CODE OF CONDUCT
FOR OFFICIALS OF THE BOARD OF DIRECTORS OF THE EBRD

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Introduction

This Code of Conduct (the "Code") has been revised by the Board of Governors in accordance with section 7 of the By-laws of the European Bank for Reconstruction and Development (the "Bank"). It applies to Directors, Alternate Directors or Temporary Alternate Directors and Advisers ("Board Official(s)"), and to them only. However, to the extent set out in this Code, Board Officials are required to consider the activities of, and disclose certain information about their Immediate Family. This Code also provides the basis for the functioning of the Ethics Committee, whose role is important to promote ethical behaviour among Covered Persons including Board Officials. The Code is designed to foster the highest standards of integrity, ethical conduct, honesty and propriety among Board Officials, and to be supportive of the values, reputation, integrity and mission of the Bank.

Definitions

For the purposes of this Code, the terms below shall have the following meanings:

(i) "Affiliate(s)" means any entity controlled, directly or indirectly, by another entity (the controlling entity), any entity that directly or indirectly controls the controlling entity or any entity directly or indirectly under common control with the controlling entity.

(ii) "Authorities" means:

(1) in respect of a Director, the member(s) represented by the Governor(s) who elected or who assigned their votes to the Director; and

(2) in respect of an Alternate Director or an Adviser, the member(s) represented by the Governor(s) who elected or assigned their votes to the Director who appointed them.

(iii) "Bank Personnel" has the meaning given in the Staff Code.

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

(v) "Board of Directors" in instances involving transmission of confidential matters by the Ethics Committee means the Board of Directors meeting in executive session of a restricted format chaired by the Chair of the Board Steering Group and attended exclusively by the Directors, or the Alternate or a temporary Alternate of a Director, as the case may be, when such Alternate is acting for a Director.

(vi) "Confidential Information" means information that is considered as such by the Bank under the Bank's Access to Information Policy, as amended from time to time.

(vii) "Conflict of Interest" means a situation or circumstances in which past or present private interests of Board Officials influence or may influence the objective and impartial performance of their official duties. In this regard, private interests include any advantage for themselves, their families or personal acquaintances, as well as any present or past activity or activities the engagement in which may interfere or conflict with their official duties or status or bring the Bank into disrepute.

(viii) "Covered Person(s)" means any of Board Officials, the President, Vice-Presidents, the Chief Evaluator, the Chief Accountability Officer, the Chief Compliance Officer and the Chief Internal Auditor.

(ix) "De Minimis Interest" means a Financial Interest which constitutes less than one percent of the total of any class of outstanding securities of an entity.

(x) "Designated Officer" means, as applicable, any:

a. person designated by the Ethics Committee in accordance with Rule 16(b) of this Code or Rule 15(b) of the Staff Code; or

b. Investigator as defined in this Code or the Staff Code,

in each case, acting as such in the carrying out of their duties under the Board Code and/or the Staff Code relative to allegations of misconduct of Covered Person(s) and to the extent necessary to carry out such duties.

(xi) "Ethics Committee" means the committee referred to in Rule 14 of this Code.

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

(xiii) Formal Investigation means an investigation pursuant to Rule 17 of this Code.

(xiv) "Immediate Family" means a Board Official's Spouse or Domestic Partner, and/or Dependent Children as those terms are defined in the Directive "General Provisions and Glossary of Terms for the Staff Handbook", as amended from time to time.

(xv) "Information Assets" has the meaning given in the Information Security Policy as amended from time to time.

(xvi) "Initial Inquiry" means an initial inquiry conducted pursuant to Rule 16 of this Code.

(xvii) "Investigator" means the person appointed pursuant to Rule 17(a) of this Code.

(xviii) "Investigator's Final Report" means the finalised report of the Investigator, together with the appended and included elements as described in Rule 17(g) or (as applicable) Rule 17(h)(ii) of this Code.

(xix) "IT Facilities" has the meaning given in the Information Security Policy, as amended from time to time.

(xx) "Precautionary Measures" means any or all of the measures specified in Rule 19(a) of this Code.

(xxi) "Prohibited Practice" means any practice that is defined as such in the Bank's Enforcement Policy and Procedures, as amended from time to time.

