Prepared on the basis of Article 6 para. 4 of the Financial Market Authority Act (FMABG; Finanzmarktaufsichtsbehördengesetz), published in Federal Law Gazette I No 97/2001 as amended:

**Compliance Code**

**of the Austrian Financial Market Authority (FMA)**

**Introduction**

The strengthening of the stability and efficiency of Austria as a financial market place as well as establishing and maintaining sustainable confidence of the capital market among market participants are the FMA's material objectives. As the supervisory authority, the FMA is required to pursue these aims in a consistent and sustainable manner, making use of all powers at its disposal. Every individual staff member contributes in exactly the same way as the members of the Executive Board and the Supervisory Board towards achieving these aims, by means of their personal performance and their behaviour.

In its ongoing supervisory activity, the FMA also monitors whether credit institutions, investment firms, investment services providers, issuers, insurance undertakings, pension funds (Pensionskassen) and alternative investment funds managers, which are not credit institutions, observe compliance regulations. In relation to this and being aware of the fact that the preservation of confidence in the Austrian financial market is based on, among other things, responsible business conduct, the FMA has drawn up a Compliance Code to ensure the ethically correct and lawful conduct of its bodies and staff members, which also however serves to protect them.

The FMA expects integrity and a sense of responsibility from its staff members, and trusts that they will refrain from courses of action that are not compatible with the duties of a supervisory authority, and will avoid conflicts of interest. This Compliance Code, which follows international standards as well as Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation), describes the most important principles to be taken into account when concluding legal transactions as well as with regard to conduct towards the general public. It also takes into account the Guideline of the European Central Bank of 12 March 2015 laying down the principles of an Ethics Framework for the Single Supervisory Mechanism (SSM).
1. General provisions

1.1. Scope of application

The Compliance Code applies to the Executive Board, to civil servants permanently seconded to the FMA, contracted staff as well as all other FMA employees (such as clerical staff, apprentices and interns etc.) - hereinafter referred to as "addressees" - from the point at which they begin working at the FMA or for the duration of their appointment until they end their employment relationship or the position they hold. It also addresses the activity of the addressees in their function as state commissioners (Article 76 BWG) or trustees (Article 304 VAG 2016). The Compliance Code also continues to apply following the ending of the employment relationship or the period of office for all compliance-relevant and market sensitive information, about which the addressee has become aware of during their employment relationship or the period of the function.

Staff members on a full leave of absence (including staff members in early retirement) are exempted from reporting obligations in accordance with this Compliance Code for the duration of their leave of absence.

The following provisions apply for members of the supervisory board (Article 8 et seq. FMABG):

a) Members of the supervisory board submit a compliance declaration, in which they are asked to take into consideration when concluding transactions involving securities and other private legal transactions with supervised institutions that public confidence in the orderly nature and the neutrality of the activity of the supervisory board and the FMA are maintained.

b) In cases where doubts arise, supervisory board members must consult the Chairperson of the Supervisory Board about compliance issues. The Chairperson of the Supervisory Board may consult the FMA's Compliance Officer in this regard as well as in matter relating to him/herself.

c) In the event that information of a compliance-relevant nature become known in the Supervisory Board, then the Chairperson of the Supervisory Board shall inform the FMA's Compliance Officer.

1.2. Definitions

For the purpose of this Compliance Code, the following definitions shall apply:

**Compliance-relevant information:**

Any information of a confidential and price-sensitive nature shall be considered to be "compliance-relevant information".

Information that has not been publicly disclosed shall be considered to be "information of a confidential and price-sensitive nature", that if it were available to an informed investor, trading regularly on this market and using the relevant financial instrument, would be considered by
the investor to be relevant for deciding about the conditions under which transactions in this financial instrument should be concluded. Unlike insider information as per the definition of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation), "information of a confidential and price-sensitive nature" do not (yet) cumulatively display the characteristic of significant price-sensitivity and accuracy (sufficient probability, certainty). Information, which an informed investor would exclude as a result of careful examination and mentioning all circumstances that such information could develop into insider information in the future, or which could be relevant for insider-knowledge do not constitute "information of a confidential and price-sensitive nature".

