

Code of Conduct and Ethics

Preamble

Catalytic Finance Foundation (Catalytic) is committed to conducting its activities with integrity, independence, responsibility, and respect for human dignity, while providing good working conditions and a healthy working environment for its employees. Catalytic aims to ensure equality, health, and safety for its employees and does not tolerate any act of harassment, discrimination, corruption, fraud, abuse, or other unethical conduct.

Catalytic expects all persons covered by this Code to uphold high standards of professional and ethical conduct in the performance of their duties and in their relationships with colleagues, partners, beneficiaries, donors, service providers and other stakeholders.

Individuals acting for or on behalf of Catalytic are expected to carry out the responsibilities entrusted to them conscientiously, responsibly and professionally, in a manner consistent with Catalytic's mission, values, policies and applicable legal and donor requirements.

This Code of Conduct and Ethics applies to members of Catalytic's governance bodies, employees, interns, contracted consultants, experts, service providers and, where relevant, other individuals acting in the name or on behalf of Catalytic, irrespective of their contractual status or working-time arrangement.

For employees, this Code forms an integral part of the employment framework and must be read and acknowledged. Consultants, experts and other relevant third parties may be required to comply with this Code through their contractual or engagement arrangements.

The Chief Executive Officer is responsible for the day-to-day implementation of this Code. Governance oversight of ethics-related matters is exercised through Catalytic's Ethics Committee and the Foundation Council, in accordance with the governance arrangements described in this Code and Catalytic's related policies and procedures.

1. Purpose and Scope of Application

These regulations lay down the implementing measures for the health and safety rules applicable to Catalytic, the general and permanent rules relating to discipline, and the provisions relating to the rights of the employee's disciplinary proceedings.

The regulations will be supplemented or clarified, as appropriate, by memoranda.

The provisions of this Code are intended to protect individuals and the Foundation, support sound and ethical decision-making, preserve public and stakeholder trust, and ensure that Catalytic's activities

are carried out in a manner consistent with its mission and responsibilities. The standards apply to all persons within the scope defined above, subject to the nature of their role and engagement.

2. Accident Prevention and Health Protection

2.1 Principles

For Catalytic, security is an integral part of the working environment. All employees must support all measures taken by the Foundation for health insurance and accident prevention.

To ensure safety at work, all safety aspects must be taken into account in all tasks and in all functions. Employees are obliged to work safely and must support each other in this task.

2.2. Obligation to announce deficiencies

Defects observed on buildings, equipment and safety devices must be reported to the management.

2.3. Behaviour in case of events and accidents

Each employee has an obligation to provide first aid to any injured person to the best of their knowledge. The Foundation maintains a group of four designated workplace first responders who are certified in **Basic Life Support, Automated External Defibrillation, and Standard Resuscitation Care (BLS–AED–SRC)** by [Save a Life](#). These first responders were trained to provide initial assistance during medical emergencies occurring on the Foundation's premises and to support the timely engagement of external emergency medical services. Their role is supportive in nature and does not substitute for professional medical care.

Events and accidents with or without material damage must be documented and reported to management.

2.4. Escape routes

Exits, stairways, and fire-fighting equipment must be specifically designated as such and must be kept free. This is to be ensured by either the property manager or the Foundation itself.

To ensure the safety and preparedness of all staff members, all employees should ensure their participation in the annual evacuation exercises. These exercises are crucial for familiarizing everyone with the emergency evacuation routes and procedures, ensuring a swift and organized response in the event of an actual emergency.

2.5. Clothing

The clothing and appearance of the employees must be adapted to the work in a safe manner that prevents accidents to oneself or to others.

2.6. Alcohol and drugs

No person shall consume alcoholic beverages during working hours. It is forbidden for any employee to be intoxicated while on the premises of Catalytic. It is also forbidden to enter or stay on the Catalytic premises while under the influence of drugs.

Employees under the influence of alcohol and/or drugs will not be allowed to remain at their workplace and will be considered absent. Time away from work will not be paid.

For celebrations at the workplace (e.g. promotions, birthdays, Christmas, and New Years, etc.), the management of Catalytic may authorize special exceptions and rules.

2.7. Smoking

Smokers must respect non-smokers. There is a general ban on smoking in the workplace; that is, smoking is allowed only in places where smoking is allowed by law or the property manager. This also includes electronic cigarettes.