(xxii) "Protected Activity" has the meaning given in the Whistleblowing Policy.

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

(xxiv) "Retaliation" has the meaning given in the Whistleblowing Policy.

(xxv) "Rule 17 Documents" has the meaning given Rule 17(h)(i)(A)(2) of this Code.

(xxvi) "Rules of Procedure for the Ethics Committee" means the procedural rules referred to in Rule 22(b) of this Code, as from time to time amended in accordance with that Rule.

(xxvii) "Short-Term Trading" means:

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

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

(xxviii) "Staff Code" means the Code of Conduct for EBRD Personnel, as amended from time to time.

(xxix) "Subject" means the Covered Person who is or was the subject of misconduct proceedings under this Code or under the Code of Conduct for EBRD Personnel.

(xxx) "Undue Influence" on the part of a Board Official refers to the use of their position or authority to direct or cause Bank Personnel to act inconsistently with applicable policies, regulations, or procedures of the Bank, for example those concerning the consideration and processing of Bank projects, award of contracts, or management of human resources.

(xxxi) "Whistleblower" has the meaning given in the Whistleblowing Policy.

(xxxii) "Whistleblowing Policy" means the Bank's Whistleblowing Policy, as amended from time to time.

General Standards of Conduct

Rule 1

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

Duties of Board Officials

Rule 2

(a) Board Officials shall discharge their duties to the Bank with the interests and objectives of the Bank in view and consistent with their obligations to their Authorities. They shall take note of the requirement in the Bank's By-laws that they devote to the activities of the Bank such time and attention as the interests of the institution may require.

(b) Recognising that Bank Personnel owe their duty entirely to the Bank in the discharge of their offices and that Bank Personnel in their decisions have an obligation to weigh considerations impartially, Board Officials shall take note of the requirement in Article 32.3 of the Agreement Establishing the Bank that all members respect the international character of this duty. Consistent with this requirement, Board Officials shall refrain from exerting Undue Influence on Bank Personnel.

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

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

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

Conflicts of Interest

Rule 3

Board Officials must avoid any situation involving a Conflict of Interest or the appearance of a Conflict of Interest. Board Officials finding themselves in such a situation must recuse themselves and inform the Chief Compliance Office of such recusal. In case of doubt, any Board Official, the President or the Chief Compliance Officer may request interpretation whether a specific situation involves a Conflict of Interest or the appearance of a Conflict of Interest by the Ethics Committee pursuant to Rule 14(b)(i).

Outside Activities

Rule 4

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

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

> (i) non-remunerated, voluntary, community-based activities undertaken for a charitable, social, educational, religious or other similar entity, or for outside activities such as teaching, publishing or giving lectures, that are carried out during personal time, in a private capacity, so long as such activities:
>
> > (1) are consistent with the Board Official's obligations under Rules 1 and 3, and
> >
> > (2) do not affect the relations of the Bank with the public or its members.
>
> (ii) outside activities undertaken as part of the Board Official's official duties, such as teaching and publishing. Board Officials may not accept remuneration or other forms of compensation in connection with such outside activities, with the exception of reasonable travel and living expenses; and
>
> (iii) work carried out at the request of their Authorities, including work for any governmental agency or political agency of the Authorities or any wholly or partially owned entity of the Authorities, provided that, consistent with Rule 2(a), Board Officials shall at all times ensure that the performance of any such work at the request of their Authorities does not affect their ability to devote to the activities of the Bank such time and attention as the interests of the institution may require. If the work affects the Bank's activities or policies, the Board Official should inform the President and the Ethics Committee.

Political Activities

Rule 5

Nothing in this Code affects the legitimate interest of Board Officials to participate in a democratic process or to be a member of a political party that espouses democratic principles. However, while serving at the Bank, Board Officials may not engage in such political activity that may interfere or conflict with their official duties or status. Any Board Official who is elected or appointed to political office or who accepts nomination for such an office must separate from the Bank where the holding of such political office may interfere or conflict with their official duties or status.

Employment

Rule 6

(a) Former Employers

Board Officials may not exercise any responsibility with respect to any Bank matter in which their former employers have or may have an interest, for a period of two years after they have separated from such former employers, without authorisation of the Ethics Committee.

