

# Code of Ethics

## Table of Contents

<b>How to Get Advice or Report Concerns.....</b>	<b>4</b>
<b>Ethics Quick Test.....</b>	<b>5</b>
<b>1 Our Heritage .....</b>	<b>6</b>
1.1 We Do the Right Thing .....	6
1.2 We Lead with Integrity: A Message for Managers .....	8
1.3 Non-retaliation Policy .....	8
1.4 Seeking Clarification and Reporting Concerns.....	9
<b>2 Our Employees.....</b>	<b>9</b>
2.1 We Respect Each Other.....	9
2.2 We Keep Each Other Safe.....	10
<b>3 Our Customers.....</b>	<b>12</b>
3.1 Client focus.....	12
3.2 We Protect Customer and Other Confidential Information .....	12
3.3 We Comply with All Laws and Conduct Business Fairly and Ethically .....	14
3.4 We Respect Our Customers.....	14

<b>4 Our Shareholders .....</b>	<b>15</b>
4.1 We Ensure That Our Records and Filings Are Accurate.....	15
4.2 We Avoid Conflicts of Interest .....	15
4.3 We Follow Gift and Entertainment Laws and Policies .....	16
4.4 We Protect TBC Bank Assets.....	17
<b>5 Our Community and Corporate Governance .....</b>	<b>21</b>
5.1 We compete vigorously to uphold the principle of a free market.....	21
5.2 We Help Our Communities and Each Other .....	21
5.3 We Protect the Environment.....	21
<b>Dealing with Complains, Grievances, Violations and Concerns .....</b>	<b>22</b>
<b>Q&amp;A .....</b>	<b>23</b>

The TBC Bank Code of Ethics applies to all employees and directors of TBC Bank and its affiliates.

It does not alter “at will” employment relationship, unless otherwise provided by law. We recognize employee right to resign at any time for any reason; similarly, TBC Bank or its affiliates may terminate labor contract with any employee with specific reason informed to the employee.

Nothing in the Code of Ethics is intended to improperly limit or interfere with nonsupervisory employees discussing the terms and conditions of their employment, including their wages and TBC Bank’s employment-related policies and practices.

### **The Fundamental Principles**

It is the policy of TBC Bank and each of its subsidiaries (collectively referred to herein as the "Bank") to act honestly and fairly at all times. It is the Bank's policy to comply with the spirit as well as the letter of all applicable laws and regulations in all that it does. Each employee of the Corporation is expected to do the same.

Violations of this policy and failures to report known violations will subject the employee to disciplinary procedures, which may include termination of employment. In addition, employees who should have, through the exercise of reasonable diligence, discovered violations of this policy, but who fail to do so, may be subject to discipline, including termination of employment.

In dealing with employees, customers and suppliers, the Bank makes decisions without regard to race, ancestry, color, religion, national origin, citizenship, marital status, veteran's status, gender, gender identity, sexual orientation, age or disability that can be reasonably accommodated. All employees are responsible for ensuring that the working environment is free of any form of harassment, discrimination or inappropriate behavior.

With regard to employees, the Bank is committed to diversity and equal opportunity. Supervisory personnel are reminded to hire, assess and reward employees strictly on the merit of qualifications and job performance. Because the Bank respects each employee's private life, social conscience and personal beliefs, supervisory personnel may not require employees to perform personal tasks nor attempt to coerce employees into supporting any particular public issue, social cause or political candidate. An employee's decision whether to support such issues, causes or candidates is entirely voluntary and will have no effect on his/her employment relationship with the Bank.

In dealing with customers, the Bank is dedicated to offering top quality products and services and to supplying only honest information about them. The Bank will offer products and services on a competitive basis and will not tolerate the use or attempted use of improper incentives to obtain business. With regard to suppliers, the selection of products and services by employees with purchasing duties for the Bank is based solely on quality, price and service.

## **Compliance with Laws and Regulations**

Both domestic (Georgian) and foreign (international) laws and regulations govern various aspects of the Bank's business. Laws and regulations of general applicability, such as the securities, equal employment, wage and hour and antitrust laws, affect us. Failure to comply with these laws and regulations can have serious consequences, including legal liability for damages and other penalties. You have a responsibility to learn and understand the laws and regulations applicable to the activities of your department and your particular responsibilities within your department. If you identify unresolved legal questions you should bring them promptly to the attention of your supervisor or department head.

The banking industry has concerns that money laundering schemes will increase and if successful, will lead to the erosion of public confidence in the banking system. Bank personnel therefore must comply aggressively with the provisions of the Bank Secrecy - particularly the reporting of unusual transactions. Compliance will not only help the bank avoid stringent penalties, but also will assist us in fulfilling our obligations to our workers, our subsidiaries and our communities.

Anyone who violates the TBC Bank Code of Ethics may face disciplinary action, up to and including termination.

