

# THE BNP PARIBAS GROUP CODE OF CONDUCT



**BNP PARIBAS**

The bank  
for a changing  
world



# Foreword

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The Board of Directors and General Management of BNP Paribas share the conviction that the success of the bank depends directly on the behaviour of each employee.

Together, we are committed to building the future of BNP Paribas on the foundations of professional expertise and integrity.

This requires ensuring the engagement of all employees across the Group, and earning the trust of our partners, clients and shareholders, as well as public officials and representatives of civil society in every country where the bank does business.

To do this, we must of course scrupulously comply with laws and regulations. At the same time, we must go further and make certain that every decision is guided by a deep sense of ethical responsibility. This begins with an ability to learn from inappropriate practices.

The world in which the bank operates continues to change at an accelerated pace. BNP Paribas can manage these changes by anticipating them, adapting and innovating thanks to a corporate culture anchored by solid values that are applied without compromise.

This spirit has shaped our Code of Conduct, which defines the rules which govern all our actions, consistent with our core values. This Code of Conduct guides our thinking and our behaviour. It expresses what we aspire to be: one of the most respected European banks with a global reach.

The Code of Conduct is a guide for our actions and decisions. There are no specific rules that can apply to every situation. Rather, the Code of Conduct should be sufficiently embedded to ensure that, aided by personal judgement, this spirit is always respected.

We place our trust in all our employees to fully engage with these values and principles, which underpin our contribution to society, our unity and our success.



**Jean Lemierre**

Chairman of the Board of Directors

**Jean-Laurent Bonnafé**

Chief Executive Officer

31 March 2016



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# Overview



**The BNP Paribas Group Code of Conduct** sits at the heart

of every action. It guides all decisions at all levels of the organisation. As such, all internal policies and procedures within the Group will be reviewed and made consistent with the Code if deemed necessary.

The Code of Conduct comprises of three parts. The first section, on *Mission* and *Values*, is intended to guide and inspire all behaviours. The second section covers the *Rules of conduct* to be shared and implemented. The third section, called the *Code of Conduct in Practice*, provides helpful guidelines on how to apply the rules of conduct.

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## MISSION AND VALUES

- > **Mission** – States what the Group stands for and what its purpose is.
- > **Values** –the BNP Paribas Way– directs our actions. The BNP Paribas Way is organized around four Strengths and four Driving Forces.

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## RULES OF CONDUCT

Rules of conduct are concrete rules which all BNP Paribas Group employees must understand and follow. Complying with these rules is essential to our ability to uphold our Values and ethical standards, a prerequisite for acting in the BNP Paribas Way.

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## THE CODE OF CONDUCT IN PRACTICE

This section provides detail on how to apply the Code of Conduct. It clearly articulates what is expected from each employee and the questions that each needs to ask him/herself before making decisions. It also addresses how the Code fits in with local laws or regulation, and deals with our whistleblowing policy. Each business will be responsible for tailoring and deploying, when relevant, the practical implications of the Code of Conduct for their respective activities.

# A Mission and Values



The social contribution of the BNP Paribas Group starts with its economic responsibility to finance the economy in an ethical manner, helping our clients achieve their plans and projects. Furthermore, the Group is closely involved in the local communities where it does business, and recognises that it has additional social, civic and environmental responsibilities.

In order to ensure that the impact of the work of its employees is positive, the BNP Paribas Group upholds the highest standards of conduct and ethics in the areas of Human Rights, labour, the environment and anti-corruption. As such, the Group acknowledges and is committed to respecting a number of principles and norms which underpin the way it does business:

- > The United Nations Sustainable Development Goals<sup>1</sup>
- > The 10 Principles of the United Nations Global Compact<sup>2</sup>
- > The internationally-accepted OECD Guidelines for multinational enterprises<sup>3</sup>
- > The internationally-accepted standards of Human Rights, as defined in the International Bill of Human Rights
- > The core labour standards set out by the International Labour Organisation<sup>4</sup>

<sup>1</sup> <http://www.undp.org/content/undp/en/home/mdgoverview/post-2015-development-agenda.html>

<sup>2</sup> <https://www.unglobalcompact.org/what-is-gc/mission/principles>

<sup>3</sup> <http://www.oecd.org/corporate/mne/>

<sup>4</sup> <http://www.ilo.org/global/standards/introduction-to-international-labour-standards/conventions-and-recommendations/lang--en/index.htm>



# Mission

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The mission of BNP Paribas is to provide financing for the economy and advise clients in an ethical manner, supporting their projects, investments and savings management.

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## MISSION

The Mission, explicitly states what the Group stands for, and its purpose

We want to have a positive impact on our stakeholders - customers, employees, shareholders - and on society.

Our highly committed teams will deliver first-class service and solutions to our clients through the Group's integrated model.

We will offer an inspiring and stimulating place to work for our colleagues.

We want to be among the most trustworthy players of our industry, by anchoring further our Values and ethics in everything we do.

In today's environment, it is not enough just to respect laws and regulations. We also want to demonstrate that the activities of BNP Paribas have a positive impact on all our stakeholders at large, and that the Group is both a profitable company and a responsible actor in the economies it serves.

The BNP Paribas Group's integrated model allows us to offer the first-class service that clients demand and deserve. Maintaining an integrated model is not just about the diversification of risks. It is also about the way all employees serve our clients. The Group's integrated model enables us to have a detailed knowledge of our clients as well as the ability to draw on the broad resources and capabilities of the Group to offer the best possible solutions.

