. The matters required to be covered in these reports are as set out in the below table.

Supplier Resource Summary Report	<ul style="list-style-type: none"> • List of any new Staff joining our projects, with confirmation and evidence of compliance with applicable Policies – for example, vetting & work permits/visas (as applicable). • List of all active Staff by location • Summary of Staff by location, work stream and work type. • Summary of Staff attrition by location, work stream and work type.
Service Performance Reports	<ul style="list-style-type: none"> • Delivery of Deliverables against any applicable Service Levels or KPIs (as applicable) and any remediation plan where such targets have not been met.
Incident Reports	<ul style="list-style-type: none"> • All incidents impacting the delivery of Products or Services (including the Deliverables), including root cause analysis.
Financial Reports	<ul style="list-style-type: none"> • List of invoices for the year to date (including in relation to the Charges). • Invoice payment status. • A summary of forecast Charges versus actual Charges incurred.

Vendor Relationship Reports

- You’ll provide the following vendor relationship reports to us at least 10 Working Days in advance of each Vendor Relationship Meeting.

Relationship Summary Report	<ul style="list-style-type: none"> • A summary of all new projects. • New agreements with us signed within the last reporting period. • All agreements with us completed within the last reporting period. • Any key relationship issues or recent changes. • A summary of any current proposals you have prepared for us.
Supplier Resource Summary Report	<ul style="list-style-type: none"> • A list of new personnel (including Staff) joining our projects within each quarter, with confirmation of compliance with Policies and other UBS requirements. • A list of all active personnel (including Staff) as at the end of the given reporting period, by location. • A summary of personnel (including Staff) by location, work stream & work type. • Summary of personnel (including Staff) attrition by location, work stream & work type.
List of Activities Report	<ul style="list-style-type: none"> • Summary of fees for the year to date. • Details of the SSM, Supplier Key Account Manager and Supplier Senior Executive. • Any other comments you wish to raise relevant to each activity.

Risk Reports, Risk Assessments and Risk Mitigation

- You must immediately notify us when you become aware of any risk, issue or development that may have a material impact on your ability to provide any Products or Services.
- From time to time, we may perform risk assessments of your firm, and the Services or Products, to ensure compliance with Applicable Laws and UBS’s risk management policies. You will co-operate with us in the performance of such risk assessments and if the risk assessment identifies that remediation is required, you will work with us in good faith to agree a remediation plan, including timescales and any reasonable additional costs, implement such plan within such timescales and costs and provide evidence satisfactory to us.
- If we and you agree on a remediation plan which you then fail to fully implement, or you fail to provide us with satisfactory evidence of such implementation within a reasonable timeframe, this shall constitute an irremediable material breach of the Agreement.