

CODE OF CONDUCT FOR EBRD PERSONNEL

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Introduction

This Code of Conduct (the “Code”) has been revised by the Board of Governors in accordance with section 7 of the By-laws of the European Bank for Reconstruction and Development (the "Bank"). It applies to the President, the Vice-Presidents, the Chief Evaluator and staff members (“Bank Personnel”) and to them only. However, to the extent set out in this Code, Bank Personnel are also required to consider the activities of, and disclose certain information about their Immediate Family, which, for the purposes of this Code, means a Bank Personnel’s spouse or domestic partner, and/or dependent child(ren) as those terms are defined in the Bank’s Staff Handbook as amended from time to time.

General Standard of Conduct

Rule 1

Bank Personnel shall observe the highest standards of integrity and ethical conduct and shall act with honesty and propriety. Their personal and professional conduct should, at all times, command respect and confidence in their status as officials of an international organisation.

Duties of Bank Personnel

Rule 2

(a) In the discharge of their offices, Bank Personnel owe their duty entirely to the Bank and to no other authority. They may not seek or accept any instructions from any person or entity outside of the Bank. In their communications with Board Officials, as that term is defined in the Code of Conduct for Officials of the Board of Directors of the EBRD, Bank Personnel shall comply with any guidance notes on the matter.

(b) In their decisions for the Bank, Bank Personnel shall take into account only considerations relevant to the Bank’s purpose, functions and operations, as set out in the Agreement Establishing the Bank. Such considerations must be weighed impartially in order to achieve and carry out the purpose and functions of the Bank.

(c) Bank Personnel shall perform their official duties in a manner that preserves and enhances public confidence in their integrity and the integrity of the Bank.

(d) In their dealings with colleagues and Bank staff, Bank Personnel must show respect and tolerance for varied cultures, beliefs and backgrounds. They must avoid behaviour that constitutes harassment or bullying or that could be perceived by others as harassment or bullying.

(e) Bank Personnel shall always bear in mind the reserve and tact incumbent upon them by reason of their functions, and they must exercise the utmost discretion in regard to all matters relating to the Bank, both while they are Bank Personnel as well as after their service with the Bank has ended.

Conflicts of Interest

Rule 3

(a) For the purposes of this Code, a Conflict of Interest is a situation or circumstances in which private interests of Bank Personnel influence or may influence the objective and impartial performance of their official duties. In this regard, private interests include any advantage for themselves, their families or personal acquaintances.

(b) Bank Personnel must avoid any situation involving a Conflict of Interest or the appearance of a Conflict of Interest. Bank Personnel finding themselves in such a situation must disclose the conflict to the Chief Compliance Officer who will consider the appropriateness of consulting with the Bank Personnel's line manager in case recusal is required. In case of doubt, Bank Personnel must refer the matter to the Chief Compliance Officer for guidance and must comply with such guidance.

Outside Activities

Rule 4

(a) Absent appropriate authorisation, Bank Personnel may not engage in any outside activity, including self-employment or employment with, or the rendering of services to, any outside entity. Such authorisation will normally be given for outside activities so long as they are not incompatible with the full and proper performance of the Bank Personnel's official duties and do not give rise to a Conflict of Interest.

(b) Authorisation under Rule 4(a) is not required for:

(i) non-remunerated voluntary community-based activities undertaken for a charitable, social, educational, religious or other similar entity, or for outside activities such as teaching, publishing or giving lectures, that are carried out during personal time, in a private capacity, so long as such activities:

(1) are consistent with the Bank Personnel's obligations under Rules 1 and 3, and

(2) do not affect the relations of the Bank with the public or with its members.

(ii) outside activities undertaken as part of the Bank Personnel's official duties, such as teaching, lecturing, speaking, writing and publishing, provided that such activities are approved in accordance with the applicable channels of internal clearance. Bank Personnel may not accept remuneration or other forms of compensation in connection with such outside activities, with the exception of reasonable travel and living expenses.

(c) A request for authorisation under Rule 4(a) shall be directed for review by the Chief Compliance Officer and for decision:

(i) in the case of the President, by the Governors' Committee (i.e., a committee established by this Code and comprised of the Chair of the Board of Governors and two additional Governors selected by the Chair of the Board of Governors);

(ii) in the case of a Vice President or Chief Evaluator, by the Code of Conduct Committee in accordance with the procedures set out in Rule 14 of the Code of Conduct for Officials of the Board of Directors of the EBRD; and

(iii) in the case of other Bank Personnel, by the President. In such cases, the President may delegate to the Chief Compliance Officer the authority to decide requests for authorisation.