The integrated model allows us to gain the trust of our clients across the globe every day.

We also have a duty to be always attentive to the expectations of our employees, the Group's most valuable asset. It is their hard work and their ideas that drive the success of the BNP Paribas Group. In order to succeed, our employees need to work in an inspiring and stimulating environment.

When everyday behaviours are anchored in the Values and everyone acts with impeccable conduct, it builds trust with colleagues and clients. This trust is what will set the BNP Paribas Group apart within the industry.

The Group's mission encompasses a broad spectrum of stakeholders. It is the responsibility of everyone to ensure that our values and rules are more than mere words and make them come alive at both a personal and collective level within the BNP Paribas Group.

The BNP Paribas Group will be guided in the pursuit of its mission by the Values, which underpin all actions and decisions across the organisation.

# Values

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Our values -The BNP Paribas Way- represent the collective view of thousands of BNP Paribas Group employees. Our core values were developed through a collaborative process in which all the BNP Paribas Group staff were invited to contribute.

Everyone in the Group must be guided by these values in their day-to-day activities. Spelling out the Values enables current and future employees to better understand what is expected of them and what makes the BNP Paribas Group unique.

Upholding these Values is essential for pursuing the Group's strategy of transformation and growth while safeguarding the trust that the customers, employees, shareholders and the wider community place in the Bank.

**OUR STRENGTHS** - The Strengths are the cornerstones of the BNP Paribas Group. They will allow to maintain the integrated universal banking model and top-ranking positions in the future.

## STABILITY

We build upon our solid long-term oriented management, our diversified and integrated business model and our international footprint

## RESPONSIBILITY

We build upon our culture of responsibility and integrity to ever better serve the interest of our customers

## EXPERTISE

We build upon the recognised and expanding knowledge of our teams

## GOOD PLACE TO WORK

We foster a stimulating workplace where people are treated fairly and with respect

**OUR DRIVING FORCES** - The Driving Forces are the areas that all employees must always work on and develop to succeed in their challenges and to build the future of the BNP Paribas Group.

## AGILITY

We want to behave more simply, to embrace useful innovation and digital transformation

## COMPLIANCE CULTURE

We believe in promoting clear rules to foster a strong culture of compliance and ethics

## CLIENT SATISFACTION

We believe that our success lies in being the customers' and clients' preferred choice. We seek to listen carefully to them and work closely with them

## OPENNESS

We promote open-minded attitudes towards our stakeholders. We aim for everyone in the Group to feel included, to have their say and to be empowered

# What it takes to get there

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To live by our Values and achieve our Mission, we must be prepared to make courageous choices and decisions. The Group is committed to improve continuously:

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## HOW BUSINESS IS DONE

- > Address the clients' needs in an open and responsible manner, with the highest standards of compliance and ethics
- > Collectively build on our expertise to achieve excellence in the businesses we chose to operate
- > Consider the consequences of our actions on the wider society

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## HOW WORK IS PERFORMED

- > Foster digital and useful innovation
- > Simplify further the way of working to gain agility
- > Allow people to experiment in a test-and-learn approach
- > Trust and empower people to embrace business opportunities and client development within a clear framework
- > Make decisions at all levels of the organization and be accountable for actions

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## HOW PEOPLE ARE CARED FOR

- > Actively promote diversity
- > Encourage mobility to offer diversified experiences
- > Develop talents and continue to invest in the Group's key asset: its people

# B / The rules of conduct



# The rules of conduct

In order to live by our Values – the BNP Paribas Way – we need to respect rules. In this document you will find a clear articulation of acceptable and unacceptable behaviours. Complying with these rules is essential to the ability to upholding our values and ethical standards, a prerequisite for acting in the BNP Paribas Way.

The rules are arranged into the following seven themes:

CONDUCT THEMES	VALUES Strengths & Driving forces	RULES OF CONDUCT
<b>CUSTOMERS' INTERESTS</b>	<ul style="list-style-type: none"> <li>&gt; Expertise</li> <li>&gt; Client satisfaction</li> <li>&gt; Compliance culture</li> </ul>	<ul style="list-style-type: none"> <li>+ Understanding customers' needs</li> <li>+ Ensuring fair treatment of customers</li> <li>+ Protecting customers' interests</li> <li>+ Protecting customers' confidentiality</li> <li>+ Communicating transparently in sales and marketing</li> <li>+ Dealing fairly with customers' complaints</li> </ul>
<b>FINANCIAL SECURITY</b>	<ul style="list-style-type: none"> <li>&gt; Responsibility</li> <li>&gt; Compliance culture</li> </ul>	<ul style="list-style-type: none"> <li>+ Fighting against money laundering, bribery, corruption and terrorist financing</li> <li>+ Complying with sanctions and embargoes</li> </ul>
<b>MARKET INTEGRITY</b>		<ul style="list-style-type: none"> <li>+ Promoting free and fair competition</li> <li>+ Complying with market abuse rules</li> <li>+ Managing conflicts of interest</li> </ul>
<b>PROFESSIONAL ETHICS</b>		<ul style="list-style-type: none"> <li>+ Never using inside information in personal transactions</li> <li>+ Avoiding conflicts of interest in outside activities</li> <li>+ Taking measures against bribery and corruption</li> </ul>
<b>RESPECT FOR COLLEAGUES</b>	<ul style="list-style-type: none"> <li>&gt; Good place to work</li> <li>&gt; Openness</li> </ul>	<ul style="list-style-type: none"> <li>+ Applying best standards in professional behaviour</li> <li>+ Rejecting any forms of discrimination</li> <li>+ Ensuring the safety of the workplace</li> </ul>
<b>GROUP PROTECTION</b>	<ul style="list-style-type: none"> <li>&gt; Stability</li> <li>&gt; Agility</li> </ul>	<ul style="list-style-type: none"> <li>+ Building and protecting the BNP Paribas Group's long term value</li> <li>+ Protecting the Group's information</li> <li>+ Communicating responsibly</li> <li>+ Acting ethically with external parties</li> <li>+ Taking risks responsibly while ensuring close risk control</li> <li>+ Being responsible when leaving the BNP Paribas Group</li> </ul>
<b>INVOLVEMENT WITH THE SOCIETY</b>	<ul style="list-style-type: none"> <li>&gt; Responsibility</li> <li>&gt; Compliance culture</li> </ul>	<ul style="list-style-type: none"> <li>+ Promoting respect for Human Rights</li> <li>+ Protecting the environment and combating climate change</li> <li>+ Acting responsibly in public representation</li> </ul>

