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BY PJSC "UFHC"*

**APPROVED**

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No. \_\_\_\_\_ dated \_\_\_\_\_, 2025**

**PRINCIPLES (CODE)  
OF CORPORATE GOVERNANCE  
OF PRIVATE JOINT STOCK COMPANY  
“UKRAINIAN FINANCIAL HOUSING COMPANY”**

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## 1. INTRODUCTION

**1.1. THE PRINCIPLES (CODE) OF CORPORATE GOVERNANCE OF PRIVATE JOINT STOCK COMPANY "UKRAINIAN FINANCIAL HOUSING COMPANY"** (hereinafter, the "Company") is an internal regulation that outlines and sets out the key principles and standards of corporate governance in the Company, the principles for the protection of interests of shareholders, investors and other stakeholders, and the principles of transparency of the decision-making, liability of Company managers, and information openness.

**1.2. THE PRINCIPLES (CODE) OF CORPORATE GOVERNANCE OF PRIVATE JOINT STOCK COMPANY "UKRAINIAN FINANCIAL HOUSING COMPANY"** (hereinafter, the "**Code**") have been developed in accordance with the Law of Ukraine "On Financial Services and Financial Companies," Law of Ukraine "On Joint Stock Companies," Law of Ukraine "On Capital Markets and Organized Commodity Markets," Decision of the National Securities and Stock Market Commission No. 118 dated March 12, 2020 "On Summarizing the Practice of the Application of Corporate Governance Laws" (as amended), the State Property Policy approved by Resolution of the Cabinet of Ministers of Ukraine dated November 29, 2024 No. 1369, the Regulation on the Authorization of Financial Service Providers and the Terms of Financial Service Provision by Them, approved by Resolution of the Board of the National Bank of Ukraine dated December 23, 2023 No. 199 (as amended), the Regulation on the Requirements for the Corporate Governance System and the Internal Control System of a Financial Company, approved by Resolution of the Board of the National Bank of Ukraine dated December 27, 2024 No. 185, other regulatory legal acts of Ukraine, the Articles of Association of the Company and other internal regulations of the Company.

**1.3.** The Code has been prepared with due regard for the best international practices of corporate governance, which are provided for, inter alia, in the OECD Guidelines for Corporate Governance of State-Owned Enterprises, taking into account the national peculiarities necessary for improving corporate governance.

**1.4.** The implementation of this Code aims to:

**1.4.1.** Achieve the main objective of the Company, i.e. to run business activities and support the development of the mortgage lending and financial leasing market, as well as to promote the implementation of financial and credit mechanisms and government programs, including those intended to provide housing for citizens of Ukraine.

**1.4.2.** Achieve understanding between all persons interested in the efficient work of the Company: the Shareholder, management and controlling bodies, investors, clients, partners, managers and employees.

**1.4.3.** Ensure the transparency of the Company's activities and enhanced efficiency of governing the Supervisory Board and the Management Board of the Company.

**1.4.4.** Protect interests of the Shareholder, increase the Company's asset value and long-term stable value.

**1.5.** "**Corporate governance**" shall be understood by the Company as a system of rules, practices and processes with the help of which Company goals are set, ways for their achievement are determined, and their fulfillment is monitored, including the results of business activities.

**1.6.** The basis for reliable corporate governance is:

**1.6.1.** clear distribution of powers and liability, as set out in the internal documents of the Company;

**1.6.2.** observance of the principle of collegial decision-making;

- 1.6.3. adequate level of accountability;
  - 1.6.4. adequate level of the check-and-balance system;
  - 1.6.5. clear distribution of responsibilities and processes, both horizontally and vertically;
  - 1.6.6. qualified members of the Supervisory Board and the Management Board of the Company, who understand their powers and liability and adhere to the high professional and ethical standards while performing their functional responsibilities.
- 1.7. The main areas of corporate governance in the Company include:
- 1.7.1. distribution of powers, competence and subordination between the governing bodies, and issues of the organization of work of the Supervisory Board and the Management Board;
  - 1.7.2. establishment and approval of the strategy / strategic development plans of the Company and monitoring of their implementation (including the formation of efficient planning systems, management of the internal control system, including the risk management system);
  - 1.7.3. the decision-making system;
  - 1.7.4. preventing the conflict of interest;
  - 1.7.5. risk prevention;
  - 1.7.6. implementation of the rules and procedures that ensure the observance of the corporate ethics principles;
  - 1.7.7. observance of the principles of efficient management of state property;
  - 1.7.8. determining the procedure for and monitoring the disclosure of information about the Company.