Examples of information of compliance-relevant nature include:

- The sale of business areas identified in the articles of association as key business areas
- Merger contracts
- Incorporations, spin-offs, transformations, de-mergers as well as other significant structural measures in relation to an entity
- The acquisition or disposal of significant participations
- Takeover offers, settlement offers, purchase offers
- Capital measures (including capital adjustments)
- Material changes to the results of annual financial statements or interim financial reports in comparison with previous results or market predictions
- Changes in the dividend amount
- Overindebtedness
- Significant extraordinary expenses (e.g. following large claims or the uncovering of criminal actions) of significant extraordinary income
- The conclusion of new major orders
- The conclusion or amendment or termination of particularly significant contractual relationships (including co-operation agreements)
- Significant inventions, the granting of significant patents and the granting of important (active/passive) licences
- Significant product liability or environmental damage cases
- Legal disputes and antitrust proceedings of particular significance
- Changes in key positions of the entity
- Strategic decisions with a long-term effect
- Changes of staff at management level

This list is not exhaustive. Based on specific circumstances other information may also constitute compliance-relevant information in individual cases.

**Market-sensitive information:**

market-sensitive information are precise information, that are neither disclosed nor publicly-accessible, and which in the case of their disclosure are suitable for considerably influencing the prices of assets on financial markets.
Financial instruments within the meaning of the Compliance Code:

1. transferable securities;
2. money-market instruments;
3. units in collective investment undertakings;
4. options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, emission allowances (EUAs) or other derivative-based instruments, financial indices or financial measures which may be settled physically or in cash;
5. options, futures, swaps, forwards and all other derivatives contracts relating to commodities, which must be settled in cash or may be settled in cash at the option of one of the parties, without a default or another termination event exists;
6. options, futures, swaps and any other derivatives contracts relating to commodities that may be physically settled, provided that they are traded on a regulated market, or via an MTF or via an OTF, with the exception of wholesale energy products traded on an OTF that must be physically settled;
7. options, futures, swaps, forwards and any other derivative contracts relating to commodities that may be physically settled, which are otherwise not listed in no. 6 of this section, and which do not serve commercial purposes that have the characteristics of other derivative financial instruments;
8. derivative instruments for the transfer of credit risk;
9. financial contracts for differences;
10. options, futures, swaps, forward rate agreements and any other derivatives contracts relating to climatic variables, freight rates, inflation rates or other official economic statistics that must be settled in cash or may be settled in cash at the option of one of the parties, without a default or another termination event existing, as well as all other derivative contracts in relation to assets, rights, obligations, indices and financial measures, which are not otherwise listed, and that have the characteristics of other derivative financial instruments, although among other factors it shall be taken into account whether they are traded on a regulated market or using an OTF or an MTF;
11. emission allowances consisting of any units recognised for compliance with the requirements of Directive 2003/87/EC (Emissions Trading Scheme).

Confidentiality areas:

Organisational units (in particular divisions and departments) or groups of these, in which based on general experience the same compliance-relevant and market-sensitive information typically crop up. A list of the confidentiality areas within the FMA is contained in Point 2.2. of the Compliance Code. Additional confidentiality areas may be temporarily established on an ad hoc basis (such as for the duration of the execution of a project) by the Compliance Officer by means of an FMA-wide announcement. The staff members falling within this temporary confidentiality area will be explicitly be informed about it.

Securities transactions:

Transactions by addressees or members of the supervisory board at their own risk and on their own account, or at the risk or on the account of third parties, in financial instruments within the meaning of the Compliance Code.
Securities transactions subject to reporting obligations:

Reporting obligations in relation to securities transactions exist in relation to financial instruments admitted to trading on stock exchange or are incorporated in OTC markets or in multilateral trading facilities (MTFs) or organised trading facilities (OTFs) or which are regularly withdrawn by issuers. The reporting obligations cover all securities transactions of an addressee, that he/she conducts on his/her own account or on the account of others through his/her own securities account or account, or on a securities account or account, for which he/she is an authorised signatory. It also covers options.

The reporting obligations do not cover:

1. Securities transactions regarding undertakings for collective investment in transferable securities (UCITs) or AIFs, that are subject to supervision in accordance with the legal regulations of a Member State, that prescribe a comparably high level of risk diversification for their investment.