3. Behaviour and Good Order on the Premises of Catalytic

All staff must adopt, in the performance of their duties, conducts respecting the freedom and dignity of others.

3.1. Precautions / Environment

Each employee is responsible for the good order of their workstation and must take all feasible precautions to avoid damage to the equipment at their disposal (e.g. computers), and to avoid any pollution to the nearby soil, water, and air. The provisions on the protection of the environment must be respected.

3.2. Private occupations

Any private trading activity and any non-Catalytic-related professional occupations are prohibited on the premises of Catalytic. Private work in the company and in the offices must take place outside of working hours.

3.3. Photography

Taking photographs and films for private purposes is prohibited on the premises of the company in the absence of an authorization from management.

3.4. Presence in company areas and buildings

The presence in the company late at night and/or early in the morning (after 8 p.m. or before 6 a.m.), or during non-working days, should be justified by a professional necessity.

3.5. Information

It is forbidden to distribute printed matter on the premises of Catalytic or to collect signatures for purposes unrelated to the Foundation. Displays are only authorized on information panels that can be used by the persons empowered for that purpose.

3.6. Work schedules

The work schedule is 8 hours a day. The core working hours are 10 a.m to 5 p.m.

Employees must respect these hours of work, and management reserves the right to modify working hours according to the needs of professional activities, within the limits imposed by the provisions in force. Employees must comply with any schedule changes from management.

3.7. Delays and Absences

Any delay must be notified and justified to the management.

Any absence for illness or accident must be reported to the management within 24 hours by sending an email. A medical certificate is required if absence because of illness extends to more than 2 working days. Unjustified and unauthorized absences may give rise to sanctions.

4. Protection of the Individual

4.1. Gender Equality and Non-discrimination

Catalytic is committed to fostering a professional environment grounded in dignity, respect, fairness, and equal opportunity. All individuals must be treated equitably, and the same rules and standards shall apply irrespective of gender, nationality, ethnicity, race, colour, religious belief, political opinion, social origin, disability, age, sexual orientation, marital or family status, or any other personal characteristic unrelated to professional performance. Catalytic does not tolerate any form of discrimination, whether direct or indirect, in recruitment, employment conditions, remuneration, professional development, promotion, or termination.

In accordance with the Swiss Gender Equality Act and applicable international standards, Catalytic is committed to promoting gender equality and fostering an inclusive workplace culture in which diversity is valued and respected. All employees, consultants, and partners share responsibility for maintaining a work environment free from discrimination, intimidation, exclusion, or unfair treatment. Any discriminatory behaviour is strictly prohibited and may result in disciplinary action.

4.2 Prevention of Slavery and Human Trafficking

Catalytic strictly prohibits all forms of modern slavery, including forced labour, bonded labour, child labour, servitude, and human trafficking, or any form of exploitation of individuals, and is committed to ensuring that its operations, partnerships, procurement processes, and funded activities are conducted in a manner that respects fundamental human rights and international labour standards.

This commitment applies to all employees, consultants, service providers, suppliers, partners, and any third parties acting on behalf of or in collaboration with Catalytic. Catalytic expects its partners and service providers to operate in full compliance with applicable laws and internationally recognized standards, including those set forth by the International Labour Organization and relevant United Nations conventions.

4.3. Prevention of Sexual Exploitation and Abuse

Catalytic recognizes that sexual harassment can occur in the working environment and that it can cause severe harm to people who experience it, both in their professional and personal lives. Negative effects

on the quality of work, productivity, motivation, and absenteeism also severely penalize the Foundation.

Sexual harassment includes any unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment.
- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual.
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment.

Examples of sexual harassment include, but are not limited to:

- Unwanted physical contact or conduct of any kind, including sexual flirtations, touching, advances, or propositions.
- Verbal harassment of a sexual nature, such as lewd comments, sexual jokes or references, and offensive personal references.
- Displaying or circulating sexually suggestive or explicit objects, pictures, or materials.
- Making or threatening reprisals after a negative response to sexual advances.

Catalytic recognizes and accepts the standards under "United Nations Special measures for protection from sexual exploitation and sexual abuse"¹ and is committed to providing a work environment free from sexual harassment. Sexual harassment in any form is unacceptable and will not be tolerated.

