

NBCO “VisionFund AzerCredit” LLC

CODE OF ETHICS & BUSINESS CONDUCT

Our Mission

The mission of VF AzerCredit is to provide financial services which have a positive impact on the lives of the poor.

Our Vision

The vision of VF AzerCredit is to assist people in developing a positive and self-sustainable lifestyle.

Our Core Values:

- Commitment to the low-income families
- Fair and respectful treatment of clients and employees
- Responsibility
- Transparency
- Integrity
- Non-discrimination

Message from the CEO

For any business, as for any person, reputation is a priceless asset. At VFAC, our reputation as a responsible financial institution has been earned over many years, and must be maintained and safeguarded if our organization is to grow and prosper in Azerbaijan. We are extremely proud of the company reputation, and believe every employee and director shares in that pride. Our reputation rests on the confidence and trust that customers, shareholder, government, suppliers, competitors, the media and the public at large have that the company and all of our employees and directors will conduct themselves and carry out the company's affairs to the highest standards of integrity and professionalism – without exception, at all times.

While reaching our business goals is critical to our success, how we achieve them is equally important. Every business decision and every action on the company's behalf must be assessed in light of whether it is right, legal and fair, with each consideration given equal importance and weight. As part of striving to be the better institution, we've worked to help everyone understand how our collective behavior impacts the company's reputation. And in keeping with the integrity message that runs through the Code of Ethics and Business Conduct outlines the expectations when employees deal with each other, our shareholder, customers, suppliers, competitors and communities.

Compliance with the Code of Ethics and Business Conduct is a condition of employment with VFAC. All employees and directors are required to attest annually that they understand the Code and have complied with its provisions. We encourage you to read the Code carefully and be guided by it in your day-to-day work. If you have any questions about any aspects of the Code, please consult your manager or Human Resources Manager.

Thank you for your ongoing efforts on behalf of VFAC, and for helping to preserve our reputation as a responsible corporate citizen.

Sincerely,

Ljiljana Spasojevic

Purpose & Scope

The purpose of this Code is to confirm the Company's commitment to conduct its affairs in accordance with the highest standards of integrity and in compliance with all applicable laws, rules and regulations. The Company's success greatly depends upon adherence of its employees to sound business principles, their compliance with applicable laws, rules and regulations, and their dedication to high ethical business standards.

This policy applies to all VF AzerCredit employees, Board of Directors, Supervisory Council and its committees.

1. Integrity of Business Relationships and Antitrust

VF AzerCredit will conduct its business honestly and ethically wherever we operate in the country. We will constantly improve the quality of our services, products and operations and will create and maintain a reputation for honesty, fairness, respect, responsibility, integrity, trust and sound business judgment.

VF AzerCredit will conduct business based on the principles of fair competition. No antitrust violations are accepted. Thus we will not enter into agreements with competitors to control prices, to boycott certain suppliers or companies or to allocate markets, products and territories.

VF AzerCredit will not compromise its principles for short-term advantage.

We expect our employees to:

- Clearly communicate our standards to the clients and business partners;
- Never involve in negotiations or agreements with competitors regarding pricing and/or allocation of customers and geographical areas;
- Suspend all activities if there is any suspect of unethical or inappropriate conduct.

2. Integrity of Records, Confidentiality of Customer and Proprietary Information

VF AzerCredit will accurately and honestly reflect all business transactions in a way that is conforming to applicable accounting standards. All our accounts and records will fully reflect the relevant facts.

VF AzerCredit is committed to protect proprietary information and respect the confidentiality of its customers and employees. Conducting ordinary business, employees have access to a variety of confidential personal and business information about the Company, its employees, and its customers. Each employee is responsible for preserving the confidentiality of customer and proprietary information.

Only certain employees of the Company are authorized to speak on the Company's behalf. Employees should refer all questions or requests for information from reporters and/or other media representatives to the Company's CEO, COO, or person designated as the Company's spokesperson.

We expect our employees to:

- Be very careful and attentive when making, reviewing and approving official records and transactions;
- Check all relevant facts and their accurate reflection;
- Refrain from divulging to internal or external parties, any confidential business or customer information including, but not limited to, financial statements and other information provided with loan applications, payment status, account balances, and customer relationship data, unless required by law or to conduct normal business;
- Maintain the confidentiality of private information affecting other employees including, but not limited to, personal and payroll data, benefit elections, loan application and performance information, performance appraisals, and continued employment status;
- Comply with the policies and procedures related to mainframe (database) access and personal computer use;
- Keep in strict confidence vault combination numbers, system access codes, building entry alarm codes or passwords. Use of another employee's access code or password to process transactions is strictly prohibited. Employees shall be held accountable for errors or fraudulent transactions made using their confidential access codes. Employees are prohibited from processing transactions affecting their own personal accounts;
- Securely store confidential information during non-business hours. Measures to ensure proper safeguarding include building security and alarms, locks on personal computers, desks and file cabinets;
- Obtain department head approval for the removal of materials for work at home;
- Adhere to "Clean Desk" policy – no documents shall be left on desks unattended.

