



Code of Conduct and Ethics



Target audience:		Group Companies
Policy Owner (Responsible for the document):		JSC TBC Bank Legal Department Member of TBC Bank Group PLC Executive Committee, Head of JSC TBC Bank Human Capital Management Department
Units engaged in the implementation:		CEOs/Management boards of the Group Companies
Reviewed by:		TBC Bank Group PLC Executive Committee
Approved by:		TBC Bank Group PLC Board of Directors
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In the event of any discrepancies between the English version of this Policy and a translated version, the English version shall prevail.		
Version		Date
Current version	1 st	25-May-2023
Revision frequency	Annual/Ad hoc	
Accessibility	Public	
Application	All Group Companies must adhere to this Code in its entirety. If a Group Company wishes to adopt and modify its content, it may do so as long as the modifications do not contravene the intent of this Code. Otherwise, any changes made require approval from TBC Bank Group PLC Board of Directors.	
Definitions	Terms written in bold capital letters that have not been defined in this Code will carry the same meanings as stated in the Glossary approved by TBC Bank Group PLC Board of Directors	

TABLE OF CONTENT

1. MESSAGE FROM THE CHAIRPERSON	4
2. MESSAGE FROM THE CHIEF EXECUTIVE OFFICER	4
3. OUR MISSION, VALUES AND FUNDAMENTAL PRINCIPLES	4
4. HOW WE BEHAVE	6
5. OUR ROLE IN SOCIETY	6
6. ADDRESSING SUSTAINABILITY & ESG	6
7. TBC COMMUNITY	7
8. GOVERNANCE.....	8
9. ETHICS QUICK TEST	9
10. RISK CULTURE.....	10
11. COMPLIANCE.....	10
12. CONFLICTS OF INTEREST.....	12
13. SPEAKING UP AND RAISING CONCERNS.....	13
14. POLICIES AND GUIDANCE.....	13

1. MESSAGE FROM THE CHAIRPERSON

„**TBC** is deeply committed to being straightforward, accountable and honest in all of our business dealings at all times. **TBC** success is measured not only through financial metrics, but also through its contribution towards the common good. I am certain that **TBC** strategy, centered around the mission to make peoples’ lives easier, is moving the **Group** in the right direction. This Code of Conduct and Ethics (“the **Code**”) represents the shared obligation of **TBC** to operate with the highest level of integrity and ethical conduct. We have zero tolerance for unethical behavior, and we abide by the letter and spirit of the laws and regulations everywhere we do business. Personal accountability and ownership are priorities at our firm.

The **Code** guides us in terms of how we can best support our customers and clients, as well as how we can continue to build a respectful and diverse colleague culture, and one in which speaking up is valued. There is also specific guidance included here to help you think about managing risk, maintaining strong governance and achieving the highest ethical standards in your conduct.

We all must do our part to preserve the values that have made **TBC** the respected company it is today. “

Arne Berggren

Chairperson

2. MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

Our **Code** lays out the ethical principles of doing business that we expect from each one of our **Employees** and that helps us accomplish our ambitious business strategy. It is important that you fully adhere to the values and fundamental principles of the **Code**. No financial benefit can compromise our duty towards customers, shareholders and colleagues. I would like to ask you to carefully read the **Code**, gain a full understanding of your obligations and carry out your daily activities with our values and fundamental principles in mind.

3. OUR MISSION, VALUES AND FUNDAMENTAL PRINCIPLES

Present **Code** outlines the mission, fundamental principles and values that govern the way of working across our business. It provides guidance on working with **Employees**, customers and clients, business partners, suppliers, and other stakeholders.

The behavioral standard set by **TBC** applies to every **TBC Employee**, in every country. Our **Group Companies** are encouraged proactively to adopt an equivalent approach. A summary of our mission, fundamental principles and values is provided below:

Mission

To Make Peoples' Lives Easier

Our mission is deeply embedded in **TBC**'s culture and defines everything we do and the way we do it. By combining simplicity with excellence, we strive to create a truly unique experience for our customers.

