



European Investment Bank

Code of Conduct for the Members of the Board of Directors



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of the Board of Directors**

Application of Code

This Code of Conduct (hereafter “the Code”) applies upon acceptance of their mandate to the members of the Board of Directors, to their Alternates and to their non-voting Experts (hereafter “Member(s) of the Board of Directors”) and, where specifically provided for, to the former members of the Board of Directors, to former Alternates and to former non-voting Experts (hereafter “Former Member(s) of the Board of Directors”). It sets out the rules applicable in matters of professional ethics and behaviour.

Basic standard of conduct

1. Members of the Board of Directors shall discharge their duties professionally, with due diligence and efficiency and to the best of their abilities.

In discharging their duties to the Bank, members of the Board of Directors shall, in particular, endeavour to:

- comply with applicable laws and regulations and with EIB’s rules, policies and guidelines;
- only act in the interest of the Bank, without allowing themselves to be influenced by personal interests or relationships;
- avoid any situation which may give rise to a conflict of interest;
- respect the obligation of confidentiality in respect of information received in the course of their duties and shall continue to be bound by this obligation after termination of their mandate;
- refrain from overstepping the powers conferred upon them;
- respect the dignity and private lives of their colleagues, members of the other governing bodies of the Bank, staff members and anyone whom they come in contact with during the discharge of their duties to the Bank;
- make use of the Bank’s name and resources only in the interest of the Bank.

Responsibility to the Bank

2. In performing their duties as directors, alternates and non-voting experts, members of the Board of Directors shall be responsible only to the Bank. Members of the Board of Directors shall ensure that their action remains within the powers conferred upon them by or under the Statute and otherwise comply with the provisions of the Statute and the Rules of Procedure of the Bank. They acknowledge their responsibility to the Bank.

Conflicts of interest, disclosure and outside appointments

3. Members of the Board of Directors shall also be duty bound to conduct themselves honestly and sensitively with respect to acceptance of certain functions, perquisites or assignments which could conflict with the knowledge acquired by them in the performance of their duties as Members of the Board of Directors. They shall continue to be bound by this obligation after termination of their mandate.

In accordance with Art.11.4 of the Rules of Procedure, an Ethics and Compliance Committee (“ECC”) is established within the Board of Directors and it is i) composed of the three longest serving directors who have volunteered to participate in it, plus the Chairman of the Audit Committee; and ii) chaired by the longest-serving director. The Group Chief Compliance Officer (“CCO”) shall participate in the meetings of the ECC without the right to vote.

In relation to the members and former members of the Board of Directors the ECC shall:

- rule on any potential conflict of interest; and
- apply the legal provisions concerning incompatibility with duties adopted by the Board of Governors.

The ECC's decisions are immediately binding upon the relevant member or former member of the Board of Directors. ECC decisions are taken in line with the Operating Rules of the ECC adopted by the Board of Governors, which are binding upon members of the Board of Directors immediately upon acceptance of their mandate.

4. Members of the Board of Directors shall not allow other direct or indirect professional relationships to affect in any way the conduct of their activities for the EIB, and vice versa. Where a member of the Board of Directors – using his/her best judgement – comes to the conclusion that he/she may have a conflict of interest with regard to a decision taken by the Board of Directors, he/she shall immediately declare so to the ECC.

Members of the Board of Directors shall declare forthwith, in writing, to the ECC any other official/professional position(s) held by them at the time of their appointment as well as any changes related to the declared position(s) during their term of office.

If members of the Board of Directors envisage to undertake an activity which may give rise to a conflict of interest as regards his/her duties and responsibilities as a member of the Board of Directors of the Bank he/she shall inform in writing the ECC, which shall determine whether accepting such position would be compatible with his/her duties and responsibilities as a member of the Board.¹

A member of the Board of Directors having a conflict of interest concerning a decision to be taken by the Board shall declare it to the Chairman of the Board meeting at the start of relevant meetings in the presence of other Board members, shall not communicate with other Board members about the decision, shall absent him/herself from the discussion of such operation in the Board and shall abstain from voting on such decision. Any such declaration concerning a decision of the Board shall be included in the minutes of the meeting and therefore shall not require a subsequent declaration to the ECC.

A member of the Board of Directors having a conflict of interest concerning a decision of the Board to be adopted by written or tacit procedure shall abstain from communicating with other Board members about the decision. He/she can ask, in writing, the Secretary General that his/her abstention on grounds of conflict of interest be recorded.

During the six months after ceasing to hold office, former members of the Board of Directors shall not lobby with members of the EIB governing bodies and Bank staff for their business, client or employer.

Employment in a public-service capacity in a Member State shall not constitute a conflict of interest with regard to loans granted to that Member State or to any of its public institutions. Similarly, employment with or membership of the Board of Directors or equivalent decision-making organ of (an)other international organisation(s), or multilateral/bilateral financial institution(s) shall not in itself constitute a conflict of interest.

Members of the Board of Directors shall not carry out functions as a member of government or of a parliamentary assembly.

