



NORD/LB
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Code of Conduct of
NORD/LB Group
(Ethical Principles)
Version 3.0



Preliminary remarks

A company's reputation and the trust which customers and business partners place in it, are key factors for its success. Violations of the law and unethical conduct can have a lasting harmful effect on the reputation and thus the success of a company. This is particularly true for NORD/LB Group. It is not just a matter of abiding by the law, which goes without saying. It is also about "correct" conduct as regards ethical values, which are also subject to constant change.

The purpose of this Code of Conduct is to provide guidance for your daily activities. By consistently observing this "Code of Conduct" we all contribute to combining our requirements regarding compliance with laws and regulations with ethical correct conduct and thus linking entrepreneurial success to social responsibility.

The Management Board

This applies both to the Management Board and all managers and employees of NORD/LB Group.

The Code of Conduct cannot resolve each individual case or readily provide the correct conduct for each conceivable situation. However, it can contribute to raising awareness of possible breaches and provide guidelines within which we operate. Please take a few minutes to read the Code of Conduct. In case of doubt, please do not hesitate to contact your manager or staff in the Human Resources or Compliance/ Corporate Security departments.

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Values and objectives.

Our strategy and self-image is based on responsible, transparent and credible collaboration with our customers, shareholders, investors, business partners and the public.

Our values such as trust, responsibility, sustainability, courage and performance are the defining elements when performing our daily tasks.

Management Board members and managers live our values and bring them to life over and over again for the employees.

We take all steps necessary to ensure that each individual acts in a lawful manner.

We offer products and services worldwide in all major financial centres. Our global activities are therefore subject to a wide variety of country-specific and international laws as well as national practices. Insofar as there are conflicting requirements or stricter or more comprehensive laws and rules, the stricter regulations shall apply.

In complying with applicable laws and having respect for the environment each of us is acting in NORD/LB's corporate interests. Legally imposed prohibitions and obligations are to be strictly complied with, even if these might seem to be "unreasonable" or "commercially disadvantageous" from the viewpoint of the individual or the company. Acting in a lawful manner always takes precedence in case of doubt. Each of us can rely on this principle.

Sustainability.

Sustainability for us is a question of attitude: the direct and indirect support for stable development through our entrepreneurial actions is part of the public service remit. We are convinced that many aspects of global change entail opportunities and risks for our customers and therefore also have an influence on our business activities.

The sustainability strategy takes account of the key aspects of global change for NORD/LB and NORD/LB Group and uses key areas of activity - governance, customers, employees, society and environment - to show how opportunities that may arise are realised efficiently and risks are managed responsibly.

// Governance: Regular dialogue with stakeholders to obtain ideas for our own, forward-looking actions.

// Customers: Consideration of economic, ecological and social aspects to improve the competitive position of the customer and NORD/LB's risk situation.

// Employees: Creation of an environment to maximise the development of employees for the present and future success of the company.

// Society: Promotion of sustainable practices in the supply chain by reference to compliance with social and ecological standards.

// Environment: Focus of operational environmental management on international standards and improvement in energy efficiency.

General rules of conduct.

The performance and success of NORD/LB in fulfilling the tasks required of it by law and under the Articles of Association largely depend on the respectful collaboration between all employees, their managers and the Management Board members. As part of their role model function Management Board members and managers are responsible for creating a transparent and secure environment in order to raise the awareness of employees regarding ethical business practices and to prevent prohibited activities. They are responsible within their area of responsibility for the application of and compliance with the Code of Conduct. We have described this separately in our management principles.

It is their responsibility to ensure that their conduct meets the ethical and legal standards. The honest and fair treatment of each other is therefore a self-evident basic prerequisite.

Collaboration with customers, employees, suppliers and other business partners is based on mutual trust and respect. This also applies in particular with respect to the meeting of different life styles and concepts of life, cultures and nationalities.