Political Activities

Rule 5

Nothing in this Code affects the legitimate interest of Bank Personnel to participate in a democratic process or to be a member of a political party that espouses democratic principles. However, while serving at the Bank, Bank Personnel may not engage in such political activity that may interfere or conflict with their official duties or status. Any Bank Personnel who is elected or appointed to political office or who accepts nomination for such an office must separate from the Bank where the holding of such political office may interfere or conflict with their official duties or status. Further guidance on what is acceptable political activity and the holding of political office can be found in guidance notes or Bank directives on the matter.

Employment

Rule 6

(a) Former Employers

Bank Personnel may not exercise any responsibility with respect to any Bank matter in which their former employers have or may have an interest, for a period of three years after they have separated from such former employers.

(b) Prospective Employers

Bank Personnel must not allow the performance of their official duties to conflict with, or be affected by, possible or prospective employment with, or the rendering of services to, an outside entity. Therefore, if Bank Personnel are seeking or negotiating for or have received an offer of employment or appointment outside of the Bank, they may not exercise any responsibility with respect to any Bank matter in which the prospective entity or any of its Affiliates has or may have an interest. If such conflict arises, they must inform the Chief Compliance Officer who will consider the appropriateness of consulting with the Bank Personnel's line manager in case recusal is required.

(c) The restrictions in (a) and (b) above do not apply if the former or prospective employer or entity is another international organisation, government, central bank, or government agency except if such entity is a Bank counterparty with which the Bank Personnel is involved as an operation leader or member of a Bank team, task force or committee.

(d) Post-Employment

On separating from the Bank, Bank Personnel may proceed to work for any outside entity. Notwithstanding the immediately preceding sentence, except with the appropriate authorisation, Bank Personnel who have separated from the Bank may not, for a period of one year after separating from the Bank:

(i) communicate or attend any business-related meetings with any Bank Personnel, any official of the EBRD Board of Directors, or any other person connected with the EBRD (such as consultants, contractors, temporary staff or interns) on behalf of any entity or its Affiliate(s), including, without limitation, providing advice, guidance or direction to any such party in respect of any matter in which the Bank has an interest or is a party.

(ii) The restrictions in Rule 6(d)(i) do not apply in the context of employment with any international organisation, government, central bank, or government agency except if such entity is a Bank counterparty with which the Bank Personnel was involved as an operation leader or member of a Bank team, task force or committee.

(e) The prohibition under Rule 6(d) does not apply to Bank Personnel who are nominated by the Bank to serve as nominee directors in another entity.

(f) A request for a derogation from the prohibition in Rule 6(d) must be directed for review by the Chief Compliance Officer and for decision

(i) in the case of the President, by the Governors' Committee;

(ii) in the case of a Vice President or Chief Evaluator, by the Code of Conduct Committee; and

(iii) in the case of other Bank Personnel, by the President; in such cases, the President may delegate to the Chief Compliance Officer the authority to decide requests for authorisation.

(g) For the purposes of this Rule, the term "Affiliate(s)" means any entity controlled, directly or indirectly, by another entity (the controlling entity), any entity that directly or indirectly controls the controlling entity or any entity directly or indirectly under control with the controlling entity.

Gifts, Hospitality, Gratuities, Honours and Awards

Rule 7

(a) The acceptance by Bank Personnel of gifts, hospitality, gratuities, honours or awards in connection with their official duties from any person or entity outside the Bank should be strictly avoided.

(b) Notwithstanding Rule 7(a), in circumstances which make it difficult to refuse or decline a gift, hospitality, gratuity, honour or award, in particular where such refusal might cause offence or embarrassment to the gift-giver or the Bank:

(i) tangible items may be accepted, provided that:

(1) the market value of the item does not exceed £100 or such other value as prescribed from time to time by the Chief Compliance Officer. Bank Personnel must report the receipt of such item to the Office of the Chief Compliance Officer, within twenty one (21) calendar days, except for items of a token value (with a market valuation equal to, or less than £25) by sending an email to: compliance@ebrd.com; and

(2) if the market value of the item exceeds £100, Bank Personnel must surrender such item to the Office of the Chief Compliance Officer as soon as possible, but no later than twenty one (21) calendar dates after receipt;

(ii) limited hospitality may be accepted, provided that the scope and cost of such hospitality is reasonable and customary.