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## **How to Get Advice or Report Concerns**

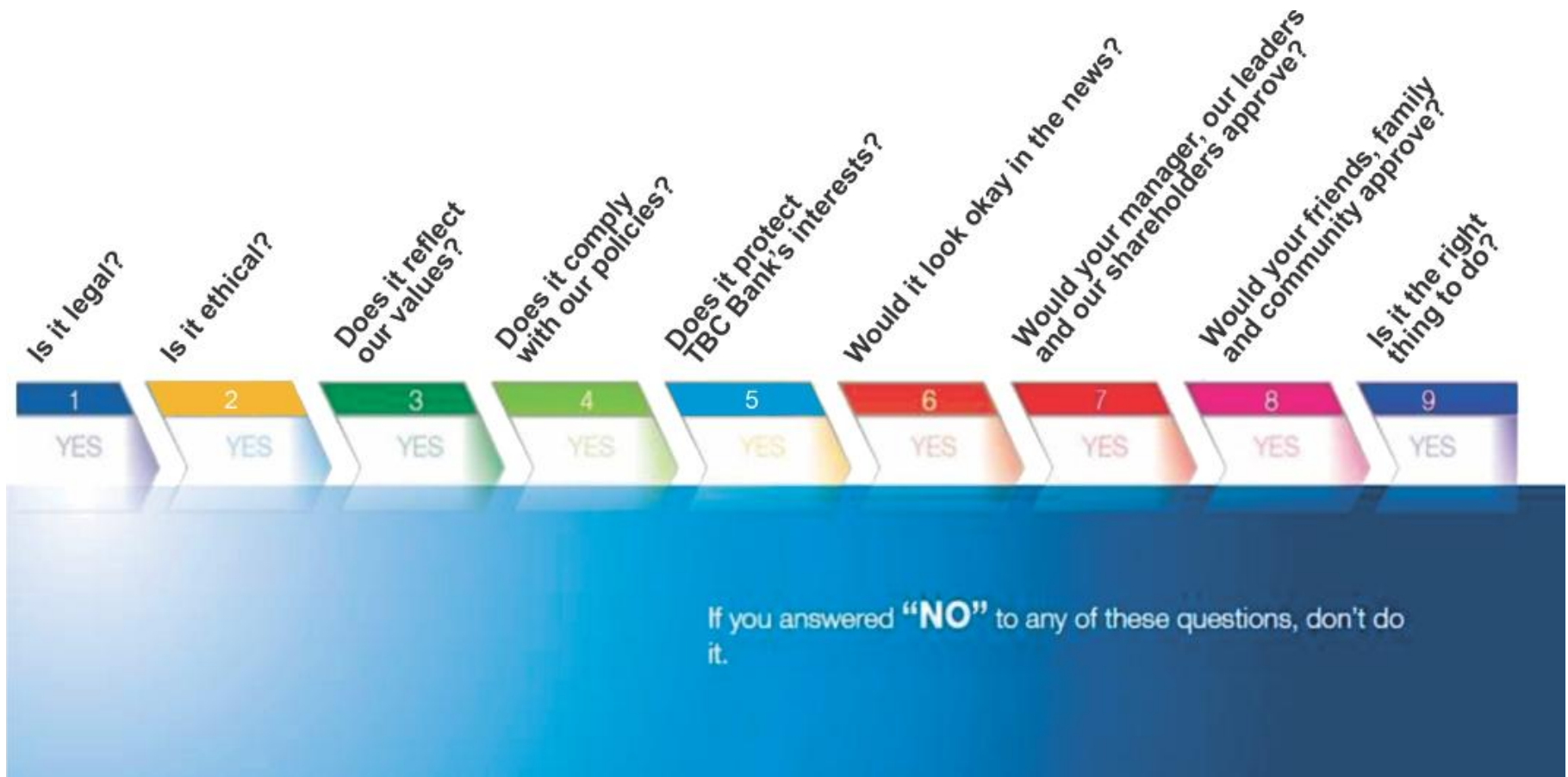
The TBC Bank Code of Ethics addresses the most common issues you might encounter, but it can't cover everything. If you have questions, or need to report concerns of possible violations of the Code, use these resources and the Ethics and Compliance information on our company Intranet – “TBC bank Grievance Procedure”.

- **Contact your manager** (or higher levels of management, if need be).
- **Contact your HR Manager.**
- **See: TBC bank Grievance Procedure on our company Intranet** that may be appropriate in certain situations.

*During investigations, we keep the identities of employees who report concerns confidential to the fullest extent possible. We ensure that questions and concerns are handled discreetly and thoroughly.*

## Ethics Quick Test

Not sure what to do? Ask yourself these questions:



Do the Right Thing !

# 1 Our Heritage

We're proud to be celebrating our 20<sup>th</sup> anniversary in 2012. Even though our industry has experienced a sea change in recent years, we remain at the top, stronger than ever. Our momentum continues, driven by you – employees whose remarkable commitment to high ethical standards is laying the groundwork for another 20 years of success.

## ***1.1 We Do the Right Thing***

We value high ethical standards above all else. They drive the values that shape our culture.

Living these values – demonstrating them each and every day through your words and actions – is how you contribute to TBC Bank's success.

