



**BANK OF GEORGIA**  
GROUP PLC

# Code of Conduct and Ethics

## CODE OF CONDUCT AND ETHICS

### ADOPTED BY

The Board of Directors of Bank of Georgia Group PLC

### APPLIES TO

Bank of Georgia Group PLC and its Group Companies

### GROUP POLICY OWNER

Chief Compliance Officer/ Head of Human Capital Management/  
UK General Counsel

### REVIEWED BY

Risk & Compliance  
Human Capital Management  
General Counsel UK

### LANGUAGE

English, Georgian

### INFORMATION CLASS

Group

### LAST UPDATED

September 2024

## CONTENTS

Definitions.....	4
Scope and Objectives.....	5
Principles.....	6
1.Responsibility to customers, suppliers and competitors.....	6
2.Safe working environment.....	6
3. Free from conflicts of interest.....	7
4. Bribery and corruption: zero tolerance.....	7
5.Combating financial crime.....	8
6.Confidentiality and compliance.....	8
7. Safeguarding group assets and systems.....	8
8.External communications: openness and transparency.....	9
Changes to this Policy.....	10

## DEFINITIONS

The below definitions apply to the terms used through the Policy

### **Board**

The Board of Directors of Bank of Georgia Group PLC

### **Colleagues**

Directors, senior officers, employees, contractors and agency staff

### **The Company or the PLC**

Bank of Georgia Group PLC

### **The Group**

Bank of Georgia Group PLC and its Group Companies

### **The Code**

Bank of Georgia Group Plc Code of Conduct and Ethics

### **Associated Policies**

Bank of Georgia Group Plc Anti-Bribery and Anti-Corruption Policy

Bank of Georgia Group Plc Securities Dealing Code and Policy

Bank of Georgia Group Plc Group Dealing Procedures Manual

Bank of Georgia Group Plc Inside Information Disclosure Policy

Bank of Georgia Group Plc Related Party Transaction Policy

## SCOPE & OBJECTIVES

Bank of Georgia Group PLC (the **Company**) is committed to the highest standards of conduct in all aspects of its business. This Code of Conduct and Ethics (the **Code**) outlines the behaviours and standards of conduct applicable to all individuals working for the Company and its subsidiaries (together, the **Group**) worldwide at all levels of the business – directors, senior managers, employees, contractors or agency staff (collectively referred to as **colleagues**).

Although minimum standards have been set centrally, more detailed codes of conduct and ethics, manuals, policies and procedures are produced by each subsidiary and the various business divisions within the Group, tailored to their individual business requirements, local laws and regulations.

## PRINCIPLES

### **1 RESPONSIBILITY TO CUSTOMERS, SUPPLIERS AND COMPETITORS**

The Group is committed to dealing fairly with our customers, competitors and suppliers. Group colleagues must always act with integrity and honesty and continuously protect the Group's reputation in relationships with customers, competitors and suppliers.

The Group seeks to create and maintain long-term and mutually beneficial relationships with its customers and to develop and promote a climate of trust, transparency, innovation and consistency.

The Group ensures that suppliers are selected and appointed on merit and objective business standards in order to avoid favouritism or perceived favouritism.

The Group is dedicated to free and fair competition and never conspires or colludes in any way with its competitors.

The Group vigorously abides by relevant laws, regulations, industry standards and internationally accepted best practice.

### **2 SAFE WORKING ENVIRONMENT**

The Group is committed to dealing fairly with our customers, competitors and suppliers. Group colleagues must always act with integrity and honesty and continuously protect the Group's reputation in relationships with customers, competitors and suppliers.

The Group seeks to create and maintain long-term and mutually beneficial relationships with its customers and to develop and promote a climate of trust, transparency, innovation and consistency.

The Group ensures that suppliers are selected and

appointed on merit and objective business standards in order to avoid favouritism or perceived favouritism.

The Group is dedicated to free and fair competition and never conspires or colludes in any way with its competitors.

The Group vigorously abides by relevant laws, regulations, industry standards and internationally accepted best practice.

### **3 FREE FROM CONFLICTS OF INTEREST**

Group colleagues are expected to be free from actual or potential conflicts of interest that may influence, or appear to influence their judgment or actions when working for the Group. The Group is committed to acting ethically and taking assertive measures to properly identify and manage, if permissible, potential conflicts of interest.

A conflict of interest occurs when business or personal circumstances impair professional judgement or the ability to act in the best interests of the Group or its customers.

### **4 BRIBERY AND CORRUPTION: ZERO TOLERANCE**

The Group operates a zero-tolerance policy towards bribery and corruption. Please see the Group's Anti-Bribery and Anti-Corruption Policy for further information.

The Group's policy prohibits the offer, promise or payment of bribes or assisting in, or facilitating any such conduct (active bribery) as well as the request, solicitation, agreement to accept or receive bribes (passive bribery). Moreover, the Group prohibits the acceptance of gifts, hospitality or other benefits that are intended or perceived to improperly influence or induce business.

## **5** COMBATING FINANCIAL CRIME

The Group understands the importance of protecting the integrity of the global financial system by managing risks arising from financial crime. The Group fully cooperates with governments and regulators to safeguard customers from fraud and help combat financial crime. The Group has implemented robust anti-money laundering standards.

## **6** CONFIDENTIALITY AND COMPLIANCE

The Group holds information about its customers, suppliers and colleagues in the strictest confidence and in compliance with applicable law and regulation. Colleagues have a general obligation to act in the best interests of the Group, and not disclose confidential information relating to the Group or its customers, suppliers, competitors or colleagues.

Any share or other securities dealings undertaken by Group colleagues must be conducted in accordance with all applicable insider dealing and inside information legislation and regulation.

## **7** SAFEGUARDING GROUP ASSETS AND SYSTEMS

The Group's colleagues are responsible for safeguarding Group, customer, supplier and colleague assets, systems and information under their control or accessed as part of their work. Assets can include funds, information, physical or intellectual property as well as business development opportunities. Misappropriation of assets, or misuse of the Group's systems may lead to disciplinary action and in certain cases constitute a criminal offence.

## **8** EXTERNAL COMMUNICATIONS: OPENNESS AND TRANSPARENCY

The Group is committed to openness and transparency in its external communications. Such communications are accurate, timely and clear. The disclosure of information is objective and permits investors to assess the impact of the information when making investment decisions.

Colleagues may not communicate externally, either to investors, the media, or through other public presentation, including on social media, without appropriate authority.

## CHANGES TO THIS POLICY

We keep this Policy under regular review. Original/previous versions can be obtained by contacting the General Counsel UK (where necessary).

