

Uniform text adopted by the Resolution No. 141/2019 of the Management Board of the Bank dated 7 November, 2019.



Bank Millennium Group

Code of Ethics

1. Introduction

Bank Millennium, as an institution of public trust, operates on the basis of valid legal regulations and specific norms, which apply to public companies and banks in particular; also best market practice and this Code of Ethics. The Bank also abides by “Principles of Best Banking Practice” adopted by the Polish Bank Association.

Bank Millennium sees running the business in a sustainable and ethical way as one of its key operating principles, stemming directly from the Bank’s mission and the values associated with its brand.

The above principles are applicable accordingly to the entities - members of Bank Millennium S.A. capital group hereinafter referred to as Bank Millennium Group.

The Code of Ethics is a set of rules guiding all the employees of Bank Millennium Group, Franchisees and employees of franchise branches, hereinafter referred to as Employees, in performance of their duties.

2. Principles of ethics management in the Bank Millennium Group

The Bank as an institution of public trust and a socially and economically responsible company determine the scope of risk of ethics. In order to mitigate this risk, the Bank establishes risk mitigation mechanisms that make up the ethics management system.

The ethics management system consists of:

- The Code of Ethics -includes rules of ethical behaviour. The compliance unit is responsible for establishing the principles of the Code of Ethics, communicating and promoting ethical values, and also evaluating compliance with ethical rules;
- the Ethics Ombudsman - the head of compliance unit plays a role of the Ethics Ombudsman. The Ethics Ombudsman' is responsible for carrying out the provision of the Code of Ethics, promoting and informing about ethical standards, recommending controls, verifying cases of violations of ethics rules;
- the training system and information about changes in the Code of Ethics- as described in chapter 12. Method of dissemination of the Code and of ethical behaviour;
- the institutional arrangements such as procedures, policies that provide guidelines for proper and ethical conduct-the Bank defines specific codes, rules, procedures and policies regarding ethical conduct;

- the infringement notification system - defined in chapter 11. Instruments of controlling unethical behaviour and reporting breaches;
- the control system of ethical behaviour - consists of periodic controls and controls on demand carried out at the initiative of the Ombudsman. As part of periodic control, the compliance unit evaluates the risks associated with breach of ethics at least once every two years. An assessment is presented in the report, which is submitted to the Management Board of the Bank.

3. Millennium values

We support our Customers to succeed in their financial present and future. We build our competitive advantage on the basis of values, which we know, apply in practice and demonstrate to the others every day.

Values of Bank Millennium:

3.1. We build relations based on trust

We can rely on ourselves; and as we develop and reach ambitious goals we remember about ethics and co-workers. The responsibility, respect, support and understanding help us consolidate our leading position among top banks in Poland. Being ambassadors of the Bank we build trust to the Bank.

3.2. Quality and innovation are our passion

We set standards of perfection and create trends in banking. The openness, enthusiasm, seeking the best solutions and overcoming barriers are embedded in our thinking, actions, products, services and processes as well as relations with the external environment and within the organisation.

3.3. We develop Employees and promote collaboration

In our organisational culture targets and successes are reached through mutual inspiration, exchange of competencies, information and experience. Irrespective of the position within the organisation we build interdisciplinary teams, taking all stakeholders into consideration. We discover and reward people who through their actions motivate others to deliver their best.

3.4 We always aim higher

When others have reached their pinnacle, we want more. We develop and improve the competence of Employees and teams within the framework of training and certification programs We observe our environment carefully, improve, change and proactively respond to challenges of the future.

4. Respect for the Law

The entities of Bank Millennium Group, as institutions, which are operating in a democracy with rule of law, see legal compliance in all areas of their activity to be a fundamental principle.

Bank Millennium Group also respects universally accepted ethical and habitual norms.

5. Respect for diversity

In its activity Bank Millennium Group respects universal human rights and freedoms.

