

Confidentiality Policy

(a) Purpose and Scope.

(i) The purpose of this Confidentiality Policy is to provide guidance to the Operating Committee, and all subcommittees thereof, regarding the confidentiality of any data or information (in physical or electronic form) generated by, accessed by, or transmitted to the Operating Committee or any subcommittee, as well as discussions occurring at a meeting of the Operating Committee or any subcommittee.

(ii) This Policy applies to all Covered Persons. All Covered Persons must adhere to the principles set out in this Policy and all Covered Persons that are natural persons may not receive Company data and information until they affirm in writing that they have read this Policy and undertake to abide by its terms.

(iii) Covered Persons may not disclose Restricted, Highly Confidential, or Confidential information except as consistent with this Policy and directed by the Operating Committee.

(iv) The Administrator and Processors will establish written confidential information policies that provide for the protection of information under their control and the control of their Agents, including policies and procedures that provide systemic controls for classifying, declassifying, redacting, aggregating, anonymizing, and safeguarding information, that is in addition to, and not less than, the protection afforded herein. Such policies will be reviewed and approved by the Operating Committee pursuant to Section 4.3, publicly posted, and made available to the Operating Committee for review and approval every two years thereafter or when changes are made, whichever is sooner.

(v) Information will be classified solely based on its content.

(b) Procedures.

(i) General

(A) The Administrator and Processors will be the custodians of all documents discussed by the Operating Committee and will be responsible for maintaining the classification of such documents pursuant to this Policy.

(B) The Administrator may, under delegated authority, designate documents as Restricted, Highly Confidential, or Confidential, which will be determinative unless altered by an affirmative vote of the Operating Committee pursuant to Section 4.3.

(C) The Administrator will ensure that all Restricted, Highly Confidential, or Confidential documents are properly labeled and, if applicable, electronically safeguarded.

(D) All contracts between the Company and its Agents shall require Company information to be treated as Confidential Information that may not be disclosed to third parties, except as necessary to effect the terms of the contract or as required by law, and shall incorporate the terms of this Policy, or terms that are substantially equivalent or more restrictive, into the contract.

(ii) Procedures Concerning Restricted Information.

(A) Disclosure of Restricted Information

(1) Except as provided below, Covered Persons in possession of Restricted Information are prohibited from disclosing it to others.

(2) Covered Persons in possession of Restricted Information are prohibited from disclosing it to others, including Agents, except where authorized to do so by the Operating Committee. Any authorization to disclose Restricted Information must specify the information to be disclosed and identify the Covered Persons or third party authorized to receive the Restricted Information, and such disclosure must be in furtherance of the interests of the plan. Any authorization must be granted on a case-by-case basis, unless the Operating Committee grants standing approval to allow disclosure of specified recurring information to identified Covered Persons. Any Covered Person or third party receiving or having access to Restricted Information pursuant to this subparagraph must segregate such information, retain it in confidence, and use it only in a manner consistent with the terms of this Policy.

(3) Covered Persons may disclose Restricted Information to the staff of the SEC or as otherwise required by Applicable Law, or to other Covered Persons as expressly provided for by this Policy.

(B) If the Administrator determines that it is appropriate to share a customer's financial information with the Operating Committee or a subcommittee thereof, the Administrator will first anonymize the information by redacting the customer's name and any other information that may lead to the identification of the customer.

(C) The Administrator may disclose the identity of a customer that is the subject of Restricted Information in Executive Session only if the Administrator determines in good faith that it is necessary to disclose the customer's identity in order to obtain input or feedback from the Operating Committee or a subcommittee thereof about a matter of importance to the Company. In such an event, the Administrator will change the designation of the information at issue from "Restricted Information" to "Highly Confidential Information," and its use will be governed by the procedures for Highly Confidential Information in subparagraph (iii) below.

(iii) Procedures Concerning Highly Confidential Information

(A) Disclosure of Highly Confidential Information:

(1) Highly Confidential Information may be disclosed in Executive Session of the Operating Committee or to the subcommittee established pursuant to Section 4.8(d). Covered Persons in possession of Highly Confidential Information are prohibited from disclosing it to others, including Agents, except as provided below. This prohibition does not apply to disclosures to the staff of the SEC.

(2) A Voting Representative may disclose certain Highly Confidential Information to officers or employees of a Member who have direct or supervisory responsibility for the Member's participation in the Plan, or with agents for the Member supporting the Member's participation in the Plan, provided that such information may not be used in the procurement for, or development, modeling, pricing, licensing, or sale of, PDP. The types of Highly Confidential Information permitted to be shared under this subparagraph shall consist of (i) the Plan's contract negotiations with the Processor(s) or Administrator; (ii) communications with, and work product of, counsel to the Plan; and (iii) information concerning personnel matters that affect the employees of the Member or of the Plan. Any Covered Person receiving or having access to Highly Confidential Information pursuant to this subparagraph must segregate such information, retain it in confidence, and use it only in a manner consistent with the terms of this Policy. Any Voting Representative who discloses Highly Confidential Information pursuant to this subparagraph shall maintain a log documenting each instance of such disclosure, including the information shared, the persons receiving the information, and the date the information was shared.

