

# Code of Ethics for CEO and Senior Financial Officers (“SOX Code”) Policy

July 2019

Version 6.0

Approved by the Board of Directors of BrightSphere Investment Group Inc. (July 11, 2019)

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## **Code of Ethics for CEO and Senior Financial Officers Policy**

### **1.1 OBJECTIVE**

BrightSphere Investment Group Inc. and its subsidiary BrightSphere Inc. (herein collectively referred to as the "Company"), have adopted this SOX Code of Ethics for CEO and Senior Financial Officers ("SOX Code") Policy, as required by the Sarbanes Oxley Law ("referred to as SOX") title 4, Section 406. The SOX Code Policy applies to the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), Head of Finance, Corporate Controller and persons performing similar functions as designated by the Chief Financial Officer (collectively the "Senior Financial Officers"). In general, the Company is required to adopt written standards that are reasonably designed to deter wrongdoing and to promote best practices in the areas of disclosure to investors, conflicts of interest, and compliance with law and officer accountability.

The SOX Code Policy may be amended at any time and is subject to further guidance from the U.S. Securities and Exchange Commission ("the SEC") and/or actions taken by the Company.

### **1.2 DEFINITIONS**

For purposes of this policy, the following definitions apply:

- **Senior Financial Officers:** Includes the CFO, Head of Finance, Corporate Controller and other persons designated by the CFO as performing functions similar to the Head of Finance and Corporate Controller.
- **SOX Steering Committee:** A cross functional group of officers made up of the Company's finance, legal, and risk and compliance departments.

### **1.3 OWNER**

The SOX Code Policy is formally adopted by the BrightSphere Investment Group Inc. Board of Directors (the "Board"). Any changes to the SOX Code Policy must be approved by the Board or its designee. The Company's Corporate Controller is responsible for updating this Policy as needed. Questions about the SOX Code Policy and its application should be directed to Company's Corporate Controller.

### **1.4 EFFECTIVE DATE / TRANSITION PERIOD**

This Policy is effective immediately upon the formal approval of the Board.

## **1.5 EXCEPTIONS**

Any exceptions to the SOX Code Policy must be approved in advance by the Corporate Controller, and if needed, disclosed appropriately to the SEC.

## **2. Procedures**

### **2.1 ACCURACY OF DISCLOSURES**

The CEO and Senior Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with or submits to the SEC and the Company's other communications with the public, including both written and oral disclosures, statements and presentations. Accordingly, it is the responsibility of the CEO and each Senior Financial Officer to bring promptly to the attention of the Company's Chief Legal Officer any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise and to assist the Company's SOX Steering Committee in fulfilling its responsibilities.

### **2.2 INAPPROPRIATE ACTIONS**

The CEO and Senior Financial Officers are not permitted, directly or indirectly, to take any action to fraudulently influence, coerce, manipulate, or mislead any independent public or certified public accountant engaged in the performance of an audit or review of the financial statements of the Company that are required to be filed with the SEC if such a person knew or was unreasonable in not knowing that such action could, if successful, result in rendering such financial statements materially misleading. For purposes of the SOX Code Policy, actions that "could, if successful, result in rendering such financial statements materially misleading" include, but are not limited to, actions taken at any time with respect to the professional engagement period to fraudulently influence, coerce, manipulate, or mislead an auditor:

- a) To issue a report on the Company's financial statements that is not warranted in the circumstances (due to material violations of generally accepted accounting principles, generally accepted auditing standards, or other applicable standards);
- b) Not to perform audit, review or other procedures required by generally accepted auditing standards or other applicable professional standards;
- c) Not to withdraw an issued report; or
- d) Not to communicate matters to the Company's Audit Committee.

### **2.3 REPORT CONCERNS**

The CEO and each Senior Financial Officer shall promptly bring to the attention of the Company's Chief Legal Officer any information he or she may have concerning:

- a) Significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data;
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls;
- c) Any actual or apparent conflicts of interest between personal and professional relationships; and/or
- d) Any non-compliance with applicable governmental laws, rules and regulations.

The Chief Legal Officer shall forward this information to the Audit Committee when appropriate.

### **2.4 REPORT VIOLATIONS OF THIS SOX CODE POLICY**

The CEO and each Senior Financial Officer shall promptly bring to the attention of the Chief legal Officer or, where he or she deems it appropriate, directly to the Audit Committee any knowledge or belief that he or she has that actions have occurred, may be taking place or may be about to take place that violate or would violate this SOX Code Policy.

### **2.5 VIOLATIONS OF THIS SOX CODE POLICY**

The Company intends to prevent the occurrence of conduct not in compliance with the SOX Code Policy and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Allegations of non-compliance will be investigated whenever necessary and evaluated at the proper level(s). Those individuals found to be in violation of the SOX Code Policy are subject to appropriate disciplinary action, up to and including termination of employment, and may also be subject to civil and/or criminal liability. Criminal misconduct may be referred to the appropriate legal authorities for prosecution.