

## **ORIX MODARABA**

### **CODE OF CONDUCT**

A summary

Do the right thing — the importance of the Code

Our values are integral to the way we work every day. The Code is important because it outlines how we can make sure that the decisions we make are the right ones.

#### **Act responsibly and within authority**

Be disciplined, responsible and take accountability for the risks you take and make sure they are appropriate to your business or activity. You must keep to our limits and policies and not make decisions that are beyond your delegated authority.

#### **Use good judgment**

Recognize when there are situations without simple solutions. Use the Code's decision-making framework to help you make decisions well, appropriately and with care.

#### **Speaking Up**

You have a responsibility to Speak Up when you see behavior, a process or system you are not comfortable with at work. This helps to maintain a culture of strong ethics, integrity and transparency.

#### **Comply with laws, regulations and standards**

You are individually responsible for complying with the spirit, not just the letter, of laws, regulations and our standards.

#### **Combat financial crime**

It is critically important to protect the worldwide financial system. You must comply with laws, regulations and standards on anti-money laundering (including those on tax evasion), preventing financing for terrorism, fraud or sanctions.

#### **Reject bribery and corruption**

Bribery is illegal, dishonest and damages the communities where it takes place. You must not give or accept bribes nor take part in any form of corruption.

#### **Treat clients fairly**

A focus on building long-term relationships helps to increase our business by improving our reputation. This includes having well-designed products and services, which:

- are clearly sold based on suitable advice
- perform as expected
- give clients choice

### **Manage conflicts of interest**

It is important not to put yourself in a position where your judgment could be affected. You are responsible for identifying, assessing and managing conflicts of interest (whether actual or issues which could be viewed as conflicts) that arise in your daily working life.

### **Do not engage in or support insider dealing**

The misuse of inside information undermines the financial system and unfairly disadvantages others in the market.

### **Protect confidential information**

Building trust is a basic part of all our relationships with clients. You must not release confidential information unless authorized to do so.

### **Compete fairly in the market place**

You must understand and comply with the laws which affect how you compete in your markets both locally and abroad.

### **Treat colleagues fairly and with respect**

All staff are entitled to a safe working environment that is inclusive and free from discrimination, bullying and harassment. Treating your colleagues as partners helps our people to deliver on the brand promise, resulting in a positive effect on our business results.

### **Be open and co-operate with regulators**

Deal with regulators in a responsive, open and co-operative way and give regulators information they would reasonably expect to be told about.

### **Respect our communities and the environment**

To contribute to economic stability in our markets, we all have a responsibility to reduce our effect on the environment and give back to our communities.

At all times we do our best to prove;

- **Ownership** – We protect the Interest of the Company (ORIXM) as if it is our own Business
- **Innovation** – We seek continuous improvement and encourage creativity
- **Teamwork** – We work together to create synergies
- **Customer Focus** – We are because of our customers and our success lies in their satisfaction
- **Integrity** –We promote honesty and fairness in all our actions
- **Respect**-We respect each other's' feelings and opinions

Our values are part of who we are and we continue to include them in our everyday ways of working. We also create the right environment to adhere to the Code and achieve good conduct. Recruitment and staff training support our culture and conduct approach. Staff understand their role, responsibilities and the processes that they own. Decisions on performance are based not just on 'what' individuals have achieved, but also 'how' they have achieved it. Our compensation and professional advancement programs are designed to reward staff integrity and ethical behavior, as well as long-term and sustainable performance. We learn lessons from internal and external events in how we do business.

You must familiarize yourself with the Code and all policies and procedures which apply to your role, keeping the six core values and how we operate in the forefront of your mind at all times.

#### What does this mean for me? **Your role**

We all have a personal responsibility to understand how we can contribute to delivering the brand promise. By following the Code, our commitment to good conduct and our control framework, you will support the ORIX Modaraba's conduct and compliance culture. It is important to understand that just following the rules is not enough, we must all commit to acting with integrity.

Your responsibilities are to:

- Make sure you understand and comply with the requirements outlined in this Code and recommit to it every year
- Use good judgment when dealing with situations where you are unclear on what to do (use the decision-making framework in the Code to help you)
- Identify and follow the policies and procedures relevant to your role and working at the Modaraba
- Complete all mandatory training needed to support your understanding of your role and the Code's requirements
- Make sure you ask any questions you have about the policies and procedures and how they apply to you, which may mean speaking to your manager or colleagues from the function relevant to the policy
- Speak Up when you see any behavior, processes or systems which you do not feel comfortable with at work, particularly if you suspect or know of any actual or potential misconduct that breaks or may break any laws, regulations, ORIX Modaraba (*Formerly Standard Chartered Modaraba*) policies or the Code
- Fully co-operate with any inquiry, review or investigation. This includes keeping to instructions from Legal or Compliance for preserving legal privilege or the preservation of documents and information
- Deliver on the ORIX Modaraba's commitment to good conduct in your actions every day

#### **Your role as a manager**

In addition to the above, managers are trusted to set the right tone for the conduct of their teams by creating an open environment and providing clear, effective supervision. As a manager you are expected to take personal accountability and ownership to:

- Guide and maintain your team's understanding of their responsibilities

- Supervise the team and third parties effectively, following relevant policies and procedures
- Promote the ORIX Modaraba (*Formerly Standard Chartered Modaraba*) Code of Conduct, Speaking Up and Values, guide employees to adhere to policies and to do the right thing
- Ensure team members commit to the Code of Conduct every year
- Help your teams use good judgment and make balanced, and informed decisions
- Ensure team members' timely completion of mandatory training
- Include conduct related behavior in performance management and reward decisions
- Identify and manage potential issues arising regarding adherence to the Code using the Fair Accountability Approach
- Exercise due skill, care and diligence when discharging your responsibilities

### **Disclose certain things about yourself**

As part of our commitment to good conduct, you are responsible for disclosing to the Modaraba potential regulatory restrictions which may have an impact, whether real or perceived, on your role.

### **Who must follow the Code?**

All staff are bound by the Code, whether you are a full-time or fixed-term employee, director, contractor, subcontractor, secondee, temporary employee or voluntary worker, working in any company, in any capacity within the ORIX Modaraba (*Formerly Standard Chartered Modaraba*).

### **Failure to follow the Code**

When questions arise as to whether you fail to work within the boundaries of the Code, we will use our principles on fair accountability in investigating and making decisions on staff disciplinary matters.

We will treat failure to follow the Code seriously and it may lead to disciplinary action which could result in dismissal. This process may involve other authorities if you have broken any laws or regulations, including the police if you have committed a criminal offence.

### **Regulatory Codes**

Some staff may be subject to additional requirements stipulated by governments or regulators through regulatory codes of conduct and their underlying rules. Staff are expected to follow these codes. Where the regulatory codes and this Code stipulate different standards for a particular requirement, you must comply with the more stringent standard and thus satisfy the obligations set by all relevant codes.

### **Code oversight**

The Board of ORIX Modaraba management company exercises oversight of the Code.

## **Our Conduct Principles**

Good conduct is fundamental to the way we run our business. Good conduct means acting in accordance with our strategic intent, risk management principles, and risk appetite. In practice this means:

- Creating the right environment — we behave in accordance with the Code and the Conduct Principles; we recognize the importance of hiring, training, and rewarding people with good conduct in mind; we help people understand what good conduct means in their roles; we create an open and inclusive working environment where people can raise issues and manage conflicts of interest; we strive to make consistent, fair and transparent decisions, and learn from our mistakes.
- Fair outcomes for clients — we design and offer products based on an understanding of our client needs; we protect client privacy; we manage potential conflicts of interest; and we seek and use client feedback to improve our products and services.
- Effective operation of markets — we will not manipulate markets through our actions, transactions or positions, or act in a way that we know will have a detrimental impact on our clients or market participants.
- Financial crime prevention — we actively seek to prevent money laundering, terrorist financing, tax evasion, bribery, sanctions breaches, or facilitation and other forms of corruption.

You support these principles through disciplined adherence to the ORIX Modaraba's systems and controls, by exercising good judgement, and by adhering to the standards of behavior set out in the Code.

The Code sets out minimum standards of behavior we expect all staff to follow. It works alongside our policies and procedures. Your responsibilities for keeping to our requirements begin with the Code and extend to you understanding and complying with the relevant policies and procedures that apply to you.

If you have any questions, simply ask. Speak to your manager, Compliance, Human Resources or other relevant colleagues.

Remember: This Code outlines what we expect of you. The resources provide practical information about how to follow the principles and rules outlined in the Code.

### **Act responsibly and within authority**

Why is this important? We add value for clients and produce long-term returns for shareholders by taking and managing risk in line with strategy and within risk appetite. Risk management is the set of activities through which we make risk-taking decisions and achieve the best returns possible while taking account of the risks involved. It is an entity-wide activity and starts at the front line. All staff must make sure they effectively manage risks within the scope of their direct organizational responsibilities.

Every aspect of our business must be carried out within a framework of delegated authorities that flows from the Board of ORIX Modaraba's management company. What does this mean for me? You must keep within our limits and policies and not make decisions which are beyond your authority.

You must:

- Keep to our limits and policies that apply to you

- Make sure you have appropriate authority before committing us to any transaction or contractual commitment
- Be disciplined, responsible and take accountability for the risks you take and make sure they are appropriate to your business or activity
- Exercise strong financial control by acting within your financial authority and ensuring accurate record keeping

Remember: It is important that you understand how the framework of delegated authority applies to you and that you make sure you do not take risks that are not appropriate for your role.

Further information can be found in the resources section of the Code.

### **Use good judgment**

If you can answer 'yes' to all of these questions, you should feel comfortable that you can support the decisions or actions you take in light of the difficult situations you face. Being methodical and informed in considering solutions will support a strong outcome. Acting hastily, without involving your manager and any other relevant colleagues exposes you to poor decision making and outcomes.

Question What to consider

Is my decision in line with the Code?

Does the Code deal with this issue directly?

Is my decision consistent with the values and the brand?

Have I consulted others and asked for information to help me make an informed decision?

Do I need to involve others, including my line manager or other relevant colleagues?

Is this an informed decision? Is there more I need to know?

Is this decision within my authority?

Am I able to make this decision on behalf of ORIX Modaraba (*Formerly Standard Chartered Modaraba*)?

Do I need to pass this issue to those who are authorized to make a decision?

Would I be comfortable if the situation was written about in the press or shared in the local community?

What are the consequences of this decision or situation?

How would this play out if it were publicly known?

Will I take personal ownership for these outcomes?

Am I setting a good example? How will this influence others I work with?

Could my decision or action be misunderstood — is it clear?

Is this the right thing to do? Am I confident that my action is permitted by the spirit and the letter of the law, and by the relevant regulator?

Is this decision consistent with our risk management culture and good conduct?

Have I taken all the necessary steps to ensure my decisions will drive fair outcomes for all stakeholders?

Why is this important? The Code and our policies and procedures provide detailed requirements for you to follow in your day-to-day activities. However, not every situation will be covered by them. You should also use your judgment as long as you are not going beyond your authority. What does this mean for me? To help you work through difficult situations, follow this simple decision-making framework.

### **Speaking Up**

Why is this important? We must maintain a culture of strong ethics, integrity, transparency and openness. By Speaking Up you prove your commitment to some of our core values — Integrity and respect.

Misconduct undermines our ambition to be the best Islamic financial institution and can damage our financial performance, reputation and the trust of everyone who has an interest in our business.

Each one of us can play an important role. There may be a time when you see something that is not right at work. So, what should you do? What does this mean for me? When should I Speak Up?

You must speak up when you see anyone:

- Breaking laws including committing fraud or other criminal acts
- Breaking regulatory requirements
- Breaking codes of conduct, policies and procedures
- Not addressing control weaknesses
- Doing anything which may damage our reputation
- Hiding evidence of any of the above

You should Speak Up if you have a suspicion that any of the six situations set out above has taken place, is taking place or is about to take place. You do not need to be certain of misconduct to report it. However, when you Speak Up you must do so honestly.

You should not use this route to deal with general human-resource related matters. Instead you should speak to your line manager or Human Resources, or should raise the issue under the Employee Grievance Policy.

What do I do if I suspect misconduct?

There are a number of ways you can raise a concern if you see or suspect misconduct:

- Speak to a member of Management Committee.
- If you feel uncomfortable doing this, you should contact your Head of Compliance.
- You can raise concerns direct with a relevant organization such as a regulator or external auditor.

When you raise your concern, it will be passed to a member of Management Committee to manage. An independent, appropriately experienced senior member of staff will consider the report. They will

acknowledge that they have received your report and you may receive periodic updates on the progress. You will be told when the matter has been finalized.

### **No victimization**

No member of staff will be disadvantaged by Speaking Up, even if the report turns out to be untrue. However, remember that Speaking Up reports must not be made maliciously.

Victimization is not allowed for any reason and is, in some territories, illegal.

### **Confidentiality**

We will treat your report in confidence, and on a 'need to know' basis. Anyone involved in considering your report will have no link to your allegations.

### **Your role as manager**

Take ownership of Speaking Up by creating an open environment where staff are confident in raising concerns about misconduct free from the fear of victimization.

If someone tells you something under this procedure, you must contact your Compliance immediately.

Remember: We will take action when we have concerns about actual, planned or potential misconduct. If you have a concern about misconduct, you have a responsibility to Speak Up.

### **Comply with laws, regulations**

Why is this important? We can only operate if we comply with relevant laws, regulations and standards. So, it is very important that we recognize our personal responsibility to make sure that ORIX Modaraba (*Formerly Standard Chartered Modaraba*) operates within these laws, regulations and standards. What does this mean for me? Our standards, and the laws and regulations give us a framework of rules within which we must operate.

You must:

- Act ethically, honestly and professionally at all times
- Comply with the spirit as well as the letter of all relevant legal and regulatory requirements. If you fail to do so, it may lead to severe damage to our brand, loss of clients, loss of confidence from our regulators and the public, suspension or withdrawal of the licenses we hold, fines or other penalties
- Comply with ORIX Modaraba (*Formerly Standard Chartered Modaraba*) standards unless local laws or regulations are either stricter than, or do not allow, our standards, in which case local laws or regulations will apply
- Make sure that, where necessary, you are licensed, registered, certified or that your business and its individuals hold appropriate licenses. Some countries have regulatory requirements for individuals, organizations or certain activities to be licensed, registered, certified and so on

Remember: You are responsible for keeping to the spirit, and not just the letter of laws, regulations. Factors such as the political environment and the public's view of our actions, affect the way in which we interpret laws and regulations.



## **Combat financial crime**

Why is this important? Financial crime has a massive impact on people, the health and the proper working of nations and the global economy. It allows drug and human trafficking to occur, supports the smuggling and counterfeiting of goods, underpins illegal gambling and financing of terrorist behavior. To be the world's leading Islamic financial institution, we need to protect the communities that we serve from the damaging effects of financial crime.

We are committed to preventing laundered proceeds of crime (including those from tax evasion), bribery, corruption and the financing of terrorism being a part of the financial system. Our commitment in this area makes sure we will have long-term stability.

We are also committed to keeping to all legally binding sanctions, including measures against people and organizations and measures against countries or nationals or residents of those countries. What does this mean for me? We demonstrate our commitment to responding to these threats as we cooperate with governments, regulators and other financial services providers to protect client accounts from fraud and to help tackle organized financial crime. We also must act with due skill, care and diligence in the ongoing development of financial crime compliance programs and ensuring staff apply the Modaraba's standards on Financial Crime Compliance as well as any local anti-money laundering laws and regulations.

Stay alert and recognize that we are all part of the fight against financial crime. You must:

- Check the identity of our clients from reliable evidence as described in the AML policies and related Procedures and know enough about our clients to identify transactions which are inconsistent with their business or personal status, or do not match the normal pattern of activity for which the account was set up
- Report suspicious activities immediately to your line manager (if you know or suspect money laundering, you must contact your Head of Compliance)
- Understand and follow the sanctions restrictions
- Report any suspicion of fraud immediately to your line manager
- Not get in the way of the reporting or investigation of any suspected financial crime
- Complete your financial crime training
- At all times follow the anti-money laundering/counter terrorist financing, sanctions, anti-bribery and corruption policies

Remember: We have a commitment to tackle financial crime and we all have a role to play. You should stay vigilant for suspicious activity and make sure that you report possible issues in a timely way.

## **Reject bribery and corruption**

Why is this important? We will not put up with any acts of bribery or corruption. We reject all forms of bribery and corruption because they are illegal, dishonest and damage the countries and communities where they take place. What does this mean for me? When someone gives a benefit to someone else in order to influence that person's behavior, they are giving a bribe. When someone takes improper advantage of their position to make a gain for themselves, they are acting corruptly. You must not give or accept bribes. Nor should you take part in, or enable, any forms of corruption. You must ensure that your actions do not risk creating the perception of bribery or corruption — whether or not they feel acceptable to you. Bribery risk can arise in any of the entity's operations, anytime we are dealing with a third party. It can take many forms: through procurement decisions, expenses, gifts and entertainment, hiring decisions, sponsorships, donations, the actions of our customers and a range of other areas. You must take care and consider how your day-to-day business activities might encounter or create bribery and corruption risk. You must ensure that the transactions and activities you take part in are not, and cannot be perceived as, an improper inducement for business. Some important points to highlight:

- Take particular care if your work involves interactions with sovereigns — including anyone working for government departments, regulators and state-owned enterprises. The rules in this area are more complicated, and the risk to yourself and ORIX Modaraba (*Formerly Standard Chartered Modaraba*) can be higher.
- We can be held legally responsible for the actions of intermediaries and third parties who act on our behalf. When dealing with third parties, you must make sure that the bribery and corruption risk has been assessed and controlled.
- Some practices that may be considered to be unexceptional or even customary in your jurisdiction may actually create the perception of bribery or corruption in another jurisdiction, and may affect the entity. You must take this into account when deciding on the right thing to do, and seek advice if necessary.
- If you feel that your personal safety or property might be at risk if you do not participate in a bribery or corrupt arrangement, you must report it to Compliance. You should also report the incident to the relevant authorities, where appropriate.
- Know your clients, and use your efforts in building deep relationships to help you identify and detect potentially inappropriate behavior.
- Follow the Modaraba's requirements for giving and receiving gifts and entertainment with third parties to ensure they are permitted, properly approved and recorded. You must follow the guidance set out in our Anti-Bribery Policy, and other policies which may govern bribery and corruption risk for specific activities. Make sure that the decisions you make to mitigate bribery and corruption risk are properly and honestly documented.

Remember: We will not tolerate bribery or corruption. Staff will not be disadvantaged for refusing to commit bribery, even if this results in a loss of revenue or increased costs for the entity.

## **Treat clients fairly**

Why is this important? Treating clients fairly is a basic part of living our values and one of the pillars of our brand promise. It builds our long-term relationships with clients and helps to increase our business by improving our reputation. Fair outcomes for clients are an important part of the entity's good conduct

commitment. What does this mean for me? Keep to the following minimum standards when dealing with all clients.

- Ensure the design of products and services have our client's needs in mind, including fair and reasonable pricing clearly disclosed.
- Make sure communications are fair, and not misleading.
- Give clients clear and concise information before they enter into financial products and services, so they understand the risks.
- Follow our sales processes. Only market and sell products and services which have been approved for sale.
- Make sure that products and services are appropriate and suitable, meet client needs, and take into account their financial situation, objectives, risk tolerance and profile.
- Handle complaints in a friendly, fast, fair and effective way. Keep to all procedures for handling complaints and to use client feedback to identify the root causes of issues and to improve our products and services.

To make sure that we treat clients fairly, certain factors will vary or have a different emphasis depending on the business in which you work and the type of client that you are dealing with.

These are all more fully developed in various documents including Relationships with Customers Policy.

Remember: Our clients are our business and we are focused on developing deep and long-term relationships with them. Each of us has a personal responsibility to make sure that clients are treated fairly in all our dealings with them.

### **Manage conflicts of interest**

Why is this important? Managing conflicts of interest makes sure that we always aim to act fairly, avoid legal and regulatory risk, and protect our brand, reputation and our own personal standing.

Conflicts of interest fall into two broad categories: business and personal. If you identify possible conflicts of interest, you must take immediate action to deal with them in an open and effective way.

Business conflicts of interest can arise in the following situations:

- Between the ORIX Modaraba and its clients, suppliers or other third parties
- Between clients and/or other third parties

Personal conflicts of interest may arise when you put your personal interests ahead of those of a client, supplier or other third party. This would include instances where you have an external interest or association (an outside business interest) which may interfere with the interests of the entity or its clients. It may also arise where you have close personal relationships or close financial relationships with other members of staff or clients. What does this mean for me? You must:

- Always act with integrity in your dealings

- Anticipate and properly identify all possible conflicts of interest
- If you identify a conflict, report it immediately to your line manager
- Make sure any conflict is dealt with in a clear, open and effective way
- Get approval before you take part in outside business interests

Remember: It is important not to put yourself in a position where your judgment is affected or could be seen to be affected. You have a responsibility to identify and report any personal or business conflicts of interest.

### **Do not engage in or support insider dealing**

Why is this important? Insider dealing creates an unfair advantage and undermines the financial system. The nature of our work means that we are trusted to handle inside information in an appropriate way, and we are all individually responsible for living our values.

Inside information is non-public information which, if it were made generally available, would be likely to have a significant effect (either positive or negative) on the price of the shares or other securities to which it relates. Insider dealing includes dealing on your own account or encouraging anyone else to deal, based on the inside information held. Insider dealing may also take place if you reveal the information to anyone else, other than in the proper performance of your employment. Insider dealing is a criminal offence. What does this mean for me? All members of staff must keep to legal requirements personal account dealing. This policy applies to transactions carried out by staff on their own account or if they have influence over the investment decisions on the accounts of others. If you violate the above, we treat this as a serious disciplinary matter.

- Do not deal or cause someone else to deal: – when you or they have inside information during a close period
- If you have, or have access to, inside information: – escalate this and make sure that the information is not shared with or revealed to any other people, other than in the proper performance of your employment

Remember: You have a responsibility to act with integrity and treat inside information in an appropriate way and should be aware of your responsibilities.

### **Protect confidential information**

Why is this important? As part of delivering financial services, we receive information about organizations, markets and ORIX Modaraba (*Formerly Standard Chartered Modaraba*), as well as personal data of clients, staff, and other people. It is critical that how we use this information and personal data instils trust and confidence, not only in those directly affected, but in the broader community in which we operate. We are committed to handling information and personal data respectfully and appropriately. What does this mean for me? All information and personal data you gather through your employment and dealings with the entity is to be considered confidential unless clearly stated to be otherwise. For example, this may be at the request of management, by agreement from a client or as required by law. This includes information and personal data on clients, staff and other organizations. This obligation will apply even after you have left the Modaraba. You must respect the confidentiality of the information and personal data you receive

and use it only for the proper performance of your duties, in line with all laws, regulations, contracts and ORIX Modaraba's policies and procedures which apply.

You must exercise due skill, care and diligence in securing confidential information and personal data. This includes:

- How you access, store and get rid of it, in line with our security policies
- How certain information about individuals must be protected and handled to meet privacy requirements
- How it is transferred to others or within the entity
- Not viewing it in public
- Respecting information walls that may be applied to it
- Not using or disclosing confidential information or personal data on any social networking sites you may use
- Being vigilant for any signs of cyber threats, including phishing emails and other adverse social engineering designs. If you suspect that confidential information or personal data is lost or stolen, you must report it immediately to your line manager, Compliance or through the Speak Up policy.

Make sure you follow extra legal requirements and policies and procedures that apply to personal data and information provided by individuals including by clients or staff along with any specific ORIX Modaraba's policies.

We collect personal data for specified and legitimate work purposes only, and we respect individuals' rights and regulatory requirements when handling personal data.

More generally, communications made about the entity must be accurate and reflect the entity's views. You must not release confidential information or personal data or make representations about the Modaraba to the media or on any public forum — including social media. Only authorized staff may make media comments.

Remember: Building trust is a basic part of our relationships with everyone who has an interest in our business. You must not disclose client or Modaraba's information unless you are authorized to do so.

### **Compete fairly in the market place**

Why is this important? the Government has developed competition law to regulate anti-competitive agreements and practices between businesses; as well as abusive behavior by businesses that have market power or are in a dominant position in a particular market, and mergers and acquisitions, including creating joint ventures.

The aims of these regimes are broadly similar and include:

- Protecting consumers
- Preventing restraints on trade
- Promoting economic efficiency

We are committed to competing fairly, but the risk for the entity is increasing, due to its growth, and changing regulation. The consequences of breaking competition laws can be far-reaching and can include large fines, restrictions on how we can operate and damage our reputation. Individuals within the entity may also be held responsible for breaking laws which could result in fines and imprisonment. What does this mean for me? This section of the Code is likely to be relevant to you if you negotiate

agreements on behalf of the entity, contract with clients or others on our behalf or come into contact with our competitors. You must understand the laws which affect how we compete in both local markets and cross border.

As a result, you must:

- Comply with any competition laws and regulations which affect your work
- Report to your Head of Compliance immediately any suspicion or knowledge that competition rules have been or are being broken within the entity (or by others in relation to our business)
- Be aware of and follow standing instructions if there is a dawn raid by competition authorities
- if you come into contact with competitors, be particularly aware of the risk of sharing information with them, which can happen inside or outside work, and may lead to or be seen as price-fixing or other anti-competitive behavior
- Seek Legal or Compliance advice if you are unsure of the application of competition rules to a particular business practice

Remember: You have a responsibility to understand how competition risk applies to your role and to raise possible issues as you become aware of them.

### **Treat colleagues fairly and with respect**

Why is this important? Treating people fairly and with respect is important in helping us to create a fair, safe, inclusive and enjoyable place to work, that encourages creativity, collaboration and continuous improvement.

Trust and fairness are also a central part of our approach to managing and developing people, as we believe that building on people's strengths and unique abilities helps them to achieve their full potential. Adopting these behaviors is an important part of creating a culture of long-term high performance. What does this mean for me? We expect you to treat your colleagues with fairness and respect. All staff are entitled to a safe working environment that is free from discrimination, bullying, harassment or the use of inappropriate language.

### **Particular areas to take account of are shown below;**

- We value diversity and work together as a team. We are committed to providing equality of opportunity and fair treatment in employment. We do not accept unlawful discrimination in our recruitment and employment on the grounds of race; color; nationality; national or ethnic origins; gender; parental status; marital or civil partner status; sexual orientation; gender identity, expression or reassignment; HIV or AIDS status; employment status; flexibility of working arrangements; disability; age; religion; or belief. We appoint, train, develop, reward and promote staff on the basis of their merit and ability.

- Action may be taken to address disadvantage or under-representation among specific groups, with the aim of ensuring that employment decisions are free from bias.
- We do not tolerate any bullying, harassment, discrimination against, or victimization of staff, clients, or visitors of the entity – whether verbal, written, physical or psychological. All staff have a duty to treat people they come into contact with through work with dignity and respect.
- We must make sure that our communications are appropriate. Staff should make sure that all communications are factual and do not contain offensive or abusive language.
- We are committed to resolving any issues that are brought to our attention. We will thoroughly investigate complaints of harassment, discrimination or victimization and take formal disciplinary action where misconduct has taken place.

Remember: We are all entitled to a safe and pleasant working environment and we each have a responsibility to treat colleagues fairly, with respect and without discrimination.

### **Be open and co-operate with regulators**

Why is this important? Maintaining strong and effective relationships with regulators and government is essential if we are to keep our business. If we fail to meet our commitments, our regulators may lose confidence in us and take action against us, including fines and taking away our licenses which may result in damage to our brand and reputation. What does this mean for me? You must interact with government officials and regulators in a responsive, open, honest and co-operative way and must give them information they would reasonably expect. You must:

- Immediately refer enquiries received from regulators to Compliance and do not discuss the enquiry with the regulator unless authorized to do so by the relevant Government and Regulatory Relationship Plan or Compliance
- Contact your Head of Compliance if you have any questions about how to respond to a regulatory enquiry or relationship
- Never mislead regulators or cover up a problem

If you are responsible for communicating with regulators, you must:

- Always be open and honest in your dealings
- Make sure you are familiar with the current Government and Regulatory Relationship Plan
- Take an active role in communicating with regulators to make sure that we understand their expectations, and can anticipate risks and opportunities
- Keep them informed of our activities so there are no surprises
- Prepare properly for meetings with regulators and for regulatory inspections
- Practice and demonstrate that you strictly keep to the letter and spirit of rules, regulations and other regulatory expectations
- Give the regulator full and accurate information as soon as you can

Remember: If you have contact with regulators, you should make sure your dealings are responsive, open and co-operative.

### **Respect our communities and the environment**

Why is this important? Contributing to the communities where we operate is a central part of our strategy and supports our commitment. We invest in communities. To contribute to the economic development of our markets, we recognize that we have a responsibility to reduce the effect of our operations on the environment. We aim to do this by managing the resources we use across our operations, raising staff awareness about the importance of caring for the environment, and working with our clients to reduce risks. We respect human rights impacted by our activities with employees, suppliers and clients. Where adverse impacts occur, we are committed to addressing these.

Operating a commercially successful business also includes making sure we have a safe and healthy environment.

We are a strictly apolitical organization. We do not engage in political activities, support political parties nor have any political affiliations. What does this mean for me? You must understand and keep to our commitments to human rights, the environment and the wider community. These commitments focus on:

- Programs in tackling avoidable blindness, promoting HIV and AIDS education supporting financial education and providing life skills training to adolescent girls
- Our responsibility to reduce the negative effect of our operations on the environment and people
- The effect associated with clients' activities using our financing
- Providing a safe, secure and healthy working environment for our people and clients

As staff, we ask you to:

- Use your volunteering days to make a difference and encourage your team members and colleagues to do the same
- Reduce, reuse and recycle as much as possible
- Ensure the provision of financial services is done in alignment with the Environmental and social risk policy, which outline the environmental and social standards we expect clients to observe
- Follow our requirements for providing a safe, secure and healthy working environment
- Ensure that any political activity taken in your personal capacity (including volunteering and party membership) is lawful, does not involve the use of the entity's resources nor create any potential conflict of interests

Remember: We each have a responsibility to have a positive effect on our communities and the environment.