Supplier Code of Conduct

Purpose and Scope

Bank Audi is strongly committed to observing the highest professional and ethical standards in all its procurement activities. As such, this Supplier Code of Conduct (“Supplier Code”) outlines the obligations that third party suppliers, service providers, intermediaries and independent contractors, including their employees and representatives (each, a “Supplier”) must comply with when conducting business with, or providing goods and services to, or acting on behalf of, Bank Audi sal and its subsidiaries, affiliates, officers, directors, employees and authorized representatives (“Bank Audi”), ensuring that internationally recognized procurement ethics are followed consistently.

Bank Audi is committed to its shareholders, clients, employees and the larger community. It is important that Bank Audi honours its core values of human capital, quality, heritage, civic role, transparency, and innovation while maintaining accountability and that Suppliers comply with applicable laws, align with the principles established in the Bank Audi Code of Ethics and Conduct, and operate in accordance with the values upon which this Supplier Code is based. This Supplier Code establishes specific obligations for Suppliers regarding the following issues: responsible business conduct, ethical business & employment practices, environmental stewardship efforts and compliance.

Suppliers are strongly urged to familiarize themselves with this Code of Conduct to ensure successful working relations with Bank Audi.

Responsible Business Conduct

Compliance with Laws

Suppliers must ensure they conduct their business activities in compliance with all applicable laws, rules, and regulations of the jurisdictions in which they operate, including Social Accountability Int’l (SAI) and The Ethical Trading Initiative base code (ETI).

Conflicts of Interest

Suppliers must exercise reasonable care and diligence to prevent any situation in which a conflict-of-interest may occur in its dealings with Bank Audi.

Gifts and Entertainment

The nature of gifts or entertainment provided by any existing or potential Supplier must not, by their quality, quantity or timing, be provided to Bank Audi or its personnel in an attempt to gain advantage or preferential treatment or with the intent to influence Bank Audi’s procurement or business activities involving the Supplier. Any gift or entertainment offered must comply with the rules established in the Bank Audi Code of Ethics and Conduct, be of modest value, infrequent, reasonable in scope, legal and consistent with generally understood ethical standards.

Anti-Bribery, Anti-Corruption

Bank Audi has zero tolerance for bribery and corruption and will not do business with Suppliers who engage in such conduct. Such behaviour may be grounds for termination, suspension, disregard or declination of any existing or potential business relationship with the Bank. Suppliers must commit to preventing bribery and corruption and implementing controls to mitigate such risks. Suppliers must not engage in any conduct that would put Bank Audi at risk of violating applicable bribery and corruption laws and regulations, including offering, promising, giving, authorizing, soliciting, demanding, or accepting anything of value, directly or indirectly, to/from anyone in order to obtain or retain a business advantage or any other favourable consideration. Suppliers must comply with all applicable bribery and corruption laws and regulations in the jurisdictions in which they operate. Suppliers must notify Bank Audi if they become aware of any actions or investigations by any government or regulatory agency, which may be ongoing or threatened against the Supplier in relation to a breach of such laws and regulations.

Fraud and Deception

Suppliers must not seek to gain any advantage of any kind by acting fraudulently, deceiving people or making false claims, or allowing anyone else to do so. Their conduct must be characterized by integrity and respect and must not in any way harm or compromise the Bank's reputation as a result of fraudulent activities.

Anti-Money Laundering Anti-Terrorism Financing and Sanctions

Suppliers must not directly or indirectly engage in any money laundering activities or conduct that violates anti-money laundering laws by accepting, transferring, converting or concealing money obtained from criminal activities or related to terrorist financing. Suppliers must commit to complying with all applicable sanctions, laws and regulations.

Data and Asset Protection

Suppliers must protect Bank Audi's assets, confidential information, system and network access. Suppliers must also protect Bank Audi's customer and employee personal information in compliance with applicable laws and Bank Audi policies. Unauthorized use or disclosure of such system, network access, or personal or confidential information is not permitted and if such unauthorized access occurs, it must be reported to Bank Audi promptly after the Supplier becomes aware of it.

Subcontracting

Suppliers must not assign all or part of a contract to a subcontractor without Bank Audi's written consent. If approved, Suppliers must ensure that the subcontracting arrangement complies with this Supplier Code.

Contingency Planning

Suppliers who provide services that may impact Bank Audi's operations and/or reputation, are expected to have business continuity and disaster recovery plans developed, maintained and tested in accordance with applicable regulatory and contractual requirements.

Inside Information

Suppliers may, by virtue of their dealings with Bank Audi, come in contact with material non-public information concerning Bank Audi, its affiliates, associated corporations or their customers. Suppliers must have appropriate policies and procedures in place to comply with applicable laws and regulatory requirements regarding the management of non-public information.

Publicity

Suppliers must not make any public statements (whether on company websites, via social media or otherwise), issue any media releases or distribute any marketing materials referencing Bank Audi, trademarks or logos, unless Bank Audi has approved each proposed use in advance or such use is expressly permitted in an existing agreement with Bank Audi.

Ethical Business & Employment Practices

Human Rights

Bank Audi is committed to respecting human rights, labour standards, the environment and anti-corruption as it maintains an approach that is consistent with the framework established by the United Nations Global Compact on Business Principles and the UN Declaration of Human Rights. Aligned with the ISO 26000 Social Responsibility core subjects, respect to physical and intellectual property rights, and esteemed Corporate Social Responsibility (CSR) strategy and practice, Bank Audi requires its Suppliers to conduct business and maintain policies and practices that are also consistent with these values. Harassment, discrimination, violence and other illegal and inappropriate behaviour must not be tolerated by Suppliers.