# 1 Customers' interests

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Our success lies in being our customers' preferred choice. To gain our customers' trust, all employees must always act in a way that protects customers' interests while complying with all relevant laws.

To achieve this, the BNP Paribas Group invests in understanding its customers' needs. Communication with customers is open and honest and the services offered to them should be the most appropriate choice to meet their needs and goals. All employees always endeavour to ensure that clients' long-term interests are taken into account. In case a customer is unsatisfied, action must be taken swiftly to make things right.

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## UNDERSTANDING THE CUSTOMERS' NEEDS

We have a duty to understand customers' needs and there is a responsibility to:

- > Seek always to understand the needs, expectations and interests of customers in order to provide them with appropriate products and services

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## ENSURING FAIR TREATMENT OF CUSTOMERS

It is essential to ensure fair treatment of customers and expectations are to:

- > Act fairly, honestly and transparently in all professional actions to gain the trust of customers
- > Avoid providing any customer with undue preferential treatment
- > Work with customers who find themselves in financial difficulty in order to find a mutually beneficial solution to their situation

## PROTECTING CUSTOMERS' INTERESTS

We have a strong commitment to protect the customers' best interests, which requires us to:

- > Know and comply with the rules protecting consumers' rights in markets where the Group operates
- > Design products with customers' interests in mind
- > Ensure the products sold are easy to explain
- > Ensure products can be understood by clients
- > Apply fair and transparent pricing in accordance with applicable laws and regulations
- > Ensure that the activities comply with applicable laws and regulations, including tax rules
- > Never act on behalf of a customer without authorization (e.g. a mandate, or customer instruction)

In the relationship with third party distributors, there is a responsibility to:

- > Seek to partner with distributors who share our Values and Code of Conduct Principles.
- > Understand the roles and responsibilities of product manufacturer and distributor and ensure there are no conflicts of interest that could negatively affect customers.

## PROTECTING CUSTOMERS' CONFIDENTIALITY

It is important that customers' confidentiality remains protected, which means to:

- > Treat all customers relationships as strictly confidential
- > Keep client information confidential at all times unless disclosure and/or use of the information is permitted by applicable law and/or with the expressed consent of the client
- > Share client information within the BNP Paribas Group with those colleagues who genuinely need to see it to serve the clients best interests in accordance with the applicable law and internal rules
- > Only collect data necessary for a specific professional purpose
- > Comply with the Group's system of information barriers

**?** A customer came to inform me that he/she is going to divorce his/her partner and is therefore planning to open an account in his/her own name. He/she asked me to inform him/her about the personal resources his/her partner owns at the same bank, as he/she is having some financial difficulties. Should I help this customer?

Absolutely not. You are subject to banking secrecy. You must refuse to comply with this request.

**?** A business owner is considering acquiring commercial real estate from his private wealth. He asked me how he can best structure the acquisition. Can I share customer information with my wealth management colleagues before the client meeting?

Yes, if it complies with the Group's system of information barriers. Within the BNP Paribas Group, you can share information if it is in the client's best interest and allows the Group to deliver the full value of its integrated model.

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## COMMUNICATING TRANSPARENTLY IN SALES AND MARKETING

All commercial communications addressed to customers aim to be transparent with respect to the services and products offered and we are expected to:

- > Aim to ensure that all customer communications are fair, honest, transparent, understandable and not misleading
- > Provide all the required information in order to enable customers to understand:
  - What they are buying, including the expected performance, pricing and risk characteristics.
  - What they are paying for, including the cost of the products, services and advice chosen.
- > Carry out sales and marketing of the Group's products and services with integrity
- > Answer customer's questions to the best of our ability and in a timely manner

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## DEALING FAIRLY WITH CUSTOMERS' COMPLAINTS

We have a duty to deal fairly with customers' complaints, which means we:

- > Handle customers' complaints in a fair, transparent and timely manner
- > Set things right as soon as possible, if errors are identified



**?** A customer wants to buy a product which he thinks he needs but the product is not considered suitable by the BNP Paribas Group risk framework. Despite many discussions he will not consider alternatives and is threatening to take his business elsewhere. What should I do?

It is your responsibility to spend the time with the customer to help him to understand the product's features and associated risks since we must provide all relevant information to our customers. You should explain why you believe the product may or may not satisfy the customer's objectives and needs. If you believe that the product is not in the customer's interests, then you should not engage in this transaction. You may propose one or more appropriate alternatives. You can seek assistance from your manager if needed. Customers' long-term interests and the reputation of the Group shall prevail over short-term gains. Have this honest conversation with the customer and walk away from the transaction if you need to.

