



Non-Group Policy

Code of conduct - JSC Deutsche Bank DBU

Breaches of provisions within this document may result in disciplinary action, up to termination of employment. Concerns regarding violations of the provisions are to be escalated according to the "Raising Concerns (including Whistleblowing) Policy – Deutsche Bank Group".

Template version: V3.03

Code of conduct - JSC Deutsche Bank DBU

Key Data

Title	Code of conduct - JSC Deutsche Bank DBU
Summary	This Code of conduct describes corporate values and common standards of behavior of staff members of JSC Deutsche bank DBU, and defines local staff responsibilities including SB and AFC/Compliance department. The document has been drafted based on the requirements set in the Regulation on Organization of a Risk Management System in Ukrainian Banks and Banking Groups, approved by the Resolution of the National Bank of Ukraine No. 64 dated 11 June 2018.
Category	<input type="radio"/> Group Policy <input checked="" type="radio"/> Non-Group Policy <input type="radio"/> Key Operating Document <input type="radio"/> Group Procedure <input type="radio"/> Non-Group
Applicability	<input type="radio"/> DB Group (excl. DWS) <input checked="" type="radio"/> Restricted to: JSC Deutsche Bank DBU / Ukraine Document contains requirements that apply to DWS (to be documented by DWS) <input checked="" type="radio"/> No <input type="radio"/> Yes
Framework or Parent document	Code of conduct – Deutsche Bank Group
Authoring Unit/PPF	Compliance
Authorisation	<input type="radio"/> Authoring Unit/PPF is responsible Risk Type Control Function <input checked="" type="radio"/> Authoring Unit/PPF is authorised by responsible Risk Type Control Function <input type="radio"/> Authoring Unit/PPF is mandated by the Management Board <input type="radio"/> Authoring Unit/PPF received delegated authority as per Business Allocation Plan <input type="radio"/> For Key Operating Documents only: Authorisation as per Unit/PPF internal
Risk Type/Risk Type Number	Operational risk - Market focused activities, Operational risk - Client focused activities. Operational Risk - Theft, Fraud and Bribery & Corruption
Topic	Conduct
Addressees	All Employees
MB Approval	Is approval of the Management Board required? <input checked="" type="radio"/> No <input type="radio"/> Yes
Implementation date	27.09.2023

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1. Scope

Code of conduct - JSC Deutsche Bank DBU (hereafter – the Code) is the key document, that describes corporate values and common standards of behavior of staff members of JSC Deutsche bank DBU (hereafter – Bank).

The Code is developed based on the Regulation on Organization of a Risk Management System in Ukrainian Banks and Banking Groups (approved by the Resolution of the National Bank of Ukraine No. 64 dated 11 June 2018), taking into consideration Methodological Recommendations on the Organization of Corporate Governance in Banks of Ukraine (approved by the Resolution of the National Bank of Ukraine No. № 814-рш dated 03.12.2018) and is based on the Deutsche bank Group Code of Conduct.

Staff Members of the Bank have to follow the requirements of this Code as well as Deutsche bank Group Code of Conduct.

The Objective of the Code is to determine:

- the mandatory rules of conduct for managers and other employees of the Bank, as well as responsibility for violation of those norms;
- the prohibition of illegal operation;
- requirements on compliance with the risk management culture;
- the measures on prevention of violation of consumer rights;
- the procedure for actions taken by executives and other employees of the Bank to prevent damage to property of the Bank;
- the prohibition of abuse of office by executives and other employees of the Bank in order to obtain unfair personal benefits or to provide such benefits to third parties;
- the measures on the prevention of bribery and corruption;
- guarantees of equality of relations between the bank and its customers, employees, suppliers and competitors;
- restrictions on donation and receipt of gifts;
- principles of handling, storing, and distributing confidential and insider information.

The Code is developed and is applicable to all employees across all units and departments of JSC Deutsche Bank DBU, regardless the job tittle, including permanent staff and contingent workers and others intern.

2. Key requirements and segregation of responsibilities

The full version of the requirements of the Code is provided in the Addendum 1, which includes the translation of the Deutsche bank Group Code of Conduct considering that all such requirements are applicable to all employees of the Bank.

