

# Brighthouse Financial Code of Conduct for Directors

**Version 3.5**

Effective Date: **January 24, 2024**

## Introduction

The Board of Directors (the “Board”) of Brighthouse Financial, Inc. (the “Company”) has adopted this *Code of Conduct for Directors* (the “Code”) to establish guiding principles for directors of the Company and its subsidiaries (collectively, “Directors”).

The Company’s reputation depends on maintaining the highest standards of conduct in all business endeavors. Directors have a responsibility to lead by example, acting with truth, sincerity, and fairness in all decisions.

The principles set forth in the Code describe how Directors should conduct themselves. The Code is designed to promote honest and ethical conduct, including the ethical handling of actual and apparent conflicts of interest; full, fair, accurate, timely, and understandable disclosure in reports and communications by the Company; and compliance with applicable laws, rules, and regulations. The Code does not address every expectation or condition regarding proper and ethical business conduct. Each Director is expected to comply with the letter and spirit of the Code.

No Code or policy can anticipate every situation that may arise. Accordingly, the Code is intended to serve as a source of guiding principles for Directors. Directors are encouraged to bring questions about circumstances that may be relevant to one or more of the provisions of the Code to the attention of the Chairperson of the Board of Directors, who may consult with inside or outside legal counsel, as appropriate.

Directors who also serve as officers of the Company should read the Code in conjunction with the *Brighthouse Financial Code of Conduct for Employees*.

## Conflict of Interest

Directors should try to avoid, or if they cannot avoid, resolve any actual or apparent conflicts of interest involving the Company. A "conflict of interest" occurs when a Director’s private interest interferes with, or might reasonably appear to inappropriately influence, the Director’s independent judgment and objectivity such that questions may arise as to whether the Director acted in the best interest of the Company. A conflict of interest also occurs when a Director uses their position at the Company for personal gain.

The Code does not attempt to describe all possible conflicts of interest that could develop. Some of the more common conflicts that Directors must avoid or resolve, however, are set forth below:

- ***Relationships with Third Parties.*** Except as would otherwise be allowed under the *Brighthouse Financial Gifts and Entertainment Policy*, Directors should not receive

material personal benefits from any person or firm that is seeking to do business or to retain business with the Company.

- **Gifts and Personal Benefits.** Directors and their family members and close associates<sup>1</sup> should not accept gifts or personal benefits from persons or firms that deal with the Company where any such gift or benefit has a value beyond what is a normal and customary business courtesy.
- **Compensation from Non-Company Sources.** Directors may not accept any form of compensation for services performed for the Company from any source other than the Company.
- **Personal Use of Company Assets.** Directors should not use Company vehicles, assets, resources, or information except in connection with Company business or as otherwise allowed under Company policies.

Any Director who believes that they have an actual or potential conflict of interest with the Company shall promptly notify the Chairperson of the Board or the Chair of the Nominating and Corporate Governance Committee. Such Director shall not participate in any decision by the Board that relates to the matter that gives rise to the conflict of interest unless such matter has first been disclosed to the entire Board and the Board has determined that it would be appropriate for the Director to participate in the matter in question.

## Corporate Opportunity

Directors owe a duty to the Company to advance its legitimate interests. Directors are prohibited from:

- taking for themselves personally or directing to third parties any opportunities that are discovered using corporate property, information, or position; and
- competing with the Company for business opportunities.

## Confidentiality

Directors have access to the Company's most sensitive information. Each Director, during their term, and after leaving the Board, must maintain the confidentiality of information entrusted to them and any other confidential information about the Company that comes to them, from

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<sup>1</sup> Family members and close associates includes, but is not limited to, a spouse, domestic partner (including fiancé or fiancée), child, step-child, parent, sibling, grandparent, grandchild, aunt, uncle, niece, nephew, first cousin, current or prospective mother/father-in-law, current or prospective brother/sister-in-law, business partner, and anyone living in a Director's household and/or economically dependent upon a Director, including all adoptive relationships, persons with whom a Director has other family relationships that may affect their judgment, or other person with whom a Director shares a significant financial or personal interest.

whatever source, in the Director's capacity as a Director, except to those people who have an appropriate reason to have access to such information. In cases where disclosure of information is appropriate or necessary, the Company has developed policies and procedures that are reasonably designed to provide broad non-exclusionary distribution of such information to the public. For purposes of this Code, "confidential information" includes all nonpublic information that might be of use to competitors or harmful to the Company or its customers, if disclosed.