**?** A corporate client wants to enter into a transaction to hedge a specific risk. Unfortunately, the underlying exposure cannot be perfectly hedged in the market. The only solution is to use a proxy index, which has proved in the past to be highly correlated to the evolution of the underlying exposure. Our marketing material shows this has been a very efficient hedge over the past 5 years. How should I communicate this to the client?

Past correlation does not guarantee the hedge will correlate with the underlying in the future; you should highlight this risk to the client, even if it is considered remote. You can include simulations to show the potential impact if necessary.



# 2 Financial security

The BNP Paribas Group is dedicated to serving its customers. At the same time, the Group always needs to be conscious of the impact its actions can have on wider society. The BNP Paribas Group is committed to complying with all applicable laws for preventing criminal and terrorist activities, and to upholding international action that is conducted through the financial industry.

Because these laws can be complex, and apply differently across businesses and regions, the Group is committed to promoting clear rules to foster a strong culture of compliance and ethics.

## FIGHTING AGAINST MONEY LAUNDERING, BRIBERY, CORRUPTION AND TERRORIST FINANCING

It is every employee's responsibility to support the Group in fighting against economic crime including fraud, money laundering, bribery, corruption and terrorist financing. Everyone is therefore required to:

- > Be alert to and contribute to fighting against all forms of economic crime including fraud, money laundering and terrorist financing, regardless of the circumstance or stakeholder involved
- > Make sure adequate due diligence and controls are performed to know the customers and how they use the Group's products and services
- > Be vigilant that customer transactions are not related to bribery or corruption. Report any suspicious operation to Senior Management or to local Compliance

## COMPLYING WITH SANCTIONS AND EMBARGOES

The Group is committed to complying with applicable sanctions and embargoes, which means an obligation to:

- > Understand the economic sanctions and embargoes applicable in the markets where the Group operates, or is in contact with
- > Abide by the Group's policy and the local laws with regards to sanctions and embargoes in the country in which the Group operates
- > Report to Group Financial Security any attempt to circumvent the sanctions regime

**?** I have noticed that a civil servant close to an acting minister in a country where the Group is active just received a large sum of money on his account. He gave me an explanation for this large transfer but the transaction still seems suspicious to me. What should I do?

You should refer this transaction to your Compliance entry point in order to make sure that the evidence provided is compelling enough. If the evidence is not compelling enough, a Suspicious Transaction Report will need to be filled in and sent to the relevant Authority

**?** One of my customers initiated a transfer in USD to a beneficiary residing in a country under embargo, which was rejected. A few days later, he tried to make the same transfer of the same amount to the same beneficiary, this time with a different address in a country not subject to financial sanctions: am I expected to do something about it?

Yes, definitely. A circumvention report should immediately be sent to Group Financial Security and a look back on the account must be completed to ensure that no similar transaction took place in the past.

**?** This morning, one of my customers asked me to issue a letter of guarantee for the export of ammunitions in a country under sanction (weapons ban). What action should I take?

You should refuse the transaction and notify your Compliance entry point.

# 3 Market integrity

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Fair and effective markets are essential for an efficient and growing economy. The BNP Paribas Group is committed to upholding and protecting the integrity of markets. Anti-competitive behaviour is rejected and the Group is committed to building upon a culture of responsibility and integrity to better serve the interests of our customers.

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## COMPLYING WITH MARKET ABUSE RULES

It is the responsibility of every employee to:

- > Comply fully with market abuse rules including insider dealing rules
- > Be proactive in identifying and reporting potential market abuse and act to minimize the risk of detriment to the customer and the market
- > Protect confidential market and customer information and data and not communicate any false or misleading market information
- > Comply with information barriers (also known as "Chinese wall" policies and procedures)
- > Never misuse inside information
- > Never act with the intention of moving a market price to a level that is not reflective of market supply and demand (including market indices and benchmarks)
- > Never participate in operations intended to alter fictitiously the market value of assets or liabilities in order to generate revenues or profits, or to avoid losses
- > Avoid behaviour that is likely to impair the smooth functioning of the markets; always deal in good faith and seek to support stability, liquidity and transparency in the markets

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## PROMOTING FREE AND FAIR COMPETITION

Promoting free and fair competition is a commitment of the Group, which means we:

- > Comply with competition laws in all jurisdictions in which the Group operates
- > Never seek competitive advantage through unethical or illegal practices
- > Always cooperate with market regulators
- > Always take care to act fairly and with integrity in commercial relationships with clients, suppliers and/or distributors, and to ask advice from the appropriate legal or compliance manager in case of doubt.



**?** A client is making enquiries about the nature of buy/sell orders by another large client we are dealing with. What should I say?

It is strictly forbidden to reveal any information about any of our clients' or counterpartys' intention.

## MANAGING CONFLICTS OF INTEREST

The BNP Paribas Group is a global banking institution serving customers in many countries via several business lines. In order to manage any conflicts of interest involving the BNP Paribas Group that could emerge, it is essential to:

- > Be proactive about identifying, managing and disclosing any situation where the BNP Paribas Group could have a conflict of interest
- > Never accept a mandate or commit to a transaction on behalf of the BNP Paribas Group without first checking that the Group is not conflicted



**?** A client has asked me to participate in the financing of the acquisition of a target company. However, one of my colleagues in the CIB division is advising a competitor on the same transaction. Can I go ahead with the financing?

