



**BANK OF GEORGIA**  
GROUP PLC

# Supplier Code of Conduct

## SUPPLIER CODE OF CONDUCT

### ADOPTED BY

The Board of Directors of Bank of Georgia Group PLC

### DATE OF ADOPTION

December 16th, 2022

### APPLIES TO

Bank of Georgia Group PLC and its Group Companies

### GROUP POLICY OWNER

ESG and Sustainability Direction, Legal Department

### REVIEWED BY

Operations Support Department

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## DEFINITIONS

The below definitions apply to the terms used throughout the Policy.

### Basic Principles

#### Bribery

Act of promising, requesting, offering, accepting, or transferring a valuable item (either financial or non-financial) with the intention of inducing or rewarding improper performance in relation to a commercial agreement or public affairs. This can also refer to an unofficial payment made to expedite a routine or necessary action, which the payer is legally entitled to receive. Active Bribery is the offer, promise or payment of bribes (directly or indirectly) or assisting in, abetting or facilitating any such conduct. Passive Bribery is the request, solicitation, agreement to accept or receipt of bribes (directly or indirectly).

#### Corruption

The abuse of entrusted power for private gain.

#### Discrimination

The intended or accomplished distinction, exclusion or restriction of certain individuals based on gender identity, gender expression, race, skin colour, lineage, national or ethnic origin, sexual orientation, social status, religion, age, disability or any other individual trait, with the purpose or effect of preventing or hindering the recognition and/or exercise, on an equal basis, of nullifying or impairing the recognition of human rights and fundamental freedom in all spheres, including public, private, political, economic, cultural or civil.

#### Diversity

This refers to a wide range of identities. Diversity broadly includes race, ethnicity, gender, age, national origin, religion, disability, sexual orientation, socioeconomic status, education, marital status, language, veteran status, physical appearance, etc. It also involves different ideas, perspectives and values.

#### Equality

The right of diverse groups of people to have a similar social position and receive the same treatment, ensuring that every individual has an equal opportunity to make the most of their lives and talents.

#### Inclusion

An organisational effort in which diverse groups or individuals having diverse backgrounds are culturally and socially accepted, welcomed, and equally treated.

#### Supplier

Any individual, company or organisation that provides goods, services, or resources to the Group. These suppliers may be involved in various aspects of the bank's operations, including but not limited to technology, infrastructure, facilities, products, and services.

### Group Entities

#### Bank of Georgia

JSC Bank of Georgia

#### Board

The Board of Directors of Bank of Georgia Group PLC.

#### Group Companies

Means companies (a) whose affairs and policies Bank of Georgia Group PLC directly or indirectly controls or (b) companies of which Bank of Georgia Group PLC owns directly or indirectly more than 50% of their capital, voting stock or other rights of ownership. "Control", as used in this definition, means the power to direct the management and the policies of that company, whether through the ownership of share capital, by contract or otherwise.

#### The Group

The Bank of Georgia Group and its Group Companies.

## DEFINITIONS

### Legal Requirements and International Standards

The Group's work against discrimination and harassment of any kind is based on, but not limited to, the following relevant local legal requirements and internationally agreed upon standards:

- The UN's Universal Declaration of Human Rights
- The Charter of Fundamental Rights of the European Union
- ILO Fundamental Conventions as implemented into Georgian Legislation
- Convention on the Elimination of all forms of Discrimination against Women
- UN Guiding Principles on Business and Human Rights
- OECD Guidelines for Multinational Enterprises
- UN Global Compact
- IFC Performance Standards

## ESG GOVERNANCE

Oversight of the majority of material ESG topics and related impacts on the economy, people, and the environment is allocated to specific Board Committees: the Risk, Audit, Nomination, and Remuneration Committees. While the Committees retain continued responsibility for discrete ESG-related matters, the full Board retains primary responsibility for the Group's overarching ESG strategy, which has been framed around material ESG topics.

The Board ensures the alignment of ESG strategy with the business strategy, receives updates on progress of the key pillars of the ESG strategy, and oversees the Group's overall communications strategy around ESG topics and impacts. The Full Board also retains primary responsibility for overseeing the management of climate risks and opportunities, and it oversees the management of other Environmental and Social risks and opportunities that may arise in the Bank's loan portfolio. Updates on material ESG topics are regularly reported to the full Board or respective Committees.

Management of ESG topics and implementation of ESG strategy are delegated to the Bank's Executive Management team. Discrete ESG matters are managed by individual members of Executive Management. A Management-level Environmental and Social Impact Committee (ESI Committee) has been established, comprising the Management Team and senior managers, including the Bank's CEO, CRO, COO, CFO, CLO, Head of HR, Chief Marketing Officer, Head of Investor Relations, and Head of Funding.

The Committee is responsible for managing the Bank's climate, environmental and social impacts, focusing on those arising from its lending activities. It holds overall responsibility for designing, implementing, and enhancing environmental, social and climate strategies and policies, and for setting and monitoring targets. The Committee intends to further embed Environmental and Social risk management in the Bank's daily operations.

## SCOPE & OBJECTIVES

Bank of Georgia Group PLC and its Group Companies (the "Group") are committed to conducting business responsibly and to integrating environmental, social and governance (ESG) criteria into its decision-making processes. We are devoted to promoting sustainability and responsible business practices throughout our supply chain, and to contributing to a more sustainable and equitable future for all. Our Supplier Code Of Conduct sets out the expectations we have for our suppliers.

As one of the biggest groups in Georgia, we recognise that our business activities, operations and supply chain have a significant impact on the environment, economy and society at large and we seek to minimise the environmental impact of our operations and supply chain by reducing our carbon footprint, conserving natural resources, and promoting circular economy principles. We aim to uphold human rights, promote fair labour practices and support diversity and inclusion throughout our supply chain.

We believe that sustainability is a journey and there is always more we can do to promote responsible business practices throughout our supply chain. We encourage our suppliers to set targets and measure progress towards sustainability goals, including reducing GHG emissions, improving waste management, and promoting diversity and inclusion.

In order to ensure that our supply chain aligns with our values, commitments and the expectations we have for our suppliers, we have established our Supplier Code Of Conduct, which sets the principles and guidelines for how the Group enhances its supply chain practices throughout the organisation, supports the Group in its efforts to become a better institution for all of our stakeholders and clarifies what is required from suppliers, in order to support these priorities.

We will also prioritise working with suppliers who share our commitment to ethical behaviour and transparency.

## DISCLAIMER

All suppliers must comply with the Policy. Suppliers must also require their sub-contractors to meet the relevant standards set out in the Policy.

The Policy should always be considered in the context of the:

- Size and nature of the relevant supplier organisation;
- Services that they provide; and
- Jurisdictions that they operate in.

An overarching principle of the Policy is that suppliers should, at all times, comply with applicable laws in meeting the requirements set out below.

## PRINCIPLES

### 1 Respect for Human Rights

Respect for human rights is a fundamental principle that underpins our Supplier Code Of Conduct. We are committed to promoting and upholding human rights throughout our supply chain and to working with our Suppliers to identify and address any potential risks.

We expect our Suppliers to share this commitment and take all necessary steps to ensure that their operations and supply chains respect human rights. This includes ensuring that workers are treated fairly and with dignity, that all relevant labour requirements and regulations are upheld and discrimination, harassment and all other forms of mistreatment are not tolerated.

We will work with our Suppliers to conduct human rights impact assessment, identify and mitigate any potential risks to human rights and implement appropriate measures to ensure that human rights are respected throughout our supply chain.

Please also see our [Human Rights Policy](#)

### 2 Prohibition of Forced Labour and Child Labour

The Group does not use forced or child labour in its own business operations and has zero tolerance for any form of forced and/or child labour. We expect our Suppliers to share this commitment and to take necessary steps to ensure that forced and/or child labour are not used in the production or services provided to us.

We expect our Suppliers to identify and address any potential risks of forced and child labour in their operations, and to implement appropriate measures to prevent and mitigate these risks. This may include conducting regular audits, requiring Suppliers to provide documentation and evidence of their labour practices or any other necessary measures.