¹ This subparagraph remains without prejudice to Art. 9.5 para.2 of the Statute

Confidentiality and inside information

5. Members of the Board of Directors shall not divulge any confidential information or data coming to their knowledge during the performance of their duties to persons or bodies outside the Bank, other than Governors or persons assisting them in the discharge of their duties as Board Members, provided that such persons are subject to an equivalent duty of confidentiality. They shall continue to be bound by this obligation after termination of their mandate.

Members of the Board of Directors shall protect the integrity of the Bank's decision-making process. In particular, they shall refrain from disclosing what is said at Board of Directors' meetings or at meetings of other governing bodies, and from disclosing the voting behaviour of individual Board members to persons or bodies outside the Bank, other than Governors or persons assisting them in the discharge of their duties as Board Members, provided that such persons are subject to an equivalent duty of confidentiality. They shall continue to be bound by this obligation after termination of their mandate.

6. Members of the Board of Directors who, in the context or course of their duties, have direct or indirect access to Inside Information, as defined below, or are in possession of Inside Information in respect of:
- the Bank;
 - one or more companies or bodies which entertain direct or indirect relations with the Bank; and
 - securities of any kind whether issued by these companies/bodies or by the Bank

shall not²:

- disclose such Inside Information to any other person unless such disclosure is made in the normal exercise of their duties at the service of the Bank on a strict "need-to-know" basis;
- use, either directly or indirectly, such Inside Information in order to carry out, recommend or advise against transactions involving Financial Interests, as defined below, in the companies and securities in question, for their own account or for that of third parties;

"Financial Interests" means any right to receive interest, dividends, capital appreciation, fees or other payment or monetary or in-kind benefit;

"Inside Information" means information of a precise nature which has not been made public/is not otherwise publicly available, relating to:

- the Bank;
- one or more companies or bodies which entertain direct or indirect relations with the Bank; and
- securities of any kind whether issued by these companies/bodies or by the Bank
- which, if made public, would be likely to have a significant effect on the price of these securities/a material impact on the market value of either Bank securities or the securities of any of these companies/bodies;

Acceptance of gifts and other advantages

7. Members of the Board of Directors shall not apply for, receive or accept from any source any advantage, direct or indirect, which is or may appear in any way connected with their mandate in the Bank.

² Members of the Board of Directors shall respect the EU rules and guidelines, in particular Directive 2003/6/EC on insider dealing and market manipulation and Commission Directive 2004/72/EC, and any other legislation on insider trading and market abuse in force and amended from time to time. Contravention of such legislation, rules or guidelines may constitute a criminal offence.

The members of the Board of Directors should therefore discourage a priori the offer of any gift having more than a *token value*.

However, should it be impossible to refuse, notably because such refusal could prove embarrassing to the donor, the gift is to be surrendered to the Bank through the intermediary of the Secretary General.

Expenses

8. Travel, hotel and/or any other miscellaneous expenses incurred by the Members of the Board of Directors in the execution of their duties for the Bank are paid by the Bank, on the basis of decisions made by the Board of Governors in this respect. Unnecessary expenses or expenses which are not in line with or justified by the results which could eventually be derived or obtained from such expenses shall be avoided. Where persons or organisations offer to pay or pay on their own initiative such expenses of a Member of the Board of Directors, this must be declared on each statement of expenses.

Use of Bank property

9. The members of the Board of Directors shall make appropriate use of the Bank's resources made available to them for the performance of their duties.

Relations with Bank staff and members of the Bank's governing bodies

10. In their dealings with Bank staff, or with members of the Bank's governing bodies, members of the Board of Directors shall refrain from any form of discrimination prohibited by the EU Treaties and the Charter of Fundamental Rights of the European Union.

They shall also refrain from exerting any pressure which might result in any infringement of regulations or deviation from procedures, for example in management of the Bank's assets, award of contracts, management of human resources or financial transactions. They have an obligation to inform the President and the Director of HR when they become aware of cases of discrimination, harassment or bullying.

Privileges and immunities

11. The privileges and immunities enjoyed by the members of the Board of Directors under the "Protocol on the Privileges and Immunities of the European Union" are accorded solely in the performance of their duty. These privileges and immunities shall in no way exempt members of the Board of Directors from fulfilling their private obligations or complying with the laws and police regulations in force.

Cooperation with investigation bodies

12. Should the need arise, the members of the Board of Directors shall cooperate fully with persons charged with conducting any criminal or regulatory investigation in accordance with applicable rules and regulations.

Other rules

13. The rules set out above are not intended to be exhaustive. Should the application of the rules of the present Code not allow to take a decision with respect to a specific matter, the ECC shall decide on the basis of the principles and the rules in force in Codes of conduct applied to members of the EU Institutions and bodies and to members of the decision-making bodies of the European International Financial Institutions.

Administration of the Code

14. For matters that fall under the scope of the ECC as specified in the Operating Rules of the ECC and this Code, members of the Board of Directors should contact in writing the Secretary General, who provides the Secretariat for the ECC and informs the members of the ECC accordingly.

For all other matters outside the scope of the ECC, the President as Chairman of the Board of Directors shall supervise the application of the Code of Conduct.

All decisions issued by the ECC are periodically communicated to the Board of Directors and to the Board of Governors in an annual report.



The EU Bank



Contacts

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