2.1. Obligations of Employees

All employees are to be familiar with the document confirming that by signature or via e-mail (by receiving a document and providing the confirmation).

All employees should:

- 1) comply with corporate values of the bank;
- 2) comply with the requirements of Laws of Ukraine, regulations of the National Bank, internal documents of the Bank and Deutsche bank Group;
- 3) ensure the operation of the bank within the determined risks appetite and risk limits;

- 4) avoid misconduct/ misbehavior when performing of the duties. Unacceptable behavior shall include provision of false financial statements, statistical and management reports, economic crime, business crime (fraud), violation of sanctions, legalization (laundering) of proceeds from crime, financing of terrorism and financing of proliferation of weapons of mass destruction, non-competitive practice, bribery, corruption, violation of consumer rights, violation of the Ukrainian laws, internal documents of the bank;
- 5) be responsible for any misbehavior;
- 6) perform of the obligations in good faith, with reasonable care and in a professional and diligent manner;
- 7) escalate to AFC/Compliance department in case of any doubts regarding incompliance with this Code in a particular case or if the employee has reason to believe that the Code is violated in general;
- 8) be responsible for non-observance of the Code.

2.2. Obligations of the AFC/Compliance department

The AFC/Compliance department:

- is responsible for controls over implementation and adherence to this Code and advise employees on those questions;
- in order to increase awareness of key corporate standards, ensure training and familiarization of the Bank's employees on the requirements of the Code and ensure delivery of such trainings, including induction trainings with new joiners;
- analyze violations of the Code and its potential/real impact on the Bank;
- reports to Supervisory board on compliance/incompliance with the Code, on violations identified and measure taken to avoid such violations in future;
- submits notification of the National Bank of Ukraine about confirmed facts of inappropriate behaviour in the bank/violations in the activities of the Bank, and conflicts of interest arising in the Bank if the Bank's Supervisory board has not adopted measures aimed at their elimination. Information about confirmed facts of inappropriate behaviour in the bank/violations in activities of the bank, and conflicts of interest arising in the Bank shall be provided by the head of AFC/Compliance department to the structural unit of the National Bank of Ukraine responsible for bank supervision.

2.3. The role of the Supervisory board

Supervisory board makes decision to eliminate violations and ensures taking measures to avoid such violations in future.

2.4. Prohibition of mobbing (harassment)

In addition to the requirements regarding the prohibition of discrimination and building trust in the workforce, which are stipulated in the Code of Conduct of the Deutsche Bank Group, it is worth emphasizing that employees have the right to healthy and safe working conditions, as well as to decent treatment by the employer and other employees.

Mobbing (harassment) is prohibited at the Bank.

Mobbing (harassment) is considered to be systematic (repeated) long-term intentional actions or inaction by the employer (Bank), individual employees or groups of employees of the team, which are aimed at humiliating the honor and dignity of the employee, his business reputation, including for the purpose of acquiring, changing or terminating labor rights and obligations manifested in the form of psychological and/or economic pressure, in particular with the use of electronic communications, creating a tense, hostile, offensive atmosphere for the employee, including one that makes him underestimate his professional suitability.

Forms of psychological and economic pressure, in particular, are:

- creating a tense, hostile, offensive atmosphere in relation to the employee (threats, ridicule, slander, disparaging remarks, threatening, intimidating, humiliating behavior and other ways of bringing the employee out of psychological balance);
- unjustified negative separation of the employee from the team or his isolation (non-invitation to meetings and meetings in which the employee, in accordance with local regulations and organizational and administrative acts, must participate, preventing him from performing his work function, preventing the employee from entering the workplace, transferring the employee places in places unsuitable for this type of work);
- unequal opportunities for education and career growth;
- unequal pay for work of equal value performed by employees of the same qualification;
- unjustified deprivation of part of the employee's payments (bonuses, bonuses and other incentives);
- unjustified uneven distribution of workload and tasks by the employer between employees with the same qualifications and labor productivity who perform work of equal value.

