

APPROVED BY

The Corporate Governance Center Foundation

The Board of Trustees

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Chairman of the Board of Trustees

CODE OF CONDUCT OF THE CORPORATE GOVERNANCE CENTER FOUNDATION

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SECTION 1. GENERAL PROVISIONS

- 1.1. The Code of Conduct defines the basic rules of behaviour for the Center's senior management and employees within the Corporate Governance Center and in relationships with its beneficiaries.
- 1.2. Given that it is not possible to predict all potential situations and ethical dilemmas within the Code of Conduct, it is encouraged to follow not only the letter of the Code but also its spirit.
- 1.3. The Code of Conduct equally applies to all the employees and senior management of the Center.
- 1.4. Main concepts used in the Code of Conduct are as follows:

The Center	The Corporate Governance Center;
Senior management	Members of the Board of Trustees, the director, the person performing the duties of the chief accountant;
Employee	A person whom the Center has signed an employment or a civil law contract with;
Conflict of interests	A situation when a person while exercising his powers performs an act or makes a decision, which can reasonably be interpreted as being guided by personal material or non-material interests of his/her or a person related to him/her;
Beneficiary	A person specified in the Charter of the Center to whom the Center can provide services arising from its statutory objectives, make payments, transfer the Center's property or a part of it;
Affiliated Person	Members of the Board of Trustees, the director, a legal entity performing the duties of an accountant and an accountant authorized by it, as well as a person affiliated with the above-mentioned persons.

- 1.5. Main goals of defining the Code of Conduct are as follows:
 - to ensure the integrity of the Center and its employees;
 - to strengthen the trust of its beneficiaries towards the Center;
 - to strengthen the vigilance and intolerance of the Center and its employees towards all manifestations of corruption.
- 1.6. The Center's Code of Conduct is based on the following values:

1	Fairness	Advocating for fairness in the business environment, the Center builds its relationships with the beneficiaries on high ethical standards, including honesty, integrity, respectful and equal treatment. The Center excludes any manifestation of discrimination (based on age, origin, sex, religion, or race) or violence in its relationships with the beneficiaries.
2	Responsibility	Advocating for responsibility in the business environment, the Center adopts a responsible and conscientious attitude towards the rights of its beneficiaries, the protection of their legitimate interests, and fulfillment of their expectations, and is aimed at open and mutually beneficial cooperation.
3	Transparency	Advocating for transparency in the business environment, the Center constantly communicates with its beneficiaries, promptly disclosing complete, accurate, and accessible information on its activities.

4	Accountability	The Center enables the beneficiaries to build relationships with it based on proper awareness and evaluate its activities and progress in achieving the goals. In relationships with the beneficiaries, the Center guarantees the protection of confidential personal information.
		Advocating for accountability in the business environment, to ensure the legitimacy of its decisions and actions, the Center forms its management system based on the principles of effective control and accountability, according to which the Board of Trustees effectively monitors the director's activities, ensures the director's accountability to itself, as well as the Center's general accountability to its beneficiaries.
		Advocating for integrity in the business environment, the Center is committed to zero tolerance for corruption.
5	Integrity	As a member of the Business Integrity Club and its Secretariat, the Center is committed to following the Anti-Corruption Compliance principles and making its best efforts to disseminate them among the beneficiaries.

SECTION 2. RESPONSIBILITY OF THE SENIOR MANAGEMENT

- 2.1. The Center's senior management representatives have an additional responsibility to create and maintain a work environment where the team members are aware of and understand their responsibilities to comply with the Code, feel psychologically safe and can freely express their concerns, receive feedback and expect appropriate actions on their concerns.
- 2.2. The imperatives for the Center's senior management are as follows:
 - to protect human rights,
 - to create an effective work environment,
 - to properly manage issues related to health, safety, and psychological well-being of the employees,
 - to manage risks related to the Center's beneficiaries and environmental protection.

SECTION 3. REGULATION OF CONFLICTS OF INTERESTS

- 3.1. The Center's senior management and employees are bound to be loyal to the Center. The duty of loyalty requires that they perform their duties in good faith and the Center's best interest and not in their own or another person's direct and indirect material and non-material interests, which may conflict with the Center's interests and/or limit the Center's ability to fulfill its obligations towards the beneficiaries.
- 3.2. The conflicts of interests can:
 - be illegal and cause legal liability for the person involved in them,
 - be legal, but unethical and lead to reputational risks,
 - be in the Center's best interests if legal and ethical procedures are followed.
- 3.3. The Center's senior management and employees must refrain from taking actions and making decisions (including collegial ones) that directly or indirectly may reasonably lead or contribute to:
 - (1) Improving the material or non-material condition of his/her or a person affiliated with him/her;
 - (2) Improving the material and non-material or legal status of the organization of which he/she or a person affiliated with him/her is a member or a participant.
- 3.4. If an action or a decision by the Center's senior management representative or an employee within the scope of his/her powers may lead to a conflict of interests, he/she is obliged to inform the Center's Board of Trustees or his/her immediate supervisor before taking the action or making the decision. The latter is obliged to immediately discuss the circumstances related to the conflict of interests and make a decision on the steps aimed at solving the situation.

SECTION 4. FINANCIAL DISCIPLINE AND ASSETS OF THE CENTER

- 4.1. The Center is convinced that reliable, accurate, and objective accounting and reporting, both financial and non-financial, are extremely important to win the trust of the beneficiaries, strengthen the reputation, properly fulfill obligations committed and make and implement balanced and reasoned decisions.
- 4.2. The Center's financial reports are prepared on time, and based on reliable and credible sources of information.
- 4.3. Accounting of the Center's operations is performed in full scale, correctly, and promptly by the approved procedures, and properly reflects the transactions carried out by the Center.
- 4.4. The Center's accounting documents and registrations comply with international principles of accounting and reporting.
- 4.5. The Center's assets, including the intangible ones, are the basis of its long-term development. Therefore, the Center's assets must be used in the Center's interests, efficiently, sparingly, and only for work purposes.

SECTION 5. ACCEPTING AND GIVING GIFTS

- 5.1. The Center allows giving and receiving gifts and business hospitality if they meet the following criteria:
 - comply with the customs of business practice (conduct);
 - are not aimed at providing/receiving illegal privileges and preferences;
 - are not regular and have a reasonable value that does not exceed AMD 10,000 per beneficiary per year.
- 5.2. In cases where employees do not have the right to accept a gift, the Center awaits the understanding of the beneficiaries and guarantees that the return of the gift will not affect further cooperation in any way.

SECTION 6. FINAL PROVISIONS

- 6.1. The Code of Conduct, its amendments and additions, as well as their new edition, are approved and their entry into force is determined by the Center's Board of Trustees.
- 6.2. The Center negatively evaluates any action that not only violates but may contribute to the violation of the Code and/or the concealment of violations.
- 6.3. The Center regularly observes the cases of violation of the Code, discusses the causes of their origin, examines each case of violation separately, and ensures the adequacy of the consequence of the violation and the applied measure.
- 6.4. The Center ensures the availability of the Code to its employees through a signed familiarization.
- 6.5. The Center's employees are obliged to familiarize themselves with and follow the Code of Conduct. If the employee has not familiarized himself with the Code of Conduct, he/she is not released from the responsibility of following the Code of Conduct.
- 6.6. If the employee has questions, considerations, or suggestions related to the Code of Conduct he/she can discuss them with his/her immediate supervisor or the Center's senior management representative.
- 6.7. Failure to comply with the Code of Conduct may result in disciplinary action up to and including termination of employment. Violation of the provisions of the Code may also result in civil or criminal liability.