

## DIRECTORS' CODE OF CONDUCT

### INTRODUCTION

The members of the Board of Directors (the "Board") of Invesco Ltd. ("Invesco" or the "Company") adopt this Directors' Code of Conduct ("Directors' Code") in order to assist such members (the "Directors") in fulfilling their duties to the Company.

The Board is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. The Board's role is *inter alia* to: (i) provide entrepreneurial leadership to the Company within a framework of prudent and effective controls which enable risk to be assessed and managed; (ii) determine the Company's strategic objectives, ensure that the necessary financial and human resources are in place for the Company to meet its objectives, and review management performance; and (iii) determine the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met. The Directors must at all times act in good faith and exercise the powers and fulfill the duties of their office honestly. Each Director has a duty to act in what the Director considers to be the best interests of the Company, and all such action must be for a proper corporate purpose. Directors must take care to avoid putting themselves in a position where there is an actual or potential conflict between their duty to the Company and their personal interests.

In addition to assisting the Directors in complying with their duties to the Company, this Directors' Code is also intended to focus the Board and each Director on areas of ethical risk, to provide guidance to Directors to help them recognize and deal with ethical issues, to provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. These standards are also intended to provide guidance to Directors in complying with applicable laws, rules and regulations.

This Directors' Code applies to all Directors, without regard to whether they are also employees of the Company or its subsidiaries. Directors who are also employees of the Company or its subsidiaries, however, must read this Directors' Code in conjunction with the provisions of the Invesco Code of Conduct, which also applies to them in its entirety.

The standards contained in this Directors Code are neither exclusive nor complete. Directors are required to comply with all applicable laws, rules and regulations, whether or not specifically addressed in these policies. For additional guidance, or if you have questions regarding the existence, interpretation or application of any law, rule or regulation, please contact the Invesco General Counsel.

#### 1. Compliance with Laws, Rules and Regulations

Invesco strives to ensure that all activity by or on behalf of Invesco is in compliance with applicable laws, rules and regulations ("applicable laws"). In the conduct of our business, all Directors are required to comply with all applicable laws.

#### 2. Fair and Honest Dealing

Directors shall deal fairly and honestly with Invesco's shareholders, customers, suppliers, competitors and employees. Directors shall behave in an ethical manner and shall not take unfair advantage of any

person through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair or unethical dealing practice.

### 3. Conflicts of Interest

Conflicts of interest may arise when a person's private interest interferes, or appears to interfere, with the interests of Invesco. With respect to non-executive Directors, certain conflict of interest situations may also result in the loss of the Director's required "independence" from Invesco under applicable laws and regulations, with the potential consequence of ineligibility to serve on the Board and/or on certain Board committees as an "independent" director.

All Directors owe a duty of undivided and unqualified loyalty to Invesco and may not use their positions improperly to profit personally or to assist others in profiting at the expense of the Company. All Directors are therefore expected and required to regulate their activities so as to avoid conflicts of interest. In addition, Directors shall promptly communicate to the Invesco General Counsel or Company Secretary any material transaction or relationship that reasonably could be expected to give rise to an actual or apparent conflict of interest so that the Company and the Director may take steps to minimize the conflict.

Directors shall not take for personal use (or for use by a family member) any business opportunity learned of (i) during the course of serving Invesco or while using Invesco property or (ii) as a result of such individual's position with Invesco. To the extent that a Director learns of a business opportunity that is within Invesco's existing or proposed lines of business, such person should inform the Board of the business opportunity and refrain from personally pursuing the matter until such time as Invesco decides to forego the business opportunity. At no time may any Director utilize any Invesco property, information or position to generate personal gain or engage or participate in any business that competes with Invesco.

While not all-inclusive, the following examples of outside financial interests will serve to illustrate some of the types of activities that might cause conflicts of interest:

- Ownership or other interest in, or membership on the board or employment by, any outside concern which has a business relationship with Invesco. Invesco may, following a review of the relevant facts, permit such ownership interests or board or other service if the Board of Directors concludes that such ownership interests will not adversely affect Invesco's business interests, the judgment of the affected Director, or – if applicable – such Director's "independence" under applicable laws and regulations.
- Conducting business, not on behalf of Invesco, with any Invesco vendor, supplier, contractor, agency, or any of their directors, officers or employees.
- Representation of Invesco by a Director in any transaction in which he or she, or a family member, has a substantial personal interest.