Deliberate or negligent misconduct in the provision of financial services will not be tolerated and may result in sanctions under labour law.



Mutual respect; protection against discrimination; equality and diversity.

We are expressly committed to diversity and equal opportunities in a non-discriminatory environment. We promote the diversity of our workforce and pursue an active and holistic diversity policy

The conduct of our employees is guided by mutual respect, openness, honesty and the common understanding of collaboration based on trust. Against this backdrop and as a signatory to the Diversity Charter we do not tolerate any

discrimination or harassment, whether based on gender, age, disability, ethnic background, religion and beliefs, sexual identity or because of political attitude or union activities. Any instances of discrimination can be reported to a Complaints Office.



Transparency vis-à-vis our customers, business partners and markets.

Conflict of interest

The confidence of our customers, employees and the public in our performance and integrity is a precious asset for us. In order to justify this confidence, employees provide their services with optimal expertise, due diligence and conscientiousness while protecting customer interests. Product cross-selling is based exclusively on the needs communicated by the customer.

We also ensure that recommendations made by our bank are issued in an honest and fair manner with an adequate explanation of the risks involved. Conflicts of interest (e.g. incentive systems that create one-sided influences) are identified and effective organisational and administrative precautions taken to avoid them in order to protect customer interests. If it is not possible to avoid conflicts, these are disclosed. Compliance with statutory regulations regarding the prevention of conflicts of interest and the strict separation between different business areas with access to sensitive customer data and information ("Chinese walls") are a matter of course for us.

All employees of NORD/LB Group avoid situations where their personal interests conflict with the interests of NORD/LB Group or even when there might be a perception of such a conflict. Possible conflicts of interest between NORD/LB Group, Management Board members, committee members, managers, employees and tied agents or other persons directly or indirectly linked to NORD/LB Group by control should not affect customer interests. Each employee must also bear in mind here that his/ her conduct reflects on NORD/LB and therefore shapes the internal and external reputation of NORD/LB Group.

Private transactions and transactions of NORD/LB Group must be strictly segregated. Business partners may only be engaged for private purposes if this does not give rise to conflicts of interest.

Employee transactions

However, the execution of employee transactions must not compromise the interests of our customers nor the reputation and solvency of NORD/LB Group itself. We have issued and published rules of conduct for employee transactions, which take the legal and regulatory framework into account, for the purposes of preventing any improper conduct and conflicts of interest.

Insider rules

Employees who possess insider information regarding a company may not execute any transactions in securities or other financial instruments of this company. Furthermore, they may not disclose insider information to third parties without authorisation or otherwise make it accessible or use it to make investment recommendations.

Disclosure to other employees within NORD/LB Group is only permitted if they require this information to carry out their respective tasks (“need to know principle”) and are formally entitled to receive such information.

Employees, who typically or for a particular reason have access to insider information of a listed company, are recorded and monitored on an insider list.

As soon as employees become aware of insider information, they must report this immediately to the Compliance department.

Market manipulation

NORD/LB provides for various measures to counteract market manipulation and, as a result, unfair pricing on the market. All proprietary and customer transactions are monitored automatically.

NORD/LB in competition.

We are unreservedly committed to the principles of the market economy and fair competition. We pursue our business objectives solely on the basis of merit and in accordance with the applicable rules and practices. We also expect this of our competitors and business partners.

We conduct ourselves in a professional and competent manner and do not take unfair advantage of any market-relevant agreements with (potential) competitors, in particular with regard to prices, bids, terms and conditions, market shares or financial benchmarks.

We refrain from entering into any kind of conscious coordination of behaviour, the object or effect of which is the restriction of competition, be it a direct agreement or an informal agreement reached outside official channels.

We do not gain unfair advantage by influencing the reliability and truthfulness of the pricing on exchanges and in markets. Measures to influence indices used as benchmarks in financial instruments and financial contracts, or to manipulate exchange rates or other financial instruments or indices in order to increase the institution's profits are unacceptable for us.