   In this regard the reporting obligations continue to exist, however, in the event that one of the following two conditions prevails:

   1. The main purpose is to invest in financial instruments issued by financial corporations established within the European Union. Financial corporations are understood as those in accordance with Chapter 2 no. 2.55 of Regulation (EU) No 549/2013 of the European Parliament and of the Council, in particular credit institutions, insurance corporations and pension funds;

   2. The addressee of the Compliance Code or every other person, upon whose account the transactions are conducted, is involved with the management of this undertaking or has relevant knowledge about the management of this undertaking.

2. Securities transactions effected under a discretionary portfolio management service where there is no prior communication in connection with the transaction between the portfolio manager and the addressee or other person for whose account the transaction is executed.

Other private legal transactions:

All private legal transactions conducted by addressees or Members of the Supervisory Board with entities, that are subject to supervision by the FMA that are not covered by the term "securities transaction".

Benefit:

Gifts, catering or other perks of a financial or non-financial nature, that improve the financial, legal or personal situation of the recipient, and to which the recipient would not otherwise have any claim.
Conflicts of interest:

Conflicts of interest exist, as soon as private or personal interests and motives could impede the neutral and objective performance of the duties or the exercising of obligations for the FMA, or where this impression could be obtained. Private or personal interests cover any benefit or potential benefit of a financial or other nature for the addressees, staff members of the FMA, members of the Executive Board, members of the Supervisory Board, all their family members, other relations, from their circle of friends and close acquaintances and all persons having financial, economic or other relations to the FMA or its bodies. They may also result from a potential or already fixed future activity of the addressee for a supervised entity or an entity having a business relationship with the FMA. All reasons regarding a lack of impartiality in accordance with Article 7 AVG in any case also constitute conflicts of interest.

It is to be noted that all bodies and employees of the FMA - regardless of the legal nature of their employment relationship, i.e. thereby applying to contracted employees, clerical staff and independent contractors alike - are covered by the terms "government official" and "officer holder" (See Article 74 para. 1 nos. 4 and 4a of the Austrian Criminal Code (StGB; Strafgesetzbuch)) and therefore also are subject to the particular responsibility associated with the crimes relating to the misuse of official duties listed in the Austrian Criminal Code (Article 302 et seq. StGB).

The general obligations in relation to the employment of civil servants in accordance with the Act on the Rules and Regulations for Public Officials and Civil Servants of 1979 (BDG; Beamten-Dienstrechtsgesetz 1979) in its current amended version, in particular Articles 43 to 45 (official duties), Article 46 (official secrecy), Article 47 (partiality), Article 53 (reporting obligations) and Article 59 BDG (acceptance of gifts), are unaffected by this Compliance Code.

2. Conduct obligations in the case of securities transactions

2.1. General provisions

It is forbidden for the addressees of this Compliance Code to make use, either themselves or indirectly through third parties, of compliance-relevant information to which they are provided access, in particular by buying or selling financial instruments as per the definition in this Compliance Code, to which compliance-relevant information relates, either at their own risk and on their own account or at the risk of and on the account of third parties.

Compliance-relevant information may also not be passed on to third parties, or the security, to which it refers, recommended to be bought or sold.

The passing on of information by way of legal or official assistance or on the basis of information obligations arising from laws, regulations or international treaties do not fall within the scope of this prohibition (cf. Point 2.3).

It is also explicitly prohibited to misuse market-sensitive information. The prohibition of the misuse of market-sensitive information in particular extends to: a) using it for private financial
transactions on one's own account or on the account of third parties, b) disclosure towards third parties, provided that this is not being done while fulfilling official duties, for the purpose of which, the person in question is required to be aware of such information, and c) using it to recommend third parties to conclude private financial transactions or to induce them to do so.

 Furthermore, explicit reference is made to the prohibition of market manipulation, insider transactions and disclosures, and custodial penalties of up to five years that apply in this regard in accordance with Articles 154, 163 and 164 of the Stock Exchange Act of 2018 (BörseG 2018; Börsegesetz 2018).

2.2. Confidentiality areas

The scope of the confidentiality areas is defined in such a way that the necessity to be able to cooperate and the practical restriction on the passing on of information also within the FMA are taken into account in the best possible way.