3. Protection of Physical and Intellectual Assets

All VF AzerCredit's assets must be appropriately used. Employees are personally responsible for safeguarding the entrusted assets including equipment, buildings, tools, funds, supplies, information technologies etc. We must protect these assets against the waste, loss, damage, misuse, theft and misappropriation and use them in responsible way.

We expect our employees to:

- Treat the Company assets with respect and care, as they would do for their own;
- Use Company assets only for legitimate Company business purposes;
- Prevent loss, waste, damage, misuse, theft, misappropriation and infringement of Company assets.

4. Equal Employment Opportunity

VF AzerCredit is an equal opportunity employer for qualified persons regardless of their race, religion, skin color, national origin, language, age, sex or any other factor. This applies to all areas of the employment relationship including hiring, promotion, training, termination and all other terms and conditions of employment. It is prohibited to offer or accept bribes or inducements including cash, goods or other considerations, to secure or guarantee preference for employment with our organization.

We expect our employees to:

- Avoid favoritism and discrimination factors in all areas of employment relationship;
- Never accept payments, gifts and entertainment to secure or guarantee preference for employment with our organization;
- Make decisions about hiring, promotion, training, termination and all other terms and conditions of employment based only on qualifications and performance.

5. Conflict of Interests

VF AzerCredit employees must never permit their personal interests to conflict, or appear to conflict, with the interests of the company, its clients or affiliates. This includes:

- outside employment and interests like holding jobs with other employers or engage in outside business and other interests that adversely impact their performance or company interest;
- direct or indirect financial or other participation in business, which competes with, is a supplier of goods or services to, or is a customer of VF AzerCredit;
- relations between employee and a customer or supplier must in no way compromise employee's ability to conduct business on a professional, impartial and competitive basis or influence business decisions made by VF AzerCredit.

Employees shall also avoid using company contacts to advance their private business or personal interests at the expense of the company, its clients or affiliates. (Disclosure letter – VFAC-HR-37)

We expect our employees to:

- Inform the Company officials about any outside employment and interests;
- Conduct Company business in professional and impartial manner;
- Refrain from using company property for non-company purpose;
- Avoid favoritism and personal preferences towards clients, business partners and suppliers;
- Refrain from conducting business for personal gain using Company property, information or position.

6. Procurement Activity

VF AzerCredit's procurement activity is transparent, honest and fair. Company employees involved in the procurement process shall avoid any appearance of favoritism in the award of contracts for goods or services. Any relationship between employee and supplier or contractor must in no way compromise the ability to transact business on a professional, impartial and competitive basis or influence business decisions made by VF AzerCredit.

We expect our employees to:

- Choose suppliers based only on fair evaluation of terms and conditions of supply
- Avoid any factors of favoritism towards suppliers
- Refrain from accepting payments, gifts and entertainment from suppliers as they could influence your decision.

7. Entertainment, Gifts and Payments

VF AzerCredit employees (and their family members) shall avoid giving and receiving gifts, entertainment and payments in connection with the Company business (including meals, trips, services, tickets, events, benefits or other things of value) specially when it implies certain expectations of favorable treatment.

It is acceptable to exchange promotional items provided they are of nominal value and will not inspire sense of obligation. Otherwise it could be qualified as bribes or kickbacks and lead to legal actions against both: giver and receiver.

We expect our employees to:

- Avoid offering, giving and receiving anything of value, if this is done with intend to influence the decision;
- Refrain from accepting or giving anything that would embarrass the Company if publicly disclosed;
- Accurately document and report to Company officials all gifts and entertainment you give or receive.

8. Alcohol and Substance Abuse

Use, sale, transfer, purchase or possession of alcohol and controlled substances at VF AzerCredit's facilities is strictly prohibited. Employees discovered to be under the influence of alcohol or controlled substances or involved in the above mentioned activities at the Company premises or during working hours will be subject to suspension or even immediate termination.

We expect our employees to:

- Refrain from use, sale, transfer, purchase or possession of alcohol and controlled substances at VF AzerCredit's facilities and/or during working hours.

9. Harassment and Discrimination

VF AzerCredit expects that all relationships among persons in the work environment will be businesslike and free of bias, prejudice and harassment. We will not tolerate actions, comments, inappropriate physical contact, sexual advances or any other contact that is intimidating, unwanted, offensive or hostile.