Fundamental Principles:

Values:

Integrity

- We are clear, truthful and accurate in what we say and do, and we are accountable for our actions.

Acting as a team

- We value all our **Employees** equally; each of us acts in the best interest of the company. Our **Employees** are key to our success. Support of each other makes our ambitious goals achievable.

Respect

- We treat all stakeholders with respect and dignity. We promote equal opportunity. It is prohibited to engage in any kind of discriminatory treatment on any ground such as sex, race, color, language, age, citizenship, origin, place of birth, place of residence, social or property status, profession, religion or belief, nationality, ethnicity or social belonging, profession, family/marital status, health, disabilities, sexual orientation, gender identity and expression, political opinion, or other beliefs.

Professionalism

- We always strive for excellence. We are fulfilling assigned tasks in an ethical and honest manner. We acknowledge accountability for the actions we undertake.

Customer satisfaction

- We strive to identify the needs of every customer and act for their benefit; it is our priority to ensure positive customer experience. We believe transparency and due care is key to client satisfaction

Social Responsibility

- We aspire to foster the best working environment for our **Employees** and build long-term relationships with our partners, as well as make a positive contribution to society by supporting business, culture, sports and the young generation.

4. HOW WE BEHAVE

We apply our fundamental principles and values consistently across **TBC** in everything we do. This means that we act fairly, ethically, and openly and abide by standards which are, in many cases, higher than those set by the laws and regulations which apply to our business.

As **Employees** of **TBC**, we are all personally accountable for what we do every day. Personal accountability is central to our culture. How we behave is instrumental in achieving the highest standards of performance, adding value to our customers and clients, and meeting our regulatory obligations.

5. OUR ROLE IN SOCIETY

TBC acknowledges its role in serving society, and our business success has always been closely tied to the advancement of the people, communities, and enterprises we serve. As societal expectations for businesses continue to change, we strive to remain ahead of these expectations by focusing on our core services and cultivating strong relationships that make a positive impact. We understand that long-term success is not solely determined by commercial management but also through environmental protection, promoting social progress, and making responsible decisions with good governance practices.

6. ADDRESSING SUSTAINABILITY & ESG

TBC recognizes that its operations can have direct and indirect impact on the environment and the community in which it operates. **TBC's** objective is to responsibly manage the environmental and social risks associated with its operations, increase the resilience of customers, **Employees**, businesses, and society towards climate change risks and support them in pursuing climate-related opportunities. This approach enables us to reduce our ecological footprint by using resources efficiently, incorporating climate-related considerations in overall risk management and business planning, as well as to promote environmentally friendly measures for mitigation of and adaptation to climate change.

Addressing climate change is an urgent and complex challenge. It requires a fundamental transformation of the global economy, so that society stops adding to the total amount of greenhouse gases in the atmosphere. The financial sector has a critical role to play in supporting the economy to reach this goal and **TBC** is determined to play its part.

TBC is committed to the highest standards of corporate governance and aims to develop an organizational culture that respects and supports human rights in all its undertakings. **TBC** strictly adheres to international and domestic laws on human rights.

We strongly support diversity, equality and inclusion among our workforce, and eliminating unlawful discrimination. We embrace and encourage our **Employees'** differences in age, sex, color, disability,

ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, race, religion, sexual orientation, socio-economic status and other characteristics that make our **Employees** unique

A special focus is placed on the identification and elimination of any kind of **Employee** discrimination on any grounds whatsoever. We support the principles contained within the UN Global Compact Principles on Business and Human Rights, the Universal Declaration of Human Rights, the OECD Guidelines for Multinational Enterprises, and the ILO Core Conventions on Labor Standards.

7. **TBC COMMUNITY**

We want to make **TBC** a great place to work by embracing diversity and inclusivity in our operations. We prioritize trust among **Employees** and appreciate every individual's input towards the organization. We collaborate with **Employees** across the **Group** to deliver the best result for our stakeholders. We demand excellence and acknowledge - and take pride in – our achievements.