The following confidentiality areas have been established within the FMA:

- Executive Board
- Enforcement and Law
- Internal Audit
- Department I
- Department II
- Managing Director Department III, together respectively with
  - Division III/1
  - Divisions III/2, III/3 and III/4
- Department IV
- Department V
- Department VI
- Works Council

The confidentiality area of the Executive Board also includes the staff members that are the Assistants to the Executive Board, the Public Relations team and the accompanying secretarial staff.

The respective department management consists of the Managing Directors and the staff members working in their secretariat.

The term "department management" should be understood on a functional level, and also covers representatives who are active on their behalf on the basis of the Rules of Procedure performing this function, even when they belong to another organisational unit. The assignment of the other addressees of the Compliance Code to the confidentiality areas is also to be understood on a functional basis.

State commissioners and trustees are also to be assigned to that confidentiality area in the performance of their duty, to which the respective supervised entity is to be assigned on an organisational basis.
2.3. Handling of compliance-relevant and market-sensitive information

General
The provisions regarding the handling of compliance-relevant and market-sensitive information are to be understood regardless of the specific measures instructed in the case in hand, and regardless of the FMA's Data Protection Guidelines, which are to be issued.

Compliance-relevant information and market-sensitive information may only be passed on to those addressees, who are required to have access to such information to fulfil their obligations.

Report to the Compliance Officer

Addressees are obliged to inform their immediate supervisor without delay about any compliance-relevant information that they become aware of, and to submit a report to the Compliance Officer using the dedicated form by e-mail (compliance@fma.gv.at) or by making an entry in the database for this purpose.

This does not apply to compliance-relevant information that Division III/1 received in relation to ad hoc reports, provided that the information is published within 48 hours. Division III/1 is required to store this information in a constantly updated data-file until it is published. This file is - irrespective of the inspection rights of the FMA's Internal Audit function - accessible exclusively to Division III/1 and the Compliance Officer.

In the event that compliance-relevant information becomes known to several addressees, they have to ensure that the report is made to the Compliance Officer.

The existence of a reporting obligation does not depend on the nature and manner in which the compliance-relevant information becomes known to the addressee. In addition to become aware of such information during the conducting of supervisory activities (e.g. on-site inspections, research in non-publicly available databases) being aware of notifications, reports and other communications (e.g. applications for approvals, licence changes and the granting of licences) are also to be considered, that, in certain cases in conjunction with other information, also contain compliance-relevant information. This should not be taken as meaning that compliance-relevant information should be actively sought.

Records
The Compliance Officer is required to record the content of the information, the name of the person making the report, the time and date of the report being received as well as the names of those persons who already have knowledge of the compliance-relevant information.
Watch list
The Compliance Officer is required to keep a watch list. The watch list is a constantly updated list that contains those financial instruments about which the FMA holds compliance-relevant information, and about which the Compliance Officer has received a report. This watch list is to be kept by the Compliance Officer on a strictly confidential basis, and is used for the purpose of monitoring transactions by addressees concerning the affected items.

Every addressee who submits compliance-relevant information to the Compliance Officer is obliged to inform the Compliance Officer as soon as the information has published. The corresponding securities are then deleted from the watch list.

Black list
The Compliance Officer may, in agreement with the Executive Board, keep a black list. The black list is also a constantly updated list of those financial instruments, about which the FMA holds compliance-relevant information, and for which there is definite risk of information spreading in an uncontrolled manner. The purpose of the black list is to inform certain groups of addressees or all addressees about restrictions regarding securities transactions. For securities on the black list, addressees for whom these restrictions have been applied, are not allowed to conduct any transactions.

Storage of compliance-relevant information
Paperwork and external data carriers, in particular disks and CD-ROMs, which contain compliance-relevant information shall always be required to be stored in such a way, that they are not accessible to persons outside of the confidentiality area.

Computer programs and files in IT systems, which are used to process compliance-relevant information, and in which such information is stored, may only be accessible to authorised users and/or password-protected. Addressees who work with compliance-relevant information in data processing systems, shall be required, when leaving their workstation, to secure it in such a way that prevents access to the program and the data.

2.4. Passing on of compliance-relevant information

Compliance-relevant information shall only allowed to be passed on from one confidentiality area to another area of the FMA, where doing so is necessary within the scope of the FMA’s activity as an authority.