Committed to promoting fair and equal treatment VF AzerCredit will not accept and tolerate any form of discrimination towards its employees, clients, contractors and suppliers. Forms of discrimination include, but not limited to race, religion, gender, age, background, disability, HIV status, participation in any collective bargaining agreement etc.

We expect our employees to:

- Treat people justly and equally;
- Refrain from any contact that is intimidating, unwanted, offensive and hostile;
- Avoid any comments about people's race, religion, gender, age and background.

10. Child Protection

VF AzerCredit affirms the Convention on the Rights of the Child and is committed to protect children against the exploitation, abuse and neglect. We shall raise awareness in this respect among our staff, clients and partners and shall ensure that all communities where we operate are informed about children's rights. (Details - Child Protection Policy VFAC-HR-36)

We expect our employees to:

- Refrain from stay overnight alone with one or more children or minors whether in the staff member's home or elsewhere. One of the parents/guardian must always be there;
- Refrain from hire minors as "house help" or provide shelter for minors in the staff member's home;
- Refrain from fondle, hold, kiss, cuddles or touch minors in an inappropriate or culturally insensitive way;
- Arrange that at least two adults will supervise all activities at all times where minors or children are involved;
- Obtain written or verbal permission from the child's parents or guardians before spending time alone with minors in an unsupervised situation. Working with a child alone is possible only in a place where all people can see;
- Avoid flirting, unwelcome flattering, or making suggestive comments to minors;
- Obtain parental or guardian permission in writing prior to the involvement of children or minors in World Vision sponsored programs or activities;
- Be entirely professional in their relationship with minors and children, while at the same time demonstrating compassion and caring in both word and deed;
- Be concerned about perception and appearance in their relationships with minors and children.

11. Using Company Communication Systems

VF AzerCredit's communication systems are vital for Company operations. So the employees shall treat them in the way that will not lead to their damage, malfunction and overloading and cause harm to the Company image.

Company communication systems and networks are provided to you for conducting Company business. However, limited personal use of Company telephones (desktop and mobile), facsimile machines, voice mail, e-mail and Internet systems is allowed provided it does not lead to conflict of interests and is not excessive and does not interfere with work priorities. Following guidelines shall be applied:

- the use is of a reasonable duration and frequency;
- the Company incurs no additional costs such as long distance telephone charges;
- the use is not related to any illegal activity or the conduct of an outside business;
- the use would not cause embarrassment to the Company;
- the use is not in support of any religious, political or outside organizational activity;
- the use does not interfere with the performance of Company business, your assigned duties or the assigned duties of other employees;
- the use does not adversely affect your performance or the performance of your work group;
- the use does not involve sending, storing, viewing or forwarding of unlawful, offensive, harassing, discriminatory or other inappropriate materials including pornography, jokes, political or religious materials and violent or obscene language or images.

We expect our employees to:

- Avoid using company communication systems for personal gain unless it is absolutely necessary;
- Introduce the company and him/herself when answering company phones;
- Smile and refrain from food and drinks while answering a call;
- Keep the voice of the communication device and your own voice down while using communication facilities (desktop phones, mobile phones, skype, etc.) in order to avoid disturbing the work of other personnel;
- Switch off or put on silence mode the mobile phones during company meetings, negotiations with clients, training sessions and other meetings, which require full attention;
- Refrain from visiting abusive, offensive and malicious internet sites and downloading and exchanging harassing pictures, video and audio files.

12. Dress & Appearance

Appearance of VF AzerCredit employees shall fully comply with Company image and values. Thus the personnel in their dress and appearance shall apply the standards of business look.

Special attention to their dress and appearance is required from personnel, which represent the Company dealing with customers, partners and government officials. The official business style shall prevail in their look.

We expect our employees to:

- Look neat and tidy and follow the norms of personal hygiene;
- Avoid using excessive amount of perfume;
- Apply the following basic principles:

Men:

- Have accurate haircut, be shaved and neatly combed;
- Light-colored shirt and dark-colored trousers (in summer); dark vest or V-neck sweater with light-colored shirt and dark-colored trousers (in cold seasons);
- Round-neck T-shirts, open (toe and back) shoes and sportswear are not acceptable.

Women:

- Have accurate haircut and neat hair style;
- Excessively short skirts (more than 4 fingers above the knee), revealing tops, transparent clothing and sportswear are not acceptable;
- Shoes should be simple and elegant, extremely high heels are not acceptable;
- Make-up style shall not be excessively bright and colorful;
- Accessories (rings, bracelets, earrings, necklace, bags etc.) shall not be too big, bright and colorful.