We foster a working environment in which **Employees** are trusted, take responsibility for both success and failure – without allocating blame – and are encouraged to challenge decisions or behaviors they believe are wrong. Doing the right thing and having the courage to speak up even when it feels uncomfortable is an important aspect of the **Code**. No-one should experience any form of retaliation, of any kind, because of reporting an issue or for speaking up.

We adhere to our values and fundamental principles in relation to our customers:

Excellent customer service is the cornerstone of **TBC** brand. We treat our customers with respect and professionalism. We put our customers' best interests at the forefront of everything we do. We understand diverse client needs, add value, and build trust and relationships that endure. We are committed to offering solutions of the highest quality to our clients. We constantly strive to anticipate the rapidly changing needs of our clients and to develop new services to meet those needs. In providing our services, we keep our commitments, deliver what we promise, and act with honesty and integrity, whilst pursuing our values.

We adhere to our values and fundamental principles in relation to our **Employees**:

Our human resources are the key source of competitive advantage for **TBC**. Our Human Capital Management team makes decisions in recruitment, appraising and rewarding **Employees** based on our values and ethical principles, therefore they are reviewed according to their merit, fairness, knowledge, skills, and abilities for the job. Because **TBC** respects each **Employee's** private life, social conscience and personal beliefs, managers may not require **Employees** to perform personal tasks nor attempt to force **Employees** into supporting any public issue, social cause, or political candidate.

TBC has a remuneration policy in place, which ensures that **Employees** receive fair compensation for the work they perform.

We embrace the rich diversity of our workforce, and we look to our service values and ethical principles to unite us and focus us on common goals. A diversity of **Employees** means diverse ideas and more inclusive work experience. It also means that our workforce reflects the diverse set of customers we serve and helps us to address — and respond to — a wide variety of needs and opportunities in the marketplace.

We do not tolerate discrimination, harassment, or inappropriate or abusive conduct by or against **Employees**, customers, suppliers, contractors, or any other individuals who conduct business or seek to do business with **TBC**.

We keep each other safe:

TBC is committed to ensuring the health and safety of our **Employees**, providing and maintaining a safe working environment to prevent occupational injury, ill-health and promoting mental wellbeing. **TBC** regards local legislative compliance as an absolute requirement but where practicable, will also seek to implement minimum standards with a focus on continually reviewing and, where necessary, further reducing any significant health and safety risks.

8. GOVERNANCE

TBC's main corporate governance body is the Board, as directed by the general meeting of shareholders. In addition, appropriate committees are established at the Board level. The **Group's** governance structure establishes a proper framework for the Board to pursue objectives that are in the interest of **TBC**, and effectively manage the relationship between the managers and shareholders. The Board has ultimate responsibility for the **Group's** business, risk strategy and financial soundness, and how it organizes and governs itself.

Board

The **Board** is responsible for:

- determining the values, vision, mission, organizational structure of the **Group**;
- ensuring that the **Group** is in full compliance with the principles of fairness, competence, professionalism, and ethics;
- determining the ethics standards and code of conduct of the **Group**;
- assessing the role of the managers in establishing and maintaining a healthy corporate and ethical environment.

Responsibilities of the Managers

In **TBC** we hold managers to a higher level of accountability for ethical behavior. As a manager, you are expected to uphold the spirit and intent of our ethical principles, demonstrate these principles in everything you do and lead with integrity. This means:

- **Being a role model for ethical behavior.**

What you say and what you do must reflect our ethical principles. As a leader, you set the tone. You must demonstrate the behaviors that we expect to see from all **Employees**. Help everyone around you learn how to do the right things by showing them what the right things are.

- **Promoting our culture of integrity.**

Make ethics awareness among your **Employees** a personal goal. Set the expectation that ethical behavior is a day-to-day responsibility and evoke our ethical principles and our **Code** during conversations about goals and performance.

- **Fostering open communication.**

Emphasize that you value – and expect – open and honest communication. Be available and accessible, and create an environment where **Employees** know that they can ask questions, raise concerns and report issues without fear of reprisal.

- **Recognizing behavior that exemplifies our ethical principles and values.**

By celebrating success, you reinforce our culture of integrity and provide tangible examples to **Employees** of how to get things done the right way.