## 2. PURPOSE OF THE CODE

2.1. The Code is created to ensure efficient corporate governance, increase liability of the Company managers, avoid the conflict of interest, and promote the transparency of information disclosed by the Company. The implementation of this Code is aimed at achieving the main purpose of the Company's activities.

## 3. SCOPE OF APPLICATION OF THE CODE

- 3.1. The Code shall apply to all processes / business processes, operations of the Company.
- 3.2. The Code shall be binding upon all governing and controlling bodies of the Company, units, managers/officials and employees of the Company.

## 4. PRINCIPLES OF CORPORATE GOVERNANCE

- 4.1. Corporate governance in the Company is based on the following general principles:
  - 4.1.1. **Separation of the functions of ownership, control, and management of the Company. Ensuring that the Shareholder is provided with a real opportunity to exercise their rights** related to participation in the Company as its sole owner, within the limits established by the legislation of Ukraine, in order to meet state and public needs.
  - 4.1.2. **Exercise by the Supervisory Board of the Company of strategic management of the Company's activities, ensuring effective oversight of the Management Board's activities, subordination of the internal auditor, the chief risk officer, the chief compliance officer, and the authorized anti-corruption officer to the Supervisory Board, as well as the accountability of the Supervisory Board members to the Shareholder.**

**4.1.3. Exercise by the Management Board of the Company of prudent, diligent, and effective management** of day-to-day activities, with *accountability to the Supervisory Board and the Shareholder*.

**4.1.4. Operational independence and protection from interference**, which includes:

➤ *preventing the Shareholder from exceeding its authority and interfering with the decision-making by the Supervisory Board and the Management Board of the Company, as well as in the consideration and resolution of issues related to the operational (day-to-day) activities of the Company and not falling within the exclusive competence of the Shareholder;*

➤ *the Supervisory Board taking into account, when considering and resolving issues related to the operational activities of the Company, the operational independence of the members of the Management Board and avoiding excessive interference with their operational independence.*

**4.1.5. Achievement of goals**, which consists in ensuring governance by the governing bodies of the Company in a way that ensures the achievement of the goals of its activities.

**4.1.6. Efficiency of the internal control and risk management system of the Company** for the purpose of protecting rights and legitimate interests of the Shareholder and clients of the Company.

**4.1.7. Implementation of the modern standards of corporate culture and business ethics.**

**4.1.8. Professionalism, diversity, and gender equality.**

**4.1.9. Implementation and support of corporate social responsibility.**

*The Company supports and ensures the observance of rights and legitimate interests of the Company's stakeholders, treats responsibly consumer rights protection, products and services, clients, employees, partners, and contributes to the development of local communities and ecology.*

**4.1.10. Consideration of recognized global practices**, which entails ensuring by the Shareholder, when approving the articles of association and internal documents of the Company, their compliance with the principles and recommendations on corporate governance and the management of state economy sector enterprises endorsed by the OECD, to the extent they do not conflict with the legislation of Ukraine.

**4.1.11. Timely disclosure of full and accurate information about the Company**, including its financial condition, the Strategic Development Plan, the owner's list of expectations, significant events, the ownership and governance structure in order to enable weighted decision-making by the Shareholder and clients of the Company.

**4.2.** The principles of corporate governance form the corporate governance policy that must be complied with by all governing and controlling bodies, units, managers, employees of the Company, as well as by third parties who act on behalf of the Company. Third parties who act on behalf of the Company shall be familiarized with the Code by publishing the Code on the Company's website.

## **5. RIGHTS OF SHAREHOLDERS**

**5.1.** Each ordinary share of the Company shall grant the Shareholder the same scope of rights, including the right to:

- participate in the Company management;
- receive dividends;
- receive part of the Company's assets or the value of the part of its assets in the event of Company liquidation;
- receive documents on the Company's economic activities, other documents and data.

The Shareholder shall have other rights provided for by law and the Articles of Association.

### **5.2. Dividend Policy**

The Company shall allocate a portion of its net profit for the payment of dividends in the manner established by law.

