



# Code of conduct

Speaker  
Date

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# 1. Corporate values 1/1



**NEXENT BANK** is a reliable financial partner for our clients and an attractive employer for our employees.

**NEXENT BANK** is an efficient and safe Bank.

The Bank's corporate values and principles are based on compliance with the law, respect for the rights of employees and business partners. They are mandatory for the regulation of internal and external relations, including behavior in situations related to the emergence of a conflict of interest and are offered to everyone who cooperates with the Bank.

All actions of employees must reflect the core values of the Bank and, both to cultivate them and to contribute to the development of the Bank's reputation as an honest, ethical and responsible company. Corporate values are the basis of the Bank's actions and decisions.

The Bank's core values reflect how the Bank carries out and strives to carry out its activities. They reflect the principles of doing business, ensure the implementation of the strategy and the building of an impeccable business reputation.

## Corporate values 1/2



**Trust and respect of clients** - trust, respect and responsibility form the basis of healthy growth. The Bank and its employees are honest and bear personal and corporate responsibility for everything they do. The Bank values long-term relationships and does not seek immediate benefits, is guided by the principles of prudence and caution, taking into account the interests of the Bank's shareholders and clients.

**Quality** - the Bank controls each stage of the process and its compliance with existing quality standards. A risk management system has been implemented. The Bank's employees positively perceive changes for the better and are always ready for them, constantly improving themselves to achieve the highest quality in their work. The Bank's employees understand that each client of the Bank deserves the highest quality service and attention. Each employee of the Bank shows attention to the clients who contact him, knows his clients and their needs.

**Efficiency** - the Bank's employees understand that in order to achieve the Bank's goals, it is necessary to continuously improve their professional level, strive to know more in order to become better and work more efficiently for customers, strive for innovations to improve customer service and improve the Bank's financial condition. The Bank's managers encourage the initiative of the Bank's employees and provide opportunities for their continuous professional development.

**Accessibility for the client** - the Bank's employees are open and ready to communicate. There are no trifles for employees, they know how to listen and hear each client. Everything that is important for customers deserves the deep attention of the Bank's employees.

## Корпоративні цінності 1/3



**Openness, mutual respect, transparency** - the bank adheres to the principles of honesty and mutual respect, a policy of maximum openness and transparency of activities for clients, shareholders, employees, business partners, state authorities and builds its relations with all stakeholders on the basis of equality and openness. Providing clear information demonstrates to shareholders, clients and business partners the stability and legality of the Bank's activities, thereby reducing potential risk.

**Integrity** - integrity is the driving force behind everything the Bank does. Integrity is not just a theoretical concept. It defines the Bank's obligation to inspire trust and confidence through ethical behavior and compliance with laws, regulations and guidelines, and to ensure the preservation and maintenance of high standards of professional behavior in the workplace and in society.

**Personnel orientation** - the Bank creates all conditions for open communication between employees of the Bank, ensuring a healthy working climate, compliance with safety regulations, providing opportunities for professional growth and self-realization of employees. The Bank complies with the norms of labor legislation in relation to its personnel, and understands that the basis of the Bank is its personnel, and the individual daily success of an employee constitutes the overall success of the Bank.

**Respect for human rights and freedoms** - The Bank respects human rights and freedoms regardless of race, nationality, social status, political and religious beliefs and legal status. The Bank always shows respect for people and care for them, while the Bank does not allow the provision of unjustified advantages when hiring and promoting.

## 2. Key principles



In carrying out their activities, the Bank's managers and employees act in accordance with the following key principles:

- Client-oriented
- Commitment to a common cause
- Legality
- Teamwork
- Personal responsibility