13. Professional Conduct

VF AzerCredit expects that its employees shall perform their duties and responsibilities in professional manner. It is imperative that each individual conducts him/herself at all times in a manner that reflects favorably on this Company and its Staff. Everyone associated with the Company shall maintain a reputation for good morals, ethics and integrity, and shall remain above reproach throughout his or her business career. The Company and its Staff must, at all times, comply with all applicable laws, regulations, and this Code. VF AzerCredit does not tolerate the activities of Staff members who achieve results by virtue of illegal or unethical business dealings.

The following professional qualities are valued most in the Company:

- Responsibility
- Accuracy
- Discipline
- Honesty
- Straightforwardness
- Ability to learn and share knowledge
- Creativity

We expect our employees to:

- Be very attentive and accurate;
- Be proactive and do not expect orders from above to take responsibility for making improvements in your work;
- Remember that any work mistake can result in legal implications towards the Company and employees and cause the Company loss and harm to image and reputation;
- Fully comply with Company policies, procedures, rules and regulations;
- Be honest and straightforward;
- Share knowledge with your co-workers and continually develop your own knowledge and skills;
- Always seek for opportunities to improve your own and Company's performance.

14. Interaction with clients

VF AzerCredit expects its employees to maintain positive and professional relationships with clients and treat them fairly and respectfully. Every employee should either resolve or report incidents of inappropriate service as quickly as possible.

The following actions are considered as inappropriate when interacting with clients:

- Violation of any provisions of the present COEBC;
- Any type of humiliation of clients;
- Limitation of clients' physical freedom or any use of physical force toward clients;
- Visiting clients outside of appropriate hours (visiting clients between 22:00 and 08:00 and on non-working days is prohibited);
- Use of high tone or insulting expressions toward clients;
- Showing inappropriate conduct or unprofessional behavior, especially in front of clients (e.g. arguments between employees in the presence of a client);
- Violation or non-compliance with VFAC collection practices and VFAC Credit Manual in general.

Failure to comply with the abovementioned expectations will result in disciplinary measures up to and including termination of employment in accordance with the Disciplinary policy of VF AzerCredit (VFAC-PPGF-HR-1.08).

15. Compliance with the Code

Your Responsibilities

Safeguarding the reputation of the Company in general, and complying with this Code in particular, is the responsibility of every employee, officer and director, in every job and at every level, and at all times.

Reporting Violations

If you become aware of or suspect any violation of the Code by any employee, you have a responsibility to report it immediately to your line manager, Regional Manager, HR Department and/or Board of Directors.

Failure to report any breach of the Code may have serious consequences for you as well as for the offender. The Company is committed to protect its employees reporting in good faith the possible violations by others against retaliation. Any employee who attempts to intimidate or retaliate (directly or indirectly) the employee, who makes such a report, will be subject to disciplinary action.

Failure to Comply

All employees are responsible to be aware of and understand the provisions of this Code as well as other applicable Company policies. Failure of an employee to comply with the Code and those policies may impact upon your performance rating and incentive pay; result in disciplinary action up to and including termination of employment or even legal prosecution.

Waivers

No provision of this Code may be waived with respect to any director, except with the approval of the Board of Directors.

Critical Message to Managers

Managers shall exemplify the highest standards of conduct and ethical behavior. A loose interpretation of these guidelines will undermine the Company's hard-earned reputation and trust. As a manager, in addition to the responsibilities you have as an employee, you are expected to:

- Lead according to Company standards of ethical conduct, in both words and actions;
- Communicate Company ethical standards and procedures on the job, and help employees translate how these standards of conduct and ethics apply to their positions and everyday behavior;
- Create and maintain an environment where employees feel comfortable asking questions or reporting concerns;
- Be diligent in enforcing the Company's ethical standards and taking appropriate action if violations occur;

- Preserve the spirit and intent of these important policies and guidelines through your uncompromising support;
- Contact Human Resources when you have questions or need assistance.

16. Company policies and procedures

Please note that this Code should be read in conjunction with the approved VFAC policies and procedures. The most essential of them are outlined below. Please approach to your line manager in order to familiarize yourself with these documents and to get access to other VFAC policies and procedures.

- VFAC-PPGF-HR-1.08 Disciplinary Policy;
- VFAC-PPGF-HR-5.01 Attendance Policy;
- VFAC-PPGF-HR-1.05 Child Protection Policy;
- VFAC-PPGF-HR-1.06 Conflict of Interest Policy;
- VFAC-PPGF-HR-1.09 Grievance Procedure;
- VFAC-PPGF-ODCP-5.8 Anti-Fraud Policy;
- VFAC-MDCSP-1.05 Customer Service Standards;
- VFAC-CM Credit Manual.

CONTACT INFORMATION

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