

APPROVED BY
Acting CEO of HSBC Bank (RR)
Order no. 063-01 of 25.07.2018

Registered number 0273, date: 25.07.2018

**CODE OF ETHICS AND STAFF CONDUCT
OOO HSBC Bank (RR)**

Moscow, 2018

PUBLIC

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I. General provisions

- 1.1 This Code of Ethics and Staff Conduct of OOO HSBC Bank (RR) LLC (hereinafter referred to as the Code) has been developed in accordance with Federal Law 273-FZ dated 25 December 2008 “On Countering Corruption” (Collected Legislation of the Russian Federation 2008, N 52, item 6228), Internal Standard “Code of Ethics for Financial Market Operations of Members of Self-Regulatory Organisation “National Financial Association””, and is based on commonly recognised moral principles and norms of the Russian society and the Russian state.
- 1.2 This Code summarises common principles of professional ethics and the main rules of corporate conduct which must be followed by employees of OOO HSBC Bank (RR) (hereinafter referred to as Employees) in performance of their job duties at OOO HSBC Bank (RR) (hereinafter referred to as the Bank), regardless of their job title.
- 1.3 Employees acknowledge the Code at the time of joining the Bank, in accordance with section 68 of the Russian Labour Code, and at the time when any amendments are made to this Code.
- 1.4 Every employee must take all required action to comply with the provisions of this Code.
- 1.5 The purpose of this Code is to establish ethical norms and rules of professional conduct of employees to ensure proper exercise of their professional activities, and to strengthen image of Bank employees, increase trust towards the Bank and provide common staff conduct norms.
- 1.6 This Code is expected to improve employees’ performance of their job duties.
- 1.7 Each employee’s knowledge of and compliance with the provisions of this Code is included among criteria for assessment of his/her professional performance and corporate conduct.

II. Main principles and rules of staff conduct

- 2.1 Values of the Bank, which forms part of HSBC Group¹, are of critical importance in delivering the Bank’s mission of helping companies succeed, helping economies thrive and helping people achieve their ambitions. Acting in accordance with those values, Employees are:

Dependable and do the right thing:

- Stand firm for what is right, deliver on commitments, be resilient and trustworthy;
- Take personal accountability, be decisive, use judgment and common sense, empower others;

Open to different ideas and cultures:

- Communicate openly, honestly and transparently, value challenge, learn from mistakes;
- Listen, treat people fairly, be inclusive, value different perspectives;

Connected to customers, communities, regulators and each others:

- Build connections, be externally focused, collaborate across boundaries;
- Care about individuals and their progress, show respect, be supportive and responsive.

- 2.2. On the basis of mission and values of the Bank and HSBC Group, Employees must:

- perform their job duties properly, responsibly and professionally to support efficient performance of the Bank;
- perform their job duties within powers given to them by valid laws of the Russian Federation, the Charter of the Bank, regulatory acts and other acts issued by the Bank of Russia, their job

¹ **HSBC Group** means HSBC Holdings plc, a company established and operating under the laws of England and Wales, and each entity under its direct or indirect control.

description and other documents of the Bank which determine his/her powers;

- not show preference to any professional or social groups or organisations, be independent of any individuals or professional or social groups and organisations;
- avoid any action driven by any personal, property-related (financial) or other interest which prevent proper performance of their job duties;
- be impartial to avoid being influenced in their professional activity by resolutions of any political parties or non-governmental associations;
- care about reputation of the Bank, not deliberately get involved in campaigns or actions that discredit the Bank or other participants of the financial market, no abuse their given rights;
- not deliberately distort facts that concern activities of the Bank or other participants of the financial market;
- observe professional ethics and rules of business conduct;
- observe provisions of internal documents of the Bank, in due time escalate identified violations or inconformity with the law, internal documents and procedures;
- propose measures for identification and prevention of errors / recurrent violations;
- be tactful and considerate when interacting with representatives of the Bank's clients, counter-parties, service providers, regulators, authorities, and other participants of the financial market;
- be tolerant and respectful towards customs and traditions of Russian people and people of other nations, take into consideration the culture and other specifics of different ethnical, social or religious groups, and support inter-cultural and inter-faith harmony;
- avoid any conduct which could undermine perception of employees' job performance, and avoid any conflicts which could affect reputation of the employee or the Bank;
- take measures required by valid laws of the Russian Federation to prevent a conflict of interests and resolve actual conflicts of interest;
- truthfully and in due time report to their line manager all occurrences of a conflict of interests in performance of their job duties;
- avoid involvement in dissemination, directly or via third parties, of wilfully false and unverified information concerning the financial market and its participants;
- avoid making any public statements or expressing judgments or opinions concerning activities of the Bank, HSBC Group or their managers, employees, clients and counter-parties, unless required to do so by their job duties;
- observe the Bank's established rules for making public statements and disclosure of internal and restricted information;
- accept and share business aims and operating targets of the Bank and HSBC Group, and make the biggest possible contribution to achievement of those aims and targets, e.g. by displaying good conduct in the financial market;
- continuously strive to ensure the most efficient use of resources within their area of responsibility.