This principle applies both to behaviours occurring in the workplace and to those that may occur in other places, if they are detrimental to the person in the course of his or her employment. Any conduct of harassment is punishable by disciplinary measures up to and including immediate dismissal.

4.4 Prevention of Bullying and Harassment

Bullying and harassment in any form are strictly prohibited. This includes any inappropriate conduct, whether verbal, physical, psychological, or written, that demeans, intimidates, humiliates, undermines, or creates a hostile, intimidating, or offensive working environment. Such behaviour is unacceptable regardless of whether it occurs in the workplace, during work-related activities, or in the context of professional interactions with colleagues, partners, service providers, or other stakeholders.

In order to ensure a good working climate, improve human resource management, and promote employee well-being, the management, in collaboration with staff, implements this policy to prevent any form of bullying or harassment. Each employee is entitled to correct and respectful treatment by the management, their colleagues, or any person external to Catalytic, in order to preserve their physical and mental integrity.

¹ ST/SGB/2003/13

(<https://undocs.org/Home/Mobile?FinalSymbol=ST%2FSGB%2F2003%2F13&Language=E&DeviceType=Desktop&LangRequested=False>)

This Regulation concerns all regular or temporary staff. It applies equally to cases where harassment is committed by a person inside or outside the Foundation. It also concerns cases of harassment by a staff member towards a person outside the Foundation, in the context of work. Service providers are required to apply this policy to their conduct as well.

4.5 Reporting Procedures

Any employee, consultant, or partner who believes they have been subject to or becomes aware of or suspects any instance of modern slavery, human trafficking, any form of discrimination, or sexual or any other harassment in connection with Catalytic's activities must report the concern through Catalytic's grievance and reporting mechanisms.

All complaints will be handled with discretion and confidentiality to the extent possible. Catalytic will conduct a thorough and impartial investigation of all reports. Both the complainant and the accused will be informed of the outcome of the investigation.

Reports can be made to the CEO or, in the case of CEO's involvement in the complaint, the complaint should be addressed to a higher authority, i.e. the Council of the Foundation.

The cantonal labour inspectorates are responsible for enforcing the provisions of the Federal Labor Act (LTr), including the principle of respect for individuals in employment relationships.

Thus, in the event of a complaint, the labour inspectorate is empowered to investigate whether there is a situation involving harassment, discrimination, bullying, or any other form of misconduct affecting the dignity or integrity of an individual.

In case such a situation is identified, the authority may require the employer to take appropriate corrective and preventive measures in accordance with applicable laws and regulations.

Useful addresses:

Major organizations that can provide information and support:

Committee against harassment sex/rape-rescue: +41 (0)22 345 20 20

LAVI consultation Center: +41 (0)22 320 01 02

Cantonal inspections of the work of French-speaking Switzerland

GENEVA - Cantonal Office for inspection and labour relations Rue Ferdinand - Hodler 23, P.O. Box 3974, 1211 Geneva 3

Tel: +41 (0)22 327 28 50/ Fax: +41 (0)22 327 05 11

4.5.1 Violations

Violations of the regulations, as well as other facts of criminal violations, will invoke the following measures, depending on the severity of the case:

- Verbal warning
- Written warning
- Dismissal
- Immediate dismissal (Art. 337 CO of the Swiss employment law)

In all cases, civil and criminal law measures, in particular claims for compensation for voluntary or negligent damages, remain reserved under Art. 321 e CO.

4.5.2 No Retaliation

Catalytic strictly prohibits retaliation against any individual who reports sexual or any other harassment or participates in an investigation. Any form of retaliation will be met with disciplinary action, up to and including termination of employment.

4.5.3 Training and Awareness

Catalytic provides annual mandatory training to all employees on the Prevention of Sexual Exploitation and Abuse (PSEA) and the company's policies and procedures regarding sexual harassment.

All future employees should be subject to a background check for sexual misconduct and are required to sign a "Self-Declaration of Absence of Sanctions Related to Sexual Exploitation and Abuse (SEA)" at the time of signing the employment contract.

5. Ethics

Ethical conduct is a core element of Catalytic's governance and institutional culture. The ethical principles in this section guide conduct and decision-making across the Foundation and apply alongside the specific rules contained elsewhere in this Code.