- Disclosure or use of confidential or material nonpublic information of or about Invesco, whether or not for personal profit or advantage of the Director or a family member of such person.
- Competing with Invesco, directly or indirectly, in the purchase, sale or ownership of property or services or business investment opportunities.

As described in more detail in Sections 4, 5 and 6 below, acting as an officer or director of an outside organization, personal trading, and the use of material non-public information represent additional areas where conflicts can arise and are of particular sensitivity.

#### 4. Outside Activities

Following his or her appointment to the Board, and except as expressly approved in advance by the Board, no Director may take up any management or other employment position with, or have any material interest (with respect to shareholdings, an interest of one percent (1%) or more) in, any firm or company which is in direct or indirect competition with the Company.

The agreement of the Company's Chair of the Board and Nomination and Corporate Governance Committee must be obtained before any Director accepts any new outside interests or varies any existing commitments which he or she has already disclosed that may affect the time that such Director is able to devote to his or her duties as a member of the Board.

Service with organizations outside of Invesco can, in addition, raise serious regulatory issues, including access to material non-public or insider information. As an outside board member or officer, a Director may come into possession of such information about the outside company or other public companies. It is critical that a proper information barrier be in place between Invesco and the outside organization, and that the Director does not communicate such information to other Directors or to employees or agents of Invesco in violation of the information barrier.

Similarly, Invesco may have a business relationship with the outside organization or may seek such a relationship in the future. In those circumstances, the Director must not be involved in any way in the business relationship between Invesco and the outside organization. If the Director is a non-executive Director, the Board must determine whether such business relationship results in a loss of the Director's "independence" under applicable laws and regulations.

In the event that the Board concludes that the independence of any non-executive Director has been impaired, the Board may remove such Director from any Board committee, and, if requested by the Board, such non-executive Director shall resign from the Board, in each case in order to maintain the Company's compliance with applicable corporate governance rules and regulations.

#### 5. Personal Trading

Purchasing and selling securities in a Director's own account, or accounts over which the Director has access or control, can give rise to potential conflicts of interest. As fiduciaries, Directors are held to the highest standards of conduct. Improperly gaining advance knowledge of portfolio transactions, or

conducting securities transactions based upon information obtained at Invesco or otherwise during close periods, can be a violation of those standards.

Invesco also has policies that specifically cover personal transactions in the Company's securities. All Directors are obligated to follow those procedures whenever they conduct such transactions.

#### 6. Information Barriers, Material Non-Public Information, and Inside Information

In the conduct of our business, Directors may come into possession of material non-public information or inside information. This information could concern an issuer, a client, a portfolio, the market for a particular security, or Invesco itself. The purchase or sale of Invesco's securities or the securities of other publicly-traded companies while aware of material nonpublic information about such company, or the disclosure of material nonpublic information to others who then trade in such company's securities, is prohibited by this Directors' Code and applicable securities laws. Directors should seek the advice of the Invesco General Counsel or Company Secretary on any questions regarding this subject and the Company's personal trading policy. All Directors are prohibited from using such information in ways that violate the law, including for personal gain. Non-public information must be kept confidential, which may include keeping it confidential from other Directors and from employees and agents of the Company.

#### 7. Anti-Bribery and Dealings with Governmental Officials

Invesco Ltd. does not tolerate bribery. Directors are prohibited from making payments or offering or giving anything of value, directly or indirectly, to public officials of any country, or to persons in the private sector, if the intent is to influence such persons to perform (or reward them for performing) a relevant function or activity improperly or to obtain or retain business or an advantage in the course of business.

This policy prohibits actions intended to, for example, improperly:

- influence a specific decision or action, or
- enhance future relationships, or
- maintain existing relationships.

In general, all travel and entertainment that Directors provide to existing or perspective business partners and governmental officials must be pre-approved by the office of the General Counsel. If approved, and in the case of situations involving government officials, a written confirmation that such expenses do not violate local law must be obtained from an appropriate third party (e.g., the business' legal counsel or the government official's supervisor).

