



ProCredit Bank

CODE OF CONDUCT



MISSION STATEMENT

Mission Statement

"ProCredit Bank is a development-oriented full-service bank. We offer excellent customer service and a wide range of banking products. In our credit operations, we focus on lending to very small, small and medium-sized enterprises, as we are convinced that these businesses create the largest number of jobs and make a vital contribution to the economies in which they operate.

"Unlike other banks, our bank does not promote consumer loans. Instead we focus on responsible banking, by building a savings culture and long-term partnerships with our customers.

"Our shareholders expect a sustainable return on investment, but are not primarily interested in short-term profit maximisation. We invest extensively in the training of our staff in order to create an enjoyable and efficient working atmosphere, and to provide the friendliest and most competent service possible for our customers."





CODE OF CONDUCT

It is understood that some words and phrases in a code of conduct are subject to varying interpretations, and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles, in addition to detailed regulations.

As a staff member, you have a responsibility to help ensure that the Bank maintains the public's trust. Much of our success is measured by the level of confidence that the public place in the integrity of our Bank's staff.

This is a summary of the ProCredit Bank Code of Conduct that is meant as a reminder of certain standards of conduct that you must meet while working for our Bank. If you need more information or have specific questions, please consult your supervisor.

This Code, consisting of 11 imperatives formulated as statements of personal responsibility, identifies the elements of such a commitment. It contains many, but not all, issues our staff is likely to face.

Section 1: Key Principles

This section outlines the key principles and ethical considerations which underpin this Code of Conduct.

Section 2: The Principles in Practice

Section 2 outlines the way the key principles are to be put into practice in terms of day-to-day professional conduct.



SECTION 1

1. GENERAL PRINCIPLES

All staff members are expected to adhere to the highest standards of personal conduct in keeping with the responsibilities and traditions of the ProCredit Bank network of institutions. Staff members must adhere to the high-est standards of conduct in order to avoid even the appearance of conflicts of interest or situations that may cause embarrassment to themselves, their co-workers, their Bank, or their shareholders.

High standards of personal conduct must include a strong personal commitment by each staff member to act with unquestionable honesty, integrity, impartiality, and respect for each individual in all dealings with fellow workers and the general public.

All clients and staff have the right to fair and just treatment irrespective of race, colour, language, political or religious conviction, national origin or culture. Discrimination and harassment are against ProCredit Bank policy and both constitute unacceptable behaviour. The Bank will take disciplinary action if a staff member is found to have discriminated against or harassed a client or another staff member.

Both in conducting its activities and in selecting the clients it serves, the Bank must adhere to strict environmental protection standards. In order to facilitate compliance with these standards, the Bank has formulated an Environmental Policy Statement, which is part of an overall Environmental Management System. ProCredit does not fund any activities listed in the environmental exclusion list (see Appendix). As an employee, it is part of your job to support the Bank's efforts to protect the environment.

For details, refer to Section 2



KEY PRINCIPLES

2. BANK PROPERTY

Part of your responsibility to ProCredit Bank is to protect and conserve Bank property and use it for proper purposes.

For details, refer to Section 2

3. CONFIDENTIAL INFORMATION

In performing your job, you may have access to information that is not generally available to the public or that is considered confidential. This may include information related to both current and former clients, suppliers, and employees, or to banks with which ProCredit Bank is currently associated or has been associated in the past. It is imperative never to discuss such information with anyone outside the Bank or with other staff members who have no need to know unless authorised by your supervisor. You may not use insider information for any purpose other than Bank business.

For details, refer to Section 2

4. USE OF POSITION

You may not use your position at the Bank, either directly or indirectly, for private gain. This includes using your title or position to endorse products, services, or enterprises other than ProCredit Bank products and services. Suppliers to the Bank must not be chosen on the basis of a personal relationship.

5. CONFLICTS OF INTEREST

You have a responsibility to avoid any situation that would result in a conflict of interest or the appearance of a conflict of interest. For example, a conflict of interest may arise if you are working on a matter involving a loan to a prospective client and a relative or close friend works for that same enterprise. In a case such as this, you would need to refer the case to your supervisor, who may then reassign it.