### 3. Mandatory standards of conduct for managers



- compliance with the Bank's corporate values;
- be an example for other employees in matters of compliance with the Code of Conduct (Ethics) and ensure that employees are familiarized with its requirements;
- create the necessary conditions for professional growth, social well-being and health protection of employees; spread a risk management culture, which involves ensuring that the immediate manager and authorized departments of the Bank are informed about risks that may lead to financial losses or loss of reputation;
- create a favorable internal atmosphere in the team, which provides comfortable conditions for employees to perform their duties;
- encourage the initiatives of the Bank's employees and motivate them to take active measures aimed at improving the quality and efficiency of their work, as well as increasing the efficiency of business processes, products and services;
- ensure that the Bank's employees comply with the requirements of the legislation of Ukraine, regulatory legal acts of the NBU, other regulators and internal regulatory documents, in particular the requirements of the Code of Conduct (Ethics);
- regularly remind their subordinates of the importance of corporate culture and the need to adhere to it;
- show special attention to situations or actions that may violate the requirements of the Code or internal regulatory documents; not commit or allow harassment of any employee on behalf of the Bank and inform their subordinates about the prohibition of harassment in the Bank;
- ensure the functioning of the Bank within the defined risk appetite and risk limits.

## 4. Mandatory standards of conduct for employees



- ensure that the Bank's employees comply with the requirements of the legislation of Ukraine, regulatory legal acts of the NBU, other regulators and internal regulatory documents, in particular the requirements of the Code of Conduct (Ethics);
- regularly remind their subordinates of the importance of corporate culture and the need to comply with it;
- show special attention to situations or actions that may violate the requirements of the Code or internal regulatory documents; not commit or allow the persecution of any employee on behalf of the Bank and inform their subordinates about the prohibition of persecution in the Bank;
- ensure the functioning of the Bank within the defined risk appetite and risk limits. ensure minimization of the risk of financial or reputational losses to the Bank;
- ensure the functioning of the Bank within the defined risk appetite and risk limits;
- to facilitate internal or external internal audits, in particular: audits regarding violations of ethical norms or complaints of discrimination or harassment, not to hide, not to distort information and not to refuse to provide information necessary for the proper conduct of the internal audit;
- to perform their duties professionally, in good faith and with due effort and diligence;
- to conscientiously, competently, timely, effectively and responsibly perform their official duties, decisions and instructions of the Bank's management;
- to refrain from implementing decisions or instructions of the management if they contradict the requirements of the law or internal regulatory documents of the Bank, and to report such cases to the Compliance Department; not to carry out activities that violate moral and legal norms and may harm the reputation of the interests of the Bank, the client, business partners;
- to adhere to the Bank's corporate values after working hours, including when using social networks.

## 5. Unacceptable behavior



All managers and employees of the Bank are obliged to strictly comply with all laws and regulations aimed at preventing and detecting cases of illegal activity.

Each employee is prohibited from engaging in illegal activity.

Each employee of the Bank is obliged to take an active part in preventing illegal activity, any unlawful actions by other employees of the Bank, clients, business partners, other third parties, in relation to the state and society as a whole, as well as in relation to shareholders, clients, business partners of the Bank. For committing crimes and fraudulent actions, Bank employees bear criminal and administrative liability in accordance with the current legislation of Ukraine

**Unacceptable behavior** includes the submission of false financial, statistical and management reporting, crimes in the field of official activities, crimes in the field of economic activities (fraud), violation of sanctions, legalization (laundering) of proceeds from crime, financing of terrorism and financing of proliferation of weapons of mass destruction, anti-competitive practices, bribery, corruption, violation of consumer rights, violation of the legislation of Ukraine, internal documents of the Bank. For committing unacceptable behavior, a Bank employee, regardless of the position held, bears liability in accordance with the norms of this Code and the current legislation of Ukraine.



## 6. Compliance with the risk management culture



### **Risk management culture involves:**

- compliance with the principles and rules defined by the Bank aimed at informing all employees of the Bank about the procedures for accepting and managing risks;
- compliance with the norms of the legislation, relevant standards of professional associations, the effect of which extends to the Bank, risk management culture, taking into account the code of corporate ethics;
- compliance with the principles and rules defined by the Bank aimed at informing all employees of the Bank about the procedures for accepting and managing risks;
- compliance with corporate values;
- understanding by the Bank's managers and employees of their role in risk management, awareness of risks and compliance with the risk appetite, as well as responsibility for violating the established level of risk appetite;
- ensuring that the Bank's managers and control units, other employees of the Bank operate within the defined risk appetite and risk limits;
- responsibility of the Bank's managers, heads of control units and other employees for unacceptable behavior;

## 7. Compliance



### **The risk management culture provides for:**

**Compliance** – compliance by the Bank with the requirements of the current legislation of Ukraine, regulatory legal acts, market standards, rules of fair competition, rules of corporate ethics, internal regulatory and administrative documents of the Bank and prevention of conflicts of interest.