As soon as compliance-relevant information is passed on from one confidentiality area to another, the Compliance Officer must be informed without delay by e-mail or by means of a database entry. The Compliance Officer shall in turn be required to record the content of the information, the time and data of the report being received as well as the names of those persons, who already have knowledge of the compliance-relevant information, or who should also gain such knowledge.

This does not apply to the forwarding of information between the respective management of the department and the divisions that have been allocated to the department in organisational terms.
The person who is passing on the information is obliged to inform the Compliance Officer. In order to simplify processes, this may also be done by forwarding agendas in advance or in the form of informative standardised reports. In so doing, the appropriate level of timeliness (immediate notification) must be observed in all cases, otherwise an oral notification should be given to the Compliance Officer in advance.

2.5. Organisational measurements for preventing misuse or passing on of compliance-relevant information

Securities account declaration
If an addressee has one or several securities accounts or other accounts through which financial instruments may be traded (hereinafter: securities account), or if he/she is an authorised signatory to securities accounts, then he/she is required to submit information (a securities account declaration) to the Compliance Officer in a closed envelope, that may be opened during the course of random checks or in the event of a suspected case in the presence of a representative of the works council - or in the event that this is not possible, following the representative of the works councils being informed by phone.

The declaration must contain the institution(s) at which the securities account(s) is/are held, the securities account(s) number(s), the clearing account(s) number(s), the holder (where not the same as the addressee), as well as a list of all authorised signatories for the securities account. The addressees must irrevocably confirm or, if applicable, obtain the confirmation of the holder of the securities account that the institution with which the securities account or account is held is released from the obligation to maintain banking secrecy requirements towards the FMA's Compliance Officer, in order to enable the Compliance Officer to be able to inspect the securities account at any time.

Any change to the securities account is to be communicated without undue delay via the named channels to the Compliance Officer in the form of a complete new report.

In cases where a staff member does not have a securities account, or is not an authorised signatory to one, then the appropriate negative report must also be made.

If a staff member leaves the FMA, then the securities account declaration will be returned once a period of three months has passed, provided that no reasons exist that make an extension of this timeframe necessary.

Notification, approval and execution of intended securities transactions
The addressee is obliged to notify the Compliance Officer about the intended conclusion of a securities transaction, that is intended to be conducted on his/her own account or on the account of others using his/her own securities account or an securities account for which he/she is an authorised signatory, stating the financial instrument, the type of transaction and the number of shares/units or the nominal value in advance by e-mail using the dedicated form for this purpose (compliance@fma.gv.at).
The Compliance Officer must prohibit the intended securities transaction by an addressee within 24 hours of it being reported (Saturdays, Sunday and statutory holidays are excluded), provided that the conclusion of the transaction could impede the FMA's genuine interests, or the conclusion of the transaction becomes inadmissible due to a conflict of interests. The Compliance Officer shall also be allowed to authorise an intended securities transaction prior to the period for prohibiting it expiring. If no prohibition is forthcoming during this period, then the specific reported transaction may be executed or the order granted.

The approval or non-prohibition only applies for the immediate execution of the intended securities transaction. In the event of the securities transaction not being conducted without delay, then the approval must be reobtained. The non-execution of an already approved securities transaction must also be notified. Any change to a submitted order requires repeat approval or non-prohibition.

Securities transactions conducted by addressees should be intended to serve investment purposes, and the appearance of speculative transactions should be avoided at all costs. Such an impression may in particular arise from:

- frequently changing the structure of the securities account;
- securities transactions conducted that are backed by a loan;
- short selling.

3. Conduct obligations in other private legal transactions and in contact to supervised entities

3.1. The particular position of the addressee

The addressees are obliged to go about their professional duties in a conscientious manner and impartially while taking the applicable legislation into consideration. When concluding other private legal transactions they must take into account that the confidence of the general public regarding the orderliness and impartiality of the FMA's activity must be upheld.

To ensure that the obligation of impartiality and incorruptibility is met, the addressee is therefore prohibited to exploit his/her position or function(s) in the FMA or confidential information to which he/she has access when concluding other private legal transactions.

