

HSBC Canada Employee Code of Conduct

For Employees





Table of Contents

Letter from President & CEO4

Our Global Principles and Values5

Putting Our Values Into Practice6

 Conduct.....7

 Code of Conduct7

 Respect for the Law8

 Respect for Each Other11

 Respect for Our Company and Its Assets11

 Respect for Our Customers and Financial Markets18

 Respect for Our Competition19

 Respect for Our Community and Environment.....20

How Do I Ask Questions or Report Violations?21

Contact Information21



Dear Colleague,

At HSBC, we use our unique expertise, capabilities, breadth and perspectives to open up a world of opportunity for our customers. We're bringing together the people, ideas and capital that nurture progress and growth, helping to create a better world – for our customers, our people, our investors, our communities and the planet we all share.

We are all here to make customers' dreams a reality – they are the reason we come to work each day. Every time we make a decision, there are customers impacted. Putting customers first means when you make a decision ask 'How would I want to be treated?' and 'Are we being responsive, respectful and considerate?' In order to achieve sustainable, profitable returns and revenue growth while delivering fair outcomes for our customers, we need a greater focus on our customers across all functions and lines of business. Essentially, we need to put customers at the heart of each decision.

Every one of us has a critical role to play in this and I see daily examples of employees taking action to do the right thing.

To help you, we have collected here in one place several very important statements and policies regarding our principles, our values, ethics and conduct.

Taking ownership for doing the right thing means acting accordingly, asking the right questions, and speaking up if you have concerns. This document provides both guidance for when you should speak up and contacts for doing so. I am personally committed to ensuring you have a safe and supportive environment to report any possible violations of policy.

Thank you for taking the time to review this document carefully and for your ongoing commitment to make HSBC a place where we put customers at the heart of each decision and where we are all proud to work.

A handwritten signature in black ink, appearing to read "L. Seymour".

Linda Seymour
Group General Manager, President & CEO
HSBC Bank Canada

Our Global Principles and Values

Our success as a leading international bank serving customers and society for more than 150 years is guided by a set of principles.

Our global Principles overlay all Group policies and procedures, informing and connecting our purpose, values, strategy and risk management. In other words, why we are here, who we are, what we do and how we do business.

Why we exist

Our purpose – Opening up a world of opportunity – explains why we exist: to open up new kinds of opportunities for our customers, our people, our investors, our communities and the planet we all share.

Who we are

Our values – values guide us in all our actions – from strategic decisions to day-to-day interactions with customers and each other.

We value difference

Seeking out different perspectives

We were born speaking different languages. We were founded on the strength of different experiences, attributes and voices which are integral to who we are and how we work.

The greater our empathy and diversity, the better we reflect the worlds of our customers and communities – and the better we can serve them.

So we champion inclusivity. We listen. We remove barriers. And we seek out views different from our own.

We succeed together

Collaborating across boundaries

We offer our customers a unique breadth of opportunity.

And we can only deliver the full promise of this by being truly connected – across boundaries. With our customers and partners. Together as colleagues and as an organisation.

So, we collaborate across boundaries. We break down silos. We trust and support each other. And, when necessary, get out of each other's way.

Together, we make possible what we cannot do alone.

We take responsibility

Holding ourselves accountable and taking the long view

What we do has a real impact on people's lives, communities and the planet. We take this responsibility seriously.

We set ourselves to high standards and are each accountable for our actions. We always use good judgement. If something doesn't feel right, as colleagues, we speak up and act.

We build for tomorrow, today. We succeed only by taking the long view, by focusing on the sustainable interests of our customers, investors, and the planet we all share.

We get it done

Moving at pace and making things happen.

We create value for our customers and investors by always moving forward and making things happen.

We're entrepreneurial: we try new things, we learn and improve, and we take smart risks.

We're dynamic: we reject mediocrity; we move at pace.

We're decisive: we make clear choices and take bold actions.

And we keep our word: we always do what we promise.

Policy Statement

It is the policy of HSBC Bank Canada (the Bank), its subsidiaries, and HSBC Global Services (Canada) Limited (together, "HSBC Canada") to act honestly and fairly at all times in all its endeavours. HSBC Canada commits to conduct its business in compliance with the spirit and letter of all applicable laws and regulations, to adhere to high ethical standards, and to comply with standards of good market practice.