(b) Prospective Employers

Board Officials must not allow the performance of their official duties to conflict with, or be affected by, possible or prospective employment with, or the rendering of services to, an outside entity. Therefore, if a Board Official is seeking or negotiating for, or has received an offer of employment or appointment outside of the Bank, they may not exercise any responsibility with respect to any Bank matter in which the prospective entity or any of its Affiliates has or may have an interest and they must inform the Chief Compliance Officer of any such recusal.

(c) Post-Employment

On separating from the Bank, Board Officials may proceed to work for any outside entity. Notwithstanding the immediately preceding sentence, except with the authorisation of the Ethics Committee, a Board Official who has separated from the Bank may not, for a period of one year after separating from the Bank, communicate or attend any business-related meetings with any Board Official, any Bank Personnel, or any other person connected with the EBRD (such as consultants, contractors, temporary staff or interns) on behalf of any entity or its Affiliate(s), including, without limitation, providing advice, guidance or direction to any such party in respect of any matter in which the Bank has an interest or is a party.

(d) The restrictions in Rules 6(a), 6(b) and 6(c) do not apply in the context of employment with any international organisation, government, central bank, or government agency (including the Board Official's Authorities).

(e) Employment by the Bank

Directors and Alternate Directors may not apply for, or take up appointment to the staff of the Bank, or enter into a secondment (or similar arrangement) or a consultancy assignment for the Bank, while serving as a Board Official, or within one year following the end of such service.

(f) Advisers may not take up an offer of employment on the staff of the Bank while serving as an Adviser, or within six months following the end of such service, without authorisation of the Ethics Committee. An Adviser who is seeking employment on the staff of the Bank shall so inform his or her Director.

Gifts, Hospitality, Gratuities, Honours and Awards

Rule 7

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

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

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

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

(2) if the market value of the item exceeds £100 or such other value as prescribed from time to time by the Ethics Committee, Board Officials must surrender such item to the Office of the Chief Compliance Officer as soon as possible, but no later than twenty-one (21) calendar days after receipt;

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

Financial Interests

Rule 8

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

(b) To this end, Board Officials must, in particular, refrain from:

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

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

(1) a loan made by the Bank; or

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

(c) The prohibition under Rule 8(b)(ii) applies whether or not Board Officials are personally involved in such transactions or relationships in the performance of their official duties. However, the prohibition under Rule 8(b)(ii)(2) does not apply to the acquisition or divestment of a De Minimis Interest in a publicly traded Relevant Entity, provided that, in respect of acquisitions or divestments of a De Minimis Interest in a publicly traded Banking Counterparty, the Chief Compliance Officer has been informed of and has issued a prior no objection to any such acquisition or divestment. If the Chief Compliance Officer has raised an objection to such an acquisition or divestment then the relevant Board Official may request that the matter be referred to the Ethics Committee for their determination and, if appropriate, authorisation. The prohibition does not apply to Financial Interests in securities issued by the Bank, subject to the prohibition on Short Term Trading. In the event of doubt, including as to whether any entity is a Relevant Entity or Banking Counterparty, the Chief Compliance Officer should be consulted.

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

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

Code of Conduct Compliance Statement

Rule 9

On arrival at the Bank and annually thereafter until separation from the Bank, Board Officials must file with the Chief Compliance Officer a Compliance Statement for Board Officials in a form and manner to be proposed by the Chief Compliance Officer and approved by the Ethics Committee. In the event that such statement by a Board Official, including in respect of their Immediate Family, reveals a Conflict of Interest, or any other non-compliance situation with the Code of Conduct, the Chief Compliance Officer will provide advice on how to obviate or mitigate the conflict, or the non-compliance situation similarly.

Confidentiality

Rule 10

(a) General obligations applicable to all Board Officials

(i) Board Officials may not disclose Confidential Information to anyone internal or external to the Bank who is not authorised to receive such information, including members of their Immediate Family. Except as otherwise provided in this Rule 10, this provision does not apply to disclosures of Confidential Information to a Board Official's Authorities in the course of the performance of his or her duties subject to the restrictions prescribed in Rule 10(b) of this Code.

(ii) Additionally, Board Officials must refrain from using, or providing to others, Confidential Information to which they may have access because of their appointment at the Bank for private advantage, whether direct or indirect.