You should refer the case to the BNP Paribas Group Conflict of interests Committee. You have to ensure that the bank is not conflicted before going ahead with any financing transaction and before disclosing the information to the customer.

**?** During a meeting I heard some non-public information which may negatively affect some shares one of my friends holds. I would hate to see my friend lose money and I have no personal financial interest in the matter. Can I share the information discreetly?

No. You should not share the information with your friend. If you hold material non-public information relating to any securities, tipping another individual is still a form of insider trading and could be a violation of the law.

# 4 Professional ethics

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The integrity and ethics of each employee as individual are the most basic building blocks of the BNP Paribas Group Code of Conduct. The rules in this section are intended to ensure that a consistent high standard of individual integrity and professional ethics is maintained.

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## NEVER USING INSIDE INFORMATION IN PERSONAL TRANSACTIONS

All employees should be committed to the following rules:

- > Never perform personal securities and financial transactions while in possession of relevant confidential information obtained in professional activities
- > Never disclose confidential information to family members and close relations
- > Comply with the Group's internal policies on personal securities and financial transactions for personal account dealing and respect restrictions on personal trading activities

In addition, the employees exposed to MNPI (Material Non-Public Information) are identified as 'sensitive' employees and should commit to:

- > Make sure they understand the restrictions that apply to them with regards to personal transactions
- > Disclose all their relevant personal transactions in financial instruments

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## AVOIDING CONFLICTS OF INTERESTS IN OUTSIDE ACTIVITIES

The scope of professional ethics also includes the activities performed outside the BNP Paribas Group; Consequently, every employee must be mindful to:

- > Always request pre-approval for any corporate mandate outside the BNP Paribas Group and, for new joiners, always disclose existing corporate mandates
- > Always disclose any business activity outside the BNP Paribas Group<sup>5</sup> where the bank's reputation may be at risk or where conflicts of interests may arise
- > Never involve the Group in connection with personal activities without prior formal approval
- > Comply with the Group's internal policy with regards to outside activities

**?** Knowing that I work at the BNP Paribas Group, the buyer of my car has asked me to help him to finance his purchase. What should I do?

You must not place yourself in a situation involving a conflict of interest. Hence, you should not provide funding to the buyer. Rather, you should guide the buyer to the branch where he lives. If this branch is where you work, you must contact your manager.

**?** My partner runs a training firm and has submitted a proposal to the BNP Paribas Group to run one of our training programmes. Is that ok?

Your partner can submit a proposal to the BNP Paribas Group. To avoid any potential conflicts of interests you should disclose this relationship to your Manager and the Procurement team. Your partner's proposal will be considered in our standard procurement processes and you should refrain from any participation in that process.

<sup>5</sup> Excluding trade union activities as defined in the French 'Code du travail'



**?** For several months now, I have been in charge of the Bank's relationships with some of its suppliers. Following a call for tenders, I chose 'Caterers & Co' to cater an event for customers. Now I need to choose a caterer for my child's wedding. What should I do?

A clear distinction must be made between private interests and professional interests in order to avoid situations that could cause conflicts of interests. Your relationship with 'Caterers & Co' was initiated in a professional context; you should therefore refrain from using this caterer in a private context.

**?** One of my clients proposes to lend me money as I am currently going through a difficult period in my personal life. I am tempted because a relationship of trust exists with him. Moreover, I am indeed going to reimburse him. Should I accept the proposal of my client?

Absolutely not. This would lead to a situation of conflict of interest. You must decline the offer and find another solution.

**?** I want to launch an online business, and be the manager of the company, in addition to my job at the BNP Paribas Group. Am I allowed to do so?

You cannot be the manager or a director of your business without explicit approval from the BNP Paribas Group. You must formally ask the BNP Paribas Group and detail the nature of the mandate you are going to have with the company. This prior approval will allow the bank to assess whether a conflict of interest exists (depending on the geographical sector, your activity at the bank, the nature of the business, etc.). Once the agreement has been obtained, your mandate will be registered in a database and integrated into your personal file, along with other external activities, by the person in charge of human resources.

## TAKING MEASURES AGAINST BRIBERY AND CORRUPTION

Corruption is unacceptable to the BNP Paribas Group, regardless of its form and circumstances. The Group and all employees have zero tolerance towards bribery and corruption which should be actively combatted. Therefore, there is a duty to:

- > Never directly or indirectly solicit or offer illicit commission
- > Never promise, give or accept any improper business benefit which could have an impact on the required behaviour of the beneficiary

As a result, every employee is expected to comply with the Group's internal policy with regards to gifts and entertainment and should commit to:

- > Respect the limits and prohibitions defined in the Group's internal policies, as detailed in each country where the Group is active
- > Make sure that receiving or offering gifts or entertainment is legal
- > Seek authorization from Compliance for any exception to the Group's policy
- > Register with the Compliance team any gift or entertainment which is beyond the identified reasonable amount



**?** A long-term customer of mine has just offered me tickets to a major sold out entertainment event. Can I accept the tickets?

You should refer to the BNP Paribas Group gifts and entertainment policy which sets out in detail the criteria for accepting hospitality. If you are still unclear then you should consult your Manager, or your local Compliance Officer.

# 5 Respect for colleagues

The BNP Paribas Group aspires to foster a stimulating workplace where people are treated fairly and expects all employees to display professional behaviour under any circumstances.