Diversity, Equity and Inclusion (DEI)

Bank Audi is committed to providing equal opportunity to all suppliers. Bank Audi is also committed to respecting diversity and inclusion, as set out in the Gender Equality Value embedded in Bank Audi's

Human Capital Value. The standards and expectations regarding discrimination and harassment as clearly stated in the Bank's Code of Ethics and Conduct extend to Suppliers.

Bank Audi encourages Suppliers from marginalized groups including women-owned businesses, as it seeks to empower these with the purpose of achieving gender equality.

Employment Practices:

•Wages & Working Hours - Suppliers must comply with local applicable employment/labour standards laws, and must provide adequate living wages and entitlements that meet or exceed the requirements of local law. Working hours, overtime hours, and number of working days per week must not exceed the relevant legal limits and must be documented in a manner that is transparent and accessible to workers.

•Social Security – Suppliers must be compliant to National Social Security Fund (NSSF) in their employees' subscriptions/contributions.

•No Forced Labour - Suppliers must not use any forced, involuntary, compulsory or indentured labour in any of its business activities or operations. Suppliers must comply with applicable modern slavery, forced labour and human trafficking laws and must not engage in practices associated with forced labour, withholding of wages, retention of identity documents or restriction of an individual's movement.

•No Child Labour - Suppliers must not employ any individual under the legal age of employment in the jurisdiction in which it operates or conducts business. Suppliers must operate in compliance with local laws and abide by the core International Labour Organization ("ILO") standards regarding child labour, such as ILO Convention No. 182 on the worst forms of child labour.

•Discrimination, Harassment and Violence – Suppliers must have in place policies and procedures which prohibit, and address discrimination, harassment and violence in the workplace.

•Resolution of Employment Concerns - Suppliers must maintain a process for their employees to raise concerns without fear of reprisal, which is transparent and ensures the confidentiality and protection of individuals that may raise concerns.

•Occupational Health and Safety - Suppliers must ensure their offices and facilities are compliant with applicable occupational health and safety laws. Suppliers must implement and maintain appropriate safety procedures, provide employees with required training, and supply any necessary protective equipment required for a safe and healthy work environment.

Environmental Stewardship

Suppliers should seek to conduct their businesses in an environmentally responsible way, offering or using environmentally responsible products and services to the extent available, all with the goal of assisting in the reduction of any negative impact on the environment.

Suppliers must comply with all applicable environmental laws and regulations in the countries where they operate or where their suppliers operate if producing products for Bank Audi. Where not covered by applicable laws and regulations, Suppliers should have a system in place to responsibly manage hazardous materials, wastewater, solid waste, and impacts on air quality.

Greenhouse Gas Emissions

Suppliers are encouraged to track and mitigate their greenhouse gas (“GHG”) emissions, which should include establishing GHG emissions reduction targets, undertaking projects focused on operational efficiencies and technological improvements, and offering low-carbon products and services to Bank Audi.

Water Consumption and Waste Reduction.

Suppliers are encouraged to undertake initiatives to promote greater environmental responsibility, such as implementing policies and programs relating to reducing water, waste, energy and paper consumption.

Climate Change Risk

Suppliers are encouraged to incorporate climate change risk assessment into their risk management procedures. This may include establishing ongoing monitoring of physical climate risks (e.g. flooding, storm events, drought, extreme heat or cold) and transition climate risks (e.g. policy or regulatory changes, increased fuel costs, changing market conditions) and maintaining appropriate governance and oversight structures to identify and manage climate risks.

Environmental Performance Reporting

Suppliers are encouraged to measure and publicly report on their climate change risk and environmental performance.

Record-Keeping and Compliance

Record Keeping

Suppliers must maintain accurate, detailed and complete books, accounts and records in order to verify compliance with applicable laws, as well as this Supplier Code and their contractual obligations with Bank

Audi. Suppliers must not destroy records that may be relevant to any pending or threatened legal or regulatory proceeding.

Compliance

By the acceptance of any purchase order from Bank Audi sal or the provision of any goods or services pursuant to a contract with Bank Audi sal, Suppliers acknowledge acceptance of this Code and agreement to comply with all requirements of this Code. This Code supplements, but does not supersede, all rights maintained by Bank Audi sal under any contract with the Suppliers.

In the event of any non-compliance with this Supplier Code, corrective actions must be implemented without undue delay. Any material non-compliance with this Supplier Code may result in the termination of the Supplier relationship with Bank Audi, in accordance with the applicable agreement between Bank Audi and the Supplier.

Ownership of this Supplier Code.

Suppliers or potential suppliers may report any violation, misconduct, unethical or questionable behaviour from any Bank Audi employee, in adverse to the above standards, related to procurement potential or existing dealings to the most Senior Bank Audi Manager in charge of the Procurement agreement. .

Review and Monitoring

This document is reviewed on a yearly basis. Changes affecting suppliers are promptly relayed by Procurement Agents through collective e-mails.

When monitoring compliance of the Bank's suppliers to this Code of Conduct , regular field and site visits are conducted by procurement representatives to review efforts applied to implement principles detailed in this code.

References

UN Universal Declaration on Human Rights
ISO 26000 Social Responsibility
The Global Reporting Initiative (GRI)
United National Global Compact (UNGC)
Sustainable Development Goals (SDG)
Women's Empowerment Principles (WEP)
EBRD Sustainability Index
Social Accountability Int'l (SAI)
The Ethical Trading Initiative (ETI)
The ILO's Declaration on Fundamental Principles and Rights at Work
Bank Audi Code of Ethics & Conduct

Acknowledgment of Receipt

Institution name	
Address	
Signature	
Date	

For internal use

Supplier number	