5.1 Ethical Principles

Catalytic's activities shall be guided by the following principles:

- **Integrity and honesty** - acting truthfully, in good faith and with moral and professional integrity.
- **Independence, neutrality and impartiality** - exercising judgement objectively and without improper influence or favour.
- **Respect for human dignity and human rights** - treating all individuals with dignity and protecting them from discrimination, exploitation, abuse and harassment.
- **Fairness and non-discrimination** - applying rules and decisions consistently, objectively and without unjustified preferential treatment.

- **Transparency and accountability** - ensuring that decisions and transactions are appropriately authorised, documented, explainable and subject to oversight.
- **Responsibility and stewardship** - using the Foundation's funds, assets, information and relationships responsibly and for their intended purposes.
- **Professionalism and due care** - carrying out responsibilities competently, diligently and in accordance with applicable standards.
- **Loyalty to Catalytic's mission and public-interest purpose** - acting in a manner that protects the Foundation's mission, independence, reputation and legitimate interests.

Where a situation is not expressly addressed by a specific rule or policy, individuals covered by this Code are expected to apply these principles in good faith and seek guidance where appropriate.

5.2 Ethical Conduct and Decision-Making

In applying the above principles, individuals covered by this Code shall, as appropriate to their role:

- make professional decisions on objective and relevant considerations and avoid improper personal, financial or external influence;
- identify, disclose and appropriately manage actual, potential or perceived conflicts of interest;
- protect confidential, personal and proprietary information and use it only for legitimate professional purposes;
- not solicit, offer, give or accept gifts, advantages or benefits that could improperly influence, or reasonably appear to influence, a decision or relationship;
- ensure that information, records, reporting and external communications are accurate, transparent and not misleading;
- use Catalytic's resources and funds responsibly and only for authorised purposes;
- treat colleagues, partners and stakeholders respectfully and contribute to a professional environment free from discrimination, harassment, exploitation, abuse and retaliation; and
- comply with applicable laws, contractual obligations, donor requirements and Catalytic's internal policies and procedures.

5.3 Ethics Committee and Ethics Oversight

The Ethics Committee is the designated governance body responsible for ethics-related oversight within Catalytic. It supports consistent application of this Code and provides governance-level consideration of material ethical matters.

The Ethics Committee's responsibilities include overseeing the implementation and application of the ethical standards established by this Code; considering significant or recurring ethical issues and alleged violations that require governance-level attention; reviewing, as appropriate, investigation findings, recommendations and identified systemic or governance weaknesses relating to ethical conduct; providing or facilitating guidance on ethical dilemmas and conflicts of interest where escalation is appropriate; monitoring the implementation of relevant corrective and preventive measures and identifying recurring patterns or areas requiring strengthened controls or awareness; supporting ethics awareness and appropriate training; and reviewing this Code and recommending amendments when necessary.

The Ethics Committee does not replace Catalytic's Investigation Function. Allegations of misconduct are assessed and, where appropriate, investigated in accordance with the Investigation Procedure. The Ethics Committee's role is to provide ethics-related governance oversight, review relevant outcomes and support appropriate follow-up, while preserving the independence and confidentiality of any investigation.

Any Ethics Committee member who is implicated in a matter or has an actual, potential or perceived conflict of interest shall not participate in the consideration or decision-making relating to that matter.

5.4 Review and Updating of the Code

The Ethics Committee shall review the Code periodically and whenever material legal, regulatory, donor, organisational or operational developments, investigation findings, risk assessments or identified control weaknesses indicate that an update may be necessary. Proposed amendments shall be submitted to the CEO for approval in accordance with Catalytic's governance arrangements. In case of a material change, the Committee may decide to escalate the approval to the Foundation Council.

6. Behaviour and Anti-Corruption/Fraud Policy

This section translates the ethical principles set out above into specific integrity, anti-corruption and fraud-prevention requirements applicable to persons acting for or on behalf of Catalytic.

The work of Catalytic must be performed with professionalism, integrity, moral rigour and due care.

Catalytic is committed to respect for applicable laws and regulations in all countries where it operates. Employees, consultants, service providers, partners and other persons acting on behalf of Catalytic are expected to comply with applicable legal requirements and with the standards established by this Code.

What is contrary to the law is contrary to the value of Catalytic.