The dividends shall be accrued and paid in accordance with the state dividend policy in the manner established by law.

The Company shall pay dividends to the state budget of Ukraine within the time frame established by law. Dividends shall be accrued in proportion to the stake (shares) of the state in its authorized capital.

The Company shall pay dividends with cash funds only.

### **5.3. Loyalty and Due Care Duties**

Company officials shall adhere to the due care and loyalty duties.

The due care duty shall mean that Company managers and key persons shall adopt decisions and act in the interests of the Company on the basis of comprehensive assessment of the information available (provided).

The loyalty duty shall mean that Company managers and key persons shall act in good faith in the interests of the Company (and not in their own interests, in the interests of other person or group of persons to the detriment of the Company's interests).

### **5.4. Conflict of Interest**

**5.4.1** A conflict of interest shall mean:

- 1) existing and/or potential conflicts between private interests and official or professional duties of a person, which may affect the good-faith performance of their powers, the objectivity and impartiality of decision-making, and/or the taking or refraining from actions by such person in the course of performing their duties;
- 2) the conflict between personal property, non-property interests of a person or their close people and their official powers, which may affect the objectivity or impartiality of decision-making, and the taking or refraining from actions while performing their official powers, including an existing or potential conflict of between personal (private) interests and official or professional duties of a person, or a conflict that arising in the course of performing incompatible duties by such person;
- 3) a situation when an authorized procurement officer, who acts on behalf of the Company and participates in the procurement / simplified procurement procedure or may affect the results of such procurement, may face or already faces an alternative between their official/representative powers and private interest, which may result in the lack of objectivity and partiality (in favor of such person) during the decision-making, regarding the taking/refraining from actions during the procurement / simplified procurement procedure.

**5.4.2.** The Company strives to minimize the risks of conflicts of interest that may arise in the course of its activities.

**5.4.3.** The prevention and management of conflicts of interest shall be disclosed in the Code of Corporate Ethics and the Policy for the Identification, Prevention, and Management of Conflicts of Interest of the Company, which contains the typical examples of conflicts of interests.

**5.4.4.** Company managers shall refrain from taking actions and/or making decisions in case this may result in a conflict of interest and/or hinder the proper performance by such persons of their official duties in the interests of the Company, as well as their performance of loyalty and duty care duties towards the Company.

**5.4.5.** The Supervisory Board shall take measures aimed at preventing the occurrence of conflicts of interests in the Company, and facilitate their settlement.

## **6. CORPORATE GOVERNANCE STRUCTURE IN THE COMPANY**

**6.1.** Corporate governance of the Company is a system of relations between the Shareholder, the Supervisory Board, the Management Board and other stakeholders. These relations are based on governance and subordination, control and liability. The distribution of powers between the governing bodies ensures the separation of general management and management of day-to-day activities.

**6.2. The Company’s bodies according to the Articles of Association are:**

the General Meeting of Shareholders;

the Supervisory Board;

the Management Board.

The composition of and the procedure for the election (appointment) of the Company’s bodies shall be determined by the legislation of Ukraine, the Articles of Association of the Company, and respective internal documents of the Company.

**6.2.1. General Meeting of Shareholders of the Company**

The General Meeting of Shareholders is the highest management body of the Company. The powers and functions of the General Meeting set out in the Articles of Association of the Company and the legislation of Ukraine shall be exercised individually by the sole Shareholder of the Company – the state, represented by the Ministry of Economy of Ukraine.

Shareholder’s decisions on the matters falling within the competence of the General Meeting shall be documented in writing (in the form of an order), and shall have the status of the minutes of the General Meeting of the Company.

The Company shall provide the Shareholder with access to information and documents about the Company in accordance with requirements of the legislation of Ukraine and the Articles of Association.

The Shareholder shall ensure the operational independence of the Company and refrain from interfering from the Company management, except for exercising its rights of the Shareholder and within the limits established by the legislation of Ukraine and the Articles of Association of the Company.

The Shareholder as the subject of governance shall adhere to the following principles:

- decisions of the subject of governance regarding the Company shall be justified, meet the principles of impartiality, good faith, prudence, proportionality, transparency, non-discrimination, and timeliness;
- the principle of operational autonomy; the prohibition of the illegal interference of the subject of governance and its officials with the business (operational) activities of the Company, i.e. provision of full autonomy to the Company and broad powers to the Supervisory Board;
- ensuring the transparency of the Company’s activities, monitoring the quality of Company’s reporting on its activities in accordance with requirements of the law, disclosure of financial and non-financial information by the Company, including on the activities of its governing bodies.

**6.2.2. Supervisory Board of the Company**

The Supervisory Board shall manage the strategic activities of the Company within the scope of its competence, as determined by the legislation of Ukraine and the Articles of Association of the Company.



The Supervisory Board of the Company is a collegial body in charge of protection of rights of the state represented by the Ministry of Economy of Ukraine as the sole Shareholder of the Company and, within its competence determined by the legislation of Ukraine and the Articles of Association of the Company, manages the Company, monitors and regulates the activities of its Management Board.

The status, composition, procedure for election, powers, rights and obligations of the Supervisory Board shall be determined by the legislation of Ukraine, the Articles of Association, and the Regulation on the Supervisory Board of the Company.

The Supervisory Board is responsible, efficient, and accountable to the General Meeting, and shall act solely in the interests of the Company and the Shareholder.

The Supervisory Board may not interfere with the operational activities of the Company.

The Supervisory Board shall ensure the strategic management of the Company, including the functioning and monitoring the implementation of the efficient system of corporate governance and corporate values, the internal control system, including risk management, compliance, and internal audit, the system for the prevention and settlement of conflicts of interest, the implementation of internal anti-corruption measures and the whistleblowing system, as well as monitor the activities of the Management Board.

The Supervisory Board shall ensure the organization and monitoring of the internal audit function.

The Supervisory Board, based on the results of its activities, shall draw up an annual report, evaluate performance efficiency of the Supervisory Board members and quality of corporate governance.

The Supervisory Board shall include representatives of the state as the owner and independent members, who shall constitute the majority of the Supervisory Board members.

The Supervisory Board members, during the term of their office, shall meet the qualification requirements for business reputation and professional fitness, and independent members of the Supervisory Board of the Company shall also meet the independence requirements.

#### **6.2.3. Committees of the Supervisory Board of the Company**

The Supervisory Board may establish permanent or temporary committees composed of its members for the preliminary study and preparation of matters falling within the competence of the Supervisory Board for consideration at its meetings.

The Supervisory Board shall establish an audit committee and a nomination and remuneration committee.

The audit committee and the nomination and remuneration committee shall be chaired by Supervisory Board members who are independent directors. Independent directors shall constitute the majority of members of these committees.

The procedure for the formation and operation of the Supervisory Board committees, requirements for their members, as well as the list of issues that shall be considered by the Supervisory Board committees, shall be determined by the Articles of Association, the Regulation on the Supervisory Board, and the regulations on the respective committees of the Supervisory Board.

#### **6.2.4. Corporate Secretary of the Company**

In order to ensure the efficient interaction between the Company’s governing bodies and the proper functioning of the corporate governance system, the Supervisory Board shall elect the corporate secretary of the Company, who shall be accountable to and controlled by the Supervisory Board.



The Corporate Secretary shall ensure informational and organizational support for the activities of the Company and its management bodies, as well as facilitate the information exchange between the management bodies, the Shareholder, and other stakeholders.

The Company shall take the necessary measures to ensure the independence of the Corporate Secretary, and shall create conditions for the unobstructed and effective performance of their functions.

The requirements, procedure for appointment and termination of powers, functions, rights, duties, and responsibilities of the Corporate Secretary shall be determined by the Regulation on the Corporate Secretary of the Company.

#### **6.2.5. Management Board of the Company**

The management of the Company's day-to-day activities shall be carried out by the Management Board, which is the collegial executive body of the Company.

The Management Board shall be accountable in their activities to the General Meeting and the Supervisory Board of the Company, and shall act on the basis of its Regulations.

The powers of the Management Board of the Company shall be determined by the legislation of Ukraine, the Articles of Association of the Company, and internal documents of the Company.

The Supervisory Board shall monitor the implementation of the Company's strategic development plans by the Management Board. For the purpose of performing this function, the Supervisory Board shall monitor the activities of the Management Board, evaluate its performance results, consider reports of the Management Board, and approve measures based on the results of their review.

The key principles of activities of the Management Board include professionalism, prudence, integrity, diligence, and timeliness. When adopting decisions, members of the Management Board shall recognize the extent of their responsibility to the Shareholder, clients, and employees, and shall conscientiously perform their duties related to managing the Company's operations.

During the term of their office, members of the Management Board shall meet requirements for professional fitness and business reputation, as established by the legislation of Ukraine.

The Management Board may set up permanent or temporary committees/commissions from among its members and employees of the Company, delegate powers to such bodies and/or assign them functions related to the preliminary examination and preparation of matters to be considered at a meeting of the Management Board that fall within its competence.

## **7. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM OF THE COMPANY**

### **7.1. Internal Control System**

**7.1.1.** The Company shall establish a comprehensive, adequate, and effective internal control system, which includes the functions of compliance, risk management, and internal audit; a system for preventing and managing conflicts of interest; an anti-corruption system; an anti-money laundering and counter-terrorist financing system; and a whistleblowing system for reporting violations or unacceptable behavior, taking into account the specific nature of its activities, the nature and volume of the relevant operations, as well as the risks inherent in its operations (risk-based approach), in accordance with the requirements established by the Cabinet of Ministers of Ukraine, the National Bank of Ukraine, the Ministry of Economy of Ukraine, and other regulators.

**7.1.2.** The internal control system shall include other elements, as well as policies, rules and measures ensuring the functioning, interconnection and support of such measures and elements, and

are aimed at achieving the objective (mission), goals, tasks, plans, and requirements for the Company's activities and ensuring efficient corporate governance.

**7.1.3.** The Company's internal control system shall ensure the performance of risk management, compliance control, anti-corruption activities, and internal audit functions, as well as the achievement of the Company's strategic, operational, informational, and compliance objectives.

**7.1.4.** The Company shall ensure strategic, operational, and ongoing control over its financial and business activities through an independent (external) auditor (audit firm) and through the Company's internal control mechanisms.

**7.1.5.** Internal control is a continuous process carried out at all organizational levels of the Company and integrated into its day-to-day operations. The Company integrates the internal control system into its corporate governance system by establishing an appropriate organizational structure and defining in its internal documents the powers, subordination, accountability, description, and distribution of functional duties of the persons involved in the functioning of the internal control system, their responsibilities, and the procedures for their interaction.

**7.1.6.** The Company's internal control system includes the following components:

- control environment;
- management of risks inherent in the Company's activities, including compliance risk and AML/CFT risks;
- requirements for the audit;
- monitoring activities in the Company;
- monitoring of the Company's information flows and communications;
- monitoring the efficiency of the Company's internal control system.

**7.1.7.** The main goals and principles of the internal control system, the organizational structure, elements of the internal control system shall be described in the Internal Control System published on the Company's website.

**7.1.8.** Internal monitoring and control over the Company's activities shall be carried out by the Supervisory Board, the Management Board, their committees and internal control units, risk management unit, compliance unit, and anti-corruption unit.

**7.1.9.** Internal control in the Company shall be carried out by its bodies and units at three tiers/lines of defense:

- business units and units supporting the Company's activities – 1st line of defense;
- risk management unit and compliance unit, anti-corruption unit, as well as other units / employees referred to the 2nd line of defense under the internal documents of the Company – 2nd line of defense;
- internal audit unit – 3rd line of defense.

**7.1.10.** The independence of the internal control system of the Company shall be ensured by the Supervisory Board, which approves the Internal Control Policy, adopts a decision to set up the internal audit, risk management, compliance units, appoints and dismisses heads of these units, and approves the Regulation on the Anti-Corruption Unit.

**7.1.11.** The internal audit unit (service) is a component of the internal control system and shall act on the basis of the Regulation on the Internal Control System and on other internal documents approved by the Supervisory Board of the Company.

## **7.2. RISK MANAGEMENT IN THE COMPANY**

**7.2.1.** The Company shall create a risk management system that ensures the identification, measurement, monitoring, reporting, control and mitigation of all material risks of the Company.

**7.2.2.** The risk management system in the Company shall ensure uninterrupted analysis of risks for the purpose of approving timely and adequate managerial decisions on the mitigation of risks and reduction of related losses (damage).