In addition, it is forbidden for you to participate in Bank matters in which you have a financial interest. A financial interest is anything that could result in a financial benefit to you; it can include ownership of stock, or an interest in a business or property, or employment.



SECTION 1

You are also prohibited from participating in Bank matters that involve the financial interests of your family; your partner; or an organization of which you serve as an officer, director, trustee, or employee.

You and your family may not accept gifts, meals, favours, services, entertainment, or anything else of monetary value from any person or organization that seeks action by the Bank, does business with or seeks to do business with the Bank, or may be affected by your work at ProCredit Bank.

Section 2 lists some exceptions to these rules, for example permitting staff members to accept meals and refreshments that are provided as part of a widely attended business meeting.

You may not participate in the hiring process of new staff if the candidate is a relative or friend of yours. If another member of staff is a relative or friend of yours, you are expected to disclose this information.

For details, refer to Section 2

6. REFERRALS OF CUSTOMERS

From time to time, various individuals belonging to the Bank may refer potential clients to you. Under no circumstances should you give such a referred potential client preferential treatment of any kind with regard to rates or customer service or any other favoured attention that is beyond that given to any other customer.

7. OUTSIDE ACTIVITIES

As a staff member of ProCredit Bank, your activities outside the Bank should not harm the Bank's reputation or interfere with your Bank duties. In addition, before engaging in any outside activity for which you will be paid, you should notify your supervisor or the Bank's General Manager. In some cases prior approval may be required.

For details, refer to Section 2

8. RELATIONSHIPS WITH COMPETITORS

Your Bank may be operating in an increasingly competitive environment. Under no circumstances should there be an agreement, understanding or arrangement of any kind with any competitor with respect to the pricing of services.



KEY PRINCIPLES

You are expected to abstain from making or promoting allegations that call into question the professional conduct of ProCredit Bank's competitors.

9. ANTI-MONEY LAUNDERING COMPLIANCE

It is the policy of ProCredit Bank to comply with all anti-money laundering and anti-corruption laws and regulations, and to guard against the use of the Bank's products and services for money laundering or other illegal activities. It is the responsibility of each employee to help ensure compliance with the Bank's Anti-Money Laundering Policy.

For details, refer to Section 2

10. POST-EMPLOYMENT ACTIVITIES

You may not participate in any Bank matter that will affect the financial interests of any organisation or person with which you are seeking employment or have an arrangement for future employment.

If a former staff member of the Bank contacts you about a Bank matter in which he or she was involved while at the Bank, you may not discuss the matter unless authorised to do so by Bank management.

Confidential information (in electronic, written, oral or other form) must not leave the Bank's premises. You must leave all Bank documents, files, computer diskettes, reports and records containing any Bank or non-public information — and all copies of such information — with the Bank when your employment ends. You may not disclose such information in any way.

11. REPORTING VIOLATIONS; DISCIPLINARY ACTION

It is important that the public have confidence in the honesty and integrity of all ProCredit Bank staff members. Therefore, we expect staff members to uphold and promote the principles of this code. Furthermore, we encourage you to report violations of the Code of Conduct to the Head of Internal Audit. A violation that involves corruption, fraud, or theft should also be reported to the Bank's General Manager. If you violate any provision of the Bank's Code of Conduct, you will be subject to disciplinary action that can include dismissal from the Bank.

For details, refer to Section 2



SECTION 2

GENERAL PRINCIPLES

All clients and staff have the right to fair and just treatment irrespective of race, colour, language, political or religious conviction, national origin or culture. Discrimination and harassment are against ProCredit Bank policy and both constitute unacceptable behaviour. The Bank will take disciplinary action if a staff member is found to have discriminated against or harassed a client or another staff member.

CULTURAL DIVERSITY

ProCredit Bank is committed to the cultivation of responsive and responsible links with the wider community, emphasising service, practical relevance, social justice and ethical behaviour.

This code will be guided by the following principles:

- All clients and staff have the right to fair and just treatment irrespective of race, colour, language, political or religious conviction, national origin or culture.
- All staff have the right to work in an environment in which their cultural identity is recognised and respected.
- All staff have a responsibility to become more knowledgeable of, and sensitive to, other cultures in our culturally diverse ProCredit Bank network.

