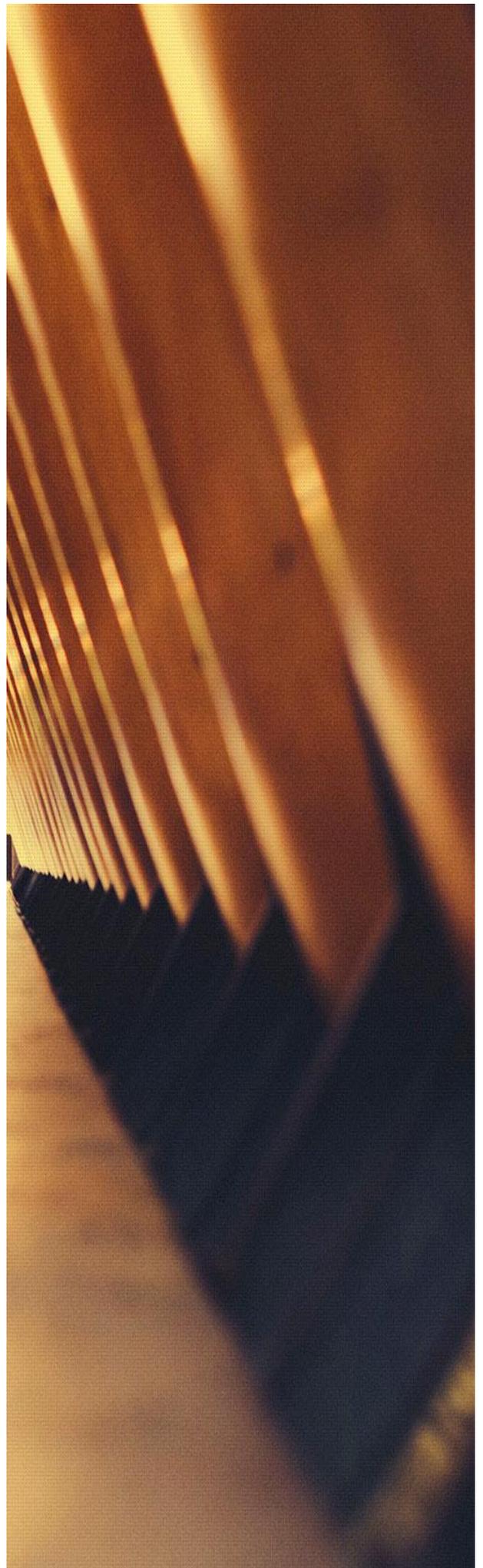


**Rating-Agentur Expert RA GmbH**

**Code of Conduct**

Version: 1

Date of Issuance: 6th of May 2014



## Contents

<b>Introduction</b> .....	3
<b>Quality and Integrity of the Rating Process</b> .....	5
Quality of the Rating Process .....	5
Monitoring and Updating .....	9
Integrity of the Rating Process .....	9
<b>Independence and Avoidance of Conflicts of Interest</b> .....	11
General.....	11
Procedures and Policies .....	11
Analyst and Employee Independence .....	12
<b>Responsibilities to the Investing Public and Issuers</b> .....	14
Transparency and Timeliness of Rating Disclosure.....	14
Treatment of Confidential Information.....	15
<b>Disclosure of the Code of Conduct and Communication with Market Participants</b> .....	16
Contact Information .....	16

## Introduction

1. Rating-Agentur Expert RA GmbH was created with aim of providing reliable information to the public which should help to reduce information asymmetry and increase transparency in financial markets.
2. Rating-Agentur Expert RA GmbH is a part of the International group of rating agencies "Expert RA" (International group "RAEX"). The group is active from 1997 and is represented in Russia, Kazakhstan, Belorussia, European Union and Hong Kong.

Rating agencies of the group are assigning credit ratings and their analogues to companies, financial institutions, countries and regions as well as to their securities. Besides classical credit ratings the agencies are also doing university ratings, rankings of medical facilities and etc. Also they are evaluating quality of services from companies in various spheres of economics. Members of the group are actively participating in research work and are organizing conferences on the subjects of their work. All agencies in this group have access to unique databases accumulated over the past two decades as well as approved rating methodologies and best evaluation practices.

Rating-Agentur Expert RA GmbH benefits from large experience accumulated by the International group "RAEX" throughout its history however remains completely independent in its operational activities. It is able to form independent objective judgments on the rating subjects. Rating-Agentur Expert RA GmbH is targeting to providing transparent information in a timely manner, obtained through bespoke methodologies of collecting and assessing information, designed with large group experience in mind and checked by fresh assessment of qualified professionals working for the agency in Germany.

3. All employees of Rating-Agentur Expert RA GmbH and members of its advisory board shall follow the professional ethical standards and internal procedures aimed at ensuring the quality and integrity of the rating process as well as maintaining sound reputation of the agency and its trustworthiness.
4. Rating/Rating score assigned by Rating-Agentur Expert RA GmbH is the opinion of the rating agency on the ability of the borrower to meet its debt obligations fully and in timely manner during the whole period of loan repayment and the period of circulation of the securities, taking into account the forecast of possible

changes in economic and social-political situation, expressed in symbolic form according to the international scale. Rating/Rating score assigned by Rating-Agentur Expert RA GmbH is not a recommendation to buy or sell securities or debt instruments of the rated issuer, also it is not a guarantee of future performance of related securities or debt instruments.

5. This Code of Conduct lays down the key principles and rules of activities carried out by the Rating-Agentur Expert RA supporting their objectivity and independence. It was formed in accordance with the set of relevant Regulations of the European Parliament and the Council currently in force<sup>1</sup> and is based on the latest IOSCO code of conduct fundamentals<sup>2</sup>. Rating-Agentur Expert RA GmbH shall publicly disclose any amendments in its Code of Conduct in a timely manner through its official web page: [www.raexpert.eu](http://www.raexpert.eu)

---

<sup>1</sup> - Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies;

- Regulation (EU) No 513/2011 of the European Parliament and of the Council of 11 May 2011 amending Regulation (EC) No 1060/2009 on credit rating agencies;

- Regulation (EU) No 462/2013 of the European Parliament and of the Council of 21 May 2013 amending Regulation (EC) No 1060/2009 on credit rating agencies.

<sup>2</sup> Code of Conduct Fundamentals for Credit Rating Agencies, The Technical Committee of the International Organization of Securities Commissions, Revised May 2008.

## Quality and Integrity of the Rating Process

### Quality of the Rating Process

1. Rating-Agentur Expert RA has adopted and implemented a set of written procedures which ensure that the credit ratings assigned by this credit rating agency are based on rigorous analysis of all information available to the credit rating agency and relevant to the process of assigning rating according to the methodology. This list of procedures includes but not limited to:
  - Job descriptions with detailed list of responsibilities for each job position existing in the staff list of the credit rating agency;
  - Compliance officer Code of Ethics;
  - Regulation for control and evaluation of the efficiency of existing methodologies and procedures;
  - Regulation on the rating committee;
  - Regulation on the methodology committee;
  - Procedure of assigning credit rating score;
  - Human Resource policies and procedures;
  - Procedure of formal rating disclosure;
  - Avoidance of Conflicts of Interest policy.
2. Methodology – internal document developed and approved by the Rating-Agentur Expert RA GmbH, which contains the set of rules, approaches, methods, principles and techniques of evaluating the creditworthiness and defining the rating/rating score. Methodology is a confidential document of the Rating-Agentur Expert RA GmbH and shall not be fully disclosed. Short version of the methodology containing all information and criteria required by the Regulations of the European Parliament and of the Council shall be disclosed on the official web page of the credit rating agency.
3. The rating methodologies of Rating-Agentur Expert RA GmbH are designed to be rigorous, systematic and continuous.
4. Rating-Agentur Expert RA GmbH applies the following measures to ensure that its methodologies are rigorous:
  - The methodologies are designed containing clear and robust controls and processes of their implementation, development, review and update.

- The driving factors included in the methodologies are all relevant for determining the creditworthiness of rated object and their relevance is checked against historical experience, statistical information and market developments.
  - The methodologies are regularly tested and various kind of relationships between driving factors and rating objects are modelled.
  - Regular check of the relevance of the key credit rating assumptions is done.
  - The short version of the methodologies which is presented to general public includes: all qualitative factors, all quantitative and key assumptions with detailed descriptions and statement of their importance, allowing full understanding of the principles of these methodologies by general public and giving the opportunity to make comments.
  - Internal procedures of the credit rating agency allow timely review and update of the methodologies.
5. Rating-Agentur Expert RA GmbH applies the following measures to ensure that its methodologies are systematic:
- The methodology and associated analytical models, key rating assumptions and criteria are applied systematically for assigning credit rating.
  - Internal procedures of the credit rating agency allow timely review and update of the methodologies, taking into account new findings from the reviews.
6. Rating-Agentur Expert RA GmbH applies the following measures to ensure that its methodologies are continuous:
- The credit rating agency continues to use the same methodologies incorporating new findings, unless there are serious objective reasons to develop new methodologies.
7. Job descriptions with detailed list of responsibilities for each job position existing in the staff list of the credit rating agency facilitate consistent application of the methodologies by all employees participating in the rating process and, at the same time, give clear instructions to the employees not participating in the rating process to refrain from any interference with this process.

8. The credit ratings assigned by Rating-Agentur Expert RA GmbH should be considered as assigned by whole company and not some individual analyst. The decisions on credit rating score are made by the rating committee consisting of number of analysts and the head of rating service. Regulation on the rating committee assures accuracy of decision making process taking place on the rating committee. Furthermore, Rating-Agentur Expert RA GmbH has included in its internal procedures a rotation mechanism controlling that Lead Expert is not participating in assigning rating to any rating object for more than 4 consecutive years and Expert for more than 5 consecutive years.
9. Human Resource policies and procedures assure that the persons involved in the rating activities have sufficient expertise and knowledge for developing rating opinions on the categories of credit ratings assigned by the credit rating agency.
10. Rating-Agentur Expert RA GmbH has a record keeping period of 5 years for the internal records of the following information and is ready to provide those documents to the relevant competent authorities<sup>3</sup> on request:
  - For each credit rating decision, the identity of the rating analysts participating in the determination of the credit rating, the identity of the persons who have approved the credit rating, information as to whether the credit rating was solicited or unsolicited, and the date on which the credit rating action was taken;
  - The account records relating to fees received from any rated entity or related third party or any user of ratings;
  - The records documenting the established procedures and methodologies used by the credit rating agency to determine credit ratings;
  - The internal records and files, including non-public information and work papers, used to form the basis of any credit rating decision taken;
  - Credit analysis reports, credit assessment reports, private credit rating reports and internal records, including non-public information and work papers, used to form the basis of the opinions expressed in such reports;
  - Compliance records;

---

<sup>3</sup> In accordance with the Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, Annex I, Section B, points 7 and 8.

- Copies of internal and external communications, including electronic communications, received and sent by the credit rating agency and its employees, related to credit rating activities.
11. Rating-Agentur Expert RA GmbH makes all efforts to avoid issuing any credit analyses or reports that contain misrepresentations or misleading information. In order to avoid such situations credit rating agency provides preliminary rating report to the rating object before publishing the credit rating and rating object has an opportunity to comment on this report and give reasoned objections which are considered by rating committee before assigning final rating. Furthermore, all public ratings of the credit rating agency are published on its official web site and there is a section to contact the credit rating agency in case any general user of credit rating or analytical report finds some inconsistencies.
  12. Rating-Agentur Expert RA GmbH shall ensure that it has sufficient resources to carry out high-quality credit assessment of all entities, regions and financial instruments it rates. At the end of each year the credit rating agency shall conduct internal preliminary assessment of its client's demands for the next calendar year and assess the amount of new clients it can get during the coming year, then factor the results of this internal assessment in its business plan for the coming year in order to plan its budget and personnel needs in new year. Also when taking up a new client for credit rating or at the moment of prolongation of existing credit rating contracts the credit rating agency shall check internally whether it has enough resources to carry out required analysis with appropriate quality and in timely manner.
  13. Rating-Agentur Expert RA GmbH expects that the entities, regions and issuers of financial instruments who request a credit rating will provide sufficient information for the credit risk assessment and this information provided will be authentic and legal. The list of information to be provided is included in the rating agreement between the credit rating agency and client requesting credit rating, however credit rating agency remains its right to request additional information as well as to use the information available from public sources.
  14. Rating-Agentur Expert RA GmbH shall assign ratings only in rating classes in which it has sufficient knowledge and expertise. Before starting assigning credit ratings to new asset class the credit rating agency shall get sufficient understanding of this asset class in order to be able to assign reliable credit ratings in this class.

15. Rating-Agentur Expert RA GmbH has established a methodology committee which is responsible for periodic review and update of the credit rating methodologies. The activities of this committee are governed by the Regulation on the methodology committee, and this internal regulation assures rigorous and formal review of the methodologies.
16. Rating-Agentur Expert RA GmbH shall structure its rating teams to promote continuity and avoid bias in the rating process.

### Monitoring and Updating

1. Rating-Agentur Expert RA GmbH shall monitor its credit ratings on ongoing basis. The credit rating agency shall ensure that it has adequate human and financial resources for the monitoring and updating of its ratings.
2. Rating-Agentur Expert RA GmbH should monitor on ongoing basis and update the ratings by:
  - Regularly reviewing the creditworthiness of rating objects;
  - Initiating a review of the status of the rating upon becoming aware of any information that might reasonably be expected to result in a rating action;
  - Updating on a timely basis the rating when appropriately, based on the results of the review.

Subsequent monitoring should incorporate all cumulative experience obtained.

3. Rating-Agentur Expert RA GmbH reserves the right to withdraw a rating. In case of such withdrawal the rating decision and press release shall be published on the official web page of the credit rating agency, and the fact that the rating is no longer being updated shall be clearly identified.

### Integrity of the Rating Process

1. Rating-Agentur Expert RA GmbH and all its employees should comply with all applicable laws and regulations governing its activities in each jurisdiction in which it operates.
2. All employees of Rating-Agentur Expert RA GmbH shall sign under the Job description instructions for the positions which they are holding and take over the corresponding responsibilities. Every employee of Rating-Agentur Expert RA

GmbH is informed about the valid regulations in the credit rating industry and about internal policies and regulations of the credit rating agency.

3. Rating-Agentur Expert RA GmbH and its employees should deal fairly and honestly with all market participants and the public.
4. Rating-Agentur Expert RA GmbH shall not employ individuals with demonstrably compromised integrity. Members of the senior management of the credit rating agency shall sign a self-declaration of their good repute.
5. Rating-Agentur Expert RA GmbH and its employees shall not in any way give any assurance or guarantee of a particular rating prior to a rating assessment.
6. The person responsible for the compliance of Rating-Agentur Expert RA GmbH and its employees with the provisions of this Code of Conduct, as well as with the relevant Regulations of the European Parliament and of the Council, shall be the Compliance Officer. The reporting lines and compensation of the compliance officer should be independent of the credit rating agency's operations.
7. If an employee of Rating-Agentur Expert RA GmbH becomes aware that another employee is or has engaged in conduct that is illegal, unethical or contrary to the credit rating agency's code of conduct, the employee should report such information immediately to the compliance officer and advisory board so that the proper action may be taken. The advisory board shall ensure that there are no negative consequences for the employee making the respective reporting. The compliance officer is obligated to take appropriate action as determined by the laws and regulations of the jurisdiction as well as rules and regulations determined by the credit rating agency.

## Independence and Avoidance of Conflicts of Interest

### General

1. Rating-Agentur Expert RA GmbH should not forbear or refrain from taking a rating action based on the potential effect (economic, political or other) of the action on the credit rating agency, rated entity, region, financial instrument or any other market participant. Rating actions shall be based solely on the results of independent rating analysis and assessment.
2. Rating-Agentur Expert RA GmbH and its employees shall take the due care to conduct rating activities in a professional manner in order to maintain both the substance and appearance of independence and objectivity.
3. The determination of a credit rating shall be influenced only by factors relevant to the credit assessment and listed in the methodology.
4. Credit rating assigned by Rating-Agentur Expert RA GmbH should not be affected by the existence of current or potential business relationship between the credit rating agency and the rating object (or its affiliates) or any other party, or by the absence of such relationship.
5. Rating-Agentur Expert RA GmbH shall separate operationally its credit rating business and persons involved in the assignment of credit ratings from any other business of the credit rating agency which may present a conflict of interest.
6. Rating-Agentur Expert RA GmbH focuses on credit rating activities and is currently not providing any ancillary business services. When the credit rating agency will make the strategic decision of providing ancillary business services, it will introduce the corresponding changes in this Code of Conduct and issue the statement on definition of its ancillary business services in the official web page of the credit rating agency.

