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Wells Fargo Amendment #1 ID: 201587  
Wells Fargo SOW #13 ID: 186180  
Wells Fargo SOW #12 ID: 128425  
Wells Fargo Master Agreement ID: 132244

### **Amendment #2 to Statement of Work #13**

This Amendment #2 ("Amendment #2") is dated December 15, 2020 ("Effective Date") to Statement of Work #13 effective May 1, 2015 ("Statement of Work #13"), is entered into by and between Wells Fargo Bank, N.A. ("Wells Fargo"), and Markit North America, Inc. ("Vendor" or "MOD") pursuant to the Master Agreement with an Effective Date of May 7, 2013 between Wells Fargo Bank, N.A. and Markit On Demand, Inc. ("MOD") a subsidiary of Markit North America, Inc. (the "Agreement") and the Statement of Work #13 between the parties. All the terms and conditions of the Agreement are incorporated herein by this reference. Terms that are capitalized but not defined in this Amendment have the meaning given in the Agreement.

Statement of Work #13 ("SOW #13"), is amended per this Amendment #2 as defined below:

**1. Section 7 "Service Fee" of the SOW, is amended to add the following:**

"The Service fee will include a monthly fee of \$2,500 to commence at launch of the CVS file containing the GMR ratings sent to IHS Markit, except for those securities on the Restricted Securities list.

The remaining portions of those amended Section 7 shall remain unchanged.

**2. A new Section 8 Additional Terms is added to the SOW as follows:**

Section XIII, subsection R. Equal Employment Opportunity and Affirmative Action is replaced with the following:

**R. Equal Employment Opportunity and Affirmative Action.** Wells Fargo and its Affiliates are an equal opportunity employers and federal contractors or subcontractors. Consequently, Vendor agrees for itself and its Affiliates and their subcontractors that, as applicable, it will abide by the requirements of 41 CFR 60-1.4(a), 41 CFR 60-300.5(a) and 41 CFR 60-741.5(a) ("OFCCP Regs"), and that the OFCCP Regs are incorporated as a separate obligation within the defined term "Laws." The OFCCP Regs prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity, or national origin. The OFCCP Regs require that covered prime contractors, including Wells Fargo and its Affiliates and their covered subcontractors, take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, protected veteran status or disability. Vendor also agrees that it will abide by the requirements of Executive Order 13496 (29 CFR Part 471, Appendix A to Subpart A), relating to the notice of employee rights under federal labor laws.

**1. Compliance with Executive Order 13950**

- a. Wells Fargo and its Affiliates are equal opportunity employers and federal contractors or subcontractors. Consequently, Vendor agrees for itself and its Affiliates and their subcontractors that, as applicable, Vendor will comply with the requirements set forth in subsection (b) below for as long as the Executive Order dated September 22, 2020 entitled "Combating Race and Sex Stereotyping" ("Executive Order") continues to be in effect. For the avoidance of doubt, in the event that the Executive Order is rescinded, the requirements of this Section 1 shall be null and void.
- b. In accordance with the Executive Order, Vendor agrees that, during the performance of the Master Agreement, it will not use any workplace training that inculcates in its employees any form of race or sex stereotyping or any form of race or sex scapegoating, including the concepts that (a) one race or sex is inherently superior to another race or sex; (b) an individual, by virtue of his or her race or sex, is inherently racist, sexist, or oppressive, whether consciously or unconsciously; (c) an individual should be discriminated against or receive adverse treatment solely or partly because of his or her

race or sex; (d) members of one race or sex cannot and should not attempt to treat others without respect to race or sex; (e) an individual's moral character is necessarily determined by his or her race or sex; (f) an individual, by virtue of his or her race or sex, bears responsibility for actions committed in the past by other members of the same race or sex; (g) any individual should feel discomfort, guilt, anguish, or any other form of psychological distress on account of his or her race or sex; or (h) meritocracy or traits such as a hard work ethic are racist or sexist, or were created by a particular race to oppress another race. The term "race or sex stereotyping" means ascribing character traits, values, moral and ethical codes, privileges, status, or beliefs to a race or sex, or to an individual because of his or her race or sex, and the term "race or sex scapegoating" means assigning fault, blame, or bias to a race or sex, or to members of a race or sex because of their race or sex. Further, the Vendor will send to each labor union or representative of workers with which it has a collective bargaining agreement or other contract or understanding, a notice, to be provided by the agency contracting officer, advising the labor union or workers' representative of the contractor's commitments under the Executive Order, and will post copies of the notice in conspicuous places available to employees and applicants for employment. In the event of Vendor's noncompliance with the requirements of this provision, or with any rules, regulations, or orders that may be promulgated in accordance with the Executive Order, this Agreement may be canceled, terminated, or suspended in whole or in part and Vendor may be declared ineligible for further Government contracts in accordance with procedures authorized in Executive Order 11246, and such other sanctions may be imposed and remedies invoked as provided by any rules, regulations, or orders the Secretary of Labor has issued or adopted pursuant to Executive Order 11246. Vendor must include the requirements of this section in every subcontract or purchase order unless exempted by rules, regulations, or orders of the Secretary of Labor, so that such provisions will be binding upon each subcontractor or vendor. Vendor will take such action with respect to any subcontract or purchase order as may be directed by the Secretary of Labor as a means of enforcing such provisions including sanctions for noncompliance: Provided, however, that in the event Vendor becomes involved in, or is threatened with, litigation with a subcontractor or vendor as a result of such direction, Vendor may request the United States to enter into such litigation to protect the interests of the United States

By the signatures of their duly authorized representatives below, Vendor and Wells Fargo, intending to be legally bound, agree to all of the provisions of this SOW as of the Effective Date set forth above.

#### AGREED TO AND ACKNOWLEDGED BY:

**Markit North America, Inc.**  
(Vendor)

By: Catherine Allegra  
Catherine Allegra  
Name: (Print)  
SVP, Global Head  
Title: 12/30/2020 10:58 AM  
Date: MST

**Wells Fargo Bank, N.A.**  
(Wells Fargo)

DocuSigned by:  
Kimberly C. Ta  
81B586C5418A4DE...  
By: Kimberly C. Ta  
Name: (Print)  
SVP, Business Leader  
Title: 12/30/2020 | 6:08:55 AM PST  
Date:

