Euroclear Sweden AB
Code of Business Conduct

Connecting with our values
Respect
Helpful
Accountable
Effective
Client first
Table of contents
Message from the CEO – Protecting our reputation 4
Our principles 6
1. We adhere to laws and regulations and respect their intent 7
2. We act with integrity, honesty and transparency 8
3. We ensure a safe workplace and treat each other with respect 9
4. We speak up 10
In practice 11
1. Behaving ethically 12
   Gifts 13
   Inducements 13
   Conflicts of interest 14
   Inside information 14
   Reporting of personal transactions 15
2. Protecting information 15
   Business information 16
   Personal data 16
3. Protecting our clients and ourselves 16
   Economic Sanctions 17
   Competition law 17
4. Keeping us safe and secure 18
   Information security 18
   Business resilience 18
Violations of our Code of Business Conduct 19
More information 20
Closing thoughts 21
Protecting our reputation

We continue to be a trusted market player, and our reputation in the financial markets is strong. Our clients see us as a safe haven with high quality products and services. Our stakeholders know we are an ethical company with the market’s interests at heart. And because our stakeholders believe in us we are trusted to pursue innovative solutions for them, perhaps more than ever before.

This is all down to you - together we have met the challenges presented by the financial crisis and come out stronger. But we all know how fragile reputations can be. Reputations can be lost in moments – we only have to look at our own industry to see how quickly it can happen.

This tells us how important strong controls are, to help us to take the right decisions and make the right choices.

One of the best guides is our corporate values, ‘REACH’. If you have to take a difficult decision, ask yourself if what you’re about to do is in line with our REACH values.

This Code of Business Conduct expands upon our values to help you take good decisions. It’s short and clear and takes you through different scenarios to help you understand our key policies and how they work together with our values to meet the challenges of today and for the future. Please read through the Code carefully and put it into action today.

Michael Carty
CEO, Euroclear Sweden AB
“*Our* values and our reputation for integrity are at the heart of who we are and what we do.”

Michael Carty
Our principles

1. We adhere to laws and regulations and respect their intent
2. We act with integrity, honesty and openness
3. We ensure a safe workplace and treat each other with respect
4. We speak up
We respect the law, declared standards and Euroclear Sweden policies

1. We adhere to laws and regulations and respect their intent

We respect the spirit and the letter of the law
Our reputation as an ethical company and trustworthy business partner is critical to everything we do. To protect and enhance our reputation we must always hold ourselves to high standards of ethical behaviour, along with what is written in the law.

The Code of Business Conduct
The Code of Business Conduct applies to Euroclear Sweden and to all staff.
We expect those acting on our behalf, including contractors, to hold themselves to equally high standards.
2. We act with integrity, honesty and openness

We communicate clearly with our clients, protect their assets and respect market rules

Our REACH values, our Code of Business Conduct and our policies are designed to help us make decisions when facing questions on the job.

They set out what is expected of each of us, and provide information necessary to help us act with integrity and in compliance with the laws and regulations applicable to Euroclear Sweden.

If you’re ever unsure what to do, ask yourself the following questions:

- Is it legal?
- Is it ethical?
- Is it consistent with the REACH values and mine?
- Am I willing to be held accountable for it? Would it look good in the news?
- Is this the right thing for Euroclear Sweden?

If the answer is NO to any of the questions, don’t do it. If you’re still not sure, ask your line manager and/or Compliance & Ethics for advice.
3. We ensure a safe workplace and treat each other with respect

We are open, honest and treat each other fairly and without prejudice

Being a responsible corporate citizen is not only about doing the right thing for our clients – it is also about looking at how we do things internally.

Our people
We have a variety of policies and initiatives in place which set out how we are committed to:

- Work-life balance
- Equality and non-discrimination
- Ethical conduct

Respect
Euroclear Sweden is a diverse group with different working cultures, different clients, and different ways of doing business. REACH means going beyond the barriers that limit us. It means breaking down the silos to be the best we can be together.

It is this diversity that also stimulates our thinking and creativity. Past experience proves that there is more than one way to reach our goals. Making the most of our diversity means respecting our colleagues’ expertise, listening to their opinions and learning from them.

This diversity, whether it is gender diversity, racial diversity, or just a diversity of opinions, helps deliver value for our clients and for Euroclear Sweden.
4. We speak up

*We share our concerns when we suspect that something is not in line with our Code of Business Conduct or other Euroclear Sweden’s policies*

In Euroclear Sweden we raise issues when we see them. It is our responsibility.

This takes integrity and courage, but we can speak up knowing that we will come together to find solutions for the problems we face.