Prevention of bribery and corruption in business relations.

We do not tolerate any form of corruption nor corruptibility, bribery, accepting or granting an advantage, neither in public nor private business dealings. Every employee is called upon to act in accordance with their duties and not to grant or accept any inducement or benefit that tangibly or intangibly improves the financial, legal, or even only the personal situation of the recipient without it having an entitlement to this.

We want to avoid even the perception that a business activity could be linked to a socially unacceptable or even criminal benefit.

Prevention of money laundering, combating terrorist financing and prevention of other criminal offences.

We are committed to the international fight against money laundering and terrorist financing. Through the measures we take we implement the national and international standards for the prevention of money laundering and terrorist financing. They are subject to a constant monitoring and adjustment process. Our precautions take account of the relevant threat situation and are designed to counter the settlement of illegal transactions by our bank.

We ensure that the existing financial sanctions and embargoes are complied with in accordance with the applicable legal requirements.

We follow the zero tolerance principle for criminal activities and decide as to the consequences under civil and/ or criminal law as well under labour law or other consequences for all activities of this kind that are identified or become known. We fully cooperate with investigating authorities.

We expect honesty and integrity from all persons and companies, including service providers and other contracting parties, with whom we work. It goes without saying that each employee must not engage in any illegal transactions nor tolerate any illegal activity in his/ her work environment.

Risk management, finance and tax.

Our actions are based on a conscious and sustainable attitude to risks and thus help to promote a healthy risk culture. After weighing up the risk and return components involved, we only conclude transactions involving risks that we have fully understood and are prepared to bear in the long term. Each and every employee is responsible for identifying, analysing, evaluating, managing, monitoring and reporting risks in a forward-looking and systematic manner.

All employees are familiar with, and understand, NORD/LB's risk appetite as set out in the risk strategy, and takes this into account in their activities. Our decision-making processes are characterised by taking different perspectives into account and by critical, open and constructive communication. We address any mistakes openly and use them first and foremost to learn from our experience and help us to ensure that we avoid making the same mistakes in the future. The incentive systems must not run contrary to the defined risk appetite of NORD/LB.

We draw up our books of account, records and documents in full and correctly. Our annual financial statements are regularly audited by an independent external auditor.

Our accounting, financial reporting and our reporting and notification are carried out in a timely, precise, correct, clear and truthful manner.

Our financial planning is based on appropriate assumptions and includes future earnings contributions while taking account of existing accounting principles. Opportunities and risks are given equal consideration.

We do not support our customers in practices designed to reduce taxes or deceiving tax authorities.

We are explicitly committed to meeting all tax obligations.



Donations and contributions.

We promote social and scientific projects in the business region of our public sector owners in Lower Saxony, Saxony-Anhalt, Mecklenburg- Western Pomerania and Bremen in conjunction with the savings banks there in accordance with our sponsorship guidelines.

We sponsor cultural projects in the business region of Norddeutsche Landesbank via NORD/LB's cultural foundation in accordance with its sponsorship guidelines.

Confidentiality, bank secrecy and data protection.



The confidential handling of business and commercial secrets is vital for us, our customers and business partners. We therefore treat data and information of customers, business partners and market participants with the utmost care and confidentiality and maintain bank secrecy.

All employees are obliged to only use data and information received in connection with their duties to the extent permitted by law. Disclosure is only permitted if this is required to carry out official duties and the addressee is authorised to receive such information.

Dealing with customers and customer information, compliant management.

Our customers receive all information required to be able to carefully weigh up opportunities and risks in full knowledge of all circumstances relevant for them and make an independent and informed decision. Our employees ensure that their conduct and the information provided to customers and the market are transparent, fair and clear. Advertising, which is hidden, misleading or not comprehensive, is not tolerated.

Complaint management assesses all information received from our customers and immediately initiates measures for improvement in the case of justified complaints. Our objective is to ensure that our customers are permanently satisfied with our services.