Explicit reference is made in this regard to the provisions of the Criminal Code (StGB) on "Passive Bribery" (Article 304 StGB), "Accepting undue benefits" (Article 305 StGB) and "Acceptance of benefits for the purpose of interference" (Article 306 StGB) by office bearers, which must also be observed by all addressees of the Compliance Code as officer holders within the definition in the StGB, with failure to do so being punished as a criminal offence. The objective of these provisions is to ensure the effective prosecution of and imposing of sanctions for corruption of a financial, official or political nature, in order to protect the State, disadvantaged entities as well as individuals against losses arising from such crimes.

Regarding the prohibition of "Passive Bribery": pursuant to Article 304 StGB any form of passive bribery (i.e. the acceptance of, the promising of the acceptance of, or even the
demanding of gifts, monetary benefits or other benefits) in return for the unlawful execution or omission of an official act, shall be criminally punishable.

Regarding the prohibition on the “Acceptance of undue benefits”. Pursuant to Article 305 StGB, any person demanding a benefit for the lawful execution or omission of an official act for him/herself or a third party, or who accepts or promises to accept an undue benefit, shall be liable to prosecution.  
Undue benefits do not include
1. benefits that may be lawfully accepted or which are provided in the context of events, in which there is an official or factual interest to participate,
2. benefits for charitable purposes (Article 35 of the Federal Tax Code (BAO; Bundesabgabenordnung)) provided that the office bearer has no particular influence on their use, as well as
3. in the absence of any provisions permitting the benefit within the meaning of no. 1, local or regional customary gifts of a low value, unless the offence is committed on a commercial basis.

Regarding the prohibition on the “Acceptance of benefits for the purpose of interference”. Pursuant to Article 306 StGB, any person who, except in the cases set out in Articles 304 and 305 StGB, demands a benefit for him/herself or a third party or who accepts or promised to accept an undue benefit (see above), shall be liable to prosecution. Any person who merely accepts or accepts the promise of a minor benefit, shall not be punished unless the crime is committed on a commercial basis.

These provisions are intended to make frowned upon practice of "sweetening" punishable - i.e. where benefits are granted that are not merely of an insignificant value, to the extent that the benefit’s purpose is to gain the favour of the office holder, thereby influencing the office holder’s activity. It intends to address the kinds of behavioural patterns, in which the benefactor acts with the aim of influencing the office bearer's future performance of his/her professional activity, although such a professional activity shall not be required to be defined in line with the benefactor's ideas nor even broadly outlined (1950/A 24th Legislative Period – initiative, page 12).

For the assessment of the issue of whether the granting of a specific benefit defined in accordance with the benefactor’s ideas is intended to influence official activities, the issue of the (broad) circle of addressees of the benefactor must also be taken into account. The issue is treated differently in cases where office bearers are invited to an information event by the event organiser, to deliver a presentation, and receive both an appropriate fee as well as a dinner invitation for this activity. In this case the payment of the fee and the dinner invitation, are considered as recompense from the side of the benefactor for the officer bearer’s services (including preparation), so that the invitation to dinner itself does not constitute a benefit being granted or accepted as defined in Article 306 StGB (1950/A 24th Legislative Period – initiative, page 12).

It must be noted that this Compliance Code is unable to anticipate the future relevant jurisdiction. It should in particular be pointed out that judgements in individual cases are made solely by the courts.

Compliance Code (Last updated: 03.01.2018)
In addition to the provisions under criminal law, addressees of the Compliance Code are also prohibited, in relation to their official position to demand a gift, another monetary benefit or another kind of benefit either for him/herself or a third party. Local or regional customary gifts of a low value, that are not demanded, shall not be considered as a gift. This is also conditional on the granting of such benefits neither occurring on a frequent basis nor originating from the same source.

In cases of doubt, addressees should consult their superior and the Compliance Officer about how to proceed further.

All gifts that are offered or accepted are to be notified to the addressee's immediate superior and the Compliance Officer, unless there are local or regional customary gifts of a low value.

Only such benefits that are suitable for the influencing the exercising of their office are subject to these restrictions. This shall be assumed to not apply for courtesy items without any economic benefit for the recipient, such as note paper or writing equipment at meetings, or drinks like coffee or mineral water.