### Procedures and Policies

1. Rating-Agentur Expert RA GmbH shall maintain and publish Avoidance of Conflicts of Interest policy. This policy shall identify actual and potential conflicts of interests and measures undertaken in order to eliminate or manage and disclose these conflicts of interests, which may influence the opinions and analyses made by the credit rating agency or the judgments and analysis of the

individuals employed by the credit rating agency who participate in making rating decisions.

2. Rating-Agentur Expert RA GmbH should disclose the actual and potential conflicts of interest completely, clearly, prominently and in a timely manner.
3. Rating-Agentur Expert RA GmbH shall disclose the general nature of its compensation agreements with rated entities, regions and financial instruments. The credit rating agency shall maintain a set fee schedule and make it available to all market participants on the request. Rating-Agentur Expert RA GmbH reserves the right to periodically revise such schedule. The fees of the credit rating agency shall not depend in any way on the outcome of work performed.
4. Rating-Agentur Expert RA GmbH shall not engage in any securities trading presenting conflicts of interest with its credit rating activities.

### Analyst and Employee Independence

1. Reporting lines for employees of Rating-Agentur Expert RA GmbH and their compensation arrangements should be structured to eliminate or effectively manage actual and potential conflicts of interest.
2. Employees of Rating-Agentur Expert RA GmbH participating in the credit rating activities shall not be compensated or evaluated on the basis of the amount of revenue that the credit rating agency derives from the rated objects.
3. Rating-Agentur Expert RA GmbH shall have Human Resource policies and procedures which ensure that the compensation of employees does not introduce conflicts of interests.
4. Rating-Agentur Expert RA GmbH shall ensure that persons participating in the credit rating activities shall not be allowed to initiate or participate in negotiations regarding fees or payments with any rated entity, related third party or any person directly or indirectly linked to the rated entity by control.
5. No person employed by Rating-Agentur Expert RA GmbH and usually participating in its rating activities shall participate in or otherwise influence the determination of a credit rating of any particular rated entity if that person:
  - Owns financial instruments of the rated entity, other than holdings in diversified collective investment schemes;

- Owns financial instruments of any entity related to a rated entity, the ownership of which may cause or may be generally perceived as causing a conflict of interest, other than holdings in diversified collective investment schemes;
- Has had a recent employment, business or other relationship with the rated entity that may cause or may be generally perceived as causing a conflict of interest;
- Has an immediate relation (i.e. a spouse, partner, parent, child or sibling) who currently works for the rated entity.

In order to assure compliance with this provision every employee of Rating-Agentur Expert RA GmbH participating in credit rating activity shall sign self-declaration regarding these points prior to participating in assigning rating to specific entity.

6. Any person participating in rating activity of Rating-Agentur Expert RA GmbH who establishes a personal relationship that could create a conflict or interest must notify the Compliance Officer about this relationship.
7. Persons participating in the rating activity of Rating-Agentur Expert RA GmbH shall not buy or sell or engage in any transaction in any financial instrument issued, guaranteed, or otherwise supported by any rated entity within their area of primary analytical responsibility, other than holdings in diversified collective investment schemes, including managed funds, such as pension funds or life insurance.
8. Employees of Rating-Agentur Expert RA GmbH shall not solicit or accept money, gifts or favors exceeding a minimal monetary value from anyone with whom the credit rating agency does business.
9. Where an employee participating in rating activities terminates his or her employment and joins a rated entity, which he or she has been involved in rating, or a financial firm, with which he or she has had dealings as part of his or her duties at the credit rating agency, the credit rating agency shall review the relevant work of the rating analyst over two years preceding his or her departure.