Financial Interests

Rule 8

(a) Generally, Bank Personnel are free to conduct their private financial affairs as they see fit, provided that this is done in a manner that: (i) avoids Conflicts of Interest, (ii) does not compromise the independence of judgement or action required in the performance of official duties and (iii) does not result in Bank Personnel dealing in publicly listed securities in circumstances where any such dealing would or may result in a misuse of material non-public information / insider dealing by such Bank Personnel.

(b) To this end, Bank Personnel must, in particular, refrain from:

(i) Short Term Trading in securities issued by the Bank; and

(ii) knowingly acquiring or divesting, directly or indirectly, for their own account or the account of others, any Financial Interest in

(1) a loan made by the Bank; or

(2) the securities of any Relevant Entity from the time the transaction or relationship is first considered until the time the transaction or relationship is terminated.

(c) The prohibition under Rule 8(b)(ii) applies whether or not Bank Personnel are personally involved in such transactions or relationships in the performance of their official duties. However, the prohibition under Rule 8(b)(ii)(2) does not apply to the acquisition or divestment of a De Minimis Interest in a publicly traded Relevant Entity, provided that, in respect of acquisitions or divestments of a De Minimis Interest in a publicly traded Banking Counterparty, the Chief Compliance Officer has provided a prior authorisation for any such acquisition or divestment. The prohibition does not apply to Financial Interests in securities issued by the Bank, subject to the prohibition on Short Term Trading. In the event of doubt, including as to whether any entity is a Relevant Entity or Banking Counterparty, the Chief Compliance Officer should be consulted.

(d) In addition, if Bank Personnel become aware of the fact that a member of their Immediate Family has any Financial Interest prohibited under Rule 8(b), they must report such Financial Interest to the Chief Compliance Officer. Bank Personnel must also recuse themselves from participating in any Bank matter in which, to their knowledge, they or any member of their Immediate Family has a Financial Interest other than a De Minimis Interest, and they must inform the Chief Compliance Officer of any such recusal.

(e) Rule 8 shall not apply to Financial Interests of Bank Personnel held in or managed by investment funds, pension funds, trusts, estates, or similar types of investment vehicles, provided that neither the Bank Personnel nor a member of their Immediate Family has the ability to exercise any discretion over, or otherwise direct the investments made by any such investment vehicle.

(f) For the purposes of this Rule, the terms below shall have the following meanings:

(i) “Short-Term Trading” means

(1) any combination of buying and selling of any securities of the same issue within six months; and

(2) buying any derivative or securitisation product that does or may have a similar effect to (1) above.

(ii) “Financial Interest” means any right to receive interest, dividends, capital appreciation, fees or other payment or monetary or in-kind benefit.

(iii) “De Minimis Interest” means that which constitutes less than one percent of the total of any class of outstanding securities of an entity.

(iv) “Banking Counterparty” means any existing client or sponsor of projects financed or to be financed by the Bank, or an affiliate of any such entity.

(v) “Relevant Entity” means any entity engaged in a financial transaction or other financial or supplier relationship with the Bank, including any Banking Counterparty.

Code of Conduct Compliance Statement

Rule 9

(a) All Bank Personnel, must file on arrival at the Bank and annually thereafter until separation from the Bank, a Compliance Statement for EBRD Personnel in a form and manner to be proposed by the Chief Compliance Officer and approved by the Code of Conduct Committee. All filings must be made with the Chief Compliance Officer, save for the President, who shall file with the Governors’ Committee, and the Chief Compliance Officer, who must file with the President. In the event that such statement by Bank Personnel, including in respect of their Immediate Family, reveals a Conflict of Interest, or any other non-compliance with the Code of Conduct, the Chief Compliance Officer will provide advice on how to obviate or mitigate the conflict or the relevant non-compliance situation. If the

Chief Compliance Officer is conflicted, the President, in consultation with the General Counsel, will work with the Chief Compliance Officer to obviate or mitigate the conflict, or the non-compliance situation similarly.

(b) For the purposes of this Rule, the “Governors’ Committee” means a committee established under Section 8 of the Bank’s Rules of Procedure of the Board of Governors, as amended from time to time.