The Bank's demands regarding the employee's proper performance of labor duties, changing the workplace, the employee's position, or the amount of remuneration in accordance with the procedure established by law, a collective or labor agreement, are not considered mobbing (harassment).

An employee of the Bank who believes that he has experienced mobbing (harassment) is strongly recommended to raise a concern (report such cases) in accordance with the procedure provided in the Whistleblowing Policy - JSC Deutsche Bank DBU in any of the specified ways, including anonymously.

In addition, Bank Employees who believe that they have experienced mobbing (harassment) have the right to file a complaint with the central executive body that implements state policy in the field of supervision and control over compliance with labor legislation, and/or with the court.

The employee has the right to terminate the employment contract at his own request within the period determined by him, if the employer does not comply with the labor legislation, the terms of the collective or labor contract, has mobbed (harassed) the employee or has not taken measures to terminate it, which is confirmed by a court decision that has of legal force.

The Bank takes measures to ensure the safety and protection of the physical and mental health of employees, prevents risks and tension at the workplace, provides information, training and organizational measures to prevent and counter mobbing (harassment).

2.5. Disciplinary actions

Disciplinary action may apply to the employee for violation of the Code.

When applying disciplinary measures, the Bank is guided by labor legislation.

For a violation of labor discipline, only one of the following enforcement measures may be applied to an employee:

- 1) reprimand;
- 2) dismissal.

In particular, according to the Labor Code of Ukraine, termination of the employment contract at the initiative of the employer (the Bank) is possible in the event of the following violations/incidents:

- systematic non-fulfillment by the employee of the duties assigned to him by the employment contract or the rules of the internal labor procedure without valid reasons, if disciplinary sanctions were previously applied to the employee;
- absenteeism (including absence from work for more than three hours during the working day) without valid reasons;

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- absence at work for more than four months in a row due to temporary incapacity, not counting maternity leave, unless the legislation establishes a longer period of retention of the workplace (position) in case of a certain illness. For employees who have lost their ability to work due to a disability or disease driven by work, their place of work (position) is kept until their ability to work is restored or their disability is established;
- appearing at work being drunk, in a narcotic or toxic intoxication;
- committing theft (including small) of the employer's property at the place of work, established by a court verdict that has entered into force, or by a decision of an authority whose competence includes the imposition of an administrative penalty;
- establishment of the employee's incompatibility with the position he was hired for or the work performed during the probationary period;
- committing mobbing (harassment) by an employee, established by a court decision that has entered into force.

3. Final Provisions

This Regulation becomes effective upon its approval by the Supervisory Board of the Bank.

Any amendments to the Regulation may be made only via approval thereof by the Supervisory Board of the Bank.

Upon acceptance of a revised version of the Regulation, the previous version of the Regulation shall automatically become void.

If any part of this Regulation doesn't conform to the Ukrainian legislation, including the National Bank of Ukraine regulations, including new acts or amendments to existing ones, this Regulation shall be valid only in the part, which doesn't contradict the Ukrainian legislation, including the National Bank of Ukraine regulations. Until relevant amendments are made to the Regulation, employees of the Bank shall be governed by the Ukrainian legislation in their work.

4. List of Annexes and Attachments

Annex 1: Code of conduct - Deutsche bank Group

APPROVED by

Supervisory Board of Joint Stock
Company Deutsche Bank DBU
(Minutes No. 105 dated September 27,
2023)

Назва документу:	Кодекс поведінки (етики) - АТ «Дойче Банк ДБУ»
Document Title:	Code of conduct - JSC Deutsche Bank DBU
Document Internal Number:	P/003
Classification (Level):	Policy
Policy Producing Function:	AFC/Compliance Department
Author:	Oleksandra Kostiana
Owner	Oleksandra Kostiana
Approver:	Supervisory board
Document Contact:	Oleksandra Kostiana
Geographic Applicability:	Ukraine (JSC Deutsche Bank DBU)
Functional Applicability:	All units of JSC Deutsche Bank DBU
Original Issue Date:	15.09.2016
Last Review Date:	27.09.2023
Next Review Date:	27.09.2024
Version:	3.0
Version:	English
Translation:	Yes
Legal or Regulatory Requirement:	Yes