DISCRIMINATION AND HARASSMENT

Discrimination and harassment, including but not limited to sexual harassment, may occur between staff or between clients and staff. It may be intentional or unintentional.

The Bank does not have the right to intervene in personal relationships. It does, however, have a proper concern where dis-

crimination or harassment:

- Creates an intimidating, hostile or offensive work environment;
- Adversely affects an individual's performance at work;
- Adversely affects an individual's employment or promotion prospects;
- Results in resignation or unfair dismissal from the Bank; and/or
- Reflects on the integrity and standing of ProCredit Bank.

As well as prohibiting the direct discrimination or harassment of one individual by another, the Bank considers any person who causes, instructs, induces, aids or permits another person to engage in discrimination or harassment to have also committed the act in question and he or she shall be penalised accordingly. It is the responsibility of all staff members to ensure that ProCredit Bank is free from discrimination and harassment.

The Bank has a zero tolerance approach toward harassment and is committed to taking all action necessary to prevent, and where reported, resolve incidents of harassment and discrimination.

THE PRINCIPLES IN PRACTICE

BANK PROPERTY

Bank property includes, but is not limited to:

- All physical property of the Bank, whether leased or owned by the Bank, including all fixtures.
- All records concerning customers' accounts, and any other records and books in the Bank's possession.
- Personnel files, candidate database and all other staff-related records.
- All studies, advertising or promotional materials, customer lists, logs or reports or any other forms, that are in the Bank's possession.
- All proprietary software.

Electronic Communications Policy

The Bank provides various forms of electronic communication tools (e.g., desk and mobile phones, personal computers, voice and electronic mail, facsimile and Internet access) to help employees be more productive in conducting Bank business. The purpose of this Electronic Communications Policy is to ensure that these communication tools are used appropriately and that information assets are protected from loss or misuse.

- Electronic communication tools and all messages/files generated on or handled by such tools are the property of ProCredit Bank. The Bank reserves the right to monitor electronic communication tool use and to access and disclose the content of employee messages, including attached files. By using the communication tools of the Bank, employees consent to the interception and disclosure of any stored electronic files.
- The primary purpose of electronic communication tools is the transmittal of business-related information, although occasional personal use consistent with this policy may occur. Employees shall reimburse the Bank for any incremental expenses related to personal use. When using communication tools, employees shall not attempt to bypass normal access or management controls.
- Employees shall not use the Bank's electronic communication tools for personal gain (e.g., running a business) or for any illegal or criminal activity.

Failure to comply with any requirement of this Electronic Communications Policy will result in disciplinary action, up to and including termination of employment.

BANK PROPERTY

Part of your responsibility to ProCredit Bank is to protect and conserve Bank property and use it for the purposes for which it was intended.





SECTION 2

CONFIDENTIAL INFORMATION

In performing your job, you may have access to information that is not generally available to the public or that is considered confidential. This may include information related to both current and former clients, suppliers, and employees, or to banks with which ProCredit Bank is currently associated or has been associated in the past. It is imperative never to discuss such information with anyone outside the Bank or with other staff members who have no need to know, unless authorised by your supervisor. You may not use insider information for any purpose other than Bank business.

Copyrights

The Bank complies with applicable restrictions on the use of copyrighted and other protected proprietary material, including software.

If an employee violates copyright or licensing restrictions and the Bank makes payment to a copyright holder or incurs other expenses as a result of such a violation, the employee responsible may be required to reimburse the Bank for the expenses incurred and the employee will also be subject to disciplinary action.

Use of Bank Telephones (Mobile and Fixed Line)

Office telephones are provided for business use; personal calls using office telephones are discouraged. It is recognised that employees will from time to time need to receive or place personal calls. Such calls, however, should (1) be limited to only those that are essential, (2) be of short duration, and (3) if possible, be scheduled during lunch hours or breaks. When long-distance charges are incurred, employees will reimburse the Bank for the incurred expenses.

Charges for the use of mobile phones are usually more expensive than fixed line

charges. For that reason, the use of mobile phones should be restricted to situations when on a business trip or where the fixed line is unreliable.

The use of private mobile phones should also be restricted to the situations described above.