Directors shall comply with applicable laws governing political campaign finance and lobbying activities and shall not engage in any conduct that is intended to avoid the application of such laws to activities undertaken on Invesco's behalf.

## 8. Anti-Discrimination and Harassment

Invesco is committed to providing an environment that is free of discrimination and harassment. Such conduct, whether overt or subtle, is demeaning, may be illegal, and undermines the integrity of the employment relationship.

### A) Anti-Discrimination

Discrimination can take many forms including actions, words, jokes, or comments based upon an individual's race, citizenship, ethnicity, color, religion, sex, veteran status, national origin, age, disability, sexual orientation, gender identity, marital status or other legally protected characteristic. Directors are prohibited from engaging in discriminatory conduct. Any person who feels they are the subject of discrimination should report such conduct so that any purported violation can be investigated.

### B) Anti-Sexual Harassment

Sexual harassment consists of any unwanted verbal or physical advances, sexually explicit derogatory statements or sexually discriminatory remarks made by someone which are offensive or objectionable to the recipient, which cause the recipient discomfort or humiliation, which interfere with the recipient's performance.

Directors are prohibited from engaging in such conduct. Any person who feels harassed should report such conduct so that any purported violation can be investigated.

### C) Anti-retaliation

Invesco encourages reporting of all perceived incidents of discrimination or harassment. It is the policy of Invesco to promptly and thoroughly investigate such reports and take appropriate action. The Company prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation of such reports.

## 9. Gifts and Relationships with Customers and Suppliers

Invesco seeks to do business with clients and suppliers on a fair and equitable basis. Directors may not accept gifts of other than nominal value, or lavish entertainment, or other valuable benefits or special favors from customers or suppliers. Directors must also observe any limits imposed by local laws or regulations with respect to the acceptance of gifts and entertainment.

## 10. International Issues

All persons acting on behalf of Invesco outside of the U.S., in addition to being familiar with the local laws of the other countries involved, must also be familiar with the following U.S. laws and regulations that have extra-territorial reach. Violations of these laws can result in substantial fines, imprisonment and severe restrictions on the Company's ability to do business.

### *Anti-Bribery Laws*

The United States Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and similar laws in many other countries have a variety of provisions that regulate business in other countries and with foreign citizens. In essence, these laws make it a crime to promise or give anything of value to a foreign official, political party, and in certain circumstances, a private party in order to obtain or keep business or obtain any improper advantage. It is also illegal to make payments to agents, sales representatives or other third parties if you have reason to believe the gift will be used illegally. Each Director must seek advice from the Invesco General Counsel for interpretation of the FCPA, the UK Bribery Act or similar laws if he or she is involved in any business dealings that involve non-U.S. jurisdictions.

### *Anti-Boycott Laws*

From time to time, various countries may impose restrictions upon the ability of businesses in their jurisdiction to engage in commerce with designated individuals, countries or companies. These laws are commonly referred to as boycotts or trade embargoes. All requests for boycott support or boycott-related information must be reported to the Invesco General Counsel.

### *Embargo Sanctions*

The United States Treasury Department's Office of Foreign Assets Control prohibits U.S. companies and their foreign subsidiaries from doing business with certain countries and agencies and certain individuals. The laws of other countries may have similar types of prohibitions. The regulations vary depending on the country and the type of transaction and often change as countries' foreign policies change. If you are aware of any sensitive political issues with a country in which Invesco is doing or considering doing business, seek advice from the Invesco General Counsel prior to taking any action.

## 11. Political Activities and Lobbying

Directors are encouraged to vote in elections for which they are eligible, and to make contributions supporting candidates or parties of their choice. Directors are also encouraged to express their views on government, legislation and other matters of local or national interest.

Many jurisdictions have imposed severe and complex restrictions on the ability of individuals and companies to make political contributions. You should assume that Invesco and its Directors are generally prohibited from certain types of political activities, and you must be familiar with the rules in effect for each jurisdiction involved (national, state/province, county and city). No Director may, under any circumstances, use Company funds to make political contributions, nor may a Director represent his or her personal political views as being those of the Company.