3.2. Conflicts of interest

Personal or business relations of the addressees to entities or persons as well as other potential conflicts of interest outlined in point 1.2., that place the impartiality of an addressee in doubt, or in the case of supervised entities or entities that have a business relationship with the FMA in relation to such entities or persons that could give rise to conflicts of interest, must be notified to the immediate superior and the Compliance Officer. In this case it is also necessary to take potential indirect conflicts of interest into consideration through close family members or other persons having a close relationship to the addressee, who perform management duties at a supervised entity. Potential future activities of the addressee should also be considered, in particular where the addressee is currently in ongoing job interviews with a supervised entity or an entity that has a business relationship with the FMA, or if such entities have already been identified as a future employer. The respective managerial staff member or the Executive Board must ensure when assigning duties that the allocation of duties may be undertaken in such a way to avoid conflicts of interest.

3.3. Other private legal transactions:

Discounts (e.g. preferential shopping conditions), that benefit all staff members of the FMA equally, and for which the basis and amount are normal for general business dealings, shall not be considered to be objectionable.

Individual discounts from supervised entities as well as affiliated undertakings that are not subject to direct supervision (e.g. leasing companies) shall only be considered not to be objectionable, in the case that a connection to the addressee's professional activities can be excluded. In cases where doubt exists, the Compliance Officer must be consulted.
3.4. Invitations

In line with the previous points, FMA staff members are urged to generally exercise particular restraint in the case of invitations.

Obligation to notify about invitations

All invitations of an addressee with a monetary benefit (i.e. those for which the event is not accessible to anyone free of charge) from a supervised entity or an entity having another kind of legal relationship with the FMA of representatives of that entity, in which the professional character viewed in an objective manner appears to only be of secondary importance (in particular including all events of a cultural, sporting, culinary or other social nature taking place in locations away from business premises or outside business hours), must in any case be informally notified in writing to the Compliance Officer and the immediate superior immediately following receipt of the invitation.

In the event that the invitee wishes to accept the invitation, the procedure for doing so must be agreed with the immediate superior and the Compliance Officer, with the latter consulting the Executive Board in critical cases. The Executive Board is also required to notify the Compliance Officer about such invitations. In this instance, in cases where doubt exists, the Chairperson of Supervisory Board should be consulted. Whether or not the acceptance of an invitation is permissible or not, must be assessed on a case-by-case basis.

Admissibility of Invitations

Invitations to social events, that are accepted out of politeness, and at which the participation of the addressee is for the purpose of representing the FMA (e.g. as part of presentations, anniversary events etc.) and this purpose is clearly apparent, may be accepted as being in their professional interests.

Invitations to dinners and other events, cannot be approved, and are therefore not to be accepted:

- that are prohibited under criminal law;
- at which the impression could emerge that the supervised undertaking or a potential or existing business partner receives preferential treatment;
- at which a connection exists about the office bearer’s performance of a specific action or its omission. This in particular applies in the case of invitations and parties to ongoing procedures (such as in licencing, supervisory, administrative or tendering procedures) or within an ongoing official act.

Conduct during the event

During the event, the addressee should also pay attention that the quality of the invitation does not exceed what can be considered acceptable.

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3.5. Conduct during on-site inspections or audit inspections

Benefits shall generally not be allowed to be demanded or accepted, except for the acceptance of hospitality of an insignificant value during work-related meetings.

3.6. Notification of holdings

In the event that an addressee directly or indirectly has a holding in any entity, then he/she advise his/her immediate superior as well as the Human Resources Division about this. Any change relating to the level of such a holding is to be reported to his/her immediate superior as well as the Human Resources Division in the form of a new report without delay. In the event that such a holding is associated with a strategic influence, then the Executive Board or the immediate superior must check whether a potential conflict of interest exists, or whether the FMA's reputation could be adversely affected. If this is the case, the addressee must be informed accordingly, and the addressee is then required to resolve the conflict of interest or the risk to the FMA's reputation immediately. Any other additional obligations under civil service employment law or other employment law remain unaffected.

4. Provisions under organisational law and control measures

4.1. Compliance Officer

The Compliance Officer is appointed by the Executive Board for an indefinite period of time. In this position, he/she reports directly to the Executive Board.

In the case of the Compliance Officer being incapacitated, a representative shall be appointed by the Executive Board for an indefinite period of time. In this position, the representative shall have the same rights and obligations as the Compliance Officer.

In the interests of the efficient performance of his/her duties, the Compliance Officer may be supported by named staff members for administrative tasks.