Confidentiality

Rule 10

(a) Bank Personnel may not disclose Confidential Information to anyone internal or external to the Bank who is not authorised to receive such information, including members of their Immediate Family.

(b) Additionally, Bank Personnel must refrain from using, or providing to others, Confidential Information to which they may have access because of their affiliation with the Bank for private advantage, whether direct or indirect.

(c) Bank Personnel’s obligations in Rule 10 (a) and (b) shall continue after separation from the Bank.

(d) For the purposes of this Rule, "Confidential Information" means information that is considered as such by the Bank under the Bank’s Public Information Policy as amended from time to time.

Bank Property, Assets and Resources

Rule 11

(a) Bank Personnel must protect and preserve Bank property and assets and must use such resources as efficiently as possible, guarding against waste and abuse. Bank Personnel may not use Bank services, supplies and facilities except as permitted under relevant Bank policy.

(b) All rights to any work or intellectual property created by Bank Personnel in the course of their official duties belong to the Bank unless the Bank authorises otherwise. Intellectual property belonging to the Bank may not be used for private benefit or for the benefit of others except with appropriate authorisation from the Bank.

Duty to report misconduct and prohibition against retaliation

Rule 12

(a) Bank Personnel who become aware of suspected misconduct by Bank Personnel, or by any person working on Bank premises, or an incidence of a Prohibited Practice, must immediately report the matter to the Chief Compliance Officer or any other officers of the Bank as required by the relevant Bank policies, directives and procedures.

(b) Bank Personnel must not engage in retaliation or reprisal against other Bank Personnel who have complied, in good faith, with their obligation to report suspected misconduct or to report an incidence of a Prohibited Practice or who have taken part in Bank proceedings for internal dispute resolution. Retaliation or reprisal that is determined to be misconduct shall be subject to disciplinary action as a result.

(c) For the purposes of this Rule, “Prohibited Practice” means any practice that is defined as such in the Bank’s Enforcement Policy and Procedures, as amended from time to time.

Local Laws

Rule 13

Except as provided by the Agreement Establishing the Bank and other applicable legal instruments, Bank Personnel are subject to national laws and must avoid actions that could be perceived as an abuse of the privileges and immunities accorded to the Bank or to Bank Personnel.

Misconduct Procedures

This Code sets out the investigative procedures to be followed with respect to alleged misconduct by the President, the Vice-Presidents, the Chief Evaluator, and the Chief Compliance Officer. Investigative procedures for alleged misconduct by all other Bank Personnel are set out in the Bank’s Conduct and Disciplinary Rules and Procedures, as amended from time to time.

Rule 14

The President

(a) In the event that an allegation of misconduct is received against the President, the following procedures shall apply:

(i) the Chief Compliance Officer shall bring the allegation to the attention of the Chair of the Audit Committee (“the Chair”) and provide the Chair with such assistance as he/she thinks necessary and appropriate. The Chair shall conduct a preliminary assessment of the reliability of the information received and the gravity of the alleged misconduct and may, at his/her discretion, consult with an ad hoc committee consisting of the Chair and Vice-Chair of the Audit Committee and the Chairs of the Budget and Administration Affairs Committee, the Financial and Operational Policies Committee and the Board Steering Group (the “ad hoc committee”). If the Chair determines that the allegation does not warrant further investigation, then the Chair shall reject the allegation and consider informing the President.

(ii) if the Chair determines that the allegation of misconduct warrants a further investigation, the Chair shall convene the ad hoc committee, who will appoint an independent external investigator to act as an Inquiry Officer. The ad hoc committee shall provide the Inquiry Officer with appropriate Terms of Reference under which the Inquiry Officer will conduct an independent, objective and expeditious fact-

finding inquiry, which complies with the principles of natural justice, including the right of the President to be notified of the investigation and heard on the allegation.

(b) On the completion of the inquiry commenced under Rule 14(a), the Inquiry Officer shall submit a written report detailing his/her findings to the ad hoc committee. The report of the Inquiry Officer shall contain an assessment of whether it is more likely than not that the alleged misconduct occurred or whether the allegation is either unfounded or unsubstantiated.