(iii) Board Officials' obligations under Rule 10 shall continue after separation from the Bank.

(b) Specific obligations for Board Officials serving on the Ethics Committee and / or the Board of Directors when dealing with a misconduct matter

Additionally, and notwithstanding Rule 10(a), a Board Official may not disclose to anyone internal or external to the Bank, including to their Authorities, Confidential Information of which the Board Official becomes aware in the discharge of his or her duties as a member of the Ethics Committee or the Board of Directors in a misconduct matter, except:

(i) to other members of the Ethics Committee or the Board of Directors, when the Ethics Committee has referred the misconduct matter for determination by the Board of Directors, to Designated Officers, the internal or external advisors to the Ethics Committee and to the Subject, in each case only to the extent necessary for the proper processing of that misconduct matter relative to that Subject and in which such other members, Designated Officers or advisors act as such;

(ii) for information provided by the Ethics Committee in its recommendation to the relevant decision-making body (but only to the extent that such information is made available to such decision-making body and no other parties, whether internal or external to the Bank) relating to misconduct proceedings; or

(iii) for the purpose of periodic reporting by the Ethics Committee on its work, provided that such reporting is on an anonymised and/or aggregated basis.

Any such disclosure shall be on terms so as to preserve privilege and confidentiality as to the identity of any Whistleblower in accordance with the Whistleblowing Policy.

Bank Property, Assets and Resources

Rule 11

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

(b) Intellectual property belonging to the Bank may not be used for private benefit or for the benefit of others except with appropriate authorisation from the Bank.

Duty to Report Misconduct and Prohibition against Retaliation

Rule 12

(a) Board Officials must promptly report suspected misconduct by Bank Personnel, Board Officials or by any third parties engaged by or collaborating with the Bank, as well as any suspected incidence of a Prohibited Practice. Reports may be made to any of the reporting channels provided for in the Whistleblowing Policy, including to the Ethics Committee where the report relates to a Covered Person. Board Officials shall refrain from making frivolous or knowingly false allegations.

(b) Board Officials must not engage in Retaliation against any person who has engaged in a Protected Activity. Retaliation that is determined to be misconduct may be subject to disciplinary action as a result.

Local Laws

Rule 13

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

Implementation

Rule 14

Ethics Committee

The Ethics Committee is established by the Board of Governors: it shall be composed and shall operate in accordance with the provisions of this Rule 14, other applicable provisions of this Code and the Code of Conduct for Bank Personnel, and the Rules of Procedure for the Ethics Committee.

(a) The Ethics Committee consists of five members, all of whom must be Directors. Two members of the Ethics Committee serve as Chair and Vice Chair. The remaining three members are regular members. There shall also be three substitutes, who also must be Directors. The Ethics Committee Chair, Vice Chair, regular members and substitutes shall be nominated, selected, and appointed in accordance with the Rules of Procedure for the Ethics Committee.

(b) The Ethics Committee shall:

(i) render upon request of any Board Official, the President, or the Chief Compliance Officer, or of its own volition as it may deem appropriate, an interpretation of any provision of this Code and resolve as necessary any differences of opinion among such parties that relate to the interpretation or application of the Code;

(ii) consider authorising, where permitted by this Code, exceptions to certain prohibitions for Board Officials;

(iii) consider authorising, where permitted by the Code of Conduct for Bank Personnel, exceptions to certain prohibitions for the President, Vice Presidents, the Chief Evaluator and the Chief Accountability Officer;

(iv) approve the form and manner of the Compliance Statement for Board Officials and Bank Personnel, as proposed by the Chief Compliance Officer, and any amendments thereto;

(v) carry out the functions provided for in this Code and the Code of Conduct for Bank Personnel relative to cases of misconduct and alleged misconduct, as applicable, including without limitation approval of interim Precautionary Measures with respect to Covered Persons who are Subjects of misconduct proceedings;

(vi) approve general guidance notes clarifying the provisions of the Code of Conduct for Bank Personnel in accordance with Rule 22(a) of that Code, and decide whether and to what extent to adopt the same or similar guidance notes clarifying the provisions of this Code with respect to Board Officials; and

(vii) provide an annual report of its work to the Board of Directors, in such detail as the restrictions in favour of confidentiality permit.