The representative shall decide about securities transactions relating to the Compliance Officer. The provisions regarding the reporting of securities transactions shall be applied accordingly. The Compliance Officer shall handle all information that he/she becomes aware of in this function in a strictly confidential manner.

The Compliance Officer is obliged to document the following information:

- the notifications to be made pursuant to points 2.3. to 2.5.;
- the correspondence, measures and decisions of the Compliance Officer in relation to notifications pursuant to point 2.4.;
- the measures applied and the outcomes of investigations in relation to control measures pursuant to point 4.2.

The Compliance Officer shall be kept constantly informed about all arriving and departing staff members by the Human Resources division (including leaves of absence and early
retirements) as well as by Departments I, II and III about the appointment and removal of state commissioners and trustees. The following information is to be noted: forename and surname, the department or division to which the person in question belongs, or in the case of state commissioners and trustees the entity for which they perform this function, as well as the start and in all cases end date (expiry of the period of the appointment, leave of absence) of the allocation of the person to the confidentiality area.

In addition, the Compliance Officer's duties also consist of:

- advice and support for the Executive Board in issues in relation to this Compliance Code;
- regular reporting to the Executive Board in relation to issues relating to this Compliance Code;
- training of FMA staff members in Compliance-related matters;
- control measures pursuant to Point 4.2.

4.2. Control measures

The Compliance Officer is responsible for the ongoing monitoring of compliance with the Compliance Code.

In this context, the Compliance Officer has an unrestricted inspection and information right with regard to the relevant documentation and records as well as personal data held by the FMA necessary for control measures.

The Compliance Officer conducts regular routine audits on a random basis in relation to the compliance with the provisions in this Compliance Code. The random sampling procedure is conducted in the presence of a representative of the works council.

During such checks as well as in the event of suspicion existing regarding a breaching of the provisions of this Compliance Code or conspicuous transactions, the Compliance Officer shall conduct the necessary investigations and shall consult the affected party, provided that by so doing the purpose of the investigation is not compromised.

For this purpose the Compliance Officer may also make use of instruments and information from the Markets and Exchanges Supervision division. In the event of suspected cases or anomalous transactions that affect the addressees of the Compliance Code, the Markets and Exchanges Supervision division must inform the Compliance Officer about the initiation and ongoing progress of the investigation.

In the case of a suspicion against an addressee of the Compliance Code with regard to the misuse of insider information of market manipulation the investigation must be conducted jointly by the Head of Division of Division III/1 and the Compliance Officer.

The addressees must inform the Compliance Officer about securities transactions that they have conducted and other legal transactions with entities that are subject to supervision by the FMA, and in suspicious cases as well as during random sample checks to grant the right of inspection into their accounts and securities accounts.
Addressees must submit a securities account declaration (pursuant to point 2.5.) and notify any change to it without delay. The addressees, and in cases of the addressee being an authorised signatory, as applicable the holder(s) of the securities account have/has to exempt the credit institution at which the securities account or account is held from bank secrecy towards the Compliance Officer.

Where breaches are identified against these provisions by addressees, the Compliance Officer shall inform the Executive Board without delay, and shall investigate the responsible persons, and report to the Executive Board and in all case the Personnel Division about the outcome of the investigations for the purpose of initiating the corresponding measures under civil service employment law. The affected party is to be notified about the Compliance Offer about this step being initiated.

The measures implemented and the outcome of the investigations must be documented in writing by the Compliance Officer.

4.3. Retention period of documentation

Personal data and written documentation, that are used or stored during the internal control procedure may only be used for the checking of employee transactions, and may only be made accessible to third parties, where authorisation to do so exists on the basis of a legal provision. The retention period shall be at least seven years. Once this period has expired, the data and documentation is to be deleted or destroyed, provided that they are no longer required for reviewing transactions by staff members or for purposes in relation to the prosecution of insiders.

5. Entry into force and Sanctions

This instruction by the FMA replaces the previously valid version with effect from 03.01.2018.

A breach of the provisions of this Compliance Code may result in consequences in accordance with civil service employment law. Otherwise, reference is made to the relevant provisions under civil service law, employment law and criminal law.

As standard, only the masculine form is used in this Compliance Code. However, the form used applies equally to both genders.

Ettl Kumpfmüller