Care of Bank Facilities

Any acts of vandalising, defacing, or otherwise damaging Bank facilities, equipment or furnishings at any Bank location or unauthorised removal of Bank property will be cause for disciplinary action.

All Bank employees are expected to contribute to the maintenance of a clean work environment. Each employee is responsible for seeing that desks, tables, files, and all surrounding work areas are kept as neat as possible at all times and all work materials are stored appropriately.

CONFIDENTIAL INFORMATION

Confidential information (in electronic, written, oral or other form) must not leave the Bank's premises. Exceptions are possible only in the following cases:

THE PRINCIPLES IN PRACTICE

- when visiting a client for credit analysis
- after prior approval by the supervisor, if the employee wants to work with the information outside the bank's office, but only in the interest of the bank's business; in such cases, the employee should take the necessary steps to ensure that no third party can gain access to this information
- in other cases only after prior written approval by a member of the management or a branch manager.

When the employee leaves his/her workstation at the end of the day or leaves it during the day, he/she must make sure that no confidential information is left at the workplace or another easily accessible place. All documents containing confidential information should be locked away, and the computer has to be switched off or code protected.

Also, during conversations with clients at the employee's workstation, all confidential information, including information on the computer, must be kept out of view.

Confidential information can be provided to third parties only if the client has given his/her written approval, or after prior approval by a member of the management or a branch manager.

Employees shall provide confidential information to fellow employees only in the interests of the bank.

The responsibility not to release confidential information shall remain in force even after the dismissal of the employee.

CONFLICTS OF INTEREST

The following transactions are permitted and shall be considered an exception to the general prohibition against acceptance of items of value:

1. Acceptance of meals and/or refreshments, all of reasonable value¹, in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions or to foster business relations, provided that the expense would be paid for by the Bank as a reasonable business expense if not paid for by another party;
2. Acceptance of advertising or promotional material of reasonable value such as pens, pencils, note pads, key chains, calendars and similar items.

Necessarily, the applications of the policy stated herein will require good judgment and common sense. If you encounter

CONFLICTS OF INTEREST

Gifts, Meals, and Entertainment

You and your family may not accept gifts, meals, favours, services, entertainment, or anything else of monetary value from any person or organisation that seeks action by the Bank, does business with the Bank, or may be affected by your work at ProCredit Bank.

The Code of Conduct has some exceptions to these rules, permitting staff members to accept meals that are provided as part of a widely attended business meeting.

¹ Amount to be defined by each bank



SECTION 2

OUTSIDE ACTIVITIES

As a staff member of ProCredit Bank, your activities outside the Bank should not harm the Bank's reputation or interfere with your bank duties. In general, you may not accept compensation (including honoraria or travel expenses) from any source other than the Bank for teaching, speaking, or writing on a subject that relates to your responsibilities at the Bank.

situations in which you are not sure of your obligations, you should consult with the Head of Internal Audit.

If you are offered or receive something of value beyond what is authorised herein, you should report the fact in writing in accordance with the reporting directions herein, providing all relevant details.

It is inevitable and desirable that you will have individual business and personal relationships with the Bank's customers, vendors and others who do business with the Bank even though such individual business and personal relationships are not connected with the Bank's business. This policy is not intended to discourage such relationships. Any such business relationship should be on customary terms and for proper and usual purposes. However, you should not solicit any special favours in recognition of your relationship with the Bank.

OUTSIDE ACTIVITIES

Teaching, Public Speaking, and Publishing

Before engaging in any outside activity for which you will be paid, you should notify your supervisor or the Bank's General Manager and seek their approval.

Political Activities

A staff member may undertake public service that does not raise questions about the independent character of ProCredit Bank, for example, service on a board of education, a charitable organisation, or a university board, if the office is not elected under a party label. It is important that the Bank not be viewed as taking part in or sponsoring political campaigns or partisan activities, so you may not engage in political activity while on duty or on Bank premises, and your association with the Bank must not be publicised in connection with any political activities. You may not run for political office or solicit or accept any political contributions on behalf of any candidate, party, or political organisation.

ANTI-MONEY LAUNDERING & ANTI-CORRUPTION COMPLIANCE

ProCredit takes the fight against money laundering very seriously and expects every employee to do his/her utmost to prevent the Bank from falling victim to money launderers. To this end, the Bank has established principles, in addition to local legislation.

- The Bank does not maintain anonymous accounts or accounts held in obviously fictitious names.

THE PRINCIPLES IN PRACTICE

- “Know your client” is a fundamental principle governing ProCredit Bank’s efforts to combat money laundering. The Bank undertakes customer due diligence measures, including verifying the identity of its customers when establishing business relationships, when carrying out individual transactions, and when there is suspicion about, or the Bank has doubts as to, the veracity or completeness of previously obtained customer identification data.

As an employee of ProCredit Bank, you are expected to pay special attention to all complex, unusual, or large transactions, and all unusual patterns of transactions, which have no apparent economic purpose or readily discernible lawful purpose. As far as possible, the background and purpose of such transactions should be examined, with the findings being presented in writing and made available to the competent authorities and auditors.

ProCredit Bank will not tolerate any form of corruption, and will not tolerate any behaviour in which employees of the Bank improperly and unlawfully enrich themselves or those close to them, or induce others to do so, by misusing their positions. No employee of ProCredit Bank may, directly or indirectly, demand or accept a bribe.

An employee should not (1) pay bribes to employees of contractors supplying goods or services to the Bank, or (2) utilise other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payments to government officials, to employees of contractors supplying goods or services to the Bank, their relatives or business associates.

INTERNAL CONTROL

The Bank must establish and maintain adequate controls to prevent errors or irregularities in a variety of procedures. Although the possibility for error always exists, a sound system of internal controls can help detect errors as soon as possible and allow for their timely correction.

The purpose is to establish a dependable system of internal control to ensure that the Bank’s accounts and records are accurate and reliable, transactions are properly authorised, and assets are adequately safeguarded. These procedures will aid in the early detection and correction of any risks to the Bank’s financial condition or compliance with regulations.

ANTI-MONEY LAUNDERING & ANTI-CORRUPTION COMPLIANCE

It is the policy of ProCredit Bank to comply with all anti-money laundering and anti-corruption laws and regulations, and to guard against the use of the Bank’s products and services for money laundering or other illegal activities. It is the responsibility of each employee to help to ensure compliance with the Bank’s Anti-Money Laundering Policy.



SECTION 2

REPORTING VIOLATIONS; DISCIPLINARY ACTION

It is important that the public have confidence in the honesty and integrity of all ProCredit Bank staff members. Therefore, we expect staff members to uphold and promote the principles of this code. Furthermore, we encourage you to report violations of the Code of Conduct to the Head of Internal Audit. A violation that involves corruption, fraud, or theft should also be reported to the Bank's General Manager. If you violate any provision of the Bank's Code of Conduct, you will be subject to disciplinary action that can include dismissal from the Bank.

- *Four eyes principle* is a rule for transactions of a sensitive nature that take place in everyday work. This means that in these cases a transaction will be executed only after it has been checked, approved and signed by two responsible employees. Employees are not permitted to verify the correctness of operations they have performed themselves.
- Employees carrying out controls must ensure that the operations they are checking are in order.
- *Signature* is an act by which the person who signs a document takes full responsibility for the result, content and consequences of such a document. This is also valid for those persons who sign as controllers of the document, as well as for those who endorse documents.
- Where text or figures have been crossed out, the original entry must be legible, and the signature of the person who has made the change must appear next to the altered entry.
- *Delegation* means entrusting authority to others so that they can act as the representative for non-routine tasks and at the same time share the respective responsibilities. Delegation must be communicated in written form to the delegee and to the delegee's subordinates.

REPORTING VIOLATIONS; DISCIPLINARY ACTION

General questions regarding this Code may be directed to the Bank's Legal/Compliance Officer, HR Officer, Internal Audit Department or your Management.

Signing the Employment Certification Form²

The Code is an integral part of the employment contract. When they are hired by the Bank, employees must sign a form certifying that:

- They have read the Bank's Code of Conduct.
- It is fully understood.
- They have complied, and will continue to comply, with its requirements.
- They are not aware of any violation of policy by any other person or party where such violation has not been properly disclosed.