*Euroclear Sweden prohibits retaliation against those who raise their concerns in good faith.*

You can speak up about your concerns in different ways:

1. **The “traditional channels”** - Your first point of contact is your line manager

2. **Through our internal Speak Up hotline** - If you feel unable to raise the concern to your line manager, or you have done so, but did not receive an adequate response, or for any other reason, you can also raise your concern through our internal Speak Up hotline. You can reach our internal Speak Up hotline via the phone number **+32 (0)2 326 5000** or **8321 5000**.

3. **Through an external provider** - If you feel unable to raise the concern to your line manager, or you have done so, but did not receive an adequate response or for any other reason, you can also raise your concern through an external provider, Safecall Ltd. The external channel is available 24/7 and in all languages.
   - Via their toll-free ethics hotline numbers **+46 (0)8 50 252 122**
   - By email – [Euroclear@safecall.co.uk](mailto:Euroclear@safecall.co.uk)
In practice

1. Behaving ethically
   For example...
   - Do you recognise the line between hospitality and bribery?
   - Do you know if you need to report your personal transactions?

2. Protecting information
   - When does ‘data’ become ‘personal data’?
   - How should personal data be labelled?

3. Protecting our clients and ourselves
   - Do you know what are economic sanctions?
   - What does competing honestly and openly mean?

4. Keeping us safe and secure
   - To click or not to click – is that the question?
   - What if the worst happens – how do we deal with it?
1. Behaving ethically

One of the cornerstones of our success is that we are known for doing business in an ethical and lawful manner. We must protect this reputation by ensuring that we continuously employ high standards of behaviour when dealing with each other, our clients, suppliers and other stakeholders.

Gifts - What you should know about gifts and hospitality?

Lunches, dinners, social events, and seminars/conferences in the normal course of business are fine. However, gifts/hospitality have to be reasonable.

Use your judgement:

• Avoid excessive gifts and entertainment.
• Don’t do anything that might compromise Euroclear Sweden’s reputation, or yours.
• Stay clear of situations that might cause a conflict of interest or the perception of a conflict of interest.
• If a gift is worth above EUR100 (or equivalent) you must ask for the approval of your responsible manager before accepting it – or simply decline it.
• You may not accept a cash gift under any circumstances. If you are offered a cash gift, report it to your responsible manager and to Compliance & Ethics.
Inducements - The thin line between hospitality and bribery
You may come across grey areas in your work - when it is not always clear what to do. For example: inducements. An inducement can be any gift offered to a person to push them to act in a certain way. This is often referred to as ‘bribery’ or ‘corruption’. Both are serious criminal offences.
We do not – under any circumstances – engage in bribery or corruption.

You are dealing with local authorities to get a settlement link set up in a new jurisdiction. Negotiations are not progressing. The local authority tells you things can progress faster if you pay a fee.

What should you do?
You should not pay this fee and you should contact your manager and Compliance & Ethics immediately. Euroclear Sweden does not make such payments under any circumstances, even if they may be common practice in some countries.

In the course of your day-to-day work you are dealing with public officials and you are determined to make a good impression to get Euroclear Sweden’s interests heard. In the country in question it is normal practice to bring a present to the officials.

What should you do?
When public officials are involved you should always contact Compliance & Ethics for preclearance of any gifts/hospitality – regardless of the financial value.
Conflicts of interest – keep it professional
You can face a potential conflict of interest in several ways. For example, when your professional judgement may be compromised by your personal interests (for example via gifts, hospitality or personal relationships). The important thing is that a conflict is identified so that it can be appropriately managed.

What should you do?
You should inform your manager that your brother-in-law is involved on the supplier side. You may have to excuse yourself from the bidding process to avoid an actual or perceived conflict of interest.

Inside information – keep it confidential
If you are exposed to information that might be considered inside information, remember your obligations to keep it confidential.

Only share on a ‘need-to-know’ basis.
It’s pretty simple: misuse of inside information or dealing based on inside information is against company policy—and the law. It is a serious criminal offence that could result in imprisonment as well as reputational damage.

You learn in a meeting that one of our clients is having some trouble and they’re planning a major announcement in a week. Your parents own a lot of stock in the company, and you’re worried about their retirement money. You think about telling them to sell their stocks – but you’re not sure if you can do that.

What should you do?
You cannot tell your parents. You’re in a difficult situation, but telling your parents to sell based on inside information would be considered as market abuse and could get both you and your parents in serious legal trouble.

Reporting of personal transactions
In order to protect against the misuse of inside information, certain functions must report personal trades (stocks, bonds, etc.) within three business days of a transaction. If you’re unsure whether or not you fall into this category, please contact your line manager or Compliance & Ethics.

Need more information?
• Check out the policies on anti-fraud, conflicts of interest and market abuse for full details
2. Protecting information

Information is one of our key assets and it is vital that we keep it safe – to protect both our clients and ourselves. The loss of sensitive or confidential information can have far-reaching consequences if it ends up in the wrong hands. Therefore, you must share business information on a ‘need-to-know’ basis only.