## APPLYING BEST STANDARDS IN PROFESSIONAL BEHAVIOUR

Everyone has the responsibility to behave professionally and responsibly with their colleagues, which means we commit to:

- > Be pro-active in knowing and complying with the Group's permanent policies, procedures and other instructions given by management relating to our professional activities
- > Respect applicable professional secrecy rules at all times
- > Treat all colleagues with respect
- > Make sure that the interactions with colleagues are professional and effective at all times
- > Listen to and value the input from colleagues, even if they express views which may differ from ours



**?** As a manager and leader, how can I promote good conduct in the organization?

You should lead by example and hold yourself to the highest ethical standards. Create an environment of open and honest communication and encourage discussion of ethics and integrity in business decisions at team meetings. Make it known to employees that they can and should report any conduct concerns that they have without needing to worry about any potential retaliation.

**?** I am a manager and I have heard discussions which suggest misconduct in another area of the business. It does not sit within my responsibility so should I still raise my concerns?

All colleagues, including managers, are responsible for raising any concerns regarding behaviour which might be in violation of the law, regulation or the Code of Conduct. You can raise this concern with your manager. If you are uncomfortable doing this you can also raise the issue with Compliance or use the whistleblowing channel. There is no retaliation for reporting concerns if it is done in good faith.

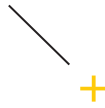
## REJECTING ANY FORMS OF DISCRIMINATION

The BNP Paribas Group is committed to maintaining a positive work environment where all employees are treated with respect and dignity.

In order to respect others, employees shall not discriminate against any person within the Group.

Employees must:

- > Promote fair treatment of candidates in the recruitment process, always base judgement on objectively assessed competencies and skills, ensure equal opportunities and define reward conditions in a fair and equitable way
- > Reject all forms of discrimination, bullying or harassment against other employees, customers or any person with a relationship to the BNP Paribas Group based on factors such as race, colour, creed, religion, nationality, ethnic origin, age, gender, sexual orientation, marital status, disability or political opinion
- > Not engage in sexual harassment, or conduct themselves in a way that could be construed as such. "Sexual harassment" is defined as any behaviour of a sexual nature that affects the dignity of women and men, which is considered as unwanted, unacceptable, inappropriate and offensive to the recipient, and that creates an intimidating, hostile, unstable or offensive work environment



**?** I overheard a colleague referring to another colleague using racist language. What should I do?

You can say something directly to your colleague if you are comfortable doing so, but in any case you should contact your manager and / or the Human Resources department or use the whistleblowing channel to raise your concerns. It may be easier to look the other way, but we all have a responsibility to create and maintain a respectful and collaborative working environment.

**?** I witnessed one of my colleagues making inappropriate sexually suggestive comments to another colleague. What should I do?

Everyone has a role to play in creating and maintaining a working environment in which their dignity is respected, in which victims of discrimination and harassment will not feel that their grievances are ignored or trivialized, or fear reprisals. You can talk to the persons involved if you are comfortable doing so; in any case, you should raise the matter to your manager and seek specific advice from your Human Resources representative.

## ENSURING THE SAFETY OF THE WORKPLACE

The Group considers the safety of the workplace as a key strength and it is the responsibility of each employee to:

- > Participate in promoting a safe and secure workplace for the daily activities and comply with the Group's internal policy
- > Seek to take action in order to improve the working conditions of the teams, when acting as a manager
- > Report any activity that could imply a threat to the physical security of an employee or an external person doing business in the BNP Paribas Group's premises

# 6 Group protection

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All employees have an obligation to protect and uphold the long-term viability of the BNP Paribas Group's business. The Group is expected to maintain its solid long term oriented management so it must continuously reinforce its stability, in the interests of the Group itself, of its shareholders and of the wider economy.

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## BUILDING AND PROTECTING THE BNP PARIBAS GROUP'S LONG-TERM VALUE

In order to build and protect the BNP Paribas Group's long-term value, it is essential to:

- > Participate in the protection of all Group assets including physical, technological, intellectual property and financial assets, the Company's name, brand and customer relationships
- > Prevent the misuse of these assets and resources for any other person's benefit, whether voluntary or through negligence
- > Always put long-term success over short-term gain to protect the brand and reputation of the BNP Paribas Group

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## COMMUNICATING RESPONSIBLY

There is a strong duty to communicate responsibly at all times, which means to:

- > Never put the bank's reputation at risk when speaking externally on any subject relating to the BNP Paribas Group
- > Comply with the Group's internal policy regarding the use of digital tools and social media

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## PROTECTING THE GROUP'S INFORMATION

It is critically important to protect the Group's information in all circumstances. The BNP Paribas Group is constantly entrusted with a vast amount of sensitive data which is one of its strategic assets, critical to its activities. The use of new data management technologies (e.g. Cloud, big data) and digital applications (social networks, email...) creates new sources of risks such as cyber security risks. The Group must be prepared to face the threat of these risks and attempts to harm the integrity of its data.

In this context, the Group relies on every employee to:

- > Adhere to the highest standards of information security
- > Protect and secure all confidential data and information pertaining to customers, employees, the bank, and other people and organizations
- > Ensure careful and appropriate use, access, storage, disclosure, transfer and deletion of these data at all times, including online data



**?** What should I do if a reporter calls me asking about the activities of the BNP Paribas Group?

All enquiries from the media should be directed without comment to Media Relations. In addition, you need approval from your manager and Media Relations before making any media appearances or external speeches as a BNP Paribas Group employee.