**7.2.3.** Risk management in the Company shall be based on the following principles:

- **efficiency** – ensuring an objective assessment of the Company’s risk level and the completeness of risk management measures, with the optimal use of financial resources, personnel, and the Company’s risk management information systems;
- **timeliness** – ensuring the early (at an early stage) identification, measurement, monitoring, control, reporting, and mitigation of all types of risks at all organizational levels;
- **structured approach** – clear distribution of risk management functions, duties, and powers among all Company units and employees, along with their responsibility in accordance with such distribution, and ensuring the use of the “Three Lines of Defense Model”;
- **segregation of duties (separation of control functions from operational activities)** – preventing situations in which the same individual performs both operational tasks and control functions;
- **comprehensiveness and completeness** – covering all types of the Company’s activities at all levels and in all its units, as well as assessing the interdependence of risks;
- **proportionality** – ensuring that the risk management system corresponds to the Company’s size, complexity, scope, types, and nature of operations, organizational structure, and risk profile;
- **independence** – freedom from circumstances that could threaten the impartial performance of functions by the risk management department, the compliance unit, and the authorized anti-corruption officer;
- **confidentiality** – restricting access to information that must be protected from unauthorized disclosure;
- **transparency** – the Company’s disclosure of information regarding its risk management system.

**7.2.4.** The Supervisory Board of the Company shall bear full responsibility for creating a comprehensive, adequate and efficient risk management system the Company is exposed to in its activities.

**7.2.5.** The Management Board of the Company shall ensure the fulfillment of tasks, decisions of the Supervisory Board of the Company related to the implementation of the risk management system.

**7.2.6.** The Company creates a **risk management unit**, which ensures timely identification, measurement, monitoring, control, mitigation, and reporting on the material risks within the scope of its functional responsibilities.

**7.2.7.** CRO (chief risk officer) is a key person of the Company responsible for risk management, who shall be responsible for the activities of risk management units.

**7.2.8.** The Company creates a **compliance unit** for the following purposes:

- to ensure performance of compliance functions determined by the legislation of Ukraine, regulatory legal acts of the National Bank of Ukraine, which set out the requirements for the management system of financial service providers, and internal regulations of the Company;
- to facilitate the Supervisory Board of the Company in the efficient management of compliance risk, including the risk of the conflict of interest, corruption risk, AML/CFT risks of the Company, their prevention, identification, and elimination or mitigation;
- to assist the Supervisory Board of the Company in building an efficient internal control system in terms of maintaining a continuous process aimed at identifying and preventing risks that may arise during the Company’s activities prescribed by law, as a result of such activities not complying

with legislative requirements and/or other requirements (rules, standards, principles) applicable to such activities, and in maintaining the Company's strong business reputation.

**7.2.9.** The head of the compliance unit — the CCO (Chief Compliance Officer) — is a key figure of the Company responsible for ensuring the performance of compliance control functions as defined by the legislation of Ukraine and the Company's internal compliance documents. The CCO assists the Supervisory Board in effective management of compliance risk, performs periodic monitoring of internal control system procedures, is responsible for the activities of the compliance unit, and has the right to attend meetings of the Company's Management Board, committees, and other collegial bodies established by the Management Board.

**7.2.10.** The Company creates the anti-corruption unit for the purpose of ensuring the implementation and effect of the Company's Anti-Corruption Program.

**7.2.11.** The head of the anti-corruption unit assists the Supervisory Board, the Management Board, the Chairman of the Management Board of the Company in implementing the complex of rules, standards and procedures for the identification, combating and prevention of corruption in the Company's activities, which reflects the Company's adherence to the high ethical standards of business, improvement of the corporate culture, and maintenance of the Company's business reputation at a high level.

The head of the anti-corruption unit shall ensure the functioning of the efficient corruption prevention and combating system, compliance of the Company's activities with the requirements of anti-corruption laws with due regard to the best global practices, and shall implement measures to prevent, identify, and eliminate or mitigate corruption risks.

### **7.3. Internal Audit**

**7.3.1.** The Company creates an internal audit unit, which is subordinated and accountable to the Supervisory Board of the Company and operates in accordance with the International Standards for the Professional Practice of Internal Auditing.

**7.3.2.** The internal audit unit is a permanent independent structural units of the Company that evaluates the efficiency of corporate governance in the Company and the internal control system, including the risk management system.

**7.3.3.** The functions of the Company's internal audit unit shall be set out in the Articles of Association of the Company and in the internal documents on internal auditing.