Boundaries between private and personal lives can sometimes be blurred, so we must pay attention to our behaviour on social media. Remember, there is no ‘delete’ button in cyberspace.

**Business information - Label it correctly and keep it safe**
Classifying information correctly helps protect us and our clients. By managing information appropriately, we minimise the risk of a situation that could damage our reputation.

**Personal data - Treat it as you would like your own personal data to be treated**
There are very strict rules on how to process personal data. Any breach of personal data protection laws may result in sanctions and reputational damage. You may only process this type of data when needed for legitimate business reasons.

You are hiring new people for your team and are in contact with Human Resources about the candidates. You give your feedback based on the first round of interviews.

**What should you do?**

When you exchange information from which people can be recognised, it becomes personal data. Information containing personal data should always be labelled appropriately. Remember, the list of recipients and e-mail addresses should be checked before an e-mail is sent, keep paper files locked away and protect your prints with a password when necessary.

Need more information?
• Check out the personal data protection policies and asset classification information for full details
3. Protecting our clients and ourselves

**Economic Sanctions**
Sanctions are instruments of diplomatic or economic nature which seek to bring a change in activities or policies such as violation of international law or human rights or policies that do not respect democratic principles. As part of the financial industry, we need to comply with economic sanctions imposed by the regulators.

We cannot comply without you!
The complexity and quick speed of evolution of this domain require a continuous awareness of and discussion with the business to ensure the controls we have in place remain robust.

We have various mechanisms in place to detect sanctioned parties, but all of us need to be vigilant. You are the best placed to continue protecting Euroclear from breaching the sanctions rules.

---

You work with corporate issuers, and you have received an application from a previously unknown company to become an issuer. All new companies wanting to become issuers in the system need to identify their owners and beneficial owners. You ask for this information, and the potential client provides it, but you notice that some of the beneficial owners are located in a sanctioned country.

**What should you do?**
The combination of a couple of red flags (previously unknown company, sanctioned country) could potentially lead to a breach of a sanction legislation which is considered as a criminal offence.

Contact Compliance & Ethics immediately for advice.
Competition law - We compete honestly and fairly in all the markets we serve

We do not abuse our position in the market or act in a way that breaches competition law. For example, we do not engage in conduct that could unfairly exclude others from the market and we do not enter into any form of agreement or any other practices that could unfairly restrict competition.

If you are involved in selling/pricing/structuring Euroclear Sweden products and services, structuring our strategy, or you are dealing with a competitor or a relevant trade association, you must contact the Legal department and ask for advice.

You are meeting with a client who is also a competitor in certain markets. During the meeting the client asks about our pricing strategy for a product for which we are competitors.

What should you do?

You must expressly decline to discuss such matters and notify your line management and the Legal department.

Need more information?
• Check out the relevant policies on Sanctions
• and the intranet for more detailed information about competition law and the relevant documentation
4. Keeping us safe and secure

**Information Security - To click or not to click**

The world is full of people trying to do you and us harm through phishing scams, social engineering, and other types of cybercrime.

We all have a responsibility to protect ourselves and protect Euroclear Sweden by being vigilant to these threats. Think twice before opening an e-mail, clicking on a webpage or an application from an unfamiliar source. If in doubt, don’t do it.Authenticate it, confirm it’s genuine and then click.

**Business resilience - Being prepared to avoid the worst**

A number of incidents, for example technology or telecommunications failure, severe weather, power utility outages, or terrorist attack, can disrupt our operations.

Our business resilience programme is a proactive approach intended to make us and our infrastructure resistant to failures or major incidents, using a combination of business recovery procedures and crisis management.

---

You receive what seems to be a genuine e-mail from a known source. You open it and realise quickly that the e-mail is in fact a hoax. You’re worried that opening the e-mail may compromise our systems.

**What should you do?**

Contact the Cyber Intelligence & Resilience Team.

They will investigate and let you know what are the next steps you should take.

**Need more information?**

Check the Crisis management site on the intranet for full details.
Violations of our Code of Business Conduct

Violations of our Code of Business Conduct or Euroclear Sweden policies could make you subject to administrative or disciplinary action, as well as legal proceedings or criminal sanctions.
More information

- Check Euroclear Sweden Policies, Compliance & Ethics, Legal and Crisis Management sites on intranet for additional information and Confluence for complete policies
- Speak to your line management
- Contact your Compliance & Ethics department by phone or by e-mail es.compliance@euroclear.eu
Closing thoughts

Outstanding corporate performance and high standards of compliance and ethics go hand-in-hand.

Acting with integrity is what is expected from us.

Acting with integrity strengthens our clients’ trust in us and allows us to continue to grow, innovate and deliver value for all our stakeholders.

Acting with integrity is what we are about.