The TBC Bank Code of Ethics reflects and reinforces our values. It's designed to help you understand the high ethical standards that we expect of all employees. Read it carefully, refer to it whenever you need to, and ask questions if you need clarification.

### **1.1.1 Your Responsibilities**

Your role in maintaining TBC Bank's strong ethical culture is critical. You're accountable for:

- Following all laws and regulations and all TBC Bank policies and procedures.
- Treating all TBC Bank employees, customers and business partners with respect.
- Being clear, truthful and accurate with customers, regulators, suppliers, shareholders and other employees.
- Protecting our customers' privacy.
- Protecting TBC Bank's reputation as a safe and trusted financial institution.
- Reporting concerns and violations.
- Cooperating with investigations.
- Completing ethics training and certifying your compliance.

These are important responsibilities, and you should take them seriously. This Code can't cover every situation or scenario you might find yourself in. It really comes down to using good judgment. Whenever you're uncertain, just ask yourself: "Is this the right thing to do?" And if you're unsure, seek guidance from TBC bank Grievance Procedure on our company Intranet.

### **1.1.2 Our Ethical Principles: Doing the Right Thing**

Our Code of Ethics is grounded in our four ethical principles:

#### **Uncompromising integrity**

Doing the right thing without compromise, even when circumstances make it difficult. We are clear, truthful and accurate in what we say and do.

#### **Respect**

Treating each other with respect and dignity; appreciating the diversity of our workforce, customers and shareholders.

#### **Responsibility**

Being accountable for ethical decisions and actions; asking for clarification when necessary and reporting concerns or violations.

#### **Good citizenship**

Complying with the spirit and intent of the laws that govern our business; contributing to the strength and well-being of our communities and shareholders.

### **1.1.3 Our Values**

Our ethical principles are inherent in our values.

#### **Client Satisfaction**

Client is of foremost importance to us; We strive to identify needs of every client and resolve outstanding issues promptly; It is our priority to ensure positive customer experience; We believe trust and benevolence is key to client satisfaction.

#### **Team**

We value all of our employees equally; we believe every single one of us is part of our success as a Bank; support of each other makes our ambitious goals achievable; We are proud to be part of the big TBC Family and thus support new and challenging initiatives.

#### **Professionalism**

Continuous self-development and professional growth assure Bank's success; We are experts at what we do; our work is result oriented and productive; We demonstrate initiative, goal-oriented and strive for innovation.

## **1.2 We Lead with Integrity: A Message for Managers**

At TBC Bank, we hold managers to a higher level of accountability for ethical behavior. As a manager, you're expected to uphold the spirit and intent of our ethical principles, demonstrate these principles in everything you do and lead with integrity. This means:

***Being a role model for ethical behavior.*** What you say and what you do must reflect our ethical principles. As a leader, you set the tone. You must demonstrate the behaviors that we expect to see from all employees. Help everyone around you, learn how to do the right things by showing them what the right things are.

***Promoting our culture of integrity.*** Make ethics awareness among your employees a personal goal. Set the expectation that ethical behavior is a day-to-day responsibility, and evoke our ethical principles and our Code of Ethics during conversations about goals and performance. Remind employees about the role that these principles play in our heritage, our current success and our future.

***Fostering open communication.*** Emphasize that you value – and expect – open and honest communication. Be available and accessible, and create an environment where employees know they can ask questions, raise concerns and report issues without fear of reprisal.

***Recognizing behavior that exemplifies our ethical principles and values.*** By celebrating success, you reinforce our culture of integrity and provide tangible examples to employees of how to get things done the right way.

***Responding to misconduct and reporting violations.*** Take appropriate action immediately by involving higher levels of management or HR, or by using the Ethics Line. Do not attempt to investigate issues on your own.

## **1.3 Non-retaliation Policy**

TBC Bank does not tolerate retaliation against anyone in connection with a good faith report of an ethics violation, illegal conduct, sexual or other forms of harassment, discrimination, inappropriate workplace behavior or any other serious issue.

We investigate all retaliation allegations. Anyone who engages in retaliatory behavior will face disciplinary action, up to and including termination.

If you believe that you or someone else is experiencing retaliation, report it using the TBC bank Grievance Procedure, placed on our company Intranet.



## **1.4 Seeking Clarification and Reporting Concerns**

You're responsible for understanding and complying with the TBC Bank Code of Ethics. You're also responsible for reporting suspected or actual violations, including possible violations, of our: accounting, audit or internal control matters; disclosure obligations; and potential violations of laws or company policies.

If you need clarification about anything in this Code, need guidance about a situation you're experiencing, or need to report a concern, use TBC bank Grievance Procedure, placed on our company Intranet.

You may start with your manager, but you don't have to if you're not comfortable doing so. Feel free to contact your HR Manager, higher levels of management or any of the resources listed in this Code. You also may raise your concerns directly to the Chairman of the Audit Committee.

If the situation involves a senior officer or director, you may report the suspected violation to the Chief Risk Officer, Chief Executive Officer, or the Chairman of the Audit Committee.