### 3 Prohibition of Discrimination and Harassment

We are committed to promoting a workplace and supply chain that is free from any form of discrimination and/or harassment. We expect our Suppliers to share this commitment and to take all necessary steps to ensure that their operations and supply chains are free from discrimination and harassment.

We expect our suppliers to provide a workplace that is free from discrimination and harassment and aim to ensure a safe and inclusive environment, regardless of ethnic heritage, colour, national origin/ancestry, citizenship status, age, race, physical or mental abilities, gender identity or expression, sexual orientation, values, religion/spiritual practice, political and/or other views, military/veteran status, income, family status, pregnancy, maternity, paternity or caring responsibilities, education, geographic location or on any other grounds which intends to achieve or results in denial of or interference with equal opportunity or treatment in employment process and professional work environments.

Please also see our [Anti-Discrimination and Anti-Harassment Policy](#)

## PRINCIPLES

### 4 Diversity and Inclusion

We believe that a diverse and inclusive working environment and supply chain not only fosters creativity and innovation, but also leads to better business outcomes. We are committed to promoting diversity and inclusion throughout our supply chain and create a more equitable and sustainable practices that values diversity and inclusion.

We expect our suppliers to share this commitment and take all necessary steps to ensure that their operations and supply chains promote diversity and inclusion. This includes promoting diversity and inclusion in hiring and recruitment practices, ensuring that all employees and contractors are treated fairly and with respect.

Please also see our [Diversity and Inclusion Policy](#)

### 5 Health and Safety

We are committed to promoting a safe and healthy working conditions not only in our organisation, but in our supply chain too. We believe that ensuring a healthy and safe working environment for all workers is essential to creating a sustainable and responsible supply chain.

We expect our suppliers to share the same commitment and to take all necessary steps to ensure the health and safety of their workers. This includes providing appropriate training and education on health and safety issues, implementing appropriate policies and procedures to prevent accidents and injuries, and providing adequate personal protective equipment and other safety measures. We will work with our suppliers to identify and address any potential risks to health and safety in their operations and supply chains, and encourage them to implement appropriate measures to prevent accidents and injuries.

### 6 Environmental Sustainability

We recognise that climate change is one of the most pressing global challenges we face today. We are committed to reducing our environmental impact and promoting sustainable practices throughout our supply chain. We expect all our suppliers to minimise their environmental impact by reducing GHG emissions, conserving natural resources, and managing waste responsibly. Additionally, we encourage our suppliers to identify and promote innovative solutions that reduce environmental impact, promote sustainability and drive economic growth.

### 7 Circular economy

We recognise the importance of transitioning to a circular economy and reducing waste in our supply chain. We encourage our suppliers to promote circular economy principles, including through the use of recycled materials, product design for durability and repair, and end-of-life product management.

### 8 Anti-Corruption and Bribery

We are committed to preventing and prohibiting all forms of corruption, bribery and unethical business practices in our operations and supply chain, including the offering, giving, solicitation, or acceptance of any form of bribe, whether in cash or in kind. We expect all our suppliers to act with integrity and uphold ethical business practices. We comply with all applicable anti-corruption laws and regulations and do not tolerate any form of corruption, bribery or other unethical behaviour in our supply chain.

## PRINCIPLES

### 9 Information Security

Information security is a key component for our Group and therefore for our Supplier Code Of Conduct. We emphasize the importance of data protection and secure practices throughout our supply chain that ensures the protection of sensitive information, mitigates risks associated with data breaches, and upholds the trust of stakeholders. All parties involved in our supply chain are expected to uphold the highest standards of confidentiality and data protection. This includes, but is not limited to: safeguarding sensitive information; compliance with data protection laws; security incident reporting; third party security; and employee awareness and training.

### 10 Risk Management

We believe that supply chain risks can have significant impacts on our business and our stakeholders. We will work to identify and manage supply chain risks, including those related to human rights, environmental sustainability and ethical behaviour via risk assessment, due diligence and/or Supplier Audits if necessary.