(c) Where this Code requires that the authorisation of the Ethics Committee be obtained, Board Officials shall first submit the request for authorisation to the President as Chair of the Board of Directors. A request for authorisation under Rule 4(a), Outside Activities, should set forth in writing the nature of the proposed activity, its expected duration, and any remuneration expected. In all requests for authorisation, the President shall refer the request to the Chief Compliance Officer. The Chief Compliance Officer shall determine whether, in their opinion, the authorisation requested is not contrary to the interests of the Bank. The President shall also request the opinion of the General Counsel in cases involving legal issues, in particular issues relating to the status and immunities of the Bank or a Bank Official. The President shall forward the request, together with the opinion of the Chief Compliance Officer and, if applicable that of the General Counsel, to the Ethics Committee for its decision.

Misconduct Proceedings

Rule 15

This Code sets out rules with respect to the treatment of allegations of misconduct in respect of Board Officials.

Initial Inquiry

Rule 16

(a) Criteria

The Ethics Committee shall review reports of suspected misconduct in respect of Board Officials and conduct an initial inquiry pursuant to this Rule. The purpose of the Initial Inquiry shall be to determine whether a Formal Investigation is warranted, based on the following criteria:

(i) credibility, i.e., that the allegation received, when considered together with any other information obtained during the Initial Inquiry, is sufficiently plausible;

(ii) verifiability, i.e., that there is likely availability of relevant evidence if an investigation were to be undertaken;

(iii) gravity, i.e., that the alleged misconduct is sufficiently serious, whether of itself or in the context of the Subject's role;

(iv) whether the alleged misconduct is within the mandate of the Ethics Committee; and

(v) whether the allegations are appropriate for disciplinary review.

(b) Scope of Initial Inquiry

In determining whether a Formal Investigation is warranted, the Ethics Committee may gather and review evidence, obtain and examine documents and electronic data, interview Bank Personnel, Board Officials and external persons, and obtain information beyond that included in the allegations. The Ethics Committee shall designate a person or persons internal or external to the Bank to assist in carrying out these tasks. Any such tasks will be conducted within reasonable limits, as befits a limited initial inquiry.

(c) Initial Determination

(i) If the Ethics Committee determines based on the criteria set out in Rule 16(a) that the allegations do not warrant a Formal Investigation, the matter shall be terminated.

(ii) If the Ethics Committee determines based on the criteria set out in Rule 16(a) that the allegations warrant a Formal Investigation, then the Ethics Committee shall commence a Formal Investigation.

Formal Investigation

Rule 17

(a) Investigator

If the Ethics Committee determines pursuant to Rule 16 that a formal investigation is warranted, it shall (i) inform the President and (ii) appoint an external investigator with experience in investigations and misconduct matters to conduct a fair, impartial, thorough and timely investigation in accordance with the provisions of this Rule, as an expert performing a mission for the Bank.

(b) Standard of Proof

Using a "more likely than not" standard, the Investigator shall make findings of fact and apply the law to the facts, to produce a written report, in draft and final forms, and a recommendation as to whether misconduct has been established.

(c) Notification to the Subject of a Formal Investigation; Assistance

> (i) As soon as practicable after the Formal Investigation is initiated, the Ethics Committee shall notify the Subject of the Formal Investigation, including the basis of the investigation and the conduct under investigation.
>
> (ii) The Subject may, with prior written notice to the Ethics Committee, be assisted during a Formal Investigation by another Board Official or by a person external to the Bank, provided in each case that such person is not acting in the capacity of a legal representative.

(d) Subject Interview

> (i) As part of any Formal Investigation, the Investigator shall, wherever reasonably possible, interview the Subject. Before an interview of the Subject takes place, the Investigator shall inform the Subject of the nature of the conduct being investigated and as to how it may amount to misconduct.
>
> (ii) Interviews of the Subject shall be recorded on a recording device. A copy of the recording and, if transcribed, a copy of the transcript of the interview, will be made available to the Subject. The Investigator may request the Subject to review the transcript against the recording, advise of any changes required to the transcript to make it accurate and agree to the accuracy of the reviewed transcript.