## ACTING ETHICALLY WITH EXTERNAL PARTIES

Protecting the Group includes acting ethically with external parties, which means we:

- > Seek mutually beneficially relationships with the Group's suppliers to drive ethical behaviour through the supply chain and prevent risks related to mutual dependencies
- > Comply with the Group's internal controls, policies and procedures with regards to suppliers

**?** I noticed in the press that a manager of one of our suppliers has been involved in a corruption scandal. What should I do?

You should immediately raise this matter with your manager and the Procurement team. The Group's suppliers are held to the same ethical standards as the Group itself. It is likely that Procurement is already aware of the matter and reviewing the supplier, but it is better to err on the side of caution in the interests of the Group.

## TAKING RISKS RESPONSIBLY WHILE ENSURING CLOSE RISK CONTROL

Risk awareness, risk management and risk control are pivotal in order to protect the Group. Dedicated committees ensure the best decisions are taken collectively (e.g. Credit Committee, New Activity Committee, etc.), with formal escalation processes in place. Everyone has an important role to act responsibly in these matters in their areas of responsibility. There is therefore a duty to:

- > Act in line with the BNP Paribas Group's best practices in compliance, prevention of fraud, and risk management and internal controls in general
- > Make every effort to anticipate the risks that might arise in daily activities
- > Be committed to control risk rigorously in order to protect customers and the financial system as a whole
- > Understand and follow a rigorous and concerted process based on a strong, shared risk culture which pervades all levels of the Group before making any decisions or commitments
- > Actively monitor and balance risks and outcomes as they materialize

**?** I disagree with a colleague about whether an unusual transaction with high-risk exposure requires escalation. What should I do?

The bank has standards and processes to help you identify and act upon transactions requiring closer scrutiny. Unusual or high-risk transactions are referred to established and experienced approvals committees which help to protect the firm and its clients. The Group values risk mindfulness and when in doubt you should always speak up. If you believe that the transaction requires escalation then you should raise the matter with your Manager and the relevant control functions. Raising the concern will mean that the transaction is further reviewed, which will protect the Group and all involved.

## BEING RESPONSIBLE WHEN LEAVING THE BNP PARIBAS GROUP

Even when leaving the BNP Paribas Group, each employee still has a responsibility towards the Group and its customers which is why they should:

- > Never transfer information (e.g. data, files, documents) which belongs to the BNP Paribas Group to an external location when leaving the Group
- > Never keep documents belonging to the BNP Paribas Group after leaving the Group
- > Comply with the Group's internal policy and the personal obligation not to create unfair competition, if applicable

# 7 Involvement with society

The BNP Paribas Group aspires to be a contributor to responsible and sustainable global development. The ambition of the bank is to have a positive impact on its stakeholders and on the wider society. This section of the rules of conduct details the rules and requirements for employees of the BNP Paribas Group to uphold these aspirations.

## PROMOTING RESPECT FOR HUMAN RIGHTS



**?** I have been approached by one of my clients, a commodity trader, who wants to export cotton from one of the top ten producers in the world. In 2010, this country was accused by NGOs and international organizations (e.g. Unicef, ILO, and ECCHR) of using forced and child labour during the cotton harvest season. What should I do?

The BNP Paribas Group is highly vigilant when it comes to managing the risk of being complicit in violations of Human Rights. In this particular case, the Group has already decided to suspend any type of financing of cotton from this country on the grounds that the country in question used forced labour during the picking season. This commitment contributed to accelerating the elaboration of the Group's Statement on Human Rights, published in 2012. This transaction should therefore be refused.

The BNP Paribas Group is committed to ensuring the respect of Human Rights within its sphere of influence, meaning among employees, suppliers, customers and the communities in which the Group operates. The Group especially does not want to be complicit in any potential violation of Human Rights through its financing and investment activities. The employees of the BNP Paribas Group are expected to support the respect of Human Rights and especially to:

- > Always consider the direct and indirect impacts of their activities on Human Rights around the world
- > Ensure compliance with the criteria relating to the impact on Human Rights of the company/project when operating in sectors covered by a CSR financing and investment policy\*

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## PROTECTING THE ENVIRONMENT AND COMBATING CLIMATE CHANGE

The BNP Paribas Group strives to limit any environmental impact indirectly resulting from its banking activities or directly from its own operations. In that context, the Group considers combating climate change a priority and is committed to financing the transition to a low-carbon economy. Employees of the BNP Paribas Group have a strong responsibility to:

- > Always consider the direct and indirect impacts on the environment that arise from their activities around the world
- > Ensure compliance with the criteria relating to the environmental impact of the company/project when operating in a sector covered by a CSR financing and investment policy\*
- > Actively contribute to achieving the objectives set by the Group to reduce the impacts of its day-to-day operations on the environment

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## ACTING RESPONSIBLY IN PUBLIC REPRESENTATION

The BNP Paribas Group intends to make a constructive contribution to the democratic process by providing public decisions-makers, in strict compliance with legal and ethical rules, with information to assist their discussions and to help them to take fair and informed decisions.

There is therefore a duty to act responsibly with respect to public authorities.



**?** I have been approached by a palm oil producer to finance its new expansion plan in Africa. The company has very extensive CSR communication but is accused of deforestation by a renowned international NGO. What should I do?

The palm oil sector is covered by a dedicated financing and investment CSR policy. You should therefore liaise with your local CSR team to check how to assess this company from a CSR perspective. The Group's palm oil sector policy is very stringent concerning the issue of deforestation. Palm oil producing companies cannot be financed if they are developing new oil palm plantations on sensitive areas like UNESCO World Heritage Sites, IUCN Category I-IV areas or peat lands and must have a policy in place to conduct a High Conservation Value assessment. This information, and all other criteria in the sector policy, must be verified before doing any business with this company.