At the beginning of each calendar year, but not later than 15th January, each bank employee must again sign a certification form to reaffirm compliance with the Code of Conduct.

The HR Department is responsible for collection of signatures from the employees on the Employee Certification Form.

² The Code of Conduct as translated into the official language of your country of assignment



THE PRINCIPLES IN PRACTICE

Completing Required Disclosure Forms

Each employee must disclose any interests, indebtedness, or activities involving another organisation that may result in a conflict of interest between the Bank and that organisation or individual.

When they are hired by the Bank, all employees must complete and sign a form disclosing the following information about themselves as well as about immediate family members:

- Information on entities in which the employee or an immediate family member has a financial interest
- Affiliations or employment with outside organisations
- Creditors

If a situation that causes a potential conflict of interest cannot be avoided, the employee must report the situation immediately to his/her immediate supervisor.

Any Bank employee planning to accept a directorship of another organisation, with the exception of charitable and nonprofit organisations, must gain the approval of the management prior to doing so.

ENVIRONMENTAL EXCLUSION LIST

- Production or activities involving harmful or exploitative forms of forced labor¹/ harmful child labor.²
 - Production or trade in any product or activity deemed illegal under host country laws or regulations or international conventions and agreements.
 - Production or trade in weapons and munitions.³
 - Production or trade in alcoholic beverages (excluding beer and wine).³
 - Production or trade in tobacco.³
 - Gambling, casinos and equivalent enterprises.³
 - Trade in wildlife or wildlife products regulated under CITES.⁴
 - Production or trade in radioactive materials.⁵
 - Production or trade in or use of unbonded asbestos fibers.⁶
 - Production or trade in wood or other forestry products from unmanaged forests.
 - Production or trade in products containing PCBs.⁷
 - Production, trade, storage, or transport of significant volumes of hazardous chemicals, or commercial scale usage of hazardous chemicals.⁸
 - Production or trade in pharmaceuticals subject to international phase outs or bans.⁹
 - Production or trade in pesticides/herbicides subject to international phase outs or bans.¹⁰
 - Production or trade in ozone depleting substances subject to international phase out.¹¹
 - Drift net fishing in the marine environment using nets in excess of 2.5 km in length.
 - Production or activities that impinge on the lands owned, or claimed under adjudication, by indigenous peoples, without full documented consent of such peoples.
- ¹ Forced labor means all work or service, not voluntarily performed, that is extracted from an individual under threat of force or penalty.
- ² Harmful child labor means the employment of children that is economically exploitative, or is likely to be hazardous to, or to interfere with, the child's education, or to be harmful to the child's health, or physical, mental, spiritual, moral or social development.
- ³ This does not apply to subproject sponsors who are not substantially involved in these activities. "Not substantially involved" means that the activity concerned is ancillary to a subproject sponsor's primary operations.
- ⁴ CITES: Convention on International Trade in Endangered Species or Wild Fauna and Flora. A list of CITES listed species is available from the Environment Division.
- ⁵ This does not apply to the purchase of medical equipment, quality control (measurement) equipment and any equipment where IFC considers the radioactive source to be trivial and/or adequately shielded.
- ⁶ This does not apply to the purchase and use of bonded asbestos cement sheeting where the asbestos content is < 20%.
- ⁷ PCBs: Polychlorinated biphenyls – a group of highly toxic chemicals. PCBs are likely to be found in oil-filled electrical transformers, capacitors and switchgear dating from 1950-1985.
- ⁸ A list of hazardous chemicals is available from the Environment Division. Hazardous chemicals include gasoline, kerosene and other petroleum products.
- ⁹ A list of pharmaceutical products subject to phase outs or bans is available from the Environment Division.
- ¹⁰ A list of pesticides and herbicides subject to phase outs or bans is available from the Environment Division.
- ¹¹ Ozone Depleting Substances (ODSs): Chemical compounds which react with and deplete stratospheric ozone, resulting in the widely publicized 'ozone holes'. The Montreal Protocol lists ODSs and their target reduction and phase out dates. A list of the chemical compounds regulated by the Montreal Protocol, which includes aerosols, refrigerants, foam blowing agents, solvents, and fire protection agents, together with details of signatory countries and phase out target dates, is available from the Environment Division.



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