Bank Millennium Group respects human dignity and respects the right to equal treatment irrespective of age, gender, ethnic and national origin, religion, creed, family status, sexual orientation, health status, beliefs, trade union membership and other causes of discrimination. This information does not constitute criteria for selecting Employees, solving them, establishing employment conditions, promotion and access to the benefits of vocational training. The candidates for employment are selected on the basis of objective criteria such as: education, work experience, general and specific competences, language skills and general profile matching.

The Bank Millennium Group respects diversity and opposes manifestations of discriminatory practices.

Bank Millennium Group has Policy of diversity, anti-discriminatory and anti-mobbing procedures in place.

6. Employees

6.1. Employee - company relations

a/ Procedures

Bank Millennium Group operates on the basis of transparent procedures, which all Employees are required to observe, regardless of the nature of their work and form of employment.

b/ Protection of the company's assets

The Employees are required to use assets of Bank Millennium Group as they are meant to be used and to protect them. It is inadmissible to destroy assets, to use them for private purposes, to appropriate them or dispose of them without proper authorisation.

c/ Protection of information

The Bank, as an institution of public trust and its Employees, are particularly required to protect information entrusted to them by Customers and to strictly observe rules of banking secrecy.

d/ Protection of reputation

The Employees are required to protect the reputation of Bank Millennium Group. It is considered to be against ethical standards to disclose information about Bank Millennium Group and opinions about its operation in unauthorised statements to the media. All statements shall comply with the rules of good practices in social media defined in the Code of Ethics and posted on the Intranet. The above principles also apply to the transmission of information and opinions about other banks of financial institutions.

e/ Freedom of association

Bank Millennium Group observes rules, which enable Employees to associate and in keeping with the law it creates conditions for activity of associating organisations.

f/ Health care

Bank Millennium Group provides its Employees, based on corporate solutions, with access to an effective health care system; it conducts prophylactic activities and promotes a healthy, active lifestyle. Bank Millennium Group takes care to keep an essential balance between work and private and family life of Employees.

g/ Employment, remuneration and rewarding rules

Bank Millennium Group pursues a transparent policy for employment, remuneration and rewarding. It provides its Employees with training, education and professional development opportunities as well as promotion opportunities, which are based on a transparent evaluation system.

Rewarding for work is in accordance with attained results, it reflects personal contribution and teamwork as well as commitment, which goes beyond regular professional duties. Special reward and award programmes are in place for this purpose. Bank Millennium Group does not accept slave and forced labour, it does not employ minors in any way and does not tolerate employing them by organisations, with which it cooperates.

h/ Work conditions

Bank Millennium Group creates and maintains a safe and healthy work environment. By eliminating potential threats, it requires its Employees to comply with OHS regulations and considers it inadmissible to perform professional activities under the influence of narcotics and alcohol; to possess narcotics, firearms and melee weapons or ammunition in the work environment.

i/ Social assistance

Bank Millennium Group has a corporate social assistance system and strives to make it transparent and operating on the basis of decisions, arrived at jointly with Employees' representatives.

j/ Employee satisfaction surveys

Bank Millennium Group wants to be a good employer, hence it regularly surveys work satisfaction of its Employees. An analysis of the results of these surveys is used to implement programmes to improve work organisation.

k/ Communication channels

Bank Millennium Group has its internal communication system, which permits providing Employees in real time with current information and providing them with access to information essential for performance of professional duties and exercising employees' rights. The Bank Millennium Group also enables its Employees to present their own information and opinions in its internal and external channels. All Employees speaking in social media are required to adhere to the rules of good practice in social media which are defined in the Code of Ethics and posted on the Intranet.

6.2. Employee - Employee relations

a/ Rules governing relations within the Bank

The Employees' Community is committed to building an atmosphere of cooperation, supporting attainment of business targets, by building a climate of trust, openness, honest

communication and respect. The Employees are aware that being successful involves building a partnership with associates, subordinates and superiors.

In the process of attaining targets Bank Millennium Group considers teamwork to be one of the key success factors. It also supports creativity and innovation, supporting the development of these traits among Employees.