(c) If the report concludes that the allegation is either unfounded or unsubstantiated, then the ad hoc committee shall:

(i) direct the Chief Compliance Officer to close the file;

(ii) direct that no further action shall be taken on it; and

(iii) duly inform the President; if requested by the President, the conclusion that the allegation was either unfounded or unsubstantiated shall be published within the Bank.

(d) However, if the report concludes that it is more likely than not that the alleged misconduct occurred, either in whole or in part, then the ad hoc committee shall send a copy of the report to the President, giving him/her an opportunity to review and to comment on the inquiry report within 15 working days.

(e) Following receipt under Rule 14(d) of any written comments from the President, the ad hoc committee shall send a copy of the Inquiry Officer's report, together with any written comments of the President to the Chair of the Governors' Committee. It is for the Governors' Committee to decide, having heard and duly considered representations from the President what, if any action should be taken with respect to him/her. The ad hoc committee must ascertain the decision of the Governors' Committee and so inform the President and the Code of Conduct Committee.

(f) If at any time during the inquiry, the members of the ad hoc committee have reason to believe that the laws of a member country may have been violated by the President, the ad hoc committee may recommend to the Chair of the Governors' Committee that the Bank disclose information concerning the suspected violation to local, national or supranational authorities for law enforcement purposes. The ad hoc committee shall seek the opinion of the General Counsel regarding the legal aspects of the recommended disclosure and, in particular, its potential ramifications for the Bank's status, privileges and immunities. Subject to obtaining the necessary waiver of applicable immunities, if any, the Chair of the Governors' Committee may authorise such disclosure, if he/she concludes that such disclosure would be in the interests of the Bank.

Rule 15

The Vice Presidents

(a) In the event that an allegation of misconduct is received against a Vice President, the Chief Compliance Officer shall conduct a preliminary assessment of the reliability of the information received and the gravity of the alleged misconduct. If the Chief Compliance

Officer determines that the allegation does not warrant further investigation, then the Chief Compliance Officer shall reject the allegation and consider so informing the Vice President. However, if the Chief Compliance Officer determines that the allegation of misconduct warrants a further investigation, the Chief Compliance Officer shall:

(i) inform the President and the Chair of the Audit Committee; and

(ii) appoint an independent external investigator to act as an Inquiry Officer. The Chief Compliance Officer shall provide the Inquiry Officer with appropriate Terms of Reference under which the Inquiry Officer will conduct an independent, objective and expeditious fact-finding inquiry, which complies with the principles of natural justice, including the right of the Vice President (“the subject of the inquiry”) to be notified of the investigation and heard on the allegation.

(b) On the completion of the inquiry commenced under Rule 15(a), the Inquiry Officer shall submit a written report detailing his/her findings to the Chief Compliance Officer. The report of the Inquiry Officer shall contain an assessment of whether it is more likely than not that the alleged misconduct occurred or whether the allegation is either unfounded or unsubstantiated.

(c) If the report concludes that the allegation is either unfounded or unsubstantiated, then the Chief Compliance Officer shall:

(i) close the file;

(ii) direct that no further action shall be taken on it;

(iii) inform the President and the Chair of the Audit Committee; and

(iv) duly inform the subject of the inquiry; if requested by the subject of the inquiry, the conclusion that the allegation was either unfounded or unsubstantiated shall be published within the Bank.

(d) However, if the report concludes that it is more likely than not that the alleged misconduct occurred, either in whole or in part, then the Chief Compliance Officer shall send a copy of the report to the subject of the inquiry, giving him/her an opportunity to review and to comment on the inquiry report within 15 working days.

(e) Following receipt under Rule 15(d) of any written comments from the subject of the inquiry, the Chief Compliance Officer shall send a copy of the Inquiry Officer’s Report, together with any written comments of the subject of the inquiry to the President and to the Chair of the Audit Committee. It is for the President to decide, having heard and duly considered representations from the subject of the inquiry and having duly consulted with the Code of Conduct Committee what, if any, action should be taken with respect to him/her. The President must so inform the subject of the inquiry as well as the Code of Conduct Committee and the Chief Compliance Officer of his/her decision.