- All employees of the Bank must comply with the specified requirements established for the Bank's activities and their daily activities. In the event of detection of facts/signs of unacceptable behavior or violations in the Bank's activities, the Bank employee must report such facts/signs to the compliance department in accordance with the Policy of confidential reporting of unacceptable behavior/violations in the activities of JSC "NEXENT BANK" (whistleblowing policy).
- All employees, within their competence, have duties and are responsible for identifying and managing compliance risks that arise or may arise in the course of the Bank's activities and timely reporting of such risks to the compliance department. Compliance is based on conscious cooperation between the Bank's employees and the compliance department, which contributes to increasing the efficiency of the Bank's employees as a whole and allows for monitoring the effectiveness of measures aimed at reducing compliance risks.

## 8. Compliance with consumer rights



- All necessary measures must be taken to prevent violations of consumer rights;
- Relations with clients/counterparties are based on mutual trust, respect and equality and give preference to negotiations and finding a compromise in the event of disagreements and disputes;
- In the event of complaints from clients, the Bank's employees (within their powers) carefully study the complaint and investigate the incident, after which they take the necessary actions to resolve the problem as quickly as possible;
- A client who has contacted any employee of the Bank must receive a comprehensive answer to his question or, if it is impossible to provide an answer, the Bank's employee must provide clear recommendations as to which of the Bank's employees the Client can contact and receive the necessary advice and specific assistance in resolving the issue;
- The Bank ensures compliance with consumer rights in accordance with the established norms and rules of a prudential, financial or operational nature by providing an adequate level of services, as well as by ensuring a guarantee of the inviolability of the rights of consumers of financial services;
- The Bank assumes a serious attitude to all dissatisfactions with the services provided by the customers, whether verbally or in writing, regardless of whether they are justified or not;
- They represent an opportunity to strengthen customer relations and eliminate sources of customer dissatisfaction. Complaints should be handled effectively and in a friendly atmosphere. Irresponsibility in handling complaints can damage the Bank's reputation or even lead to financial and/or legal risks for the Bank;
- When communicating with customers, any information about the Bank's services should be provided comprehensively and reliably, taking into account all aspects related to the relevant service, regardless of whether such aspects are negative or positive. All marketing materials should be clear, truthful, balanced and reliable, and comply with applicable law;
- The Bank does not provide paid services to customers that are not stipulated in the terms of the contract, public rules and tariffs of the Bank, without the consent of the Customer.

## 9. Giving and receiving gifts



When receiving an offer of a gift or receiving one, the Bank's employees must act in accordance with the Bank's Regulations "On the receipt and presentation of gifts".

Gift restrictions:

Bank employees do not accept gifts from clients, suppliers, partners of the Bank that could:

- lead to informal obligations towards the client or supplier;
- cause a conflict of interest;
- negatively affect the quality of the employee's performance of his/her duties, impartiality and independence in decision-making.

## 10. Preventing corrupt practices and bribery



### **The Bank supports a culture in which corruption is unacceptable**

The Bank strives not only to comply with all laws and regulations, but also to act ethically and socially responsibly, in accordance with the core values, principles and standards of compliance, as defined by the Bank.

The values, principles and standards are designed to initiate transparency and integrity in all business relationships of the Bank.

The main purpose of this Code is to avoid any improper benefits or questionable behavior on the part of the Bank, any of its employees or third parties.

The Bank's employees must not participate in any activity that involves the abuse of official position or authority for the purpose of obtaining improper personal or business benefit, whether in the public or private sector.

The Bank's employees are prohibited from engaging or using counterparties or other persons to carry out actions that contradict the principles and requirements of this Code or the norms of the legislation of Ukraine on combating corruption.

Any activity, even minor, that resembles corruption or is an actual act of corruption, must be immediately reported to your immediate supervisor, department head, head of department, compliance unit, or use the internal reporting system.