## **8. REMUNERATION SYSTEM IN THE COMPANY**

**8.1.** The principles and methodological approaches to determining the remuneration of members of the Supervisory Board and the Chairman of the Management Board of the Company are set out in the relevant remuneration policies for members of supervisory boards, managers of state unitary enterprises, and heads of executive bodies of business companies in which more than 50 percent of the shares (interests) in the authorized capital are owned by the state.

**8.2.** The General Meeting of Shareholders shall approve, in the prescribed manner, the regulation on the remuneration of members of the Company's Supervisory Board and the regulation on the remuneration of members of the Company's Management Board, as well as remuneration reports for members of the Supervisory Board and members of the Management Board of the Company.

**8.3.** The amount of remuneration for members of the Supervisory Board shall be determined by the decision of the General Meeting of Shareholders.

**8.4.** The remuneration of members of the Management Board shall be determined by the Supervisory Board of the Company based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee.

**8.5.** The remuneration of the heads of the risk management unit, the compliance unit, the anti-corruption unit, the internal audit unit (or persons performing their functions), and the Corporate Secretary shall be determined by the Supervisory Board of the Company.

**8.6.** The Company shall disclose information about the remuneration and shall publish reports on the remuneration of members of the Supervisory Board, members of the Management Board on its own website, in accordance with the requirements of the legislation of Ukraine.

## **9. CORPORATE CULTURE AND BUSINESS ETHICS**

**9.1.** Corporate ethics in the Company shall be based on the principles of transparency, lawfulness, competence, compliance with the rights and interests of the state, clients, creditors, heads and employees of the Company.

**9.2.** The Company implements the Code of Corporate Ethics of the Company (the “Ethics Code”), which is aimed at maintaining ethical standards, quality of services, high standards of business conduct, and increasing the Company’s performance efficiency.

**9.3.** The Ethics Code is a summary of the Company’s corporate standards underlying the internal relations between the Company’s employees, interaction with the Shareholder, partners and clients of the Company.

**9.4.** The Ethics Code shall be approved by the Supervisory Board. The Supervisory Board shall monitor compliance with the Ethics Code and publish it on the Company’s website.

**9.5.** The Supervisory Board of the Company shall implement corporate culture in the Company oriented at the norms of responsible and ethical conduct. The Supervisory Board shall ensure that all Company managers, heads of control units, and Company employees are familiarized with the Ethics Code, and other stakeholders have an opportunity to be familiarized with it.

**9.6.** The reputation and future success of the Company shall largely depend not only on compliance with the Ukrainian laws, but also on continuous adherence to the norms and standards of corporate ethics by all Company employees.

## **10. SUSTAINABLE DEVELOPMENT OF THE COMPANY. CORPORATE & SOCIAL RESPONSIBILITY**

**10.1.** The Company adheres in its activities to the principles of sustainable development and requirements of environmental and social laws of Ukraine.

**10.2.** The Company takes a systematic approach to sustainable development matters, establishes uniform principles and approaches to activities in the field of sustainable development, and observes these approaches in all aspects of its operations: in strategic planning, project implementation, and at all governance levels.

**10.3.** Business decisions are made in the Company keeping in mind their influence on lives of people during the implementation of the state program “yeOselia” (adherence to the philosophy of environmental and social responsibility of the business).

**10.4.** The Company shall approve and implement the Sustainable Development Policy (ESG), create the ESG Committee which shall adopt decisions on the implementation of the ESG policy along with the mitigation of social, environmental, and climatic risks.



## **11. TRANSPARENCY OF ACTIVITIES AND INFORMATION DISCLOSURE**

**11.1.** The Company shall adhere to high standards of transparency and quality of accounting and reporting, information disclosure, fulfillment of legislative requirements and auditing standards.

**11.2.** Oversight of the timely provision and disclosure by the Company of reliable information about its activities in accordance with the law, and disclosure of information about the Principles (Code) of Corporate Governance of the Company, shall be ensured by the Supervisory Board of the Company.