2.3. Employees must comply with the Constitution of the Russian Federation, federal constitutional laws and federal laws, and other regulatory legal acts of the Russian Federation.

2.4. In their activities employees must avoid any breaches of law or other legal regulations either for political or economic reasons or any other reasons.

2.5. Employees must act to counter and prevent corruption as required by laws of the Russian Federation and internal documents of the Bank.

2.6. In performance of their job duties, employees must avoid any personal interests which results or may result in a conflict of interests.

2.7. At the time of joining the Bank, at the time of appointment to a position at the Bank, and in the course of performing his/her job duties, an employee must notify a representative of the Bank and the employee's line manager of any actual or potential personal interest which is affecting or may affect proper performance of his/her job duties.

2.8. An employee must notify his/her line manager and Financial Crime Compliance Department of the Bank every time when he/she is approached by any persons attempting to induce him/her to perform any corrupt acts.

- 2.9. It is a job responsibility of each employee to notify management of any attempts to induce him/her to perform any corrupt acts, except when such attempts have already been or are being investigated.
- 2.10. An employee must take measures to maintain security and confidentiality of information, must not use for personal purposes any information obtained in performance of his/her job duties, must not disclose a bank secret, tax secret, commercial secret and/or other information regarded as confidential under the laws of the Russian Federation and approved internal policies and procedures of the Bank.
- 2.11. An employee who has organisational/management authority in relation to other employees must be their role model in terms of professionalism and impeccable reputation, must assist in creation of a favourable moral and emotional climate at the Bank to support effective work, must demonstrate honesty, objectivity and fairness in personal conduct.
- 2.12. Employees who have organisational/management authority in relation to other employees shall be held liable in accordance with the laws of the Russian Federation for any actions or omissions of their subordinated staff who violate the principles of professional ethics or rules of corporate conduct, unless they have taken action to prevent such actions or omissions.

III. Recommended ethical rules of staff conduct

- 3.1 In his/her corporate conduct, an employee must act on the basis of constitutional provisions according to which a person and a person's rights and freedoms have supreme value and every citizen has a right to privacy, personal and family secrets, protection of honour, dignity and personal reputation.
- 3.2 In his/her corporate conduct, an employee must avoid:
- any discriminatory statements or actions concerning sex, age, race, nationality, language, citizenship, social status, property status or marital status, or political or religious preferences;
 - rudeness, disrespectful tone, arrogance, prejudiced comments, or unfair and undeserved accusations;
 - threats, insulting expressions or comments, any actions preventing normal communication or provoking unlawful behaviour.
- 3.3 By means of their corporate conduct, employees must support cooperative team spirit and constructive dialogue among colleagues.
- 3.4 Employees must be polite, friendly, tactful, considerate and tolerant when interacting with representatives of the Bank's clients and counter-parties,
- 3.5 regulators, authorities, citizens and colleagues.
- 3.6 When performing their job duties employees must dress in accordance with common business style i.e. they must be formal, reserved, traditional and tidy in their appearance.

IV. Other

- 1.1 Employees' compliance with the provisions of this Code is taken into account in regular assessment of their individual performance and in determining disciplinary penalties.
- 3.1 This Code must be published on the official Internet site of the Bank at <http://www.hsbc.ru/>.