6.3. Employee - external environment relations

a/ Commercial secrets and confidentiality

Bank Millennium Group sees the observance of rules of commercial secrets as well as protection of confidential information and personal data, and the Bank sees also the observance of bank secret, as the pillars supporting activity of an institution of public trust. These rules apply to Employees and also cover information on internal procedures, activities or processes, which is deemed not to be in the public domain.

Bank Millennium Group processes Customers personal data in compliance with law and in good faith. Bank Millennium Group with due diligence inform about the processing of personal data and provides Customers with access to the content of the data, with the possibility of correcting and completing.

Bank Millennium Group guided by the principles of legality, appropriateness, technical correctness, relevance and the time limit for processing of personal data.

The Employees have an obligation to protect personal data, in particular not to disclose them to unauthorized persons and to prevent their misuse.

In Bank Millennium Group there are restrictions in force for performing personal transactions due to the ban on the use of confidential information.

6.4. Conflict of interests

The Employees should avoid all and any actions or relationships, which stand in conflict or appear to stand in conflict with the interest of the Bank Millennium Group's, Customers' and Customers groups' best understood.

The Employees are required to promptly report to their superiors all and any conflicts of interest, which cause or may cause potential actions to the detriment of Bank Millennium Group's Customers' and Customers groups' , in keeping with relevant internal regulations or legal norms.

Bank Millennium Group acting in Customers' interest best understood has specified the circumstances, in which it identifies potential conflicts of interest, as well as rules, which preventing of conflict of interest occurrence.

6.5. Personal relationships

While accepting that links of various types may develop between Employees, Bank Millennium Group adopts a principle whereby such relations cannot result in conflict of interest, have a negative impact on work performance, supervision capabilities or internal control environment. Bank Millennium Group considers prohibited the practices that are inconsistent with the best understood interest of the Group and concern favouring or taking business decisions on the basis of feelings, family relations or friendships. Employees should advise the HR Department about possible circumstances that may thus create conflict of interest.

7. Customers

7.1. Quality of services

Bank Millennium Group is building long-term and mutually beneficial relationships with Customers, based on the principles of respect for human dignity and equal treatment. Regardless of any characteristics or beliefs of Customers undertakes actions to offer highest standard products and services.

Bank Millennium Group provides complete and accurate information about their own and offered as a distributor products, including their issuers, under conditions of the complaint process.

Bank Millennium Group has respect the principles of accurate, clear and transparent way of communicating with Customers. Information on the services provided as well as agreements, documents and letters sent to Customers, the Group formulates a in a precise, clear and transparent way.

7.2. Ethical practices in sales

The Employees are obliged to act in the best interests of the customer by honestly informing the customer of all risks associated with the products and features of the offered products, instruments and services. The Employees may not suggest, persuade or influence Customers to purchase an instrument, product, service, or other solution offered by the Bank Millennium Group that Customer does not need. All Employees are prohibited from offering incentives to customers in the form of financial benefits, tangible or intangible benefits, or offering additional services in return for using the offer of the Bank Millennium Group.

Prior to providing investment services, Bank Millennium Group conducts an adequacy assessment to determine whether an instrument, financial product or investment service is appropriate for the Customer. In case the product or instrument is inadequate or the information provided by the Customer is not sufficient to make an evaluation the Bank provides a warning to the Customer.

All Employees are required to avoid situations of conflict of interest, particularly those resulting from the providing sale services to close family members or persons with private relations.

7.3. Claims handling

Bank Millennium Group sees Customers' opinions, comments and complaints as an important source of information, allowing it to continue improving quality of work. The Employees are required by an internal procedure to submit comments and complaints from Customers, while Bank Millennium Group observes the rule to deliver to Customers, in the shortest time possible, a reply relating in substance to the raised issue. The manner of handling claims is Customer-friendly and takes into account their due rights.

8. The Market

8.1. Fair competition

Bank Millennium Group observes the principles of fair competition in its business activity. Bank Millennium Group is guided by the principles of integrity, loyalty, corporate culture and mutual trust.