### 11 Supply Chain Transparency

We recognise that transparency is essential for promoting responsible business practices throughout our supply chain. We encourage our Suppliers to promote supply chain transparency, including through the disclosure of Suppliers information, the sharing of sustainability data, and verification of compliance with our Supplier Code Of Conduct.

### 12 Reporting

The Group encourages all its stakeholders to contact the Group in case they have any concerns or suspicions of violation of any Policy principle.

Suppliers, clients, employees and all other stakeholders can contact us or make complaints through several channels, including in branches, by phone, website, social media and by post. The Group has a whistleblowing mechanism in place to ensure that any violation of the Policy principles will be managed appropriately.

#### Contact Information

|                           |   |
|---------------------------|---|
| BANK OF GEORGIA GROUP PLC | 29 Farm Street, London, W1J 5RL   |
| TEL:                      | +44 (0) 203 178 4052  |
| JSC BANK OF GEORGIA       | 29a Iuri Gagarini Street Tbilisi, Georgia   |
| TEL:                      | (+995 32) 2 444 444   |
| CUSTOMER CARE             | customerservice@bog.ge  |
| WHISTLEBLOWING            | <a href="https://bankofgeorgia.ge/en/anonymous-contact">https://bankofgeorgia.ge/en/anonymous-contact</a> |
| WHISTLEBLOWING HOTLINE    | *4004   |
| SOCIAL MEDIA (FACEBOOK)   | საქართველოს ბანკი / Bank of Georgia   |

Please also see our [Whistleblowing Policy](#)



## GOVERNANCE

If any questions or concerns arise regarding the interpretation of this Supplier Code Of Conduct, or the fulfilment of the supplier's and/or subcontractors' obligations, both parties will actively engage in a meeting with relevant representatives to discuss the matter. In the event that the Group believes that the Supplier and/or its subcontractor have acted in a manner that conflicts with this Policy, or has caused or will cause the Group to be in conflict with it, the parties will work together to determine and implement necessary actions to address and mitigate situation.

## SUPPLIER RELATIONSHIP

The Group values the opportunity to work in partnership with suppliers to address common sustainability challenges. We aim to establish a strong partnership that promotes enhanced sustainability through effective supply chain management.

In cases, where a Supplier is unable or unwilling to accept or comply with the Policy, the Group will initially work to collaborate with the Supplier to develop a plan for change or improvement. The objective is to establish a working relationship that aligns with the Policy, however, if the supplier, demonstrates a clear unwillingness to accept or comply with the Policy without a valid justification, or if they are unresponsive to efforts to improve, the Group may decline to onboard or continue working with the supplier.

The Group reserves the right to review the supplier's policies, procedures, or any other relevant documents related to their adherence to the Policy. In certain instances, the Group may require an on-line or on-site audit to assess the supplier's compliance with the Policy. These measures are taken to ensure that the supplier's practices align with our expectations and requirements outlined in the Policy.

## AUDIT

Bank of Georgia Group PLC and its Group Companies either directly or through an authorised third party (not being a competitor of the supplier), or any public regulatory or supervisory authorities, have the right to conduct audits on the Supplier and its subcontractors. These audits are conducted to verify whether the Supplier and its subcontractors are fulfilling their obligations as outlined in this Policy. The audits encompass all locations, where the Supplier operates, as well as the operations of its subcontractors at their respective locations. This includes auditing all aspects of the supplier's and subcontractors' processes related to their obligations under the agreement.

The Supplier is required to cooperate with the audit process and make necessary arrangements. They must ensure that their subcontractors also cooperate and participate in the audits. The Supplier is obligated to provide all necessary information and grant access to facilitate the audit. They are expected to assist the representatives of the Group with any reasonable efforts deemed necessary for the audit. The Group will provide the Supplier with a notice of at least five (5) working days prior to conducting an audit, except in cases where audits are carried out by public or regulatory authorities, which may be performed without prior notice in accordance with their instructions. The Group or designated third party conducting the audit will enter into a non-disclosure agreement as requested by the supplier.