(e) Response by the Subject

In the course of a Formal Investigation, the Subject shall be given reasonable opportunity to explain or justify their position with respect to the conduct under investigation and to present their own evidence, including the names of witnesses who might corroborate their statements.

(f) Draft Investigator's Report

The Investigator shall provide the Subject with a draft of the Investigator's Report (redacted as necessary) without conclusions. Such draft shall be balanced and fairly reflect the information gathered. The Subject may comment on the factual accuracy of such report and request corrections.

(g) Investigator's Final Report

The Subject's comments on and requested corrections to the draft Investigator's Report (if any) shall be carefully considered and reflected, as necessary, by the Investigator in the Investigator's Report. Thereafter, the Investigator shall finalise the report and submit it to the Ethics Committee. The finalised report so submitted and any amended version thereof prepared pursuant to Rule 17 (h)(ii)(B) shall: (i) be balanced and fairly reflect the information gathered; (ii) consider both inculpatory and exculpatory evidence, as applicable; (iii) append the documentary evidence which it considers and upon which its conclusion is based; (iv) include the Subject's comments and requested corrections; and (v) include the Investigator's reasoned conclusion as to whether misconduct has been established.

(h) Next Steps

The Ethics Committee shall evaluate the Investigator's Final Report.

(i) Where the Investigator concludes that misconduct has been established:

A. If the Ethics Committee agrees, it shall send the Investigator's Final Report (anonymised and / or redacted as appropriate) to the Subject, who may reply. Thereafter, the Ethics Committee may either:

(1) terminate the matter, or

(2) send the Investigator's Final Report, any such reply from the Subject and the Ethics Committee's recommendation (together, the "Rule 17 Documents") anonymised and / or redacted as appropriate to the Board of Directors for further processing in accordance with Rule 18 of this Code, with a copy to the Subject.

B. If the Ethics Committee does not agree, the matter shall be terminated.

(ii) Where the Investigator concludes that misconduct has not been established:

A. the Ethics Committee shall accept such conclusion and the matter shall be terminated, unless

B. the Ethics Committee directs the Investigator to conduct further investigation into the alleged misconduct in question, in which case the Investigator shall record the conclusions of the further investigation in an amended version of the Investigator's Final Report. In preparing such report, the processes referred to at paragraphs (a) – (g) above shall apply, mutatis mutandis, and the amended version of the Investigator's Final Report shall supersede the prior Investigator's Final Report in the matter.

(iii) The Ethics Committee shall inform the President of the outcome of its evaluation under this Rule 17.

Rule 18

(a) In the case of misconduct allegations against a Board Official where the Ethics Committee agrees with the Investigator's Final Report, the Ethics Committee shall send the Rule 17 Documents to the Board of Directors.

(b) The Board of Directors shall invite the Subject to comment on the Rule 17 Documents. Using a "more likely than not" standard, the Board of Directors shall consider the Rule 17 Documents and any comments thereon by the Subject and shall determine whether misconduct has been established.

(c) If the Board of Directors determines that misconduct has been established, it may censure the Board Official and, where appropriate, may also recommend to the Authorities that they take other appropriate actions. Such actions may include:

A. reduction and/or forfeiture, whether permanently or for a specific period of time, of amounts payable in respect of salary, benefits (other than retirement plan benefits) and/or allowances payable after the date of notification of the measure; and

B. recall (in the case of a Director) or termination of appointment (in the case of any Board Official not being a Director) in each case with or without notice and/or with or without any benefits or payments due upon ending appointment (other than retirement plan benefits), and/or the loss of future contractual opportunities with the Bank in any capacity.

(d) If the Subject is a Director and the Board of Directors has determined that misconduct has been established, the Board of Directors shall provide the Director's Governor(s) with a reasonable period of time for the Director's Governor(s) to inform the Board of Directors what action, if any, has been or will be taken with respect to the Subject and any other actions taken or to be taken by the Director's Governor(s) or by the Director's Authorities.

(e) If the Subject is an Alternate Director, Temporary Alternate Director or Adviser and the Board of Directors has determined that misconduct has been established, the Subject's appointing Authorities shall within a reasonable period of time inform the Board of Directors what action, if any, has been or will be taken with respect to the Subject and any other actions taken or to be taken by the Director or by the Board Official's Authorities.