Bank Millennium Group supports the development of the Polish banking system by taking part, along with other banks in the activities and programs implemented for the development of banks, infrastructure improving the quality of their activities and educational programs targeted at Customers.

8.2. Reliable communication

Bank Millennium Group regularly and in an organised manner pursues an information policy, delivering up-to-date information based on facts, through public (addressed to all interested parties) and internal (addressed to Employees) communication channels available. The Bank also makes sure that all groups of its recipients have equal access to information.

a/ Media relations and communication channels

Bank Millennium Group carries out open information cooperation with the media, providing them with information and opinions as well as replying to questions asked.

b/ Good practices in social media

Employees are aware that they are Employees of the institution of public trust and that their conduct may affect the perception and opinion about the Bank. They always speak on their behalf and take responsibility for their own speech. They express their opinions logically and culturally, respecting the opinions of the others. They do not publish or provide any negative content about the Bank. They are aware that everything what was shared on the Internet will stay in the network. They keep bank secrets, corporate secrets and comply with the principles of protecting personal data of Customers and Employees, which also apply to the network, social media and online forums. They do not communicate with Customer through private messages (e.g. social media comments), communication with the Bank's Customers is possible only through formal contact channels available at the Bank and to which the Customer has agreed to. The internal issues of the Employees and the Bank are addressed through internal communication channels dedicated to it. It is forbidden to create separate profiles of the Bank by non-designated Employees in the social media. Private life and private profile on social networks are separated from work for the Bank, the publication of photos and videos from corporate meetings on the network may be made by designated Employees.

c/ Relations with the capital market

Bank Millennium Group keeps active relations with participants and institutions of the capital market, based on relevant legal regulations and market best practice: the principle of openness and equal treatment of all investors by equal access to information.

The Bank observes rules inscribed in "Best Practices of companies quoted on the Warsaw Stock Exchange" and publicly informs about fulfilling these rules.

8.3. Reliable advertising and promotion

Bank Millennium Group conducts advertising and promotional activities in keeping with valid legal regulations, codes of ethics and market best practices. The goal of marketing campaigns is to provide information about bank products and their features in a reliable and comprehensible way, which is adjusted to the perception of the average recipient. Conducting these activities, Bank Millennium Group respects the interests of current and future Customers and observes the principles of fair competition, not creating a negative image of its competitors, does not undermine their reliability and does not evaluate their business.

8.4. Ethical lobbying

Lobbying activity conducted by Bank Millennium Group is based on legal regulations applicable to this type of activity, it is professional in nature and is based on transparent and reasonable argumentation. Its purpose is advocacy of the interests of Bank Millennium Group and the banking community with respect to decision makers.

8.5. Counteracting money laundering

Bank Millennium Group, based on applicable laws and market best practices, is implementing an institutional programme of counteracting money laundering and financing of terrorism. In this respect the Bank cooperates with specialised government institutions, regularly improves its own procedures and conducts training actions in this respect, targeted at Employees.

8.6. Independent Auditing

Bank Millennium Group, as an institution of public trust, considers it to be one of the most important principles of its activity to deliver to its Stakeholders timely, transparent and adequate information about its activity. The information is regularly reviewed and verified by an independent External Auditor to the extent stipulated by the law. Cooperating with him is one of the fundamental principles of activity of Bank Millennium Group.

9. Suppliers

9.1. Rules of relations with suppliers of goods and services

Bank Millennium Group follows fair, uniform and consistent rules when selecting suppliers. Their selection is made on the basis of objective criteria, such as quality, price, reliability and observance of ethical business rules. Every supplier participating in the tender is obliged to confirm that he has read the Code of Ethics of the Bank Millennium Group and is committed to respecting its principles and principles of responsible business.

Bank Millennium Group provides suppliers the necessary support in the implementation of assigned tasks. During and after the termination of cooperation, Bank Millennium Group respects the intellectual property of them.