- **Responding to misconduct and reporting violations.**

Take appropriate action immediately by involving higher levels of management or Human Capital Management Function, or by using the whistleblowing line. Do not attempt to investigate issues on your own.

9. ETHICS QUICK TEST

To ensure that our actions adhere to the best ethical standards, we ask ourselves the following questions:

- Is it legal?
- Is it ethical?
- Does it reflect **TBC** values?
- Does it comply with **TBC** policies?
- Does it protect the **Group** interests?
- Would it look okay in the news?
- Would our managers, directors and shareholders approve?
- Would our friends, family and community approve?

- Is it the right thing to do?

10. RISK CULTURE

Our Risk Culture is embedded in our Risk Appetite Framework (RAF) and risk management practice. The RAF is intended to create a robust operational environment, where all the material risks faced by **TBC** as well as any risk-taking activities that are beyond the **Group's** risk appetite are identified, reported and managed in a timely manner.

A strong risk culture that encompasses both prudential and conduct risk outcomes and prescribed behaviors is the essential foundation for intelligent risk-taking, which enables **TBC** to fulfil its mission and meet the needs and expectations of customers and other key stakeholders. All **Employees**, regardless of their position, function, or location, must play their part in **TBC's** risk management. **Employees** are required to be familiar with risk management policies, standards and supporting documentation which are relevant to their responsibilities, know how to escalate actual or potential risk issues, and have a role-appropriate level of awareness of the risk management process.

We are honest and transparent in our communication with our stakeholders, governments, and regulators. Every **TBC Employee** is expected to approach communication on social media with the outmost responsibility.

TBC is politically neutral. We do not participate in party political campaigning or make party political contributions.

TBC has relevant internal policies, procedures, and detailed instructions in place to prevent itself from being used for facilitation of money laundering, terrorism financing or engage in other unlawful activities such as bribery, corruption, or tax evasion. **TBC** has no tolerance for financial crime, regulatory breaches, and any attempt to circumvent **TBC's** financial crime policies and controls.

11. COMPLIANCE

Being aware of and complying with the laws and regulations under which **TBC** operates is not just a critical part of our business, but fundamental to who we are. Violating the law or engaging in unfair, deceptive, and abusive acts or practices may weaken customer confidence, put **TBC's** reputation at risk, impact market integrity, or result in regulator criticism, legal action, fines or penalties, or other negative repercussions.

TBC strives to adhere to all pertinent regulatory or market requirements, and as such has put into place numerous measures. For overseeing compliance risks effectively, we strive to:

- Combat fraud;
- Fully adhere to anti money laundering standards;
- Combat terrorist financing;
- Combat **Bribery** and **Corruption**;
- To avoid market abuse and insider dealing;
- To obey local and/or international laws as well as **Sanctions**.

Anti-Money Laundering

TBC is committed to conducting business complying with all laws related to **Money Laundering**, including those regarding terrorist financing and proliferation financing. **Employees** act diligently to prevent **Financial Crimes** and report any suspicions of illegal activity. By following **Anti-Money Laundering** regulations, global principles, internal policies, and procedures, we fulfill our obligations towards stakeholders.

Sanctions

TBC aims to maintain a secure financial system in the areas where it operates. To achieve this goal, **TBC** has implemented relevant policies covering **Sanctions**. Our set of rules provide as many requirements as possible for compliance and helps manage potential risks related to violating **Sanctions** laws or doing business with sanctioned entities while safeguarding **TBC's** reputation.

Anti-Bribery & Corruption

TBC strictly adheres to **Anti-Bribery** and **Corruption** laws in its operations, adopting a zero-tolerance policy towards such activities. Accordingly, **Employees** and directors are prohibited from engaging in **Bribery** or **Corruption**.

We establish unambiguous **Anti-Bribery** regulations and efficient monitoring mechanisms that address:

- Tone at the top/ governance support;
- Policies and procedures;
- Business processes risk assessment (including third-party due diligence);
- Communication and awareness;
- Enforcement and sanctions;
- Reports and investigations;
- Disclosure procedures;
- Implementation of proper financial controls;

- Clear definition of prohibited behavior.

Market Abuse

TBC strives to maintain market integrity by preventing and proactively identifying potential instances of market abuse. We prohibit the improper or personal use/sharing of non-public information regarding us, our affiliates, customers, or suppliers. Access to such confidential information is handled with care according to relevant procedures.

We acknowledge the significant impact we have on our clients as well as financial markets under our conduct and take responsibility for such actions.

Confidentiality, Personal Data Protection, and Information Security

When handling confidential information, **TBC** only shares it with those who have a specific need to know. As an importance, **TBC** informs recipients that the information is classified as confidential and/or proprietary when sharing it.

As a part of protection of confidentiality as well as your **Personal Data**, **TBC** also adheres to international standards on information security and does its best to prevent:

- Potential leakage of information about the **TBC** clients and future business plans;
- Inaccuracy of significant information and business data;
- Impossibility of receiving significant information in a timely manner, including its loss;
- Non-compliance with the regulatory requirements or its incomplete performance.

TBC's information security management systems and respective policies and procedures are designed on the grounds of ISO 27000 Standards.

12. CONFLICTS OF INTEREST

Employees are expected to conduct their day-to-day business in an independent and objective manner by managing conflicts of interest. A case may be deemed a conflict of interest if the **Employee's** personal or affiliated interests could potentially hinder **TBC's**, its shareholders', or clients' interests, resulting in negative consequences for any party involved. Conflicts of interest can occur if you or your related parties receive inappropriate personal advantages, products, services, or preferential treatment due to your position in **TBC**. Such situations may hinder your ability to perform duties impartially and independently.

Other circumstances that may trigger conflicts of interest are as follows:

- relationships with third parties;

- gifts and hospitality;
- information disclosure and distribution.

Each **Employee** is responsible for disclosing and avoiding any potential conflicts of interest.

Employees should take reasonable care and judgment and retain their independence and objectivity in professional activities.

13. SPEAKING UP AND RAISING CONCERNS

TBC is committed to having a strong ‘speak up’ culture. This means creating a respectful and inclusive environment where everyone feels supported to share their thoughts and views, and to offer positive and constructive challenges, in their day-to-day work. It’s also about ensuring everyone feels confident to call out when they see behaviors and practices that are not in line with our Values, knowing that speaking up - whether informally during everyday interactions or through a formal process like whistleblowing - will not come at a consequence to them. We want our **Employees** and all those we interact with, to feel confident to raise concerns about wrongdoing or misconduct without fear of retaliation.

Any type of derogatory, offensive, and inappropriate conduct toward the whistleblower is strictly prohibited from any person involved with the response or investigation of the violations/incidents.

Prompt escalation of reported incidents by the **Employees** to relevant responsible parties is a prerequisite for incident prevention and supports the realization and protection of **Employee** rights. Compliance with the proper reporting procedure also supports the development of **TBC**’s corporate culture and enhances its standing as a highly ethical institution.

All **Employees** involved in the response and/or investigation of suspected violations/incidents and/or those who received information from a whistleblower must protect the confidentiality of the whistleblower except for any instances, when **TBC** is required to cooperate with judicial or intelligence entities.

All **Employees** should raise a concern regarding any suspected violations and incidents through standard reporting lines, but where they do not manage to solve the issue through the standard reporting lines, or they want to submit the report in an anonymous way, the following channels for reporting suspected violations/incidents are used:

- The **Compliance Function** hotline at +995 32 2 272727 extension 1998;
- **Compliance Function** email address: Incident_Compliance@tbcbank.com.ge;
- An anonymous letter; or
- Anonymous hotline (<http://www.tbcbank.ge/web/en/web/guest/contact-us>).

14. POLICIES AND GUIDANCE

TBC has a range of policies, standards and supporting documentation setting out the main objectives, principles, and other core requirements for the activities of the **Group**. Unless there are specific regulatory or statutory requirements in particular jurisdictions, all policies, standards and supporting documentation are expected to apply to the **Group**.