Employees, partners and collaborators are not to pursue a profit or personal benefit or for Catalytic, in violation of the laws in force and of the rules contained in the Code of Conduct and Ethics.

Catalytic provides its activities with transparency. Any operation and transaction are registered, authorized, verifiable, legitimate, consistent and appropriate, according to the laws in force and internal procedures. Any practice of corruption and collusive behaviour are prohibited without exception. Individuals or bodies having a relationship with Catalytic must have access to complete and accurate information on the activities which concern them.

For employees and third parties who work with Catalytic, it is prohibited to use the information they have read for other purposes which do not concern the implementation of the tasks entrusted to them by Catalytic.

Catalytic does not accept any gift or benefit which would be anonymous or would be accompanied by intent or conditions towards its targets. Catalytic ensures that its donors share the same ethical values. Similarly, the choice of partners must be guided by the same ethical principles contained in the Code of Conduct and Ethics.

Catalytic favours technical and economic operators in the intervention countries where the good quality of the goods, work and services is guaranteed. Catalytic makes its choice of suppliers based on its Procurement Policy which promotes efficiency, fairness and transparency. Catalytic requires respect for the laws and ethical standards.

Any communication externally should be truthful, controllable, non-aggressive and respectful of the rights and dignity of people.

Relations with persons or bodies exercising a function of control and audit must be based on principles of efficiency, accuracy and transparency. Catalytic's offices and partners collaborate with supervisory bodies avoiding any obstruction. They shall not hide information or provide documentation stating false information as well as prevent or interfere with the operation of the control and audit activities.

If a violation of the Code of Conduct and Ethics is proven, Catalytic will adopt measures against those responsible for the violations. The disciplinary measures are those under the contract in the case of salaried staff, and such measures as deemed necessary or appropriate to prevent the repetition of the violation in the case of external persons.

7. Anti Money Laundering/Know Your Client Policy

Catalytic is committed to preventing money laundering by complying with all applicable laws and regulations.

Catalytic has a due diligence process for partners and service providers based on a KYC process. The KYC process consists of the use of a professional KYC tool (Moody's Grid) to check legal record of the entity as well as the main shareholders and research on the internet for media exposure. Companies must complete this process and provide supporting documents, which will be checked by Catalytic before funds can be forwarded.

The information collected in the KYC process allows Catalytic to better know its partners before accepting them as potential service providers or sub-contractees. The KYC process also helps Catalytic to assess the conditions of compliance with national laws and international conventions, especially on the fight against corruption and money laundering.

8. Conflict of Interest

In the performance of its activity, Catalytic initiates partnerships and/or concludes agreements, to develop collaborations and lead actions consistent with its objectives. All employees of Catalytic as well as partners are called upon to prevent all situations able to create a conflict between its objectives and activities. In the event of conflict of interest, individuals to whom this Code of Conduct and Ethics applies will inform without delay the management, who can escalate depending on the nature of the conflict.

9. Grievance mechanism

Any individual covered by this Code who experiences, witnesses, becomes aware of, or reasonably suspects misconduct or an ethical violation is encouraged to report the concern promptly through Catalytic's established grievance or whistleblowing channels. Reports may be made to the CEO or, where the CEO is implicated or a conflict exists, to the Council of the Foundation or another designated independent channel. Anonymous reports will also be considered.

All reports and complaints should be handled with discretion and confidentiality to the extent possible. Catalytic will conduct a thorough and impartial investigation of all reports. Both the complainant and the accused will be informed of the outcome of the investigation.

Catalytic has established a dedicated Investigation Procedure that sets out the process for the assessment, investigation and resolution of allegations of misconduct. The Investigation Procedure complements this Code and the Whistleblower Policy by defining the applicable roles and responsibilities, investigation principles, escalation mechanisms, confidentiality requirements, appointment of independent investigators where appropriate, and procedures for reporting investigation outcomes and implementing corrective measures.

Catalytic strictly prohibits retaliation against any whistle-blowers (i.e., individuals who filed a report internally or externally) or participants of the investigation. Any form of retaliation will be met with disciplinary action, up to and including termination of employment.

Declaration:

I, _____, hereby acknowledge that I have read and understood the Code of Conduct and Ethics and agree to abide by it.

Signature, Date