**11.3.** The Company's transparency policy consists in making full, accurate, timely and comprehensible disclosure of information in reports and documents that the Company submits to supervisory authorities and regulators provided for by the laws of Ukraine, as well as to the Shareholder and other stakeholders. Such information shall pertain to:

11.3.1. communications with the Shareholder – the Shareholder and the markets shall have timely and fair access to all information that is material for adopting investment decisions, and such information is presented in a balanced manner;

11.3.2. the Company's financial statements – information about the financial results and financial position of the Company is objective, reliable and comprehensible, and the Shareholder is confident that they have sufficient information for making investment decisions;

11.3.3. the Company's non-financial reporting – non-financial information, including information about the management of the Company, is provided to the Shareholder and stakeholders for the purpose of better informing them for making investment decisions. The Company's impact on society and the environment is clearly comprehensible to stakeholders;

11.3.4. independent external audit – the Shareholder and stakeholders have complete confidence in the Company's financial and non-financial reporting;

11.3.5. the Company's website – all information intended for Shareholders and stakeholders is structured and easily accessible on the Company's website.

**11.4.** The Company discloses, in a timely manner and by available means in accordance with the established procedure, complete and accessible information on all material matters relating to the Company's activities in order to allow information users to make informed decisions.

**11.5.** The Company discloses information in the manner and within the timeframes prescribed by the laws of Ukraine. The Company ensures equal access to information for all stakeholders.

**11.6.** The Company recognizes and respects the rights of stakeholders and ensures open and transparent relations with them. In particular, the Company:

- systematically and effectively engages with stakeholders, takes into account their expectations and interests, and considers them in its activities;
- creates the most effective conditions for conducting dialog with stakeholders, using the most convenient platforms, forms and methods of communication;
- ensures a unified mechanism for reviewing and resolving queries, proposals and complaints of stakeholders;
- provides reliable information about its activities in a transparent and comprehensible form.

**11.7.** The Company's information policy is determined with due regard to the Company's need to protect financial service secrecy, confidential information and trade secrets.

**11.8.** The general framework of the Company's information policy shall be set out in the internal documents of the Company.

**11.9.** The Company shall ensure strict compliance with the requirements and obligations assigned to it by the regulatory legal acts regarding the Company’s activities as a financial institution, corruption prevention, settlement of the conflict of interest, compliance with the antitrust laws, protection of financial service consumers’ rights, compliance with the labor laws, occupational health and safety and fire safety, personal data processing, compliance with the public procurement laws, ensuring information security, including cybersecurity, and other laws.

## **12. FINAL PROVISIONS**

**12.1.** The Company shall implement procedures and rules for the purpose of implementing provisions set out in this Code into its own corporate governance.

**12.2.** If any part of this Code does not conform to the legislation of Ukraine, including in connection with the adoption of new laws and regulatory legal acts of Ukraine, the Code will remain in force to the extent it is not in conflict with the legislation of Ukraine.

**12.3.** The Code shall enter into force from the date of its approval by the decision of the General Meeting of Shareholders of the Company, and shall remain in force until canceled or until a new internal regulation governing similar matters is adopted in accordance with the procedure established by the legislation of Ukraine and internal documents of the Company.

**12.4.** The Supervisory Board and the Management Board of the Company shall support the process of coordination of the Code. Company managers, corporate governance and internal control employees shall actually participate in the development of the Code. Amendments and supplements to the Code shall be formalized in a separate document or by way of restating the Code.

**12.5.** All issues not governed by this Code shall be resolved in the forms that are not in conflict with the legislation of Ukraine, in accordance with the procedure provided for by other internal regulations of the Company and on the basis of the legislation of Ukraine.

**12.6.** The Company shall keep this Code updated in accordance with the requirements of modern corporate governance standards, changes in the needs and interests of the Shareholder, managers, employees, and other persons interested in the Company’s activities. The document shall be revised at least once every three years and when necessary.



**HISTORY OF INTERNAL DOCUMENT  
PRINCIPLES (CODE) OF CORPORATE GOVERNANCE  
OF PRIVATE JOINT STOCK COMPANY  
"UKRAINIAN FINANCIAL HOUSING COMPANY"**

<b>Document owner</b>	Corporate Secretary
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<b>Developed by</b>	<b>Last revision</b>	Corporate Secretary
<b>Document approved</b>		by Order of the Ministry of Economy of Ukraine
<b>Agreed by</b>		Decision of the Supervisory Board dated _____, 2025, minutes No.
<b>Agreed by</b>		Decision of the Management Board dated _____, 2025, minutes No.
<b>Amendments made to the document, new revision approved</b>		Updated document.
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