9.2. Drafting agreements

Bank Millennium Group prepares transparent and comprehensible agreements, with consideration of legal requirements. In agreements with suppliers of products and services to Bank Millennium Group - wherever such provisions may be applicable - Bank Millennium

Group applies provisions about using ethical and/or environmental clauses, protection of information, including personal data and commercial and banking secrecy.

9.3. Organisation of tenders

Bank Millennium Group conducts tenders in a transparent way, based on valid internal regulations. The Bank observes commercial secrets, confidentiality clauses and protects information, which it obtained in the process of negotiating and executing agreements with suppliers.

10. Representing Bank Millennium Group

10.1. Contacts with public institutions

The rules defining obligations connected with representing Bank Millennium Group are contained in the Organisational Bylaws. Bank Millennium Group and its Employees comply with the law and ethical principles in contacts on its behalf with persons in public functions, and contact them if such contacts are essential for performance of their professional duties.

10.2. Contacts with political parties

Bank Millennium Group observes the principle of political neutrality; it does not support, finance or facilitate any political activity in the space under its administration. This principle applies both to the institution as well as its Employees during performance of their professional duties.

10.3. Contacts with local communities

Bank Millennium Group maintains open relations with local communities, engaging with them in dialogue, contributing to their life by actions in the realm of corporate social responsibility; it makes efforts to keep these relations on a partnership basis and in the process of business activity it strives to observe the principles of sustainable development. Employees comply with legal regulations and ethical principles in contacts with representatives of local administration.

11. Anti-corruption policy

The aim of anti-corruption policy is to create a safe market environment. The Bank Millennium Group apply the rule “zero tolerance for corruption”.

In the Bank Millennium Group corruption is defined in accordance with the provisions of Civilian Convention on Corruption as: requesting, offering, giving or accepting, directly or indirectly, a bribe or any other undue advantage or prospect thereof, which distorts the proper performance of any duty or behaviour required of the recipient of the bribe, the undue advantage or the prospect thereof.

To prevent the risk of corruption the Bank Millennium Group identifies the areas most exposed to the risk and defines rules for preventing corruption therein: rules and conditions of ethical giving (offering) and accepting advantages in Bank Millennium Group, rules for participation in tenders by Bank Millennium Group and subsidiary companies.

The violation of the rules is a prerequisite for obtaining official consequences and, in some cases, for criminal prosecution.

11.1. Giving (offering) and accepting advantages

The advantage is defined as every given (offered) or accepted of material thing or non-monetary value for which the receiver is not obliged to pay.

Giving (offering) or accepting advantages from business partners and Employees is prohibited, except for customarily recognized business gifts or gifts of reasonable personal value up to 200 PLN gross, especially when the advantage could be considered as having impact on the reliability of duties entrusted to them or to make a business decision. The acceptance by the Employee of gifts or cash and other benefits resulting from contacts with Customers of the Bank constitutes an infringement of employee obligations. It is possible to give or receive gifts by the Employee on the above-mentioned principles, in exceptional circumstances, where failure to take them may adversely affect the Bank's relations with the Customer.

From definition of the advantage shall be excluded any benefits that the Employee receives or gives in connection with the performance of his or her business duties.

The Advantages valued at over 200 PLN gross may be given (offered) or accepted only with permission of compliance unit. Accepting a gift over 200 PLN is subject to registration in accordance with separate rules.

Giving (offering) advantages, regardless of their value, to government or local officials is forbidden.

11.2. Participation in tenders by Bank Millennium Group and subsidiary companies

The Bank Millennium Group participates in tenders in compliance with the principles of fair competition and generally applicable rules of law, maintaining confidentiality of all information and business secrets of the companies acquired in the course of performed activities. All forms of exerting influence on the selection of the offer submitted by the Bank are unacceptable. At every stage of the tendering procedure or negotiation, at least two representatives of the Bank or subsidiary companies shall participate in the meetings with the entity for which the tender is organized.

The Bank Millennium Group avoids situations that may cause a conflict of interest when participating in tender activities.

In contacts with the entity for which the tender is organized, it is possible to receive gifts in accordance with the principles of accepting and giving (offering) benefits in the Bank Millennium Group.