We thoroughly investigate every concern that employees report through any channel.

### ***Did you Know?***

- There is no justification for an illegal or unethical act. Believing that TBC Bank benefitted from such an act, or committing such an act because someone else directed you to do so, is no defense.
- Falsely accusing someone of illegal or unethical acts is a serious violation of the Code of Ethics. This undermines our reporting process and can damage people's reputations.

## **2 Our Employees**

We embrace the rich diversity of our workforce, and we look to our service values and ethical principles to unite us and focus us on common goals. We succeed when we collaborate and treat everyone – our coworkers, customers, suppliers and members of the communities we serve – respectfully, fairly and with dignity. We provide a safe workplace and follow laws relating to employment rights.

### **2.1 We Respect Each Other**

#### **2.1.1 Diversity and Inclusion**

At TBC Bank, diversity and inclusion means intentionally engaging and respecting the talents, perspectives and uniqueness in all of us to drive business success.

How do we do this? By viewing everything we do through a diversity and inclusion lens:

- To be the **employer** of choice, we celebrate individual diversity and diversity of thought to empower everyone to contribute.
- To be the **bank** of choice, we offer the innovative products and services that our diverse individual and business customers need to achieve their goals.
- To be the **partner** of choice, we engage the talents and services of diverse suppliers and make a meaningful impact in the communities where we live and work.
- To be the **investment** of choice, we win with growth propelled by all of us and steered by our business compass.

We are committed to Equal Employment Opportunity (EEO) and Affirmative Action (AA). If you have concerns about EEO or AA issues, report them using TBC Bank Grievance Procedure, placed on our company Intranet.

We provide reasonable accommodation so that prospective and current employees who have disabilities may participate fully in employment opportunities.

We are committed to fostering a supportive and respectful work environment to help our employees reach their full potential. We seek to recruit, retain, and develop highly qualified and dedicated individuals for our workforce.

### **2.1.2 Harassment and Discrimination**

We do not tolerate harassment or discrimination based on race, religion, creed, age, sex, national origin or ancestry, sexual orientation, genetic information, disability, veteran status, or other factors that are protected by law.

#### *Did you Know?*

- Certain conduct may violate our policies even if it does not meet the legal definition of harassment.
- Conduct that takes place outside of work or off company premises may violate our policies if it has an impact on our workplace.
- Our policies apply to employees, customers, business partners, vendors and other stakeholders.

## **2.2 We Keep Each Other Safe**

### **2.2.1 Drug- and Alcohol-Free Workplace**

You are not permitted to use, possess, distribute, manufacture, sell, attempt to sell, or be under the influence of alcohol or illegal drugs on TBC Bank property, while conducting business, or while operating a bank's vehicle.

The only exception to this policy is the moderate consumption of alcohol at business-related functions, provided that you drink responsibly and do not return to work after the event.

### **2.2.2 Workplace Safety**

We do not tolerate threatening, intimidating or physically harmful behavior by employees, customers, contractors, vendors, suppliers, partners or anyone else. You may not have any type of weapon on TBC Bank property, at work-related functions or while performing business. This does not apply to law enforcement officials and designated security personnel.

### **2.2.3 Vehicle Safety**

If your job includes driving a personal, company-owned or rental car, you must comply with all laws. This includes restrictions on using mobile devices. Texting and using smart phone features are prohibited while you're driving. For the safety of yourself and others, avoid making or receiving telephone calls while you're driving. If you must make or take a call, use an approved hands-free device where permitted by law or pull over and park safely first.

#### ***Did You Know?***

- Drinking a beer with your friends during a lunch break,
  - Giving a coworker your prescription medicine,
  - Coming to work impaired from the night before
- ... all these violate our ethical policy.

### **2.2.4 Unauthorized Photography and Recordings**

For the safety, security and privacy of employees, customers, suppliers and others with whom you interact for TBC Bank, you may not make unauthorized audio, video or photographic recordings of confidential information or physical facility controls.

Nothing in the Code of Ethics and Code of Conduct is intended to improperly limit or interfere with nonsupervisory employees discussing the terms and conditions of their employment, including their wages and TBC Bank's employment-related policies and practices. For more information see Code of Conduct / *Information Security Rules*.

### **2.2.5 Stay Alert**

Remember to practice good safety habits, including ensuring that only authorized individuals are allowed in secured areas and checking the credentials of delivery agents or service providers.

If you witness or hear about violations to our safety and security policies – or if you see suspicious, threatening or violent activity – report them to TBC Security office or information security manager.

**Do the Right Thing:**

- ✓ Embrace and celebrate diversity and inclusion.
- ✓ Treat everyone with respect and dignity.
- ✓ Do not tolerate discrimination or harassment of yourself or others.
- ✓ Do not use illegal drugs or alcohol during work hours or let your use of drugs or alcohol impair your job performance.
- ✓ Do not tolerate threatening or violent behavior against you or anyone else.
- ✓ Operate vehicles for company business safely.
- ✓ Ensure that photography and recordings are properly authorized.
- ✓ Keep each other safe. Stay alert and report suspicious activity or individuals.