(f) If the Director from the same Board constituency as the Alternate Director, Temporary Alternate Director or Adviser Subject is implicated in a related misconduct proceeding, then the Board of Directors shall provide the Director's Governor(s) with a reasonable period of time for the Director's Governor(s) to inform the Board of Directors what action, if any, has been or will be taken with respect to the Subject and any other actions taken or to be taken by the Director's Governor(s) or by the Director's Authorities.

(g) The Board of Directors shall inform the President of its determinations and recommendations under paragraphs (b) and (c) of this Rule and any actions to be taken as a result. In cases where the Board of Directors has determined that misconduct has been established and the misconduct is serious and may have negative impact on the Bank's reputation or its financial operations, then in consultation with the Ethics Committee, the President may take any other measures he or she deems necessary to protect the reputation and interests of the Bank.

(h) For the purposes of this Rule, the term "Director's Governor(s)" means the Governor(s) who elected or who assigned their votes to the Director.

Precautionary Measures

Rule 19

(a) At any time during the pendency of misconduct proceedings, in order to safeguard evidence, to ensure a proper investigation, to protect the interests of the Bank or to protect persons involved in the investigation, the Subject may be:

(i) prevented from having access to Bank IT Facilities or Information Assets or having such access limited or made subject to conditions;

(ii) relieved of specific duties;

(iii) suspended from duty with pay; and/or

(iv) prohibited from entering all or any portion of Bank premises.

(b) Decision-making in relation to the imposition of Precautionary Measures shall be undertaken as follows:

(i) if the Subject is the Chair, by the Vice Chair in consultation with the President;

(ii) if the Subject is a Board Official (not being the Chair), by the Chair in consultation with the President.

(c) Where a decision is made to impose Precautionary Measures on a Subject, the Subject shall be notified in writing of the imposition of the applicable Precautionary Measures by the decision-maker, ascertained in accordance with Rule 19(b).

Cooperation and Non-Interference with Misconduct Proceedings

Rule 20

Board Officials shall have the obligations to cooperate with and not to interfere with the work of the Ethics Committee in misconduct proceedings.

Disclosure to Law Enforcement Authorities

Rule 21

If at any time during the proceedings provided for in Rules 16-18, the Ethics Committee has reason to believe that the laws of a member country may have been violated by the Subject, the Ethics Committee may recommend to the President to consider whether the Bank should disclose information concerning the suspected violation to local, national or supranational authorities for law enforcement purposes. The President shall seek the opinion of the General Counsel regarding the legal aspects of the disclosure and, in particular, its potential ramifications for the Bank's status, privileges and immunities, and shall consult with the Chair of the Audit Committee. Subject to obtaining the necessary waiver of applicable immunities, if any, the President may authorise such disclosure, if he or she concludes that such disclosure would be in the interests of the Bank.

Final Provisions

Guidance Notes and Rules of Procedure for the Ethics Committee

Rule 22

(a) The Ethics Committee shall take account of Guidance Notes published by the President pursuant to the authority set out in Rule 22 of the Code of Conduct for Bank Personnel and decide whether and to what extent to adopt the same or similar guidance notes clarifying the provisions of this Code with respect to Board Officials.

(b) The Board of Directors may establish procedural rules to support the efficient functioning of the Ethics Committee.. Upon the recommendation of the President or of the Ethics Committee, or at its own initiative, the Board of Directors may from time to time amend such rules, provided that any such amendments are consistent with the provisions of this Code and of the Code of Conduct for Bank Personnel.

Review

Rule 23

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

Effective Date

Rule 24

(a) This Code shall enter into force on the date of its adoption by the Board of Governors (the Effective Date). It shall replace the Code adopted by the Board of Governors pursuant to Resolution No. 244. Any act or omission amounting to misconduct under this Code but which occurred while the previous Code was in place shall be handled in accordance with the provisions of this Code, except that any process ongoing on the Effective Date shall be concluded in accordance with the provisions of the previous Code as though it remained in effect.

(b) Allegations of misconduct that are made against a Subject while the Subject is a Covered Person under this Code shall be handled pursuant to the provisions of this Code, regardless of when the alleged conduct took place. Allegations against a Subject who has left the Bank shall be handled in accordance with that person's last status at the Bank.