# C The Code of Conduct in practice

The Code of Conduct provides clarity for all employees regarding what is expected from them while exercising their roles and responsibilities.

The annual performance appraisal will enable managers to reinforce the importance of “living the Values” and highlight appropriate behaviours as described within the Code of Conduct to their team members.

These behaviours will also contribute to generating more clarity and transparency for employees around the “general ethical standards” expected by the BNP Paribas Group and by the relevant regulatory authorities.

Training (e-learning), developed and distributed to all staff, assists employees to fulfill their roles and responsibilities with regard to the priorities set out in the Code of Conduct.

All Group employees have a duty to:

- > Know and comply with all of the rules of conduct contained in the Code
- > Take all required and identified training to understand their responsibilities
- > Operate and conduct business in line with the Code in all aspects of their role
- > Be alert and challenge others if they are not operating in the spirit of the Code
- > Use the Group whistleblowing procedure to speak up and raise their concerns where necessary

The BNP Paribas Group is committed to recognising and rewarding people who embody its values and are exemplary in terms of living by the Code of Conduct. Equally, the Group will not tolerate breaches of the Code of Conduct. Appropriate measures will be taken against employees who fail to live up to the Code of Conduct in line with local laws, local regulations and the Group HR policy<sup>6</sup>.

<sup>6</sup> Including the document ‘Reglement Interieur de BNP Paribas SA’ in France

# Making decisions

While the rules of conduct can help guide every decision, there is not a relevant rule for every situation. Ultimately, making the right decision must rely on personal judgement and on the Group's Values. If what you intend to do is not consistent with these, you should ask yourself why you should do it.

## BEFORE YOU ACT, ASK YOURSELF:



**IF THE ANSWER TO ANY OF THESE QUESTIONS IS NO, STOP AND SPEAK UP!**

**IF YOU HAVE ANY CONCERNS OR DOUBTS, SEEK GUIDANCE FROM AN APPROPRIATE AUTHORITY:  
YOUR LINE MANAGER, SENIOR MANAGER, LEGAL OR COMPLIANCE**

# How does the Code fit in with local and international laws?

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All employees are expected to be familiar with international standards, and comply with the applicable laws, rules and regulations in all areas, and with the professional standards that apply to their professional activities.

In order to ensure the stability of the financial system, the industry we work in is highly regulated. Being aware of, and complying with, the laws and regulations under which the Group operates is not just a critical part of our business but fundamental to who we are. We aim to comply not just with the letter of the law but also with the spirit and intent of the law. Respecting the law is a must. Engaging in unfair, deceptive and abusive acts or practices would negatively affect customer confidence, put the Group's reputation at risk and could result in regulator criticism, legal action, fines, penalties and other negative repercussions for the Group.

The BNP Paribas Group is committed to always cooperating with the relevant regulatory bodies.

If you ever have a question about the laws and regulations that apply to your activity or about what response to provide to a regulatory body, contact your relevant compliance, legal or tax officer for help and advice.

The Code of Conduct articulates what is expected from each one of us; i.e. best in class behaviours, within the framework of the laws and regulations in force in the markets in which the Group does business. In the potential event of a conflict between national legislation and the rules contained in the Code, the BNP Paribas Group will comply with applicable local laws while trying to identify appropriate ways to implement and respect the rules in the Code. When a situation requires interpretation by the Group's employees, it must be done in a way that is consistent with the strictest ethical criteria applicable.

# Speaking up and raising concerns

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The BNP Paribas Group is highly attentive to the concerns of clients, suppliers, employees, shareholders and the wider community. The Group is committed to listening, understanding and seeking to address concerns raised by our stakeholders in a fair and effective manner. Each category of external stakeholders has a dedicated contact point within the BNP Paribas Group through which they can express their concerns.

As an employee, you should report any concerns or possible violations of the rules of the Code. If you see, or have a legitimate reason to suspect, a breach of the Code of Conduct, you should:

1. Consult with and report to your line manager (your day-to-day supervisor)
2. If you are uncomfortable speaking to your line manager, you should speak to a more senior manager in your business area
3. If these actions are not possible, then you should raise your concerns, as described in the Group's whistleblowing procedure, by contacting your local Compliance Officer.
4. If you consider it necessary, you can refer the issue to the Head of Professional Ethics.

Whistleblowing is an employee right, and no employee will be punished, dismissed or subjected to discriminatory treatment, directly or indirectly, for whistleblowing in line with best practice and in good faith.

# Additional responsibilities for managers

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Managers have a duty to lead by example and hold themselves to the highest standards of conduct, while ensuring that those standards are clear and transparent to those who report to them. They should:

- > Create an atmosphere that encourages open, honest and respectful communication
- > Communicate the letter and spirit of the Code to their reports and other colleagues
- > Uphold the Group's procedures to incorporate alignment and adherence to the Code as a factor in performance management
- > Actively understand the risks inherent in their colleagues' work and take a role in assuring the quality of the work of their reports
- > Set an example for honest and respectful communication with customers, colleagues and other people related to the BNP Paribas Group, while respecting applicable confidentiality rules
- > Respond effectively and quickly to any concerns that colleagues raise and take prompt action when any mistakes or misconduct are uncovered



**BNP PARIBAS**

The bank  
for a changing  
world