## **3 Our Customers**

### ***3.1 Client focus***

We place clients at the centre of our activities. We understand the environment in which our clients operate and strive to offer solutions that meet our clients' needs. Being transparent and acting with integrity are fundamental to all of our business dealings.

If you go a day without consciously thinking about how to solve a problem for a customer – whether that customer is internal or external – then you might be working for the wrong company. We earn and keep our customers' trust by responding quickly and providing thoughtful solutions. We keep our customer and other confidential information safe from theft, accidental disclosure and misuse. Our uncompromising compliance with laws and regulations that are designed to protect our customers and industry from fraud and unfair business practices is critical to our continued success.

### ***3.2 We Protect Customer and Other Confidential Information***

Information that is gathered, processed, stored or transmitted about TBC Bank customers, employees, business partners and others is considered to be TBC Bank property. Information is classified as TBC Bank Public, Internal, Confidential or Customer Confidential. You must handle information according to its classification, as described in TBC Bank's Code of Conduct: Information Security Rules.

Nothing in the Code of Ethics is intended to improperly limit or interfere with nonsupervisory employees discussing the terms and conditions of their employment, including their wages and TBC Bank's employment-related policies and practices.

### 3.2.1 Information Security Requirements

This Code covers some common information security requirements. See TBC Bank's Code of Conduct: *Information Security Rules* for detailed information about keeping information safe and secure. You're responsible for knowing these standards and how they apply to your job.

- Access only the information you need to do your job.
- Protect your user IDs and passwords. You're responsible for any action taken under your user ID and for following information security requirements to prevent user ID misuse.
- Use all required security controls on TBC Bank systems, and do not alter or circumvent the controls.
- Take extra care to protect laptops and other electronic devices from theft, regardless of whether they contain confidential information.
- Do not share customer information with anyone inside or outside TBC Bank unless there is a business need for doing so or unless it is required by law.
- Your business line may have additional standards that you need to follow.

You're responsible for reporting information security weaknesses, violations and other concerns to Bank's Security Office

For more information see:

Code of Conduct: *Information Security Rules*

#### ***Did You Know?***

*When your employment or service as a director ends, you still are obligated to protect confidential TBC Bank information.*

### 3.2.2 Insider Trading and Information Barriers

As part of your job, you may learn of material and nonpublic information – also known as “inside” information – about TBC Bank or other companies and/or those companies' securities.

Information generally is “material and nonpublic” if a reasonable investor would consider it to be important when he or she is deciding to buy or sell – “trade” – a security.

- When you have inside information about a company, you may not trade in that company's securities.
- Insider trading is not only a violation of our policies, it is against the law.
- You may not “tip” or pass along inside information to anyone who might use it to trade in securities or who might share the information with someone else who might trade in securities.

If you think you have inside information about TBC Bank or other companies, we strongly encourage you to consult with the Legal Department, which will help you to determine whether a trade you're considering would violate TBC Bank's policy or applicable laws.

### ***3.3 We Comply with All Laws and Conduct Business Fairly and Ethically***

#### **3.3.1 Money Laundering Laws**

Money laundering means converting illegal proceeds to make the funds appear legitimate. It is a global problem with far-reaching and serious consequences. As a financial services provider, it is our responsibility to help close the channels that money launderers use. To prevent TBC Bank from being used as a conduit for money laundering or for funding terrorist or other criminal activity, we comply with related anti-money laundering (AML) laws and regulations. Failing to comply can result in severe penalties.

You're responsible for being knowledgeable about AML laws and able to identify and report violations or suspicious activity. You're responsible for following TBC Bank policies and procedures for complying with AML obligations. You also must complete training as required.

For more information see Bank's Internal Policy on Financial Monitoring Issues.

#### ***Did You Know?***

You may not tell anyone inside or outside TBC Bank – except appropriate law enforcement or regulatory agencies – about current or past suspicious activity reports.

#### **3.3.2 Fair Lending Laws**

We treat our credit applicants and customers fairly and consistently in every phase of our lending activities, without regard to race, religion, national origin, ethnicity, marital status, age, gender, disability, familial status, sexual orientation, receipt of public assistance income, or any other prohibited basis as defined in our Fair Lending Policy. We expect the same from our business partners.

#### **3.3.3 Anti-Bribery Laws**

You may not give, promise or offer anything of value to any customer, government employee or any other person to influence a decision, secure an advantage, avoid a disadvantage or obtain or retain business.

### ***3.4 We Respect Our Customers***

Excellent customer service is the cornerstone of the TBC Bank brand. We treat our customers with respect and professionalism. We put our customers' best interests at the forefront of everything we do.

We understand diverse client needs, add value, and build trust and relationships that endure. We are committed to offering solutions of the highest quality to our clients. We constantly strive to anticipate the rapidly changing needs of our clients and to develop new services to meet those needs. In providing our services, we keep our commitments, deliver what we promise, and act with honesty and integrity, while pursuing our values.