(f) If, at any time during the inquiry, the Chief Compliance Officer has reason to believe that the laws of a member country may have been violated by the subject of the inquiry, the Chief Compliance Officer may recommend to the President that the Bank disclose information concerning the suspected violation to local, national or supranational authorities for law

enforcement purposes. The President shall seek the opinion of the General Counsel regarding the legal aspects of the recommended disclosure and, in particular, its potential ramifications for the Bank's status, privileges and immunities, and shall consult with the Chair of the Audit Committee and the Chair of the Board Steering Group. Subject to obtaining the necessary waiver of applicable immunities, if any, the President may authorise such disclosure, if he/she concludes that such disclosure would be in the interests of the Bank.

Rule 16

The Chief Evaluator

(a) In the event that an allegation of misconduct is received against the Chief Evaluator, the Chief Compliance Officer shall conduct a preliminary assessment of the reliability of the information received and the gravity of the alleged misconduct. If the Chief Compliance Officer determines that the allegation does not warrant further investigation, then the Chief Compliance Officer shall reject the allegation and consider so informing the Chief Evaluator. However, if the Chief Compliance Officer determines that the allegation of misconduct warrants a further investigation, the Chief Compliance Officer shall:

(i) inform the President and the Chair of the Audit Committee; and

(ii) appoint an independent external investigator to act as an Inquiry Officer. The Chief Compliance Officer shall provide the Inquiry Officer with appropriate Terms of Reference under which the Inquiry Officer will conduct an independent, objective and expeditious fact-finding inquiry, which complies with the principles of natural justice, including the right of the Chief Evaluator to be notified of the investigation and heard on the allegation.

(b) On the completion of the inquiry commenced under Rule 16(a), the Inquiry Officer shall submit a written report detailing his/her findings to the Chief Compliance Officer. The report of the Inquiry Officer shall contain an assessment of whether it is more likely than not that the alleged misconduct occurred or whether the allegation is either unfounded or unsubstantiated.

(c) If the report concludes that the allegation is either unfounded or unsubstantiated, then the Chief Compliance Officer shall:

(i) close the file;

(ii) direct that no further action shall be taken on it;

(iii) inform the President and the Chair of the Audit Committee; and

(iv) duly inform the Chief Evaluator; if requested by the Chief Evaluator, the conclusion that the allegation was either unfounded or unsubstantiated shall be published within the Bank.

(d) However, if the report concludes that it is more likely than not that the alleged misconduct occurred, either in whole or in part, then the Chief Compliance Officer, unless there are good reasons not to do so, shall send a copy of the report, without its conclusions, to the Chief Evaluator, giving him/her an opportunity to review the factual correctness of the inquiry

report within a determined time limit. Requests for corrections by the Chief Evaluator shall be carefully considered, checked where feasible against information provided by others, and reflected, as necessary, in the inquiry report.

(e) Following the process provided under Rule 16(d), the Chief Compliance Officer shall send a copy of the Inquiry Officer's Report to the President and to the Vice President responsible for Human Resources together with a recommendation as to whether a formal accusation(s) of misconduct should be raised against the Chief Evaluator, in which case the disciplinary process is handled in accordance with the Bank's Conduct and Disciplinary Rules and Procedures, Grievance Procedures and Appeals Procedures. In the event a disciplinary process is initiated, the Vice President for Human Resources will inform the Chair of the Audit Committee and will keep him or her informed of the outcome of each of the above procedures. Upon a decision becoming final following the conclusion of the above procedures, the President shall inform the Code of Conduct Committee of such decision where it involves a disciplinary sanction in respect of the Chief Evaluator. However, where the disciplinary sanction involves the removal of the Chief Evaluator from his or her position through dismissal or demotion, the implementation of such sanction shall, in accordance with the provisions of the Bank's Evaluation Policy, be subject to the prior approval of the Board of Directors.

(f) If at any time during the inquiry or disciplinary process, the Chief Compliance Officer, or the Vice President responsible for Human Resources, has reason to believe that the laws of a member country may have been violated by the Chief Evaluator, the Chief Compliance Officer or the Vice President responsible for Human Resources, may recommend to the President that the Bank disclose information concerning the suspected violation to local, national or supranational authorities for law enforcement purposes. The President shall seek the opinion of the General Counsel regarding the legal aspects of the recommended disclosure and, in particular, its potential ramifications for the Bank's status, privileges and immunities, and shall consult with the Chair of the Audit Committee and the Chair of the Board Steering Group. Subject to obtaining the necessary waiver of applicable immunities, if any, the President may authorise such disclosure, if he/she concludes that such disclosure would be in the interests of the Bank.

