



## GROUP ANTI-CORRUPTION POLICY



LET'S FORM A BARRIER AGAINST CORRUPTION!

### PREAMBLE

One of Attijariwafa bank's strategic priorities is to set up a mechanism for preventing and fighting corruption, in line with the rules of ethics and professional conduct enacted in the framework of its Code of Good Conduct, in place since 2005.

The Attijariwafa bank group is indeed committed to maintaining and reinforcing the most stringent rules of integrity and ethics in the exercise of its banking and financial activities, as well as in the framework of its internal and external relations, both at the national and international level.

Within this framework, Attijariwafa bank has set up an Anti-Corruption Management System, in accordance with the requirements of the ISO 37001 standard, adapted to its activities at the Group level.

Attijariwafa bank thus upholds a Zero-Tolerance principle with regards to corruption and influence peddling, whatever their forms, in all its activities and in all its entities and banking networks, as well as at the level of its domestic and international subsidiaries. Under this policy, Attijariwafa bank ensures that it conducts its activities in compliance with the legal and regulatory anti-corruption provisions, by building on the best standards in the field.

### ✉ ARTICLE 1: PURPOSE

This Anti-Corruption Policy aims to reinforce the basic principles of Attijariwafa bank Group's Code of Conduct dealing with the prevention and fight against corruption, through the development of this specific aspect given its sensitivity.

Its purpose is to define the anti-corruption principles and to set the roles and responsibilities of the Bank, its governance bodies at the Group level, its employees, as well as its various stakeholders.

### ✍ ARTICLE 2: DEFINITIONS

#### 2.1 Corruption

Corruption or bribery is the act of offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person's duties.

It is the intentional act, before, during or after a contract, of any person (natural or legal), to offer, promise or grant an undue pecuniary or other benefit, directly or through intermediaries, to a public official (national or foreign) or private person, for his or her own benefit or for the benefit of a third party, so that this public official or this person may act or refrain from acting in the performance of his or her official duties, for the purpose of obtaining an undue benefit.

#### 2.2 Influence peddling: corruption & influence

Influence peddling is the act of employees using their real or supposed influence, with regard to their affiliation with the Group, to obtain or attempt to obtain benefits on their own behalf or on behalf of third parties, regardless of the nature of the benefits.



## **ARTICLE 3: SCOPE**

This policy applies to the members of the Board of Directors, the Executive Committee, the Coordination and Synergy Committee, as well as to all employees of the Bank and the Group, regardless of their position, as well as to interns. This policy is binding on business partners (suppliers, service providers, etc.), temporary employees, customers and agents.

The Group's international subsidiaries may adapt this policy to the specific regulatory requirements of their respective countries, while incorporating at least the basic principles set out in the Group's Anti-Corruption Policy.

## **ARTICLE 4: ROLES AND RESPONSIBILITIES**

### ***Leadership, large-scale individual and collective vigilance and supervision***

#### **4.1 Group's employees**

The Bank's employees and all employees Group-wide shall comply with the provisions of this policy and the measures established for its implementation, as well as with the legal and regulatory anti-corruption provisions. All employees must refrain from becoming involved in any situation that could lead to non-compliance with the provisions of the anti-corruption policy.

Employees must be vigilant with regard to any solicitation or pressure that they may encounter and that may constitute an indication of corruption or influence peddling and/or conflict of interest, and shall inform their line managers, the Group Ethics Department and, if necessary, the Group General Audit Department.

Staff members are encouraged to raise concerns in good faith, or on the basis of a reasonable belief in confidence without fear or reprisal, related to any situation with regard to corruption regardless of its forms, which not comply with the Group's Anti-bribery policy, according to the ethics whistleblowing system set up in this context, within the Anti-bribery Management System in force.

#### **4.2 Managers**

The Directors and all managers of Divisions, Departments, Entities and Subsidiaries shall ensure that the provisions of this policy and the measures established for its implementation are followed by the employees reporting to them, as well as by any other external party working with them.

Managers shall set an example in terms of ethics and the prevention of and fight against corruption. They shall raise awareness among their employees to ensure that they understand, take ownership of, and apply the provisions of this policy.

#### **4.3 Chief Ethics Officer / Anti-bribery compliance function**

The Group Ethics Officer is the Group's in-house Anti-Corruption Officer. She reports to the Chairman, guaranteeing her independence and impartiality in the performance of her duties as Chief Ethics Officer and anti-corruption compliance function.

The Group Ethics Officer is responsible for supervising and monitoring the implementation of this policy and for providing assistance and advice to the Bank's and the Group's employees in the fight against and prevention of corruption.

#### **4.4 Group General Audit**

As part of its periodic controls, the Group General Audit Department is responsible for supervising and reporting any non-compliance with the provisions of this policy to the Group Ethics Department and, where appropriate, to the relevant authorities.