We take complaints or concerns from our clients seriously, and we handle them fairly and promptly.

**Do the Right Thing:**

- ✓ Protect customer information and other company confidential information from improper disclosure, theft, loss and abuse.
- ✓ Follow TBC Bank's information security policies.
- ✓ Do not use inside information for personal financial gain or improperly share this information with others.
- ✓ Comply with laws, policies and procedures that protect TBC Bank, our customers and our industry from fraud and unfair business practices. This includes laws relating to money laundering, transactions with affiliated investment companies, bribery and fair lending.
- ✓ Treat customers and potential customers respectfully, and address customer complaints quickly and according to procedures.
- ✓ Do not falsify or skew sales and other performance results to affect incentive program rewards.

## 4 Our Shareholders

Our reputation is our most valuable asset, and each of us is responsible for protecting and growing this asset for our shareholders. This includes ensuring that our records and filings are accurate, protecting TBC Bank's integrity by avoiding conflicts of interest and improper influence, and using company assets responsibly. Always remember that the choices you make every day at work – and even outside of work – may have an impact on TBC Bank's reputation as a safe and trusted financial institution.

### ***4.1 We Ensure That Our Records and Filings Are Accurate***

As a company and financial institution, we are required to maintain certain records to meet our legal, tax and regulatory requirements. You're responsible for retaining records as required by our corporate record retention schedule, understanding and complying with our Legal Records Hold rules and completing training on this topic as required.

### ***4.2 We Avoid Conflicts of Interest***

A conflict of interest exists when you have a personal or professional interest that is, or appears to be, at odds with the best interests of TBC Bank. We avoid conflicts of interest, the appearance of conflicts, and other activities that could reflect negatively on TBC Bank. This Code describes some of the most common situations that may present conflicts of interest. If you need guidance about these or other situations you may find yourself in, talk with your manager or use TBC bank Grievance Procedure, placed on our company Intranet.

#### **4.2.1 Outside Activities**

Your outside activities should not compromise TBC Bank's interests, unless otherwise protected by law. Generally, activities that involve access to or disclosure of confidential information about TBC Bank or its customers may be a conflict of interest. Also, affiliations with certain organizations may be conflicts of interest if they compete with TBC Bank or are in substantial default to TBC Bank on loans, contracts or other obligations.

For more information see Code of Conduct / Taking Another Job.

#### ***Did You Know?***

- You may not make formal or informal commitments on behalf of TBC Bank without authorization and following approved procedures. Approved commitments must be properly documented and retained.
- You may not offer opinions on legal or tax matters, and make sure you don't engage in the unauthorized practice of law.

#### **4.2.2 Personal Relationships**

Working with a family member or someone with whom you have a personal relationship may create a conflict of interest or the appearance of one.

- Do not act for TBC Bank in any transaction or business relationship that involves yourself, members of your family or other people or organizations where you or your family have significant personal connections, financial interests or decision-making influence.

#### **4.2.3 Self Dealing**

You may not use your position at TBC Bank to profit personally from information, corporate property, services or other business opportunities. You may not divert to yourself or to others business opportunities that belong to TBC Bank.

### ***4.3 We Follow Gift and Entertainment Laws and Policies***

Gift giving and entertainment are common business practices that can help strengthen relationships. We are all responsible for ensuring that such practices do not create the impression of improperly influenced business decisions. TBC Bank does business based solely on our customers' needs and the quality and price of our products and services.

#### **4.3.1 Gifts and Entertainment**

We comply with laws that prohibit employees, officers, directors, agents and attorneys of financial institutions from giving, seeking or accepting anything of value in connection with any transaction or business of their financial institutions. Accepting or soliciting anything of value for the benefit of a third person or third party also is prohibited.

For more information see Code of Conduct / Giving/Accepting Gifts



### ***Did You Know?***

- A “gift” is anything of value that you give or receive. Gifts can include: meals and beverages; tickets to entertainment or sporting events; goods or services; use of a residence or vacation home; travel or lodging expenses; discounts; or charitable or political contributions made on someone’s behalf. If the recipient does not pay the normal cost of something, it probably will be considered a gift. If something is available to the public on the same terms that it is being offered to the recipient, it generally will not be considered a gift.
- We choose our business partners – including vendors, lawyers, consultants and other professionals – based on quality, competence, competitive pricing and services, business relationships, and their willingness to follow our ethical standards. Nothing else influences our selection process.

## **4.4 We Protect TBC Bank Assets**

As part of your job, you have access to and use many types of TBC Bank resources. These resources include a wide range of TBC Bank property, ranging from equipment to intellectual property, and from your work time to our brand identity.

You must use these resources for only legitimate business purposes and protect them from theft, loss, damage, waste or abuse. You also must ensure that your use of any TBC Bank asset is properly authorized.

### **4.4.1 Company Resources**

TBC Bank resources include equipment, facilities, information technology, financial assets, intellectual property and other resources.

You should use company resources only for company business. You may use company systems occasionally for personal, inconsequential tasks, but you must limit this activity.