Rule 17

The Chief Compliance Officer

(a) In the event that an allegation of misconduct is received against the Chief Compliance Officer, the Chair of the Audit Committee ("the Chair") shall conduct a preliminary assessment of the reliability of the information received and the gravity of the alleged misconduct. If the Chair determines that the allegation does not warrant further investigation, then the Chair shall reject the allegation and consider informing the Chief Compliance Officer. However, if the Chair determines that the allegation of misconduct warrants a further investigation, the Chair shall:

(i) inform the President; and

(ii) appoint an independent external investigator to act as an Inquiry Officer. The Chair shall provide the Inquiry Officer with appropriate Terms of Reference under which the Inquiry Officer will conduct an independent, objective and expeditious

fact-finding inquiry, which complies with the principles of natural justice, including the right of the Chief Compliance Officer to be notified of the investigation and heard on the allegation.

(b) On the completion of the inquiry commenced under Rule 17(a), the Inquiry Officer shall submit a written report detailing his/her findings to the Chair. The report of the Inquiry Officer shall contain an assessment of whether it is more likely than not that the alleged misconduct occurred or whether the allegation is either unfounded or unsubstantiated.

(c) If the report concludes that the allegation is either unfounded or unsubstantiated, then the Chair shall:

(i) close the file;

(ii) direct that no further action shall be taken on it;

(iii) inform the President; and

(iv) duly inform the Chief Compliance Officer; if requested by the Chief Compliance Officer, the conclusion that the allegation was unsubstantiated shall be published within the Bank.

(d) However, if the report concludes that it is more likely than not that the alleged misconduct occurred, either in whole or in part, then the Chair, unless there are good reasons not to do so, shall send a copy of the report, without its conclusions, to the Chief Compliance Officer, giving him/her an opportunity to review the factual correctness of the inquiry report within a determined time limit. Requests for corrections by the Chief Compliance Officer shall be carefully considered, checked where feasible against information provided by others, and reflected, as necessary, in the inquiry report.

(e) Following the process provided under Rule 17(d), the Chair shall send a copy of the Inquiry Officer's Report to the President and to the Vice President responsible for Human Resources, together with a recommendation as to whether a formal accusation(s) of misconduct should be raised against the Chief Compliance Officer, in which case the disciplinary process is handled in accordance with the Bank's Conduct and Disciplinary Rules and Procedures. The President shall inform the Code of Conduct Committee of the outcome of the Bank's Conduct and Disciplinary Rules and Procedures.

(f) If at any time during the inquiry or the disciplinary process, the Chair, or the Vice President responsible for Human Resources, has reason to believe that the laws of a member country may have been violated by the Chief Compliance Officer, the Chair may recommend to the President that the Bank disclose information concerning the suspected violation to local, national or supranational authorities for law enforcement purposes. The President shall seek the opinion of the General Counsel regarding the legal aspects of the recommended disclosure and, in particular, its potential ramifications for the Bank's status, privileges and immunities, and shall consult with the Chair of the Audit Committee and the Chair of the Board Steering Group. Subject to obtaining the necessary waiver of applicable immunities, if any, the President may authorise such disclosure, if he/she concludes that such disclosure would be in the interests of the Bank.

Final provisions

Rule 18

Guidance Notes and Reporting

(a) With the exception of matters involving the President, the President, in consultation with the Chief Compliance Officer and with the agreement of the Code of Conduct Committee, may publish, as and when necessary, general guidance notes clarifying the provisions of this Code. The publication of guidance notes on matters involving the President requires the agreement of the Governors' Committee.

(b) At the end of each calendar quarter, or as often as the Chief Compliance Officer thinks necessary, the Chief Compliance Officer will submit a report outlining his or her activities under the Code to the President.

Rule 19

Review

This Code will be reviewed as and when it is deemed necessary by the Board of Directors and the President but no later than five years from the date on which it becomes effective.

Effective Date

Rule 20

This Code shall enter into force on the date on which it is adopted by resolution of the Board of Governors (the Effective Date). It shall replace the Code adopted by the Board of Governors pursuant to Resolution No. 145 dated 29 February 2012. However, any act or omission amounting to misconduct under this Code but which occurred while the previous Code was in place shall be handled in accordance with the provisions of this Code. Any process ongoing on the Effective Date shall be concluded in accordance with the provisions of the previous Code as though it remained in effect.