## **Compliance with Laws, Rules, and Regulations**

Directors shall comply with all laws, rules, and regulations applicable to them as Directors of the Company.

## **Fair Dealing**

The Company's reputation for ethical behavior is critical to its success. Directors must observe the highest ethical standards and act with integrity and honesty to promote an environment that encourages officers and employees to sustain and enhance the Company's reputation and treat each other, as well as customers, suppliers, and competitors, with fairness and respect. Directors shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## **Insider Trading**

It is generally unlawful to buy or sell securities while you are in possession of material, nonpublic information about the issuer of the securities, whether our Company or another issuer. This type of activity is known as "insider trading" and it is a violation of securities laws and Company policy. Insider trading can occur regardless of how you obtain the material, nonpublic information and regardless of whether your decision to buy or sell is influenced by it. Insider trading also occurs when you provide material, nonpublic information to others and they buy or sell securities while aware of that information or provide that information to other persons that buy or sell securities.

A Director shall not engage in a transaction in the Company's securities (whether for the Director's own account or an account controlled by the Director) while in possession of material, nonpublic information relating to the Company ("insider trading"). Further, a Director who is in possession of material nonpublic information shall not communicate such information to any third-party, except for a legitimate corporate purpose and as otherwise permitted under the Company's policies, or otherwise recommend or encourage the purchase or sale of the Company's securities ("tipping"). This policy also applies to information relating to any other

company, including the Company's customers or suppliers, that a Director obtains in the course of serving on the Board. In addition to violating policy, insider trading and tipping are illegal.

Information about any publicly-traded company may be material if there is a reasonable likelihood that the information would affect the price of the Company's securities or if a reasonable investor would consider the information significant in deciding whether to buy or sell securities issued by the Company. Such information includes information relating to a stock split or other actions relating to capital structure, major management changes, contemplated acquisitions or divestitures, and information concerning earnings or other financial information. Information is considered to be nonpublic if it has not been disclosed to the public. Generally, information is considered disclosed to the public if it has been published in newspapers or other media, has been the subject of a press release or a public filing with the SEC, and, in all cases, at least one trading day has passed following the publication, release, or filing.

Substantial penalties, both civil and criminal, may be assessed against people who trade while in possession of material nonpublic information and can also be imposed upon companies and so-called controlling persons, such as officers or directors, who fail to take appropriate steps to prevent or detect insider trading violations by their employees or subordinates.

The Corporate Secretary of the Company shall from time to time provide guidance to assist Directors in their compliance with applicable insider trading laws and regulations.

## **Reporting Violations**

Directors shall communicate any suspected violations of this Code promptly to the General Counsel. The General Counsel shall promptly inform the Board, or a committee thereof, of any alleged violation. All reports of alleged violations will be promptly investigated and remedied, as appropriate. In appropriate circumstances, violations will be reported to the proper governmental authority.

Directors who violate this Code may be subject to disciplinary action, up to and including termination.

## **Prohibiting Retaliation - Our Commitment to Non-Retaliation**

It is against Company policy to retaliate in any way against any person for the good faith reporting of possible violations of applicable law, this Code, or any other Company policy, or against any person who is assisting in any investigation or process with respect to such a violation. In all instances, the Company will protect the individual from retaliation, regardless of the outcome of the investigation. Directors should refer to the *Brighthouse Financial Whistleblower Policy* for more information related to whistleblower protection.

## **Waivers**

Waivers of any provision of this Code shall be granted only under exceptional circumstances. A waiver of this Code may be made only by the Board, the Audit Committee of the Board, and/or the Nominating and Corporate Governance Committee of the Board, as appropriate, and must be promptly disclosed to shareholders, along with the reasons for the waiver, in accordance with applicable law and stock exchange listing standards.

## **Annual Certification**

Each Director shall be asked to certify that they are in compliance with this Code as part of the Annual Directors and Officers Questionnaire, which is in connection with the Annual Meeting of Shareholders.