12. Natural environment

12.1. Legal principles

Bank Millennium Group complies with regulations concerning environmental protection, as appropriate given its size and the nature of its activity.

12.2. Protection of the natural environment

Bank Millennium Group monitors and limits its impact on natural environment by carrying out educational actions and offering eco-friendly products, it encourages Employees and Customers to take care of the environment. In contracts with suppliers, where applicable, environmental clauses are used.

13. Instruments of controlling unethical behaviour and reporting breaches

13.1. Obligation of reporting breaches

Every Employee who have information or reasonably suspects that a breaches of the law, internal Bank's regulations or Code of Ethics has occurred, shall report this fact promptly by dedicated reporting channels to the Chairman of the Management Board or Supervisory Board in case of breaches by the Member of the Management Board.

Bank Millennium Group guaranties anonymous channels for reporting breaches, confidentiality of all reports and undertakes no actions whatsoever against someone who bona fide reports information concerning potential breaches of the law, internal Bank's

regulations or Code of Ethics or who takes part in any investigation or procedure instituted, unless false reports or information is provided in bad faith.

If an Employee receives information about a breach and failure to report it, he or she should have a sense of shared responsibility and may even be considered as a contributory of damage as a result of the breach or irregularity, even if he or she did not contribute directly to the damage.

13.2. Reporting breaches

In case of detection or reasonable suspicion of breach the law, internal Bank Millennium Group regulations or Code of Ethics by another Employee he or she should promptly report the breach to the naruszenia@bankmillennium.pl (reporting from the external mailboxes - channel allowing the anonymity of the Applicant) or from the employees mailboxes to the * NARUSZENIA (channel does not guarantee anonymity of the Applicant) or by letter addressed to the Chairman of the Management Board with a note "to serve personally" to the address of the Bank's registered office (channel allowing the anonymity of the Applicant). In case of detection or reasonable suspicion of breach by the Member of Management Board, he or she should promptly report the breach by letter addressed to the Member of the Supervisory Board of the Bank acting as the Chairman of the Audit Committee of the Bank's Supervisory Board (current information on the composition of the Bank's Supervisory Board and its committees can be found on the Bank's website in the tab "Corporate bodies and governance") with a note "to serve personally" to the address of the Bank's registered office (channel allowing the anonymity of the Applicant).

When submitting a report it is necessary to describe the breach, course of events and identify the person associated with the breach. Each report is analysed and it is possible to verify the report by designated verifiers. As a result of verification of the report may be taken a remedial action to ensure that breaches does not take place in the future, as well as disciplinary action if the breach is confirmed or in case of false reports or information provided in bad faith.

14. Method of dissemination of the Code and of ethical behaviour

The Code of Ethics is available in the Internet at: www.bankmillennium.pl and in the Intranet, in the MilleTeka service.

The "Code of Ethics" e-learning training is meant for all Employees every 2 years.

15. Rules of acceptance of the Code

Newly recruited Employees are required to read the Code and sign a statement of familiarity with its principles and their use.

Each of the Employees being recruited is moreover required, by completing the “Code of Ethics” e-learning training, to read the Code, to confirm familiarity with it and to follow the rules contained in the Code in daily work.

ATTACHMENT:

Glossary of key terms and expressions:

Ethical lobbying - having an effect on decisions, taken by public authorities, based on the law and ethical standards, such as i.a.: maximising good and minimising damage (detriment), allowing others to make their own choices, ensuring a fair distribution of benefits and charges, observing human rights.

Business ethics - a manner of conducting business activity by a company in an honest way, responsible for each action and expressing respect in every business situation. It also involves consistency in observing ethics and norms binding in the company as well as involving all Employees in ethical activities.

Conflict of interests - circumstances, which may lead to a state of contradiction between the interests of the company, a person associated with the company and the obligation of the company to act with integrity and in consideration of the Customer's interests best understood, as well as circumstances, which may lead to a contradiction between the interests of several Customers of the company.