#### **4.5 Group Compliance - Group Internal Control**

As part of its permanent control functions, Group Internal Control is responsible for supervising and reporting any non-compliance with the provisions of this policy to the Group Ethics Department.

#### **4.6 Top Management and Governing body review**

The Bank's Executive Committee (Board of Directors) and Governing body have approved this policy and are periodically informed of the operation of the Anti-Corruption Management System.

## **ARTICLE 5: SPECIFIC MEASURES TO FIGHT CORRUPTION**

The Group's Anti-Corruption Management System is applied through specific measures concerning, in particular, the following aspects:

### **5.1 Rules applicable to gifts, invitations and other benefits**

#### **a. Gifts, entertainment and invitations received**

Attijariwafa bank implements rules dealing with ethical risks including those linked to corruption that may be induced by the acceptance of gifts, invitations or financial benefits.

**5.1.1** All employees shall strictly refrain from soliciting or accepting gifts or benefits of any kind, that might, even unintentionally, jeopardize their impartiality or integrity, whether such gifts or benefits are from customers, suppliers, employees or third parties.

**5.1.2** In the same vein, employees may not grant or allow a relative to accept gifts, services, sums of money, loans, entertainment, valuable items or preferential treatment from customers, suppliers or others, in exchange for a past, present or future business relationship with Attijariwafa bank.

**5.1.3** In order to prevent employees from unintentionally finding themselves in a questionable or reprehensible situation, they undertake to inform their line manager of any proposal, gift in kind, invitation or other measure that they may be or are the beneficiary of and whose estimated market value exceeds 2,000 dirhams (cumulated).



**5.1.4** The limit on the value of the gift applies either to its unit value or to the cumulative value of several gifts offered by the same counterparty over a twelve-month period (estimated value less than or equal to 2,000 dirhams).

**5.1.5** In the event of difficulty to estimate the value of a gift received, the employee shall consult his or her line manager or refer to the Anti-Corruption Compliance Officer (Group Ethics Department) for guidance.

**5.1.6** When a gift whose value exceeds the tolerated threshold cannot be declined or returned according to the opinion of the line management and the Anti-Corruption Officer, the gift in question shall be given to the Bank for a decision on the appropriate action to be taken, in accordance with the procedures in force.

**5.1.7** Gifts in the form of cash or any other financial instrument or benefit, regardless of the amount, are not acceptable under any circumstances.

**5.1.8** Any gift received by an employee, whether accepted or declined, must be recorded in a dedicated register, including details of the origin (sender), date of receipt, recipient, nature of the gift, estimated value and fate of the gift. This register is approved and kept by management and is made available to the Anti-Corruption Compliance Officer (Group Chief Ethics Officer) for centralization and traceability.

**5.1.9** When an employee believes that a proposal (gift, invitation or other benefit) made by a third party is in breach of the ethics system or the anti-corruption management system in force, he or she must inform his or her line manager so that the Group Chief Ethics Officer can be informed immediately.

**5.1.10** Before accepting an invitation, it is important to ascertain its nature and professional relevance. In case of doubt, employees must systematically seek the opinion of their line manager and, if necessary, report the matter to the Group Ethics Department.

**5.1.11** Invitations to lunches or other meals are considered to be professional, as long as they fall within the framework of normal professional and social relations, both in terms of their nature and frequency, and in line with the principles of the Code of Conduct.

**5.1.12** The provisions of this policy do not apply to employees' participation in professional meetings organized under the aegis of domestic or international public institutions (notably national authorities).

**5.1.13** Participation, as a Bank representative, in a professional event such as a conference or seminar, is always subject to line management authorization and may not give rise to personal remuneration. Employees may, however, agree to benefit from the usual arrangements relating to the payment of transport, meals and accommodation. They may also agree to receive, in appreciation of their contribution, a gift that meets the criteria set out in the above-mentioned paragraphs concerning gifts.

#### **b. Gifts offered**

**5.1.14** Attijariwafa bank refrains from offering to an external third party any gift or benefit of any nature whatsoever, which may jeopardize its impartiality or integrity or which may result in a situation of potential conflict of interest.

**5.1.15** Gifts offered by Attijariwafa bank to third parties are governed by a specific process with well-defined authorizations and decision-making process, governed by the procedure in force, and authorized persons in this framework shall strictly comply with it.

**5.1.16** Any gift to an external third party by any Bank entity must be approved beforehand in accordance with the terms and conditions and the approval process in force.

**5.1.17** Any specific exemption must be submitted to General Management for approval, in accordance with the procedures in force.

#### **5.2 Managing conflicts of interest**

A conflict of interest is a situation where the personal interests of the employees or of their relatives or friends conflict with those of the Group and may, as a result, influence the impartiality that they should always maintain in the performance of their duties.