## Responsibilities to the Investing Public and Issuers

### Transparency and Timeliness of Rating Disclosure

1. Rating-Agentur Expert RA GmbH assigns two types of rating:
  - Public ratings;
  - Private ratings (Non-disclosure agreements signed with client).
2. Rating-Agentur Expert RA GmbH shall distribute its public rating decisions regarding rated entities, regions and financial instruments in a timely manner and make best effort to minimize the time lag between making rating decision and distributing it.
3. Rating-Agentur Expert RA GmbH shall publicly disclose its policy for distributing ratings, reports and updates. Rating-Agentur Expert RA GmbH shall publish all public ratings and rating outlooks with according press-releases on its official web page free of charge.
4. Rating-Agentur Expert RA GmbH shall indicate with each of its ratings when the rating was last updated. Each rating announcement should indicate the type and version of the methodology that was used in determining the rating and where the description of this methodology can be found.
5. Except for “private ratings” provided only to the issuer, Rating-Agentur Expert RA GmbH should disclose to the public, on a non-selective basis and free of charge, any rating regarding publicly issued securities, or public issuers themselves, as well as any subsequent decisions to discontinue such a rating, if the rating action is based in whole or in part on material non-public information.
6. Rating-Agentur Expert RA GmbH shall publish sufficient information about its procedures, methodologies and assumptions so that outside parties can understand how a rating was determined by the credit rating agency. This information shall include but not be limited to:
  - Meaning of each rating category;
  - Definition of default;
  - Time horizon which the credit rating agency used when making a rating decision.
7. When issuing or revising a rating, the CRA should explain in its press releases and reports the key elements underlying the rating opinion.

8. Rating-Agentur Expert RA GmbH shall provide the rated entity, region or issuer of financial instrument a preliminary version of rating report and inform in advance of the rating. The rated entity, region or issuer of financial instrument shall have an opportunity to clarify any likely factual misperceptions or other matters that the credit rating agency would wish to be made aware of in order to produce an accurate rating and the agency shall evaluate the response.
9. Rating-Agentur Expert RA GmbH should disclose whether the issuer participated in the rating process.
10. Rating-Agentur Expert RA GmbH should fully and publicly disclose any material modification to its methodologies and significant practices, procedures, and processes.

### Treatment of Confidential Information

1. Rating-Agentur Expert RA GmbH has adopted procedures and mechanisms to protect the confidential nature of information shared with it by issuers under the terms of a confidentiality agreement or otherwise under a mutual understanding, that the information is shared confidentially. These procedures and mechanisms are reflected in internal regulations of the credit rating agency.
2. Rating-Agentur Expert RA GmbH and its employees shall not disclose confidential information in press releases, through research conferences, to future employees or in conversations with investors, other clients or otherwise.
3. Rating-Agentur Expert RA GmbH should use confidential information only for purposes related to its rating activities or otherwise in accordance with any confidentiality agreements with the issuer.
4. Rating-Agentur Expert RA GmbH employees should take all reasonable measures to protect all property and records belonging to or in possession of the credit rating agency from fraud, theft or misuse.
5. Rating-Agentur Expert RA GmbH employees should be prohibited from engaging in transactions in securities when they possess confidential information concerning the issuer of such security.
6. Rating-Agentur Expert RA GmbH employees should not selectively disclose any non-public information about rating opinions or possible future rating actions of the credit rating agency, except to the issuer or its designated agents.

7. Rating-Agentur Expert RA GmbH employees should not use or share confidential information for the purpose of trading securities, or for any other purpose, except the conduct of the credit rating agency's business.
8. All employees of Rating-Agentur Expert RA GmbH shall follow the Confidentiality Policy of the credit rating agency.

## Disclosure of the Code of Conduct and Communication with Market Participants

1. Rating-Agentur Expert RA GmbH discloses its Code of Conduct to the public on its official web page indicating clearly the number of the version and date of issuance. It shall disclose the updates of this Code of Conduct as soon as they are implemented.
2. The Code of Conduct of Rating-Agentur Expert RA GmbH is based on the provisions of the IOSCO Principles Regarding the Activities of Credit Rating Agencies and the IOSCO Code of Conduct Fundamentals for Credit Rating Agencies
3. Rating-Agentur Expert RA GmbH shall disclose the description of methodologies used and information about the historic performance data of credit ratings assigned on its official web page. This information shall be continuously updated.

## Contact Information

### Rating-Agentur Expert RA GmbH

Office 601A, Mainzer Landstraße 48,  
60329 Frankfurt am Main, Germany.

T: +49 (069) 3085 5485

+49 (069) 3085 5486

F: +49 (069) 3085 5100

Information: [info@raexpert.eu](mailto:info@raexpert.eu)

Compliance: [compliance@raexpert.eu](mailto:compliance@raexpert.eu)

Official web page: [www.raexpert.eu](http://www.raexpert.eu)