Never use company resources to:

- Conduct outside business activities.
- Engage in unethical or illegal activities such as gambling or stalking.
- Access, transmit or store material that is offensive or violates our policies for maintaining a respectful, harassment-free work environment.

Your work time is considered to be a valuable company resource, as well. Limit personal activities during work hours to avoid interfering with your productivity or that of others.

Nothing in the Code of Ethics and Code of Conduct is intended to improperly limit or interfere with nonsupervisory employees discussing the terms and conditions of their employment, including their wages and TBC Bank’s employment-related policies and practices.

If you’re authorized to use personal devices to conduct TBC Bank business, your business use of these devices must comply with the policies contained in this Code and with our Information Security Policies.

Also, you're responsible for knowing about and complying with any other restrictions or controls that your business line may have on using company resources, including using personal devices at work or for TBC Bank business.

#### ***Did You Know?***

- Using cell phones and text messaging devices for personal reasons during work can be distracting to others and lower their productivity.
- Misusing or abusing company resources, including inappropriate or excessive use of the Internet, violates company policies.
- You must return company resources at the request of TBC Bank or when your employment ends.

#### **4.4.2 Intellectual Property**

While you're working at TBC Bank, you may produce, develop and have access to intellectual property and other information that generally isn't available to the public. This information may be about TBC Bank and all related entities, their employees, customers, prospective customers and other third parties.

This type of information is known as intellectual property, and it is TBC Bank's property. You must protect it from unauthorized use and disclosure, and you may not use it for personal gain.

You also must respect others' intellectual property and information. You must comply with any confidentiality obligations that you may have to third parties, such as former employers. If you have information that belongs to a former employer, you must return it.

For more information see:

- Code of conduct: *Information Security rules*

#### **4.4.3 Business Communications and Records**

Your verbal and written business communications must comply with TBC Bank's ethical standards, policies and Information Security Policies. What you say, write, and do should:

- Be professional.
- Reflect a clear understanding of TBC Bank's ethical values and expectations.
- Exercise sound judgment.
- Be clear, truthful, accurate and respectful.

This policy applies to all internal and external business communications, including, but not limited to, informal notes and memos, email, telephone conversations and internal social networking sites and collaboration tools.

#### ***Did You Know?***

- If you develop intellectual property while you're employed by TBC Bank, the rights to that property legally belong to TBC Bank.
- As a condition of your employment, you acknowledge and agree that TBC Bank's internal and confidential information is

TBC Bank's sole property, and disclaim any rights and interests in any TBC Bank internal or confidential information. You also agree to assign those rights to TBC Bank.

- It is illegal to share or modify third-party copyrighted materials unless you or TBC Bank has written permission from the copyright holder. This can subject you or TBC Bank to civil and criminal penalties and other serious consequences.
- You may not use TBC Bank trademarks or logos for any purpose, including registering a domain name for business purposes, without written authorization from Corporate Marketing, the Internet Channel Marketing Group and the Legal Department.
- Email messages that you send outside TBC Bank via public networks, such as the Internet, may be intercepted or misdirected. You must take great care not to include information that may be used to harm TBC Bank or its customers, employees or any other stakeholders.

#### **4.4.4 Monitoring Use of Company Resources**

TBC Bank reserves the right to monitor your use of company resources for any reason, at any time, subject to applicable law. This includes information resources such as email and the Internet.

In addition, when you use your personal equipment for business purposes, you consent to the search of your devices for business-related purposes and agree to disclose electronic communications stored at third-party service providers.

#### ***Did You Know?***

When you certify your compliance with the TBC Bank Code of Ethics and Code of Conduct as a new employee and each year after that, you consent and agree to the monitoring activities described in this section.

#### **4.4.5 Leaving TBC Bank**

When your employment with TBC Bank ends, you still will have continuing obligations to the company, including:

- Returning all company property, including laptops, handheld devices and confidential information (whether that information is in original document form or copies).
- Keeping confidential information confidential.
- Adhering to any contractual agreements with the company, including non-disclosure, non-solicit or other legal obligations.

For more information see Code of Conduct / *Leaving the Bank*

#### **4.4.6 Communication About TBC Bank**

##### **a) Media Relations**

You must forward all media inquiries to Media Relations. Only Media Relations is authorized to initiate contact with the media on behalf of TBC Bank to ensure a consistent message and to ensure that all communications are made in compliance with the many laws and regulations that govern our business. Certain exceptions may be granted in writing by the CEO.

#### b) Public Statements on Behalf of TBC Bank

Only authorized spokespersons may communicate on behalf of TBC Bank in any media to ensure a consistent message and to ensure that all communications are made in compliance with the many laws and regulations that govern our business. This includes online forums, bulletin or message boards, chat rooms, blogs and other Internet channels.

#### c) Social Media and Other External Communications

You must use social media sites and tools responsibly and with good judgment and in compliance with company policy. You're also responsible for knowing about and complying with any business line-specific restrictions on communicating publicly about TBC Bank business.