Protection and use of bank resources.

Our employees treat the property, all facilities and other material assets of our bank in a proper, careful and economical

manner and protect the property of NORD/LB Group against loss, damage, misuse, theft, misappropriation or destruction.

Procurement of equipment and services.

We use objective economic and substantive criteria for the procurement of materials and services. We base our procurement management on the UN Global Compact. This asks companies to comply with ten fundamental principles in the areas of human rights, working

conditions, the environment and anti-corruption and in turn to demand that these be followed by their suppliers and business partners.

Communication, press, media and cooperation with competent authorities.

Transparency, reliability and truthfulness represent the basic values of our communication with the public in general as well as with our stakeholders and the media in particular.

Communication with the media (press, broad-casting and online media) is managed by Corporate Communications. Only Management Board members and duly authorised employees of Corporate Communications (Press Officers) are authorised to communicate with the media.

In addition, individual employees can be authorised by Corporate Communications on an ad hoc or permanent basis to provide the press with information on specific issues.

We pursue a cooperative and transparent relationship with all competent authorities and other national agencies.

Health management.



The health of our employees is our most valuable asset. Active health management is an essential element of our corporate culture. An appropriate work-life balance is important to us.

Whistleblower system.

We have set up an independent and effective whistleblower system with several reporting channels. This system is available to employees, customers and business partners and provides a means for information to be also reported on a confidential basis.

We encourage you to report evidence of serious violations of the law and breaches of the rules at NORD/LB. In addition to your manager, the Compliance,

Human Resources and Internal Audit departments are also available for this purpose. If you do not want to talk to these units or your report is to remain anonymous, you may also contact our external Ombudsman.

The Ombudsman function is carried out at NORD/LB by a lawyer. He/ she is subject to professional secrecy and the right to refuse to give evidence.

The contact data for our Ombudsman can be found on our website.

Constant evolution of the Code of Conduct.

We review our conduct against the standards set out in the Code of Conduct and assess experiences as well as any legal changes in order to be able to

improve our corporate culture, our social responsibility, our good reputation as well as all NORD/LB values.

Each individual is responsible.

It is up to each individual to comply with the Code of Conduct and to review and base his/ her actions on the above principles and guidelines. Each individual must be aware that acting as a representative of NORD/LB outside the company can have an impact on the entire organisation.

We must all independently consider whether our conduct is in line with the regulations set forth in these principles.

// Is my decision in the best interests of the customer purely based on the facts and free of conflicts of interest?

// Could a colleague have behaved in exactly the same way?

// Does my conduct stand up to scrutiny by a third party if made public?

If you are uncertain as to how to act correctly in your situation, ask your colleagues, manager or contact person in the Compliance department. Our Compliance staff are a fair and reliable partner where measures are to be taken in advance to avoid risks and associated sanctions.

The Compliance department can provide independent advice and support in interpreting and applying these ethical principles, whereby absolute discretion goes without saying. Of course, you can also anonymously inform Compliance of any relevant information regarding Compliance breaches or the risk of violations of the law.

Your Compliance contact partner and further information on this Code of Conduct can be found on the Intranet.

Scope of application.

The Code of Conduct and any amendments thereto enter into force once they have been adopted by the Management Board and apply to NORD/LB Group.

Subsidiaries of NORD/LB Group are requested to bring their own Code of Conduct in line with this Code of Conduct.

After entering into force, the Code of Conduct is sent to all employees. It is also available both on the Intranet and the NORD/LB website.



Gem. § 25a KWG derzeit als compliance-relevant eingestufte Institute und Unternehmen:

// NORD/LB Norddeutsche Landesbank - Girozentrale- (NORD/LB AöR),

// Deutsche Hypothekenbank Actien-Gesellschaft,

// NORD/LB Luxembourg S.A. Covered Bond Bank.