## RELATED POLICIES

- [Anti-Bribery and Anti-Corruption Policy](#)
- [Anti-Discrimination and Anti-Harassment Policy](#)
- [Code of Conduct and Ethics](#)
- [Diversity and Inclusion Policy](#)
- Environmental Policy
- [Environmental and Social Risk Management System \(ESMS\)](#)
- [Human Rights Policy](#)
- [Whistleblowing Policy](#)

## CHANGES TO THIS POLICY

We keep this Policy under regular review. Original/previous versions (if any) can be obtained by contacting ESG and Sustainability Direction (where necessary).

## ANNEX 1

### SUPPLIERS' OBLIGATIONS

Suppliers are expected to share the values and visions of the Group and accept the following obligations.

#### THE SUPPLIERS' HUMAN RIGHTS OBLIGATIONS

- a) The Supplier upholds fundamental and globally recognised human rights in all aspects of its operations;
- b) The Supplier has a responsibility to avoid and mitigate any negative impacts on human rights resulting from its own activities;
- c) The Supplier takes appropriate measures to address and rectify any adverse human rights impacts, and takes steps to prevent complicity in human rights abuses;
- d) The Supplier actively promotes the protection of vulnerable groups and embraces diversity in all its manifestations.

#### THE SUPPLIERS' LABOUR RIGHTS OBLIGATIONS

- a) The Supplier ensures that all employees receive at least the minimum wage prescribed by national legislation and adhere to the applicable labour laws and regulations;
- b) The Supplier provides employees with employment contracts in a language they understand, clearly outlining their terms of employment and termination rights;
- c) The Supplier strictly prohibits the use of child labour, ensuring that no individuals below the minimum legal working age are employed. Hazardous or heavy work, as well as night shifts, are prohibited for employees under the age of eighteen;
- d) The Supplier strictly prohibits forced labour, slave labour, or any other forms of non-voluntary labour within their value chain;
- e) The Supplier prioritises the health and safety of their employees, providing a healthy and safe working environment that complies with national laws;
- f) The Supplier treats all employees with respect and dignity, ensuring equal pay for equal work among employees with comparable qualifications, experience and performance. Employees are protected from unlawful detentions, violence, threats, coercion, verbal or sexual harassment;
- g) The Supplier strictly prohibits all forms of discrimination and

harassment based on characteristics such as ethnic heritage, colour, national origin/ ancestry, citizenship status, age, race, physical or mental abilities, gender identity or expression, sexual orientation, values, religion/spiritual practice, political and/or other views, military/veteran status, income, family status, pregnancy, maternity, paternity or caring responsibilities, education, geographic location or on any other grounds. The Supplier may provide special measures of protection, assistance, and advancement to disadvantaged groups in accordance with applicable local legislation.

#### THE SUPPLIERS' ENVIRONMENTAL OBLIGATIONS

- a) The Supplier adheres to all relevant environmental local laws and regulations. This includes obtaining necessary permits and licenses for their operations and ensuring ongoing compliance with applicable environmental requirements;
- b) The Supplier conducts assessments to identify and evaluate the potential environmental impacts of their activities, products and services;
- c) The Supplier is encouraged to strive to conserve natural resources and promote sustainable resource management. This includes minimising energy consumption, optimising water usage, and reducing the overall environmental footprint of their operations.

#### THE SUPPLIERS' ANTI-CORRUPTION OBLIGATIONS

- a) The Supplier has a zero tolerance towards corruption, which includes, but is not limited to bribery, extortion and fraud. The Group maintains that all suppliers adhere to the highest ethical standards and conduct their business with integrity;
- b) The Supplier is fully committed to exercising reasonable due diligence and implementing appropriate policies and processes to prevent, detect and combat financial crimes, including corruption, fraud, extortion, tax evasion, sanctions violations and money laundering in all their business engagements;
- c) The Supplier takes effective measures to identify and address both perceived and actual conflicts of interest to ensure that they do not compromise fair and transparent business practices;
- d) The Supplier complies with all relevant competition and anti-trust laws. This includes refraining from engaging in discussions or agreements with competitors that involve activities such as price fixing, market sharing, bid rigging, or any similar actions.