The prevention and conflicts of interest's management are regulated by specific policies, implemented internally, and applicable to all parties involved.

#### **5.3 Raising Concerns/ Whistleblowing**

Employees who have observed or become aware of elements or facts that point to the existence of a case of corruption or any violation of this policy shall raise concerns by reporting it in accordance with the Bank's whistleblowing system.

In the interests of efficiency and transparency, the Bank encourages the whistleblower not to remain anonymous. In this case, it shall provide the whistleblower with the appropriate protection measures provided for by the ethics whistleblowing system under the Code of Conduct.

The whistleblower / reporting person may, if he or she wishes, decide to remain anonymous, which should be reported to the Group Ethics Officer.

As a reminder, all employees are invited to report in good faith and without fear of retaliation, any situation or behavior that violates the Group's Code of Conduct to the Group's Ethics Officer at the following e-mail address: [Deontologie@attijariwafa.com](mailto:Deontologie@attijariwafa.com), and according to the procedure and internal other reporting channels in force.

It should be noted that the whistleblowing system is open to external interested parties under the same conditions as for employees.

#### **5.4 Corruption risk Assessment**

Corruption risks are defined in a specific risk assessment that covers all of the Bank's activities. They are reviewed regularly to take into account changes in the Bank's environment and activities.



### ***5.5 Third parties relations***

The Bank defines the diligence to be carried out with its partners that may expose it to corruption risk. Attijariwafa bank makes sure that the partners in question respect its principles and ethical values laid down in the «Responsible Purchasing» charter, including those related to the prevention of corruption.

The contractual documents binding the Group to its partners include anti-corruption clauses.

### ***5.6 Awareness and training***

The Bank establishes and implements an appropriate training and awareness program for all employees.

Employees in sensitive positions exposed to corruption risks undergo a specific training program, in accordance with the requirements of ISO 37001.

## **ARTICLE 6: DOCUMENTING AND ARCHIVING**

The Bank's document management and tracking record system, which sets out the principles and rules for the management and conservation of information, also applies in the context of the roll-out of this policy in order to guarantee the effectiveness of the anti-corruption measures and the associated document base.

## **ARTICLE 7: ANTI-CORRUPTION FINANCIAL CONTROLS**

The Bank keeps financial statements that accurately describe and trace financial flows in reasonable detail. It deploys an accounting and operational control system to ensure that the accounts are not used to conceal corruption or influence peddling.

## **ARTICLE 8: PERSONAL DATA PROTECTION**

Within the framework of the roll-out of this policy and of the Anti-Corruption Management System that stems from it, and which involves the processing of personal data, the Group undertakes to comply with the provisions of the laws in force on the matter, in particular Law no. 09-08, promulgated by Dahir no. 1-09-15 of 22 Safar 1430 (February 18th, 2009) and those of the General Data Protection Regulation (GDPR) according to the scope of coverage in the countries where it operates, guaranteeing the conformity of the said processing.

## **ARTICLE 9: CONTINUOUS IMPROVEMENT**

The Bank shall regularly review the Anti-Corruption Policy and the measures established for its implementation, in order to ensure that they are appropriate in light of changes in the Bank's internal and external environment, at the Group level, as well as the corruption risks inherent in its activities.

In addition, the Bank shall regularly review and conduct internal and external audits of the controls and procedures implemented to prevent corruption, to ensure that they are effective, sustainable and appropriate.

## **ARTICLE 10: PUBLICATION**

This policy and related documents shall be communicated to the Bank's employees and partners, stakeholders and any interested party.

The Anti-Corruption Policy shall be published on the Bank's corporate website and intranet platform or any other relevant channel available for consultation by the Bank's employees and relevant stakeholders.

## **ARTICLE 11: PENALTIES**

Without prejudice to legal proceedings, any violation of the provisions of this policy exposes its author to disciplinary penalties provided for by the Bank's rules of procedure, or to the implementation of corrective measures taking into account the nature of the relationship he or she has with Attijariwafa bank.

## **ARTICLE 12: COMMITMENT**

The persons referred to in Article 3 of this policy shall complete the form, a template of which is attached, and personally commit to it and sign it, preceded by the handwritten words «read and approved», in accordance with the procedures in force. This commitment shall be reiterated each time the policy is updated.

Employees recruited subsequent to the entry into force of this policy shall subscribe to the obligation to comply with its provisions when they sign their letter of employment, as is the case with the commitment to the Code of Good Conduct/Code of Ethics.

## **ARTICLE 13: EFFECTIVE DATE**

The provisions of this policy, which were approved by the Governing body at its meeting of February 22nd, shall take effect from the date of its signature.

**Mr. Mohamed EL KETTANI**  
Chairman and Chief Executive Officer