## 12. Confidential Information

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. All information (in any form, including electronic information) that is created or used in support of Company business activities is the property of Invesco. This Company information is a valuable asset, and Directors are expected to

protect it from unauthorized disclosure. Such protected information includes Invesco customer, supplier, business partner and employee data. United States (federal and state) and other jurisdictions' laws may restrict the use of such information and impose penalties for its improper use or disclosure.

Directors must maintain the confidentiality of information entrusted to them by the Company or its customers, vendors or consultants except when disclosure is properly authorized by the Company or legally mandated. Directors shall take all reasonable efforts to safeguard such confidential information that is in their possession against inadvertent disclosure and shall comply with any non-disclosure obligations imposed on Invesco in its agreements with third parties.

Information pertaining to Invesco's competitive position or business strategies, and information relating to negotiations with Directors or third parties, should be protected and shared only with Directors having a need to know such information in order to perform their responsibilities.

### 13. Personal Use of Company Assets

All Directors shall strive to preserve and protect the Company's assets and resources and to promote their efficient use. Directors are not to convert assets of the Company to personal use. Company property should be used for the Company's legitimate business purposes and the business of the Company shall be conducted in a manner designed to further Invesco's interests rather than the personal interests of an individual Director. Directors are prohibited from the unauthorized use or taking of Invesco's equipment, supplies, materials or services.

### 14. Integrity and Accuracy of Financial Records

The preparation and maintenance of accurate books, records and accounts is required by law and essential to the proper discharge of financial, legal and reporting obligations. All Directors are prohibited from directly or indirectly falsifying or causing to be false or misleading any financial or accounting book, record or account. In addition, all financial data must be completely and accurately recorded in compliance with applicable law and Invesco's accounting policies and procedures. A Director may violate this section by acting or by failing to act when he or she becomes aware of a violation or potential violation of this section.

### 15. Compliance and Reporting of Potential Violations

Each Director is expected to comply with all of the provisions of this Directors' Code. The Directors' Code will be strictly enforced and violations will be dealt with promptly. Invesco may make reports of violations, if appropriate, to civil, criminal or regulatory authorities.

Directors should promptly communicate any suspected violations of this Directors' Code to the Chair of the Nomination and Corporate Governance Committee. Any concerns relating to the conduct of the Chair of the Nomination and Corporate Governance Committee should be communicated to the Chair of the Audit Committee. Violations will be investigated by or at the direction of the Nomination and Corporate Governance Committee, the Audit Committee or the Board, as appropriate.

Directors should promote ethical behavior and an environment in which the Company encourages employees to talk to supervisors, managers or their appropriate personnel about illegal and unethical behavior and, when they are in doubt, about the best course of action in a particular situation.

16. No Rights Created

This Directors' Code sets forth guidelines for conduct of the members of the Board. It is not intended to and does not create any rights in any Director, employee, client, supplier, competitor, shareholder or any other person or entity.

17. Change in Responsibilities

Any non-executive Director who changes the primary job responsibility that he or she held at the time of election or appointment to the Board shall promptly inform the full Board of such change. The Board shall, in its sole discretion, consider whether such change in responsibilities will impair the affected Director's qualifications or ability to effectively serve on the Board or any committees thereof under applicable laws, rules and regulations.

18. Disclosure; Amendments; Waivers

To the extent required by law, the Company shall publicly (*e.g.*, in its Annual Report on Form 10-K and/or on its website) disclose this Directors' Code and its application to all of the Company's Directors.

**This Directors' Code may only be amended by the Board. To the extent required by law, amendments to the Directors' Code shall be disclosed publicly.**

Any waiver of the Directors' Code may be made only by the Board and shall be disclosed to shareholders as required by law.

**CONCLUSION**

Each Director is obligated to read and accept the provisions of this Directors' Code. No code of conduct, however, can address every situation for which guidance may be necessary. If you are unclear about what may be the right course in a particular situation, stop and ask for guidance before taking action. All Directors are expected to abide by both the letter and spirit of this Directors' Code. Any questions regarding the scope or proper interpretation of this Directors' Code, or advice concerning its application to a particular situation, should be referred to the Invesco General Counsel.

As approved on September 28, 2023