# 11. Conflict of interest



The Bank pays great attention to both avoiding conflicts of interest and signs of the presence of conflicts of interest. The perception of a situation as a conflict can be as destructive to the Bank's reputation as the actual presence of a conflict of interest.

**Potential conflict of interest** - the presence of a person's private interest in the area in which he performs his official or representative powers, which may affect the objectivity or impartiality of his decision-making, or the commission or non-commitment of actions in the exercise of these powers;

**Actual conflict of interest** - a contradiction between the private interest of a person and his official or representative powers, which affects the objectivity or impartiality of decision-making, or the commission or non-commitment of actions in the exercise of these powers.

In relation to the position held, place of work and/or interests of the Bank, the Bank's employees must refrain from committing any actions or holding positions that may lead to a conflict of interest.

The Bank has a Conflict of Interest Avoidance Policy, which was adopted in order to avoid, identify and manage conflicts of interest that may harm the Bank's clients and the Bank's interests.

The Conflict of Interest Avoidance Policy determines the circumstances that lead to or may lead to a conflict of interest in the course of the Bank's activities and contains the relevant procedural rules and measures applied to manage conflicts of interest.

## 12. Maintaining confidentiality and bank secrecy



- The Bank pays great attention to both avoiding conflicts of interest and signs of conflicts of interest.
- The perception of a situation as a conflict can be as destructive to the Bank's reputation as the actual presence of a conflict of interest.
- The Bank's employees strictly adhere to the rules of confidentiality and preservation of banking secrecy and protection of personal data.
- The Bank does not disclose the information received to third parties, except for the grounds established by the legislation of Ukraine.
- Information about the Bank's employees, internal structure, operational processes, financial flows, transactions, accounts and deposits of clients, partners, as well as other information that may cause damage to the Bank's reputation, other intangible or material interests of the Bank, clients, partners, if the disclosure of such information is not provided for by the legislation of Ukraine, with the exception of publicly available information, is confidential.
- In the course of their duties, employees may become aware of non-public information about the client's company or its partners or the Bank's plans to change tariffs for banking services (before their official introduction or publication).
- Employees are obliged to treat such information as confidential and not to disclose, transfer or provide access to it to other employees or third parties and not to provide recommendations regarding the purchase (termination of use) of banking services using such information, and also not to use insider information in any way for their own benefit and for the benefit of other persons, except for disclosure of information within the scope of professional, labor or official duties and in other cases provided for by law

## 13. Internal control culture



The Bank has created a comprehensive, effective and adequate internal control system, which is established and implemented in all areas of the Bank's activity at all organizational levels, the functioning of which is aimed at ensuring the effectiveness of the Bank's corporate governance.

The culture of internal control includes timely recording and analysis of identified shortcomings of the internal control system, reporting on identified shortcomings by the Bank's managers within the limits of the powers defined by the Bank, taking timely and adequate measures to eliminate identified shortcomings.

The culture of internal control ensures compliance with the principles, rules, and norms defined by the Bank, aimed at informing the Bank's employees about the functioning of the internal control system in the Bank and the participation of each employee in this process.

The Bank's managers and employees comply with the requirements of the Bank's internal regulatory documents aimed at creating and maintaining corporate values and a culture of internal control.



## 14. Reporting violations



The Bank encourages the practice of prompt confidential reporting of cases of unethical, unacceptable behavior, violations of the law and other actions by the Bank's personnel, clients and counterparties, which may harm the interests of the Bank or cause damage to its reputation or assets. In addition, employees have the right to point out to a colleague for the inadmissibility of the violation and demand that actions that may lead to their occurrence be stopped, and directly contact/inform the manager.

Employees must inform the Compliance Department about:

- facts of improper actions of employees and existing violations in the Bank's activities;
- illegal activities, in particular fraud or corruption in the Bank;
- violations of the requirements of internal bank documents, including requirements of this Code;
- waste or improper management of the Bank's resources, abuse of official position;
- behavior that causes or contributes to significant harm to society, may harm the implementation of operations or management of the Bank, as well as attempts to commit such actions;
- conflicts of interest (including joint work of close persons or external activities, valuable gifts or invitations received from clients);
- identified reputational and compliance risks of the Bank; identified vulnerabilities and deficiencies in the internal control system, etc.