#### ***Did You Know?***

- In your personal use of social media, you must not disclose confidential information about customers or employees or other information that compromises internal controls and safety requirements.
- Nothing in the Code of Ethics and Code of Conduct is intended to improperly limit or interfere with nonsupervisory employees discussing the terms and conditions of their employment, including their wages and TBC Bank's employment-related policies and practices.

#### **Do the Right Thing:**

- ✓ Ensure that the information you record, process and analyze is accurate.
- ✓ Follow record retention and legal record hold procedures.
- ✓ Avoid conflicts of interest or even the appearance of a conflict.
- ✓ Do not use your position at TBC Bank for personal gain.
- ✓ Comply with gift and entertainment policies.
- ✓ Manage your personal finances prudently.
- ✓ Use TBC Bank employee accounts and corporate credit cards appropriately.
- ✓ Use TBC Bank assets – including information, equipment and systems – properly and protect them from theft, loss, damage, abuse and/or improper disclosure.
- ✓ Ensure that your conduct and communications are professional, truthful, accurate and reflect TBC Bank's ethical standards.
- ✓ Do not speak to or initiate contact with the media on behalf of TBC Bank without proper authorization.

## 5 Our Community and Corporate Governance

### ***5.1 We compete vigorously to uphold the principle of a free market***

We strive to be good neighbors in the communities where we live and work. We're active and informed participants in the political process, and we do our part to protect the environment. We conduct business fairly, honestly and humanely. And by volunteering, partnering and investing, we make a difference every day. It's how we deepen our connections and strengthen our relationships.

Effective corporate governance is integral to managing TBC Bank. Our Management Board recognises the importance of this Code and our values to our corporate governance controls and has instituted various measures to uphold them.

We compete vigorously to uphold the principle of a free market and abide by relevant laws, regulations, industry standards and internationally accepted best practice. We avoid unfair or unethical competitive practices

Our reputation is one of our most important assets. Every employee has a responsibility to avoid any activities or communications that could negatively impact our reputation. No transaction is worth risking TBC Bank's reputation.

TBC Bank is politically neutral and has a longstanding policy of not making contributions to political parties or campaigns

### ***5.2 We Help Our Communities and Each Other***

We are committed to supporting our communities and making them a better place to live and work. We encourage you to be active in your community, and we have many programs designed to support your involvement.

### ***5.3 We Protect the Environment***

We are committed to continuously improving our business practices to reduce our environmental impact. We also create opportunities for our employees, customers, suppliers and communities to do the same.

#### **Do the Right Thing:**

- ✓ Do not engage in lobbying or other political activities on behalf of TBC Bank unless you're authorized to do so.
- ✓ Do not imply that your personal political activities represent TBC Bank.
- ✓ Seek prior approval before providing gifts and entertainment to federal, state, local or foreign government employees or officials.
- ✓ Respect and protect the environment.
- ✓ Respect global human rights.
- ✓ Get involved in the community where you live and work.

## **Dealing with Complains, Grievances, Violations and Concerns**

See: TBC Bank Grievance Procedure on our company Intranet

## Q&A

1. *I made a complaint about my manager through. I'm concerned that he'll be angry with me and that this will affect my job.*

*What can I do?*

*First, remember that we do our best to keep concern submissions confidential. And when we receive an ethics report, we reinforce with everyone involved with the investigation that we will not tolerate retaliation. If you ever suspect retaliation, report it.*

2. *I talked with my manager about a situation within our team that I think violates our ethical standards. She didn't agree and told me not to worry about it. I'm not comfortable with her response. What should I do?*

*Report the situation and your manager's response. You may contact your HR Manager, contact higher levels of management or use TBC bank Grievance Procedure, placed on our company Intranet.*

3. *I can only control my own behavior. Why am I required to report what others are doing?*

*Because that's the right thing to do. You can't let others act without integrity and harm TBC Bank and expect to succeed yourself.*

4. *A coworker tells jokes and makes comments that I find offensive. Most people just laugh, but I know that others are uncomfortable, too. My supervisor knows about this, but nothing has changed. What should I do?*

*Report it using TBC bank Grievance Procedure, placed on our company Intranet. And if you're comfortable doing so, tell your coworker that you're offended by his/her comments and ask him/her to stop.*

5. *A former employee asked me to send her a copy of a proposal that she worked on before she left. May I send it to her?*

*No. This proposal is TBC Bank property, and you cannot release it outside the company – not even to the person who created it.*

6. *A customer forgot to have his loan documents notarized. My coworker told me that I should go ahead and notarize them since we know the customer. May I do this?*

*No. The notarization process requires both you, as the notary, and the signer to be physically present so that you can verify the signer's identification and ensure that he or she is signing the document voluntarily. You must follow the procedures of your notary license in your state, even if someone tells you to ignore them.*

7. *I heard that my email and Internet access are being monitored. Is that true?*

*Yes. Email and Internet access are TBC Bank property and may be monitored. This includes your personal activity on password-protected Internet sites that you access using TBC Bank equipment or systems. Monitoring enables us to reduce risk to the company that's caused by the misuse of technology.*