(3) Highly Confidential Information may be disclosed to the staff of the SEC, unless it is protected by the Attorney-Client Privilege or the Work Product Doctrine. Any disclosure of Highly Confidential Information to the staff of the SEC will be accompanied by a FOIA Confidential Treatment request.

(4) Highly Confidential Information may be disclosed, as required by Applicable Law.

(5) The Operating Committee may authorize the disclosure of specified Highly Confidential Information to identified third parties that are acting as Agents. Any authorization must be granted on a case-by-case basis, unless the Operating Committee grants standing approval to allow disclosure of specified recurring information to identified third parties. Any third party receiving or having access to Highly Confidential Information pursuant to this subparagraph must segregate such information, retain it in confidence, and use it only in a manner consistent with the terms of this Policy.

(6) Apart from the foregoing, the Operating Committee has no power to authorize any other disclosure of Highly Confidential Information.

(B) In the event that a Covered Person is determined by an affirmative vote of the Operating Committee pursuant to this Policy to have disclosed Highly Confidential Information, the Operating Committee will determine the

appropriate remedy for the breach based on the facts and circumstances of the event. For a Voting Representative or Member Observer, remedies include a letter of complaint submitted to the SEC, which may be made public by the Operating Committee. For a member of the Advisory Committee, remedies include removal of that member of the Advisory Committee.

(iv) Procedures Concerning Confidential Information

(A) Confidential Information may be disclosed during a meeting of the Operating Committee or any subcommittee thereof. Additionally, a Covered Person may disclose Confidential Information to other persons who need to receive such information to fulfill their responsibilities to the Plan, including oversight of the Plan. The recipient must segregate the information, retain it in confidence, and use it only in a manner consistent with the terms of this policy. A Covered Person also may disclose Confidential Information to the staff of the SEC, as authorized by the Operating Committee as described below, or as may be otherwise required by Applicable Law.

(B) The Operating Committee may authorize the disclosure of Confidential Information by an affirmative vote of the Operating Committee pursuant to Section 4.3. Any authorization must be granted on a case-by-case basis, unless the Operating Committee grants standing approval to allow disclosure of specified recurring information to identified Covered Persons. Any Covered Person or third party receiving or having access to Confidential Information pursuant to this subparagraph must segregate such information, retain it in confidence, and use it only in a manner consistent with the terms of this Policy. Notwithstanding the foregoing, the Operating Committee will not authorize the disclosure of Confidential Information that is generated by a Member or member of the Advisory Committee and designated by such Member or member of the Advisory Committee as Confidential, unless such Member or member of the Advisory Committee consents to the disclosure.

(C) Members of the Advisory Committee may be authorized by the Operating Committee to disclose particular Confidential Information only in furtherance of the interests of the Company, to enable them to consult with industry representatives or technical experts, provided that the members of the Advisory Committee take any steps requested by the Operating Committee to prevent further dissemination of that Confidential Information, including providing the individual(s) consulted with a copy of this Policy and requesting that person to maintain the confidentiality of such information in a manner consistent with this policy.

(D) A Covered Person that is a representative of a Member may be authorized by the Operating Committee to disclose particular Confidential Information to other employees or agents of the Member or its affiliates only in furtherance of the interests of the Company as needed for such Covered Person to perform his or her function on behalf of the Company. A copy of this Policy will be made available to recipients of such information who are employees or agents of a Member or its affiliates that are not Covered Persons, who will be required to abide by this Confidentiality Policy.

(E) A Covered Person may disclose their own individual views and statements that may otherwise be considered Confidential Information without obtaining authorization of the

Operating Committee, provided that in so disclosing, the Covered Person is not disclosing the views or statements of any other Covered Person or Member that are considered Confidential Information.

(F) A person that has reason to believe that Confidential Information has been disclosed by another without the authorization of the Operating Committee or otherwise in a manner inconsistent with this Policy may report such potential unauthorized disclosure to the Chair of the Operating Committee. In addition, a Covered Person that discloses Confidential Information without the authorization of the Operating Committee will report such disclosure to the Chair of the Operating Committee. Such self-reported unauthorized disclosure of Confidential Information will be recorded in the minutes of the meeting of the Operating Committee and will contain: (a) the name(s) of the person(s) who disclosed such Confidential Information, and (b) a description of the Confidential Information disclosed. The name(s) of the person(s) who disclosed such Confidential Information will also be recorded in any publicly available summaries of Operating Committee minutes.

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I affirm that I have received the confidentiality policy set forth in the CT Plan. I undertake to abide by the terms of the confidentiality policy.

By: _____
Print Name:
Organization: