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PAYCHEX, INC.

SOC 1[®] REPORT

Paychex, Inc.'s Description of Its Retirement Services System for Processing User Entities' Transactions Throughout the period October 1, 2022 to September 30, 2023 (*This report should be reviewed in conjunction with the Information Technology Services System SOC 1 Report*)

Prepared in accordance with AT-C Section 320

This report is intended solely for use by the management of Paychex, Inc., its user entities, and the independent auditors of its user entities, and is not intended to be, and should not be, used by anyone other than these specified parties.

PAYCHEX, INC.
SOC 1 REPORT
RETIREMENT SERVICES SYSTEM

FOR THE PERIOD OF October 1, 2022 THROUGH September 30, 2023

TABLE OF CONTENTS

SECTION ONE	PAGE
<hr/>	
Independent Service Auditors' Report	
<hr/>	
SECTION TWO	
<hr/>	
Paychex, Inc.'s Assertion	
<hr/>	
SECTION THREE	
<hr/>	
Paychex, Inc.'s Description of its Retirement Services System	
Scope of Report.....	9
Overview of Retirement Services Offerings	12
Relevant Aspects of Paychex, Inc.'s Control Environment, Risk Assessment Process, and Monitoring Controls	
- Control Environment.....	14
- Risk Assessment Process	16
- Monitoring Controls	16
- General Description of Retirement Services System	18
- Control Objectives and Related Controls.....	24
- Communication	24
Complementary User Entity Controls	25
Complementary Subservice Organization Controls	26
<hr/>	
SECTION FOUR	
<hr/>	
Paychex, Inc.'s Control Objectives and Related Controls and PwC LLP's Tests of Controls and Results of Tests	
Retirement Services Processing Controls.....	28
<hr/>	
SECTION FIVE	
<hr/>	
Other Information Provided by Paychex, Inc.	
Business Continuity and Recovery.....	42
Privacy Statement.....	43
Paychex Flex® SOC 2 Report.....	43

SECTION ONE

INDEPENDENT SERVICE AUDITORS' REPORT

This report is intended solely for use by the management of Paychex, Inc., its user entities, and the independent auditors of its user entities, and is not intended to be, and should not be, used by anyone other than these specified parties.



Report of Independent Service Auditors

To the Management of Paychex, Inc.

Scope

We have examined Paychex, Inc.'s (the "Service Organization") description of its Retirement Services system (the "system") entitled "Paychex, Inc.'s Description of Its Retirement Services System" for processing user entities' transactions throughout the period October 1, 2022 to September 30, 2023 (the "description") and the suitability of the design and operating effectiveness of the controls included in the description to achieve the related control objectives stated in the description, based on the criteria identified in "Paychex, Inc.'s Assertion" (the "assertion"). The controls and control objectives included in the description are those that management of the Service Organization believes are likely to be relevant to user entities' internal control over financial reporting, and the description does not include those aspects of the system that are not likely to be relevant to user entities' internal control over financial reporting.

The information included in Section V "Other Information Provided by Paychex, Inc. That is Not Covered by the Service Auditors' Report" is presented by management of the Service Organization to provide additional information and is not a part of the description. Information about the Service Organization's business continuity and ancillary products and services has not been subjected to the procedures applied in the examination of the description and of the suitability of the design and operating effectiveness of controls to achieve the related control objectives stated in the description.

The Service Organization uses subservice organizations to provide general information technology controls, trading-related services, and developing and maintaining the application OmniPlus. The description in Section III includes only the control objectives and related controls of the Service Organization and excludes the control objectives and related controls of the subservice organizations. The description also indicates that certain control objectives specified in the description can be achieved only if complementary subservice organization controls assumed in the design of the Service Organization's controls are suitably designed and operating effectively, along with the Service Organization's related controls. Our examination did not extend to controls of the subservice organizations, and we have not evaluated the suitability of design or operating effectiveness of such complementary subservice organization controls.

The description indicates that certain control objectives specified in the description can be achieved only if complementary user entity controls assumed in the design of the Service Organization's controls are suitably designed and operating effectively, along with the Service Organization's related controls. Our examination did not extend to such complementary user entity controls, and we have not evaluated the suitability of the design or operating effectiveness of such complementary user entity controls.

Service organization's responsibilities

In Section II, the Service Organization has provided an assertion about the fairness of the presentation of the description and suitability of the design and operating effectiveness of the controls to achieve the related control objectives stated in the description. The Service Organization is responsible for preparing the description and the assertion, including the completeness, accuracy, and method of presentation of the description and the assertion, providing the services covered by the description, specifying the control objectives and stating them in the description, identifying the risks that threaten the achievement of the control objectives, selecting the criteria stated in the assertion, and designing, implementing, and documenting controls that are suitably designed and operating effectively to achieve the related control objectives stated in the description.

Service auditors' responsibilities

Our responsibility is to express an opinion on the fairness of the presentation of the description and on the suitability of the design and operating effectiveness of the controls to achieve the related control objectives stated in the description, based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform our examination to obtain reasonable assurance about whether, in all material respects, based on the criteria in management's assertion, the description is fairly presented and the controls were suitably designed and operating effectively to achieve the related control objectives stated in the description throughout the period October 1, 2022 to September 30, 2023. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

An examination of a description of a service organization's system and the suitability of the design and operating effectiveness of the service organization's controls to achieve the related control objectives stated in the description involves

- performing procedures to obtain evidence about the fairness of the presentation of the description and the suitability of the design and operating effectiveness of the controls to achieve the related control objectives stated in the description based on the criteria in management's assertion.
- assessing the risks that the description is not fairly presented and that the controls were not suitably designed or operating effectively to achieve the related control objectives stated in the description.
- testing the operating effectiveness of those controls that management considers necessary to provide reasonable assurance that the related control objectives stated in the description were achieved.
- evaluating the overall presentation of the description, suitability of the control objectives stated in the description, and suitability of the criteria specified by the service organization in its assertion in Section II.

We are required to be independent and to meet our other ethical responsibilities in accordance with relevant ethical requirements related to the engagement.

Inherent limitations

The description is prepared to meet the common needs of a broad range of user entities and their auditors who audit and report on user entities' financial statements and may not, therefore, include every aspect of the system that each individual user entity may consider important in its own particular environment. Because of their nature, controls at a service organization or a subservice organization may not prevent, or detect and correct, all misstatements in processing or reporting transactions. Also, the projection to the future of any evaluation of the fairness of the presentation of the description, or conclusions about the suitability of the design or operating effectiveness of the controls to achieve the related control objectives, is subject to the risk that controls at a service organization or a subservice organization may become ineffective.

Description of tests of controls

The specific controls tested and the nature, timing, and results of those tests are listed in Section IV.

Opinion

In our opinion, in all material respects, based on the criteria described in Paychex, Inc.'s Assertion in Section II,

- a. the description fairly presents the system that was designed and implemented throughout the period October 1, 2022 to September 30, 2023.

- b. the controls related to the control objectives stated in the description were suitably designed to provide reasonable assurance that the control objectives would be achieved if the controls operated effectively throughout the period October 1, 2022 to September 30, 2023 and subservice organizations and user entities applied the complementary controls assumed in the design of the Service Organization's controls throughout that period.
- c. the controls operated effectively to provide reasonable assurance that the control objectives stated in the description were achieved throughout the period October 1, 2022 to September 30, 2023 if complementary subservice organization and user entity controls assumed in the design of the Service Organization's controls operated effectively throughout that period.

Restricted use

This report, including the description of tests of controls and results thereof in Section IV, is intended solely for the information and use of management of Paychex, Inc., user entities of the system during some or all of the period October 1, 2022 to September 30, 2023, and their auditors who audit and report on such user entities' financial statements or internal control over financial reporting ("independent auditors") and have a sufficient understanding to consider it, along with other information, including information about controls implemented by subservice organizations and user entities of the system themselves, when assessing the risks of material misstatements of user entities' financial statements. This report is not intended to be, and should not be, used by anyone other than these specified parties. If report recipients are not user entities of the system during some or all of the period October 1, 2022 to September 30, 2023 or their independent auditors (herein referred to as a "non-specified user") and have obtained this report, or have access to it, use of this report is the non-specified user's sole responsibility and at the non-specified user's sole and exclusive risk. Non-specified users may not rely on this report and do not acquire any rights against PricewaterhouseCoopers LLP as a result of such access. Further, PricewaterhouseCoopers LLP does not assume any duties or obligations to any non-specified user who obtains this report and/or has access to it.

The logo for PricewaterhouseCoopers LLP, featuring the company name in a stylized, cursive script.

Fairport, New York
December 15, 2023

SECTION TWO
PAYCHEX, INC.'S ASSERTION

This report is intended solely for use by the management of Paychex, Inc., its user entities, and the independent auditors of its user entities, and is not intended to be, and should not be, used by anyone other than these specified parties.



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Paychex, Inc.'s Assertion

We have prepared the description of Paychex, Inc.'s Retirement Services system (the "system") entitled "Paychex, Inc.'s Description of Its Retirement Services System" for processing user entities' transactions throughout the period October 1, 2022 to September 30, 2023 (the "description") for user entities of the system during some or all of the period October 1, 2022 to September 30, 2023, and their auditors who audit and report on such user entities' financial statements or internal control over financial reporting and have a sufficient understanding to consider it, along with other information, including information about controls implemented by subservice organizations and user entities of the system themselves, when assessing the risks of material misstatement of user entities' financial statements.

Paychex, Inc. uses subservice organizations to provide general information technology controls, trading-related services, and developing and maintaining the application OmniPlus. The description includes only the control objectives and related controls of Paychex, Inc. and excludes the control objectives and related controls of the subservice organizations. The description also indicates that certain control objectives specified in the description can be achieved only if complementary subservice organization controls assumed in the design of our controls are suitably designed and operating effectively, along with Paychex, Inc.'s related controls. The description does not extend to controls of the subservice organizations.

The description indicates that certain control objectives specified in the description can be achieved only if complementary user entity controls assumed in the design of Paychex, Inc.'s controls are suitably designed and operating effectively, along with Paychex, Inc.'s related controls. The description does not extend to controls of the user entities.

We confirm, to the best of our knowledge and belief, that

- a. the description fairly presents the system made available to user entities of the system during some or all of the period October 1, 2022 to September 30, 2023 for processing their transactions as it relates to controls that are likely to be relevant to user entities' internal control over financial reporting. The criteria we used in making this assertion were that the description
 - i. presents how the system made available to user entities of the system was designed and implemented to process relevant user entity transactions, including, if applicable,
 - (1) the types of services provided, including, as appropriate, the classes of transactions processed.
 - (2) the procedures, within both automated and manual systems, by which those services are provided, including, as appropriate, procedures by which transactions are initiated, authorized, recorded, processed, corrected as necessary, and transferred to the reports and other information prepared for user entities of the system.
 - (3) the information used in the performance of the procedures including, if applicable, related accounting records, whether electronic or manual, and supporting information involved in initiating, authorizing, recording, processing, and reporting transactions; this includes the correction of incorrect information and how information is transferred to the reports and other information prepared for user entities.
 - (4) how the system captures and addresses significant events and conditions other than transactions.
 - (5) the process used to prepare reports and other information for user entities.

- (6) services performed by a subservice organization, if any, including whether the carve-out method or the inclusive method has been used in relation to them.
 - (7) the specified control objectives and controls designed to achieve those objectives including, as applicable, complementary user entity controls and complementary subservice organization controls assumed in the design of the service organization's controls.
 - (8) other aspects of our control environment, risk assessment process, information and communications (including the related business processes), control activities, and monitoring activities that are relevant to the services provided.
- ii. includes relevant details of changes to the system during the period covered by the description.
 - iii. does not omit or distort information relevant to the system, while acknowledging that the description is prepared to meet the common needs of a broad range of user entities of the system and their user auditors, and may not, therefore, include every aspect of the system that each individual user entity of the system and its auditor may consider important in its own particular environment.
- b. the controls related to the control objectives stated in the description were suitably designed and operating effectively throughout the period October 1, 2022 to September 30, 2023 to achieve those control objectives if subservice organizations and user entities applied the complementary controls assumed in the design of Paychex, Inc.'s controls throughout the period October 1, 2022 to September 30, 2023. The criteria we used in making this assertion were that
- i. the risks that threaten the achievement of the control objectives stated in the description have been identified by management of the service organization.
 - ii. the controls identified in the description would, if operating effectively, provide reasonable assurance that those risks would not prevent the control objectives stated in the description from being achieved.
 - iii. the controls were consistently applied as designed, including whether manual controls were applied by individuals who have the appropriate competence and authority.

SECTION THREE

PAYCHEX, INC.'S DESCRIPTION OF ITS RETIREMENT SERVICES SYSTEM

This report is intended solely for use by the management of Paychex, Inc., its user entities, and the independent auditors of its user entities, and is not intended to be, and should not be, used by anyone other than these specified parties.

PAYCHEX, INC.'S DESCRIPTION OF ITS RETIREMENT SERVICES SYSTEM

SCOPE OF REPORT

This document was prepared according to the guidance contained in the American Institute of Certified Public Accountants Statement on Attestation Standards and related interpretations and other applicable standards.

This report describes Paychex, Inc.'s ("Paychex" or "the Company") Retirement Services system. AT-C 320 defines "system" as the policies and procedures designed, implemented, and documented by management of the service organization to provide user entities with the services covered by the service auditors' report. Paychex, Inc.'s description of its system identifies the product services covered, the period to which the description relates, the control objectives specified by management, and the related controls.

As part of its overall SOC 1 program, Paychex, Inc.'s management sets and determines the scope and timing of this report. This report addresses Paychex, Inc.'s Retirement Services system, which includes transaction processing using the Human Resources Information System (HRIS) application of Paychex, Inc. This report has been prepared to provide information on the Company's controls that management believes are likely to be relevant to the internal controls for financial reporting for defined contribution plans of HRIS clients. This report describes routine transaction processing for Paychex Inc.'s clients. The term client used throughout this report refers to both individual plan sponsors of single-employer plans serviced by Paychex, Inc. and employers who have adopted and participate in the Paychex Pooled Employer 401(k) Plan, as applicable. Accordingly, it does not describe procedures for conversion of new clients from their prior system to Paychex, Inc.'s Retirement Services system. The process for the conversion of new clients and related data from their prior recordkeeper to Paychex is not within the scope of this report. Additionally, the services provided by Paychex Retirement, LLC as a Pooled Plan Provider are not within the scope of this report.

This report features the services provided by Paychex, Inc.'s Retirement Services system and focuses on control objectives as they may be relevant to the internal controls for financial reporting for Paychex, Inc.'s clients using the Retirement Services system. The scope of the report covers the business processes that Paychex Inc. has determined are significant to its clients from a financial reporting perspective and the applicable information technology and related processes specific to supporting the Retirement Services system. Paychex Inc.'s management is responsible for the identification of the control objectives and risks, and for the manual and automated controls placed into operation to achieve those objectives. This includes the applicable information technology infrastructure for the Retirement Services system.

This report was developed to cover the large majority of Retirement Services system clients. Therefore, the focus is on the significant business processes and controls that are common to the majority of the Retirement Services System clients of Paychex, Inc. Compliance testing, the initial participant enrollment process, preparation of Form 5500, preparation and dissemination of summary plan descriptions, and summary annual reports are outside the scope of this report. In addition, any unique client situations that are outside of the normal business processes and controls may not be covered by this report. These unique client situations would need to be reviewed individually to determine if they were within the scope of this report.

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Subservice Organizations

Paychex uses the Paychex Product Development & Information Technology (PD&IT) function to support the Retirement Services system. PD&IT is divided into functional organizations to meet the technical needs of the various Paychex business units. Paychex, Inc.'s PD&IT function is responsible for information technology services that are common to the Paychex systems and services (common IT services). The description of the PD&IT function included in this report is intended to provide the reader with an understanding of how the PD&IT services are delivered and managed.

Paychex uses other subservice organizations to support the processing of transactions for the Retirement Services system. The control objectives and related controls for the services provided by the subservice organizations are not included in the scope of this report.

Subservice Organization Name	Service Provided
Merrill Lynch	Trading-related services
Fidelity Investors	Trading-related services
Federated Investors	Trading-related services
Transamerica	Trading-related services
American Trust Custody (formerly known as Mid Atlantic Trust Company)	Trading-related services
Fidelity Information Systems, LLC (FIS)	Develop and maintain the OmniPlus application

Common IT Services

The Retirement Services system is hosted at the Corporate Data Centers (CDCs) near Rochester, New York. The PD&IT function is responsible for various support functions, including application, operating system software, and database change management; network security; operational monitoring and problem management; logical access; physical access; environmental systems; data backup; and scheduling. The PD&IT function manages the CDC facilities and supports the information technology services for various Paychex business units. These processes and controls are managed and delivered as a common set of services to various Paychex business units and are not included within the scope of this report. These common IT services are addressed in the Paychex Information Technology Services system SOC 1 report. The controls in this report rely on general information technology controls in the Information Technology Services system SOC 1.

Table 1 (Internal Control Processes) outlines the PD&IT function control processes for common IT services addressed in the Information Technology Services system SOC 1 report and the control processes that specifically support the Retirement Services system that are included in the scope of this report.

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Table 1: Internal Control Processes – Paychex Information Technology Services System SOC 1 Report and Retirement Services System SOC 1 Report

Process Name	Paychex Information Technology Services System SOC 1 Report	Retirement Services System SOC 1 Report
Change Management		
a. Application	•	
b. Operating System (OS) Software	•	
c. Database	•	
Network Security, Operational Monitoring and Problem Management	•	
Logical Access		
a. Application and Database Access	•	
b. Operating System Access	•	
c. Network Logical Access	•	
Physical Access and Environmental Systems		
a. Physical Access – CDCs	•	
Data Backup	•	
Scheduling	•	
New Plan Setup and Maintenance		•
Cash Receipts		•
Distributions		•
Investment Transaction Processing		•
Investment Recordkeeping		•
Client Statements		•

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OVERVIEW OF RETIREMENT SERVICES OFFERINGS

Paychex is a leading provider of integrated human capital management (HCM) solutions for human resource (HR), payroll, benefits, and insurance services for small- to medium-sized businesses. Backed by 50 years of industry expertise, Paychex served greater than 740,000 payroll and Professional Employer Organization (PEO) clients as of May 31, 2023. In fiscal 2023, the Company reported \$4.91 billion in service revenues. Payroll processing is a key aspect of the Paychex service portfolio. The Company's payroll services include the calculation, preparation, and delivery of employee payroll checks and production of internal accounting records and management reports. Payroll services also includes preparation of federal, state, and local payroll tax returns and the collection and remittance of clients' payroll obligations. While payroll is its core business, the Company also provides outsourcing solutions to address the complexities and costs related to employment and human resources, including retirement services products.

By capitalizing on the electronic interfaces between its Payroll Processing and Retirement Services systems, Paychex has made retirement plans readily available and cost-effective for small businesses and their employees. Paychex clients receive a comprehensive recordkeeping and reporting service that includes plan installation; compliance testing; preparation of Form 5500; preparation of summary plan descriptions and summary annual reports; loans, contributions, distributions, and asset transfer processing; and quarterly statements for both clients and plan participants. These quarterly statements, including the year-end statement, provide participants and clients with detailed information about their retirement plan assets and how they are invested. Compliance testing, preparation of Form 5500, preparation and dissemination of summary plan descriptions, and summary annual reports are outside the scope of this report.

The electronic process whereby Paychex processes plan contributions and transfers funds to the designated trading partners (Merrill Lynch, Fidelity Investors, Federated Investors, TransAmerica, or American Trust Custody (formerly known as Mid Atlantic Trust Company)) has been designed to be secure and seamless. The Paychex Payroll Processing Service handles the electronic withdrawal of employee salary deferrals, as well as any employer contributions obtained from the client's designated bank account. The contributions are deposited to a Master Custody Account, and then forwarded by the Master Custody Account Custodian to Paychex Securities Corporation (PSC), a registered limited broker-dealer and wholly owned subsidiary of Paychex Holdings LLC, which is a wholly owned subsidiary of Paychex Inc., governed by the Financial Industry Regulatory Authority (FINRA), to transmit the client's purchase and redemption orders. The Payroll Processing Service and the services offered at PSC are not within the scope of this report.

Paychex collects contributions for each payroll through a Contribution Electronic Funds Transfer (Contribution EFT) from the client's designated bank account, typically on the date of the participant's paycheck that corresponds to the contributions. Typically, the Contribution EFT is deposited in the Master Custody Account on the check date, and PSC forwards participant and plan sponsor or adopting employer investment instructions on the third business day following the date that the Contribution EFT was deposited in the Master Custody Account. On the first business day following the forwarding of the investment instructions, the contributions are transferred from the Master Custody Account to PSC and then remitted to the appropriate trading partner to execute trades based on the investment instructions for investment. Paychex performs plan-level account and participant account valuation daily (5.3). During this process, a reconciliation is performed to help ensure the funds collected and the trades processed match the assets invested with the trading partners (5.4). PSC, Paychex Payroll Processing, and their services are not included within the scope of this report.

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Retirement Plan Products

Paychex helps its clients with plan implementation, ongoing compliance with government regulations, employee and employer reporting, participant and employer online access, electronic funds transfer, and other administrative services.

Auto-enrollment is an optional plan feature that allows employers to automatically enroll employees in their company's 401(k) plan and increase overall plan participation. Clients sponsoring single-employer plans can choose from a group of pre-defined investment lineups or customize their investment options within their plan.

If implemented by the plan fiduciary, the Self-Directed Brokerage Account (SDBA) option for 401(k) plans enables participants in employer-sponsored single-employer plans to select investment choices outside the scope of the standard Paychex offerings. This option offers a range of investment choices, including mutual funds, stocks, and bonds. SDBA is designed for the hands-on investor who is willing to accept more responsibility for the management of his or her retirement portfolio.

The Retirement Service products offered to Paychex clients include:

- **401(k) Plans**

A 401(k) Plan is a defined contribution plan that allows a participant to defer part of their current wages into a retirement plan on either a pre-tax or after-tax (Roth) basis. The Plan Sponsor or adopting employer may match contributions as well as make a discretionary profit sharing contribution.

- **401(k) SIMPLE**

A 401(k) SIMPLE plan allows employees to make pre-tax salary deferrals and requires employers to make a contribution. Because of the required employer contributions and immediate 100% vesting, the SIMPLE plans automatically comply with the Actual Deferral Percentage (ADP) and Top Heavy requirements. SIMPLE plans offer limited options to the sponsoring employer. SIMPLE plans must also be the exclusive plan maintained by the employer.

- **SIMPLE IRA**

The employer pays SIMPLE IRA contributions directly to the SIMPLE IRA of the participant. Similar to the SIMPLE 401(k), eligible employees must be permitted to make elective deferrals and the employer is required to make a contribution. The contributions are 100% vested. SIMPLE IRA plans must be the exclusive plan maintained by the employer.

- **Profit Sharing Plan**

A Profit Sharing Plan is a defined contribution plan in which the employer may make discretionary employer contributions that are unrelated to the employee's deferral contribution. The employer determines the contribution for each year, if any.

Changes to the Control Environment

As part of ongoing operations, from time to time, Paychex makes changes to the roles and responsibilities of its operations and various support groups to better align the business to serve clients. While there have been no significant changes to the control environment for the period under examination, this report reflects changes to the Paychex Retirement Services system that have occurred during the period.

RELEVANT ASPECTS OF PAYCHEX, INC.'S CONTROL ENVIRONMENT, RISK ASSESSMENT PROCESS, AND MONITORING CONTROLS

CONTROL ENVIRONMENT

The Company's overall philosophy on professional conduct and operating style establishes the framework for other aspects of internal control. The control environment at Paychex involves the following areas:

- Integrity and Ethics
- Organization
- Administration

Integrity and Ethics

The Paychex Mission Statement

Paychex is guided by the following mission statement: "We will be the leading provider of payroll, human resource, and employee benefit services by being an essential partner with America's businesses.

Code of Business Ethics and Conduct

A set of standards for proper business conduct has been published to enable Paychex employees, clients, and suppliers to gain a better understanding of how Paychex wishes to conduct business. The areas addressed include gifts and amenities limits, avoiding misrepresentation, personal conduct, equitable practices, conflicts of interest, and proprietary information. Paychex also has a process for anyone to report corporate misconduct or communicate complaints or concerns. Anyone who has a concern about the conduct of a Paychex executive or other officer, or about the Company's accounting, internal accounting controls, or auditing matters, may communicate that concern directly to the Audit Committee Chairman of the Paychex Board of Directors. Employees can use a toll-free number published on the Company's website to initiate this communication. The Code of Business Ethics and Conduct is documented in the Employee Handbook and updates are communicated to employees annually. New employees receive the Code of Business Ethics and Conduct with their welcome package and must formally acknowledge its receipt via training, which is monitored and tracked by Human Resources. In addition, all employees are required to complete an online training class on the Code of Business Ethics and Conduct annually.

Conflict of Interest Statement

In general terms, a conflict of interest can be considered to exist if personal interests and activities would damage Paychex business interests and activities. Typical conflicts of interest are outlined in the Code of Business Ethics and Conduct. This communication to employees provides clear guidelines for addressing circumstances that may interfere with an employee's role at Paychex.

Organization

Retirement Services Structure

Paychex Retirement Services is organized into groups that support the administration of qualified, defined contribution retirement plans. Management teams consisting of managers and supervisors are established and monitor the quality of internal control performance as part of their normal job functions. Employees performing similar functions are grouped under the same management teams to help ensure consistent management monitoring and oversight practices. Performance management goals are established and evaluated to determine that employees and management teams understand and fulfill their control and monitoring responsibilities. Senior management teams are organized as follows:

- Sales Implementation – Conversion and plan activation (responsible for new/conversion plan setup)
- Customer Service – Responsible for servicing customers and plan participants
- Transaction Integrity – Responsible for processing contributions and loan repayments, distributions and loans, trading, pricing, dividends, and position reconciliation
- Engineering – Responsible for IT-related activities, including software development and database maintenance

The groups are overseen by either supervisors or managers who report to senior level management.

Product Development & Information Technology (PD&IT) Function

The Paychex PD&IT function reports to the Senior Vice President of Product Development and Information Technology. The Paychex PD&IT function manages the CDC facilities near Rochester, NY, and supports the information technology services for various Paychex business units. These processes and controls are managed and delivered as a common set of services to various Paychex business units and are covered in the Paychex Information Technology Services system SOC 1 report. For additional details refer to the associated ITGC SOC 1 report, which should be read in tandem with this Retirement Services report.

Training Center

Paychex is committed to training as an essential part of the success of each employee. Employees require training to gain the product knowledge and professional skills necessary to maintain the Company's standard of service excellence. To this end, the training center provides necessary classroom training to employees. Initial training courses include:

- Product Training
- Computer Systems Training
- Sales Training
- Human Resource Services Training
- Management Training

Ongoing training courses are also conducted. Examples include branch personnel training, advanced product certification training, and computer operations training.

Training center staff consists of personnel skilled in training techniques, as well as the technical aspects of the courses they are instructing.

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Administration

Policies

Personnel policies document the principles that guide the conduct of all Paychex employees. Periodic revisions and updates are released each year. All policies are available to employees in the Employee Handbook. The handbook includes policies on the security of information and assets, non-disclosure, conflict of interest, and standards of behavior.

Published Job Descriptions

Formal job descriptions communicate the general function and specific duties of a position. Job descriptions above a certain grade level are evaluated, graded, and approved by the Job Evaluation Committee. The Committee includes representatives from senior management and the Human Resources department. The manager responsible for a position is included in the process. Any employee hired is provided his/her respective job description, which includes written expectations of the position.

Hiring Practices and Performance Evaluations

The objectives of personnel recruitment are to place qualified persons in respective positions and reduce operating costs by minimizing turnover. To meet these objectives, standard procedures are documented in the procedures manual and followed when filling any vacancies or new positions.

The objective of a performance appraisal is to measure the performance of an individual against the objective standards established for a specific job. The Company's performance appraisal program provides an equitable method to assess an employee's job performance, discuss performance and actions to improve job performance, identify an employee's development needs, and discuss salary.

Specific procedures dictate the timing of performance evaluations for all employees on an annual basis. The Company uses a standard form designed to implement the management by objectives appraisal system. The Human Resources department sends monthly reminders and continues to forward additional reminders until the review is complete.

RISK ASSESSMENT PROCESS

Paychex has placed into operation a risk assessment process to identify and manage risks that could affect the Company's ability to provide reliable information technology service to its customers. This process requires the Company to identify significant risks based on management's knowledge of its operations and input received from the Internal Audit group and the Company's external auditors. For any significant risks identified, management is responsible for implementing appropriate measures to monitor and manage these risks.

MONITORING CONTROLS

Paychex has an Audit Committee that oversees risk assessment and monitoring. Paychex management and supervisory personnel are responsible for monitoring the quality of internal control performance as a routine part of their activities. To help them with this monitoring, the Company developed management reports that measure the results of various processes involved in processing payroll transactions.

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Client Satisfaction Monitoring

Client Service management communicates regularly with internal staff and clients to discuss issues and client satisfaction. In addition, clients are surveyed after implementation and annually to determine clients' satisfaction with Paychex products and ongoing service delivery.

Enterprise Support

Enterprise Support is the technical support link between business units and the support departments of Information Technology. Enterprise Support's primary function is to monitor the business units' system operations and availability and resolve application issues. Monitoring and support is conducted 24 hours a day, seven days a week.

Internal Audit Function

The Internal Audit department acts as an independent appraiser of the internal control system of Paychex. The primary objective of the department is to assist management with the effective execution of their responsibilities to customers and shareholders by providing management with assessments on internal control design and operating effectiveness as well as recommendations to enhance internal controls.

The Internal Audit department reports directly to the Company's Audit Committee who oversees the Company's internal control structure. The department has been granted the authority to examine all Company records, reports, and documentation, and to use whatever audit procedures are deemed necessary to accomplish its objectives. Internal Audit has unrestricted access to the Audit Committee of the Board of Directors and senior management. Senior management is responsible for ensuring operating management gives adequate consideration to the findings and recommendations included in audit reports.

The Director of Internal Audit is a member of the Security Governance Council (SGC) (described below) and considers the subject matter discussed during those quarterly meetings when determining the nature, timing and extent of testing related to Information Technology and Information Security.

Security Governance Council

The Security Governance Council's mission is:

- To develop, coordinate, and sustain the organization's enterprise security program
- To coordinate and respond to security risks and incidents; and
- To develop, implement and maintain the organization's enterprise security strategy in alignment or support of business goals and objectives.

The success of the SGC depends upon an objective understanding of the Company's asset protection issues. The SGC meets on a quarterly basis and is chaired by the Chief Information Security Officer. The SGC is comprised of members who understand the business operations, including individuals from Information Technology, Internal Audit, Legal, Human Resources, and Organizational Development, and business unit executives. The recommendations of the SGC are considered when updating the information security policies, procedures, and standards at Paychex.

GENERAL DESCRIPTION OF RETIREMENT SERVICES SYSTEM

Retirement Services receives information from each Paychex payroll branch multiple times per day and directly from non-payroll clients or their delegate. Client information, employee census information, notification of employee termination, and wages, hours, and deductions are transmitted to Retirement Services and stored in Retirement Services' systems. These systems process the information transmitted from the branch or sent by the client or its delegate and perform the necessary recordkeeping functions.

System Overview

The software applications used by Retirement Services are HRIS, TITAN, OmniPlus, and the Participant Web. Paychex developed and supports the HRIS, TITAN, and Participant Web. OmniPlus is a third-party system licensed from the vendor. The vendor provides new releases and periodically updates existing releases of the applications. Changes to OmniPlus (primarily limited to updates and patches) follow the standard Paychex change management process. There were no major application changes made to the above-listed applications in 2023.

HRIS

HRIS, a Windows-based application, is used as a recordkeeping product administration database in Retirement Services. This is the system of record that tracks plan-specific information for Paychex clients and client employees.

TITAN

TITAN, a Java process in a Linux environment, is used to receive and send pertinent data between Retirement Services and the payroll branches.

OmniPlus

OmniPlus, a UNIX-based vendor application, is developed and maintained by FIS. The vendor provides new releases and periodically updates existing releases of the applications. Changes to OmniPlus (primarily limited to updates and patches) follow the standard Paychex change management process. The system infrastructure is maintained by Paychex. This is the system of record for financial transactions on all retirement plans at Paychex.

Participant Web

Client participants can enroll and submit changes to their retirement account using the internet. By logging on to myapps.paychex.com, client participants can, among other functions, create or change their password, review investment balances, submit investment election changes, request transfers between available investment options, submit deferral percentage changes, request a distribution and/or distribution paperwork, request a loan and/or loan processing documentation, and make a one-time loan payment via ACH. Participant Web requests are automatically processed in HRIS and traded through OmniPlus (4.3). Data interfaces between Participant Web and client HR/payroll systems are not in scope for this report.

Retirement Services Process Flow

Paychex Retirement Services uses an integrated and automated approach to process plan activity. Transaction processing includes various controls and documented procedures to help ensure the authorization, timeliness, and accuracy of transactions processing.

The following financial and non-financial transactions are processed:

- Plan Setup and Maintenance
- Participant Data/Enrollments
- Contributions/Loan Repayments
- Transfers Between Available Investment Options
- Distributions/Loan Issuance
- Dividend and Daily Earnings
- Daily Plan and Participant Account Valuation
- Daily Processing/Trading
- Reconciliations
- Reporting

Plan Setup and Maintenance

Working with the Paychex Sales Representative, the Plan Sponsor or adopting employer provides the data necessary for plan installation via the new client profile and a comprehensive electronic questionnaire. The Plan Sponsor or adopting employer selects plan features, authorizes a plan adoption agreement, and executes an administrative service agreement, which outlines the terms and conditions for the service. Once finalized, the electronic contract is automatically uploaded to the recordkeeping system where it is reviewed by a dedicated specialist prior to activation (1.2).

Retirement Services has dedicated specialists that set up new and converting clients. These specialists review documents and plan requirements and ensure authorizations are properly executed. Selected plan provisions are updated in the recordkeeping systems and data integrity checks are performed to verify the accuracy of the information (1.1). System access to set up new plans is provided to a limited number of Human Resource Services (HRS) Specialists. Upon completion, the client receives a welcome package and copies of the summary plan description and other plan materials. Authorized client personnel, usually the Plan Sponsor or adopting employer, contact the Client Service Center with any future plan changes and HRS Specialists execute the changes based on the request.

Participant Data/Enrollments

Once the participant has been set up in HRIS, subsequent participant-directed enrollment instructions, including deferral percentages and investment elections, are received directly via paper enrollment forms or online (Participant Web and mobile app enrollments). For participant elections requested through the Participant Web, the participant's user name and password/PIN are required for authorization (4.1) The Participant Web and HRIS systems have built-in edit checks to verify the total investment election entered equals 100%, and that salary deferrals requested are within plan parameters (4.5). A confirmation summary of the participant's account elections and subsequent account changes is generated automatically by the system and sent directly to the participant (via email or hard copy). Additionally, users of the Participant

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Web who initiate transactions receive an online confirmation statement summarizing investment elections and any changes made to their account after submitting a transaction online through the Participant Web (4.2). The majority of participant enrollments are submitted via the Participant Web. All subsequent enrollment changes by the participant are transmitted back to the respective Paychex payroll system. For non-Paychex payroll clients, Paychex sends notification of the change to the client with instructions to view the details on the specific participant's change via the website.

Retirement services transactions on OmniPlus and HRIS are accurately logged, including the date, time, and name of the individual who initiated the transaction (4.7) An HRS Specialist performs a monthly quality control review on a sample of investment elections and deferral percentage changes input manually to HRIS from the enrollment form. Any discrepancies are researched and corrected in a timely manner (4.6).

Contributions/Loan Repayments

Contribution transactions are identified as employee deferrals, employer contributions, catch-up contributions, or loan repayments. For tax purposes, these contributions are identified as pre-tax or after-tax.

Participants fund their accounts through salary deferrals. The relevant payroll information is received by Retirement Services directly from a Paychex payroll branch or directly from the client. Contributions for 401(k) deductions for each payroll are collected by Paychex through an EFT (Contribution EFT) from the client's designated bank account, typically on the date of the participant's paycheck that corresponds to the contributions. Generally, the Contribution EFT is deposited in the Master Custody Account on check date. Transmission activity is posted to HRIS with its respective effective date based on the file received from payroll (2.6). All wires containing contributions are deposited in the Master Custody Account and logged into Salesforce. Participant rollover contributions and accelerated loan repayments are received with written processing instructions from the participant. Checks are sent to a lockbox in the Master Custody Account. Any checks which are received by the Paychex Operations Center are logged in Salesforce where they are tracked until deposited in the Master Custody Account.

A listing of outstanding manual contributions is generated on a weekly basis and reviewed by the Client Asset Management Team for items outstanding for more than 10 days. Status updates for these items are documented and resolved (2.2). Contributions are recorded to participant accounts in HRIS based on the request from the participant or the instructions from the employers (2.1). Participant contributions, rollovers, loan repayments, and employer contributions are applied in HRIS based on the participants' specified election directions and percentages and/or the instructions received from the employers. Trades are posted to OmniPlus accordingly based on the information in HRIS (2.5). Identified discrepancies are researched and corrected in a timely manner (2.1).

The OmniPlus application rejects transactions based on pre-defined conditions (e.g., insufficient balance in account, discrepancy in funds data, missing/incorrect participant information) and lists the rejected transactions on the Transaction Reject Report. HRS Specialists review the Transaction Reject Report generated from OmniPlus and correct rejected transactions daily as necessary (2.4).

Transfers between Available Investment Options

Participants can request transfers using the Participant Web and can elect to transfer all or part of their balances among the investment options offered within their plan. Transfers are processed as the sale of one investment and the purchase of another (3.6). A confirmation letter is forwarded to the participant executing the transaction the next business day. Additionally, users of the Participant Web who initiate transactions receive an online confirmation statement summarizing transfer requests made within their account.

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Distributions/Loan Issuance

Distribution

Distributions include retirement benefit payments, terminations, hardship withdrawals, and in-service withdrawals (each based on one or more qualifying events), plan rollovers, and loan distributions. Qualifying events are identified based on information the client provides to Paychex (i.e., employee status, disability or death, termination of the plan).

Participants can request distributions in accordance with federal law and their plan provisions through the Participant Web or by submitting the necessary paperwork. All distribution request paperwork must be approved by an authorized party prior to processing (3.1). For distributions requested through the Participant Web, the participant's user name and password/PIN are required for authorization (3.3). HRIS performs edit checks to verify that the plan/participant distribution requests are eligible (3.5). Participants also receive distribution notices when it is time to take a Required Minimum Distribution or automatically when their termination date prompts the generation through the Paychex payroll process. Involuntary distributions, Qualified Domestic Relations Order (QDRO), death, and hardship distributions require written authorization from the trustee. Participant distributions, including loans, rollovers, and lump sums, are made completely and accurately based on the required information detailed in the distribution requests (3.2). The distribution process includes sale of the plan assets, formal reconciliation of the participant accounts, and issuance of the funds to the participant by check, or Automated Clearing House (ACH) credit. Distribution requests are logged in HRIS accurately and processed timely. Issues identified are investigated and resolved (3.4)

For taxable distributions or withdrawals, including retirement benefit payments, termination, hardship withdrawals, and in-service withdrawals (each based on qualifying events), applicable federal and state taxes are calculated and withheld from the distribution. Compliance monitors the tax rate updates from the federal and state/territory agencies. Tax rates are manually updated in HRIS and the application is configured to accurately apply tax withholding rate information (3.7). The appropriate tax notifications as well as the electronic transfer of funds to the applicable tax or regulatory agencies are prepared and processed by Paychex and are not within the scope of this report.

The non-vested amounts of the distributions are treated as forfeited funds. Vesting is automatically applied by HRIS based on the schedule authorized by the Plan Administrator in the Adoption Agreement, taking into account participant eligibility data. Quarterly, HRS Specialists review the accuracy of vesting percentages for a selection of clients using the Quarter End Package Verification checklists (5.5). Exceptions are documented and resolved. When a participant takes a distribution, the vesting percentage from HRIS is automatically sent to OmniPlus before the distribution is processed. Some distribution types are manually entered into OmniPlus (i.e., splits and partials) and require the HRS Specialist to update the vesting percentage in OmniPlus to ensure consistency with HRIS before the distribution is processed. When a terminated participant takes a distribution, all forfeitures (non-vested funds) are automatically calculated accurately based on the plan provisions and participant vesting, and applied to the client's account timely. On an annual basis, the employer may choose to either have forfeiture funds allocated by Paychex to eligible participants according to their individual investment preferences or to offset plan expenses or annual employer contributions (5.6).

Loans

Participants can request loans in accordance with federal law and their Plan provisions either through the Participant Web or by submitting the necessary paperwork. Each loan must be approved by an authorized party prior to processing (3.1). For loans requested through the Participant Web, the participant's user name and password/PIN are required for authorization (3.3). The loan request process includes the determination of participant eligibility and loan criteria in accordance with the Plan's Basic Plan Document and the service agreement defining roles and responsibilities for the Plan Loan Program. Relevant loan documents and disclosures are provided online. For loans not initiated via the Participant Web, all loan documents, consisting of the Loan Application, Truth-in-Lending Disclosure Statement, and basic approval forms for check issuance and repayment instructions, are directly mailed to the participant. Upon return receipt, the Loan Application is reviewed by Loan and Distribution Specialists, the trade instructions are completed, and the funds are distributed by check or ACH credit to the participant requesting the loan. HRIS performs edit checks to verify that the plan/participant distribution requests are eligible and that the requested amount of the loan is allowed (3.5). Participant distributions, including loans, rollovers, and lump sums, are made completely and accurately based on the required information detailed in the distribution requests (3.2). Loan requests are logged in HRIS accurately and processed timely. Issues identified are investigated and resolved (3.4). The participant payroll deduction order is created, and the loan balance is reduced when subsequent deductions are received. All loan repayment information is transmitted back to the respective Paychex payroll system. For non-Paychex payroll clients, Paychex sends notification of the participant loan to the client. Loans are documented on a Disbursement Register. Loan defaults are controlled systematically and late payment notification letters are sent to the participant and the client. When defaults occur, they are reported to the participant on the IRS Form 1099R.

Dividend and Daily Earnings

The HRS Supervisor, Team Lead, or Senior Specialist reviews a random sample of funds monthly and compares the dividend information to an external source to ensure the accuracy of the information in HRIS. The HRS Supervisor, Team Lead, or Senior Specialist signs off that the review was completed (5.1). Dividends, daily interest income, and capital gain earnings are accrued and posted based on net asset value, record date, payable date, reinvest date, and beginning and ending accrual dates, as applicable. OmniPlus automatically calculates and posts dividend/earnings activity to participant accounts completely and accurately based on the participant accounts holding percentage (5.2). The recordkeeping system balances are reconciled with the trading partner balances daily.

Daily Plan and Participant Account Valuation

After the market closes each day, price information is received electronically from trading partners and trades are formatted and posted to participant accounts. Prices are applied to the transactions resulting from the current day's trades. Prices provided by the respective providers are used to value plan and participant accounts daily. A valuation is automatically performed by the OmniPlus application and updates are applied completely and accurately to HRIS plan and the participant accounts (5.3).

Daily Processing/Trading

Daily processing includes plan and employee maintenance, trade preparation, the trading process, trading partner instructions, and bank account and investment reconciliation.

The defined contribution retirement plans process trade instructions daily. Each trading partner receives trade files and confirms the receipt of buy and sell instructions. Purchase and Sales Blotters are systematically generated to allow for the reconciliation of trades and update of client records.

Contribution, Loan, and Distribution data are received for edit processing prior to trading each day. Plan updates and employee changes are included during the trading process. The Participant Web references the most current participant data.

Requests from the Participant Web are automatically processed in HRIS and traded through OmniPlus accurately and timely (4.3). Prior to the nightly trade process, fund transfers initiated through the Participant Web and not processed automatically (i.e. due to insufficient funds, self directed brokerage accounts, etc.) are generated on the Transcompare Report reviewed by the HRS Specialist and resolved, as necessary, in a timely manner (4.4).

Reconciliations

After the trading partner has received and processed the trade file, a confirmation file is electronically delivered back to Paychex. A Purchase and Sales Blotter is generated. The Purchase and Sales Blotter indicates if each transaction from the prior day was confirmed or rejected by the trading partners. Trade Reconciliation Specialists reconcile purchase and sale activity with the trading partners daily. Transactions that are rejected are investigated and followed up on (5.4). 401(k) trade purchase wires are prepared by a Trade Reconciliation Specialist, approved and released by Treasury Specialist. Some trading partners may net daily purchase and sale transactions, and a net wire may be received by Paychex.

Each day, the trading partners generate and send a position file to Paychex detailing the share balances they hold. Daily, the Trade Reconciliation team reconciles and investigates any discrepancies between this file and the balances in OmniPlus. A formal reconciliation report is produced for the last day of each month, noting the outstanding discrepancies as of that day. This monthly report is signed off by the Trade Reconciliation Specialist and the Trade Reconciliation Supervisor. Differences between this report and the balances Paychex has in OmniPlus are researched and corrected (5.7).

In addition, Client Funds Accounting Specialists reconcile HRIS and the bank statement. The reconciliation is reviewed by Client Funds Accounting Management. Discrepancies identified are tracked and resolution is documented. (2.3).

Reporting

The HRIS application is configured to produce participant statement files completely and accurately using client and participant information stored in the application (6.3). Samples of the participant summary reports and participant statements are reviewed quarterly by HRS Specialists for completeness and accuracy. Exceptions are documented and resolved in a timely manner (6.2). The Retirement Services websites are configured to provide the participant summary report and the quarterly participant statement (6.1). Individual account balances and participant statements are also available through the Participant Web.

CONTROL OBJECTIVES AND RELATED CONTROLS

Paychex, Inc.'s control objectives and related controls are included in Section Four of this report, Paychex, Inc.'s Control Objectives and Related Controls and PwC LLP's Tests of Controls and Results of Tests. Although the control objectives and related controls are presented in Section Four, they are nevertheless an integral part of Paychex, Inc.'s description of its system.

COMMUNICATION

Information Flow from Senior Management to Operations Management

Communication between senior and operations management includes updates when written communication is appropriate, periodic department meetings between each executive and their direct reporting managers, and other discussions as needed. Communication is encouraged at all levels of Paychex.

Operating Procedures Manuals

Manuals help maintain consistent operating procedures and provide a reference to employees in the conduct of their daily responsibilities. Procedures and documentation are maintained and updated online.

Communication with Clients

As part of the Company's commitment to providing quality customer service, Paychex has regular communication between clients and product specialists. Paychex uses and provides an array of communication methods, including technical help desks; regular written and email updates on payroll regulation, retirement services and tax changes, client surveys, and access to www.paychex.com.

COMPLEMENTARY USER ENTITY CONTROLS

The Retirement Services system was designed with the assumption that certain controls would be implemented by its user entities. In certain situations, the application of specific controls at the user entities is necessary to achieve certain control objectives identified in this report. Therefore, each user entity's internal control structure must be evaluated in conjunction with the internal controls described in this report.

The Company's complementary user entity controls are included in Section Four of this report, *Paychex, Inc.'s Control Objectives and Related Controls and PwC LLP's Tests of Controls and Results of Tests*, to eliminate the redundancy that would result from listing them here in Section Three and repeating them in Section Four. The list of complementary user entity controls presented with certain specified control objectives does not represent a comprehensive list of all the control that should be implemented by user entities. Each user entity must evaluate its own system of internal control to determine if the complementary user entity controls are in place.

COMPLEMENTARY SUBSERVICE ORGANIZATION CONTROLS

The Retirement Services system was designed with the assumption that certain internal controls must be placed in operation by the subservice organizations. The application of such internal controls by the subservice organizations is necessary to achieve certain control objectives identified in this report.

This section describes the subservice organizations and certain controls that should exist at the subservice organizations in order to achieve the control objectives identified in this report.

For the control objectives listed below, Paychex uses subservice organizations to support the achievement of control objectives identified in this report. The subservice organization controls presented below should not be regarded as a comprehensive list of all the controls that should be employed by the subservice organizations.

Subservice Organization	Services Provided	Applicable Control Objective(s)	Complementary Subservice Organization Controls
Paychex PD&IT	General Information Technology Controls	CO1, CO2, CO3, CO4, CO5, CO6	Paychex PD&IT should have general information technology controls in place for change management, network security, operational monitoring and problem management, logical access, physical access, environmental systems, data backup, and scheduling to support the complete, accurate and timely processing and reporting of transactions.
Merrill Lynch, Fidelity Investors, Federated Investors, Transamerica and American Trust Custody (formerly known as Mid-Atlantic Trust Company)	Trading-related services	CO5	The subservice organization should have controls in place to ensure that accurate mutual fund prices and dividend rates are provided timely. Further, the subservice organization should have controls in place to ensure that trade instructions are executed and confirmed timely, and that accurate fund account balances are reported.
Fidelity Information Systems, LLC (FIS)	Develop and maintain the application OmniPlus	CO2, CO3 CO4, CO5, CO6	The subservice organization should have controls in place for change management to support the complete, accurate, and timely processing and reporting of transactions.

SECTION FOUR

PAYCHEX, INC.'S CONTROL OBJECTIVES AND RELATED CONTROLS AND PwC LLP'S TESTS OF CONTROLS AND RESULTS OF TESTS

PAYCHEX, INC.’S CONTROL OBJECTIVES AND RELATED CONTROLS AND PWC LLP’S TESTS OF CONTROLS AND RESULTS OF TESTS

Completeness and Accuracy of Information Produced by the Entity: When using information produced by Paychex, Inc., PwC evaluated whether the information was sufficiently reliable for our purposes, including, as necessary, obtaining evidence about the completeness and accuracy of the information and evaluating whether the information was sufficiently precise and detailed for our purposes.

RETIREMENT SERVICES PROCESSING CONTROLS

New Plan Setup and Maintenance

Control Objective #1: Controls provide reasonable assurance that new plans and modified plans are authorized and are completely and accurately recorded in the system.

	<i>Description of Controls</i>	<i>PwC LLP’s Tests of Controls</i>	<i>Results of Tests</i>
1.1	<i>Edit Checks</i> HRIS performs edits on new plans and modifications of existing plans and participant information so that errors are identified and corrected prior to the implementation of the plan or modification.	Observed an HRS Specialist input plan information to determine whether HRIS edit checks were in place and error messages were displayed for invalid data. Observed an HRS Specialist perform a plan setup that failed the edit checks to determine whether HRIS prevented the plan setup implementation until the HRS Specialists corrected the errors. Observed an HRS Specialist perform a valid plan setup to determine whether HRS successfully processed the plan.	No exceptions noted.
1.2	<i>Plan Authorization</i> Prior to processing, the Adoption Agreement document is approved by an authorized party for new plans. Prior to processing, approval is provided by an authorized party for modified plans.	For a sample of new or modified plans inspected the Adoption Agreement document to determine whether they were approved by an authorized party prior to processing.	No exceptions noted.

Complementary User Entity Controls

Controls should be established at user entities to provide reasonable assurance that:

- The Adoption Agreement and any subsequent changes to the Adoption Agreement is reviewed and approved by an appropriate and authorized member of client management.
- Written notification of changes to individuals authorized to effect activities is communicated to Paychex timely.
- The plan setup, or modifications after changes have been made, is verified by an appropriate and authorized member of client management.
- The hire, re-hire, and termination status and dates of all employees is verified by an appropriate and authorized member of client management and changes are communicated to Paychex.

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Cash Receipts

Control Objective #2: Controls provide reasonable assurance that cash receipts for contributions, rollovers, and loan repayments are recorded and posted completely and accurately.

	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
2.1	<i>Cash Receipt Processing</i> Cash receipts (checks, wire transfers, and non-payroll ACH transactions) are recorded manually in Salesforce and HRIS is updated to process and post trades to OmniPlus accordingly. Contributions are recorded to participant accounts in HRIS based on the request from the participant or the instructions from the employers. Identified discrepancies are researched and corrected in a timely manner.	For a sample of cash receipts, inspected Salesforce, HRIS and OmniPlus records to determine whether the transaction amounts agreed to the bank statement and whether the contributions were recorded in HRIS as per the request from the participant or the instructions from the employers. If discrepancies were identified inspected evidence that they were researched and corrected.	No exceptions noted.
2.2	<i>Outstanding Manual Contributions</i> The list of outstanding manual contributions are generated on a weekly basis and reviewed by the Client Asset Management Team for items outstanding for more than 10 days. Status updates for these items are documented and resolved.	For a sample of weeks, inspected the list of outstanding manual contributions and supporting evidence to determine whether they were reviewed, there were status updates for items outstanding for more than 10 days, and outstanding items were documented and resolved.	No exceptions noted.
2.3	<i>Bank Statement Reconciliations</i> Client Funds Accounting Specialists reconcile HRIS and the bank statement. The reconciliation is reviewed by Client Funds Accounting Management. Discrepancies identified are tracked and resolution is documented.	For a sample of months, inspected HRIS and the bank statement reconciliation to determine whether the reconciliation was performed as scheduled, discrepancies were tracked, and resolution was documented.	No exceptions noted.
2.4	<i>Transaction Reject Report Review</i> The OmniPlus application rejects transactions based on pre-defined conditions (e.g., insufficient balance in account, discrepancy in funds data, missing/incorrect participant information) and lists the rejected transactions on the Transaction Reject Report. HRS Specialists review the Transaction Reject Report generated from OmniPlus and correct rejected transactions daily as necessary.	For a sample of days, inspected the Transaction Reject Reports and supporting documentation from OmniPlus to determine whether the reports were reviewed by HRS Specialists and rejected items were corrected as necessary.	No exceptions noted.

	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
2.5	<i>Participant Contributions, Rollovers, Loan Repayments, and Employer Contributions</i> Participant contributions, rollovers, loan repayments, and employer contributions are applied in HRIS based on the participants' specified election directions and percentages and/or the instructions received from the employers. Trades are posted to OmniPlus accordingly based on the information in HRIS.	For a sampled participant contribution, rollover, loan repayment, and employer contribution, inspected the participant/employer account records in HRIS and OmniPlus to determine whether they were applied and trades posted in accordance with participants' specified election directions and/or employer instructions.	No exceptions noted.
2.6	<i>ACH Transaction Processing</i> Contribution EFTs for 401(k) deductions are processed with payroll. Transmission activity is posted to HRIS with its respective effective date based on the file received from payroll. Trades are posted to OmniPlus accurately based on the information in HRIS and the request from the participant.	For a sample of payroll transmissions, including contribution EFTs for 401(k) deductions, inspected transmission activity to determine whether the transmission was posted to HRIS with an effective date and accurately reflected the file received from payroll. Inspected a sampled trade to determine whether the trade posted to OmniPlus accurately in accordance with the information defined in HRIS and the request from the participant.	No exceptions noted.

Complementary User Entity Controls

Controls should be established at user entities to provide reasonable assurance that:

- Reconciliations of client bank statement activity for 401(k) contributions to the payroll accounts are performed timely.
- Reconciliations of client bank statement activity for 401(k) contributions sent via checks, wire transfers, and non-payroll ACH are performed timely.
- Updated banking account information is communicated to Paychex in a timely manner.
- Sufficient funds are available in the specified bank account.

Distributions

Control Objective #3: Controls provide reasonable assurance that distributions including loans, rollovers, and lump sums are authorized, and are recorded completely, accurately, and in a timely manner.

	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
3.1	<i>Distributions Authorization</i> Distribution requests, including loans, rollovers, and lump sums, are approved by an authorized party prior to processing.	For a sample of distributions, inspected the requests to determine whether the distribution request including loans, rollovers, and lump sums were approved by an authorized party prior to being processed.	No exceptions noted.
3.2	<i>Distributions Details</i> Participant distributions, including loans, rollovers, and lump sums, are made completely and accurately based on the required information detailed in the distribution requests.	For a sample of distributions, including loans, rollovers, and lump sums, inspected documentation to determine whether the required distribution request was complete. For a sample of distributions, including loans, rollovers, and lump sums, inspected documentation to determine whether the distribution details agreed to HRIS and the distributions were accurate.	No exceptions noted.
3.3	<i>Participant Access Authorization</i> For loans and distributions requested through the Participant Web, the participant's user name and password/PIN are required for authorization.	Observed an HRS Specialist acting as a participant attempt to access the Participant Web for a loan and distribution request to determine whether the participant's user name and password/PIN were required for authorization.	No exceptions noted.
3.4	<i>Loans and Distributions Processing</i> Loans and distribution requests are logged in HRIS accurately and processed timely. Issues identified are investigated and resolved.	For a sample of loans and distribution requests, inspected HRIS records and supporting documentation to determine whether the loans and distributions were logged accurately and paid in a timely manner or investigated as required.	No exceptions noted.

	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
3.5	<p><i>Automated Edit Checks</i> HRIS performs edit checks to verify that the plan/participant distribution requests are eligible and that the requested amount of the loan is allowed.</p>	<p>Observed an HRIS Specialist attempt to input a distribution request in the application to determine whether edit checks were in place to verify the eligibility of plan/participant distribution requests.</p> <p>Observed an HRIS Specialist attempt to process a loan dollar amount over the maximum dollar amount allowed for a participant to determine whether the system prevented the loan.</p> <p>Observed an HRIS Specialist attempt to process a loan over the number of loans allowed per participant to determine whether the system prevented the loan.</p>	No exceptions noted.
3.6	<p><i>Plan Asset Transfer Requests</i> Plan asset transfers are requested by authorized personnel and processed accurately as per instructions on the Plan Asset Transfer Form.</p>	<p>For a sample of plan asset transfers, inspected the Plan Asset Transfer Form to determine whether the request was made by authorized personnel.</p> <p>For a sample of plan asset transfers, inspected the wire request and the bank statement to determine whether the plan asset transferred accurately in accordance with the Plan Asset Transfer Form.</p>	No exceptions noted.

	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
3.7	<p><i>Tax Withholding Rates</i></p> <p>Compliance monitors the tax rate updates from the federal and state/territory agencies. Tax rates are manually updated in HRIS and the application is configured to accurately apply tax withholding rate information.</p>	<p>For a sample of states/territories, inspected HRIS and supporting documentation to determine whether compliance monitored tax rate updates from federal and state/territory agencies and whether HRIS was configured with the tax rates as per the respective state/territory agencies.</p> <p>For a sampled distribution, reperformed the state tax withholding rate information calculation to determine whether HRIS accurately calculated tax withholdings.</p> <p>For a sampled distribution, reperformed the federal tax withholding rate information calculation to determine whether HRIS accurately calculated tax withholdings.</p>	No exceptions noted.

Complementary User Entity Controls

Controls should be established at user entities to provide reasonable assurance that:

- Qualifying events are identified and reported to Paychex in a timely manner.
- Participant Web password/PIN security is maintained.
- Plan transfer paperwork is reviewed and approved by an authorized member of client management.
- All distributions are reviewed for accuracy, including federal and state/territory tax withholdings on distributions, and discrepancies are reported timely to Paychex for correction.

Investment Transaction Processing

Control Objective #4: Controls provide reasonable assurance that transactions initiated by the participant are authorized by the participant and recorded completely, accurately, and in a timely manner.

	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
4.1	<i>Participant Election Request User Authentication</i> For participant elections requested through the Participant Web, the participant's user name and password/PIN are required for authorization.	Observed an HRS Specialist acting as a participant attempt to access the Participant Web to determine whether the participant's user name and password/PIN were required for authorization.	No exceptions noted.
4.2	<i>Confirmations for Online Transactions</i> HRIS provides complete and accurate confirmation details to the participant after submitting a transaction online through the Participant Web.	Observed an HRS Specialist acting as a participant attempt to process a transaction using the Participant Web to determine whether HRIS presented the participant with complete and accurate transaction details in an online confirmation screen.	No exceptions noted.
4.3	<i>Automated Participant Web Transactions</i> Requests from the Participant Web are automatically processed in HRIS and traded through OmniPlus accurately and timely.	For a request initiated through the Participant Web, inspected HRIS and OmniPlus system to determine whether the request was processed and recorded accurately and in a timely manner.	No exceptions noted.

	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
4.4	<p><i>Participant Web Transactions</i> Prior to the nightly trade process, fund transfers initiated through the Participant Web and not processed automatically are generated on the Transcompare Report. This report is reviewed by the HRS Specialist, and resolved, as necessary, in a timely manner.</p>	For a sample of days, inspected the reconciliation reports and supporting documents to determine whether all fund transfers initiated through the Participant Web but not processed automatically (i.e. due to insufficient funds, self-directed brokerage accounts, etc.) were reviewed by the HRS Specialist and resolved in a timely manner.	No exceptions noted.
4.5	<p><i>System Edit Checks</i> Participant investment election and salary deferral transactions are subject to the automated system edit checks:</p> <ul style="list-style-type: none"> - Participant Web and HRIS prevent investment election percentages greater than and less than 100% - Participant Web and HRIS prevent salary deferral percentages greater than the amount specified by the client's plan. 	<p>Observed an HRS Specialist acting as a participant enter investment election percentages greater than and less than 100% to the Participant Web and HRIS to determine whether the system prevented an investment election percentage greater than or less than 100%.</p> <p>Observed an HRS Specialist acting as a participant enter salary deferral percentages greater than the amount specified by the client's plan to Participant Web and HRIS to determine whether the system prevented election salary deferral percentages greater than those allowed by the plan.</p> <p>Observed an HRS Specialist acting as a participant enter a salary deferral percentage equal to the amount specified in the client plan and an investment election percentage equal to 100% to Participant Web and HRIS to determine whether the system processed the salary deferral and investment election transactions.</p>	No exceptions noted.
4.6	<p><i>Investment Elections Quality Control Review</i> An HRS Specialist performs a monthly quality control review on a sample of investment elections and deferral percentage changes input manually to HRIS from the enrollment form. Any discrepancies are researched and corrected in a timely manner.</p>	<p>For a sample of months, inspected the monthly quality control review and supporting documentation to determine whether the HRS Specialist performed the quality review.</p> <p>For the selected months, reperformed the quality control review to ensure changes were entered accurately in accordance with the enrollment forms. In the event discrepancies were identified, inspected supporting evidence to confirm they were addressed in a timely manner.</p>	No exceptions noted.

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	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
4.7	<i>Transaction Logs</i> Retirement services transactions on OmniPlus and HRIS are logged, including the date, time, and name of the individual who initiated the transaction accurately.	Observed a staff person process a retirement services transaction on both OmniPlus and HRIS to determine whether the transaction logs accurately recorded the date, time, and name of the individual who initiated the transactions.	No exceptions noted.

Complementary User Entity Controls

Controls should be established at user entities to provide reasonable assurance that:

- Participant Web password/PIN security is maintained.
- Participants are provided instructions to review confirmations and to report discrepancies timely to Paychex for correction.
- Their non-Paychex payroll systems are updated for participant changes.

Investment Recordkeeping

Control Objective #5: Controls provide reasonable assurance that accurate pricing information is received from the trading partners and dividends, earnings, investment trading, vesting, and forfeitures are processed completely, accurately, and timely.

	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
5.1	<i>Dividend/Earnings Activity Processing</i> Monthly, the dividend information for a random sample of funds is compared to an external source to ensure the accuracy of the information in HRIS. The HRS Supervisor or Team Lead signs off that the review was completed.	For a sample of months, inspected documentation to determine whether the HRS Supervisor or Team Lead reviewed a random sample of funds and compared the dividend information from HRIS to an external source for accuracy and whether they signed off evidencing that the review was completed.	No exceptions noted.
5.2	<i>Calculation and Posting of Dividend/Earnings</i> OmniPlus automatically calculates and posts dividend/earnings activity to participant accounts completely and accurately based on the participant accounts holding percentage.	For a sampled participant account, recalculated the dividends/earnings that were posted to the participant account to determine whether the OmniPlus application calculated the dividend/earnings completely and accurately based on the participant's account holding percentage.	No exceptions noted.
5.3	<i>Plan and Participant Account Valuations</i> On a daily basis, pricing information is received electronically from the trading partners and a valuation is automatically performed by the OmniPlus application and updates are applied completely and accurately to HRIS plan and the participant accounts.	For a sample of days and investments, inspected pricing documentation and system records to determine whether the values in HRIS agreed completely and accurately to the trading partners published price of the investment for the respective dates. For a sampled participant account, re-calculated the trading activity and account balance based on the pricing information received for that day to determine whether the OmniPlus application calculated the value of the trade and the account accurately using the received pricing information.	No exceptions noted.

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	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
5.4	<p><i>Purchase and Sale Transactions</i> Trade Reconciliation Specialists reconcile purchase and sale activity with the trading partners daily. Transactions that are rejected are investigated and followed up on.</p> <p>401(k) trade purchase wires are prepared by a Trade Reconciliation Specialist, approved and released by Treasury Specialist.</p> <p>For trading partners that net daily purchase and sale transactions, a net wire may be received by Paychex and is agreed to the daily bank statement.</p>	<p>For a sample of days and trading partners, inspected the purchase and sale reconciliation to determine whether the transactions received by the trading partner were reconciled to the transactions sent by Paychex.</p> <p>For a sample of days and trading partners, obtained the daily reconciliations and, for a selection of rejected trades, inspected supporting documents to determine whether the rejected trades were investigated and followed up on.</p> <p>For a sample of days and trading partners, inspected supporting documents to determine whether the 401(k) trade purchase wires were prepared by a Trade Reconciliation Specialist, approved and released by a Treasury Specialist.</p> <p>For a sample of days and trading partners that net daily purchase and sale transactions where a net wire was received by Paychex, inspected the daily bank statement to determine whether the wired amount received was accurate.</p>	No exceptions noted.
5.5	<p><i>Vesting Percentage Review</i> HRS Specialists review the accuracy of vesting percentages for a selection of clients using the Quarter End Package Verification checklists. Exceptions are documented and resolved.</p>	<p>For a sample of quarters, inspected the Quarter End Package Verification checklists to determine whether the vesting percentage review was conducted and whether exceptions identified were documented and resolved.</p> <p>For a sampled participant account for each sampled quarter, recalculated the participant's years of service/vesting credit noted in HRIS to determine whether the participant's vesting percentage was accurate based on the vesting schedule and the participant's years of service/vesting credits.</p>	No exceptions noted.
5.6	<p><i>Terminated Participant Distribution</i> When a terminated participant takes a distribution, all forfeitures (non-vested funds) are automatically calculated accurately based on the plan provisions and participant vesting, and applied to the client's account timely where they can be allocated to eligible employees or used to offset plan expenses.</p>	<p>For a sample of terminated participant forfeitures, inspected client and participant level accounts to determine whether the non-vested portion of the employer contributions were calculated accurately as per the plan documentation and applied to the client account timely.</p>	No exceptions noted.

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	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
5.7	<p><i>Share Balance Reconciliation</i></p> <p>Each day, the trading partners send a position file detailing the share balances they hold. Daily, the Trade Reconciliation team reconciles and investigates any discrepancies between this file and the balances in OmniPlus. A formal reconciliation report is produced for the last day of each month, noting the outstanding discrepancies as of that day. This monthly report is signed off by the Trade Reconciliation Specialist and the Trade Reconciliation Supervisor.</p>	<p>For a sample of days, inspected documentation to determine whether the Trade Reconciliation team reconciled the trading partner position files of share balances to the balances in OmniPlus, discrepancies were investigated, and resolution was documented.</p> <p>For a sample of months, inspected the reconciliation report to determine whether it was signed off by a Trade Reconciliation Specialist and a Trade Reconciliation Supervisor, outstanding discrepancies were investigated, and resolution was documented.</p>	No exceptions noted.

Complementary User Entity Controls

Controls should be established at user entities to provide reasonable assurance that:

- Participants are provided instructions to review distributions for accuracy and to report discrepancies timely to Paychex for correction.
- Participant terminations are identified and reported to Paychex in a timely manner.
- All vesting percentages for terminated participants are reviewed for accuracy and discrepancies are reported timely to Paychex for correction.
- The allocation of forfeitures applied to the client account is communicated to Paychex.

Participant Statements

Control Objective #6: Controls provide reasonable assurance that Participant Summary and Participant Statements are produced completely and accurately.

	<i>Description of Controls</i>	<i>PwC LLP's Tests of Controls</i>	<i>Results of Tests</i>
6.1	<i>Participant Summary Report and Participant Statement File Availability</i> The Retirement Services websites are configured to provide the participant summary report and the quarterly participant statement.	Inspected the Retirement Services websites to determine whether the websites provided the participant summary report and the quarterly participant statement. Inspected the system configurations pertaining to the generation of the participant summary report and quarterly participant statement within the Retirement Services websites. For one sampled client and one sampled participant, inspected the output of the website reports to determine whether the reports were produced with complete and accurate client and participant information as stored in the application.	No exceptions noted.
6.2	<i>Participant Summary and Participant Statement Review</i> Samples of participant summary reports and participant statements are reviewed quarterly by HRS Specialists for completeness and accuracy. Exceptions are documented and resolved.	For a sample of quarters, inspected the checklists and supporting documentation to determine whether the HRS Specialists reviewed a sample of participant summary reports and participant statements for completeness and accuracy. If exceptions were identified, inspected supporting documentation to determine whether they were documented and resolved in a timely manner.	No exceptions noted.
6.3	<i>Participant Statement Files</i> The HRIS application is configured to produce participant statement files completely and accurately using client and participant information stored in the application.	Inspected the HRIS application configuration and generation of the participant statement file to determine whether the HRIS application produced the participant statement file with complete and accurate client and participant information stored in the application.	No exceptions noted.

Complementary User Entity Controls

Controls should be established at user entities to provide reasonable assurance that:

- Review and reconciliation of reports provided by Paychex of plan accounts are performed timely, and written notice of any discrepancies is communicated to Paychex.
- Plan administrators distribute participant statements in a timely manner.

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SECTION FIVE
**OTHER INFORMATION PROVIDED
BY PAYCHEX, INC.**

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OTHER INFORMATION

This section, which describes the Company's other functions and services, is presented by Paychex to provide additional information and is not a part of the Company's description of controls that may be relevant to user organizations' internal control. Such information has not been subjected to the procedures applied in the examination of the description of Retirement Services and, accordingly, the auditor expresses no opinion on it.

Business Continuity and Recovery

Business Continuity Plans (BCPs) are maintained for all mission-critical and business-critical functions within Paychex. The BCPs document plans for the continuation of business activity during an interruption in service. All recovery plans for non-automated business processes are maintained in separate manuals by each business unit. Business unit plans help ensure that the business is prepared with the necessary communications and procedures in place to minimize impact. Within the plan, each point of failure is identified, and steps are documented to restore functionality, duplicate functionality, or provide suitable (even if reduced) alternate functionality. Technical components of the recovery plan, such as platform cutover steps, are stored electronically on a shared drive.

In addition, Paychex maintains a Paychex Recovery Command Team Guide. This guide is activated when the projected recovery time frame exceeds the maximum acceptable downtime or the recovery time frame for the production site or systems is not known for multiple critical functions at any Paychex facility. The objective of the Paychex Recovery Command Team Guide is to ensure that:

- An incident command team structure is in place to manage any size recovery effort.
- Essential personnel are identified and documented.
- Critical information, both electronic and hard copy, is copied and maintained off-site.
- Critical equipment is monitored and recoverable.
- Employees have a place to perform critical functions.
- Voice communication is available and data connectivity is provided to LAN/WAN and mid-frame operations.
- A detailed plan, tested regularly, is in place for performing functions in recovery mode.
- Decision-makers and public relations personnel are available and ready to respond, as necessary.

BCPs are maintained by the Information Management department through regularly scheduled reviews with designated subject matter experts. Plans are tested regularly. All issues resulting from the test are documented and followed up to closure by the Business Continuity team in conjunction with the appropriate business unit.

Privacy Statement

Paychex is committed to providing cost-effective payroll, payroll tax preparation, human resources, and employee benefits for any size business. To meet that commitment, clients may have to provide Paychex with business, financial, and/or personal information about the clients and individuals. Data privacy, and the privacy of the information provided, is important to us. We use reasonable care to protect data provided to us by or on behalf of our clients or prospective clients from loss, misuse, unauthorized access, disclosure, alteration, and untimely destruction. Our Privacy Policy and applicable service agreements govern personal information collected, processed, or disclosed by Paychex for its own purposes as well as information provided to us as a service provider for our Clients. It covers information collected online as well as offline, including personal data from our Clients about their current and/or prospective workers, as well as workers' dependents and/or family members as needed to provide Services.

For the most up to date information on the Paychex Privacy Policy please visit: <https://www.paychex.com/corporate/security/privacy>

Paychex Flex® SOC2 Report

A separate Paychex Flex® Retirement Services, Payroll and Reporting Services System SOC2 report is also issued on an annual basis. The scope of the separate SOC2 report is limited to Paychex Flex Retirement Services, Payroll, and Reporting Services, each of which are made up of multiple end-user applications, along with the associated principal service commitments and system requirements, and the related controls to meet the applicable trust services criteria for the security, availability, and processing integrity categories as set forth in TSP section 100, 2017 Trust Services Criteria for Security, Availability, Processing Integrity, Confidentiality and Privacy (AICPA, Trust Services Criteria). For additional details refer to the associated Paychex Flex SOC2 report, which should be read in tandem with this Information Technology services SOC1 report.

For more information on any Paychex products or services, call toll free at 1-800-322-7292 or visit the Company's web site at www.paychex.com.