Employees at all levels have a duty to act with and demonstrate integrity, to understand the rules and regulations applying to the activities for which they have responsibility, promote adherence to our compliance culture and take appropriate action if laws or policies are breached.

Putting Our Values Into Practice

We demonstrate our values day to day when we

- ◆ Make good decisions
- ◆ Deliver good conduct behaviours and activities
- ◆ Consider environmental, social and economic factors in our decisions and actions
- ◆ Speak up when something is wrong

To those ends, Group members should:

- ◆ comply with both the letter and spirit of all relevant laws, codes, rules, regulations and standards of good market practice in each jurisdiction around the world where they conduct business and when transacting business in their personal HSBC accounts;
- ◆ ensure that any irregularities which arise are promptly resolved in a manner which minimizes financial loss and protects the good name and reputation of the Group; and
- ◆ put others' interests ahead of the interest of the individual employee.

Management at all levels must ensure they, or their executives with delegated managerial responsibilities, are fully acquainted with the rules and regulations applying to the operations for which they have responsibility and that arrangements for ensuring compliance with legal/regulatory requirements are an integral part of the operational procedures of the business. Where managers become aware of possible breaches of laws or regulations, they must advise their Local Regulatory Compliance Officer.

Conduct

At HSBC we define what conduct means and how we measure success. Conduct at HSBC means that we take responsibility, recognizing the real impact we have on our customers and the financial markets in which we operate. Our conduct outcomes mean:

1. We understand our customers' needs
2. We provide products and services that offer fair value
3. We service customers' ongoing needs, and will put things right if we make a mistake
4. We act with integrity in the financial markets we operate in
5. We operate resiliently and securely to avoid harm to customers and markets

HSBC's approach to conduct complements our purpose and values and, together with more formal policies and the tools we have to do our jobs, provides a clear path to achieving our purpose and delivering our strategy.

Code of Conduct

This Code of Conduct is all about respect. Respect for the law. Respect for each other. Respect for our company and its assets. Respect for our customers. Respect for our competition. Respect for financial markets. Respect for the community outside of HSBC.

The requirements set forth in this Code of Conduct are intended to supplement and clarify Our Global Principles, and HSBC Global and local policies and procedures. As an employee or director of HSBC Canada, you must carefully read and comply with the Code of Conduct and other company policies. Where the requirements of this Code of Conduct differ from any requirements of a business specific policy, you must follow the more stringent requirements.

The principles and standards in this Code apply to any location where you are conducting work for HSBC.

All employees, including contingent workers, are required to review and comply with this Code of Conduct. Suppliers to HSBC Canada are expected to follow the general spirit of this Code of Conduct and share in our commitment to ethics and integrity.

Our standards of behaviour apply in the course of our work and in all our professional interactions with colleagues, clients and customers whether in the work environment; at social or corporate events: or using

Ask the Right Questions

To help meet our commitment to fighting financial crime and meet regulatory compliance standards, all employees are challenged to "ask the right questions." For every business decision, you must ask:

Is it legal and compliant?
Does it meet both the letter and the spirit of the law?

Is it commercially sensible?
Do we really know the customer?

Does it protect and enhance our reputation?

Does it serve the interests of our communities and the financial markets in which we operate?

electronic communications, technology or social media platforms.

Violations of this Code of Conduct or other company policies and procedures, or failure to report known violations, can subject you to consequence management, which may include termination of employment. In addition, if you should have, through the exercise of reasonable diligence, discovered violations of this Code of Conduct or other company policies and procedures, but fail to report them, you may be subject to consequence management, including termination of employment.

This Code of Conduct does not address all situations that may arise. It is a general guideline, rather than a complete set of rules and regulations for all situations. Should any question arise as to the interpretation of a particular principle or situation, you should refer your question to your supervisor or department head or Human Resources.

Processes for asking questions or for reporting violations, as well as key contacts, are provided at the end of this Code of Conduct.

Respect for the Law

Numerous laws and regulations, both domestic and foreign, specifically govern various aspects of HSBC Canada's businesses and activities. Examples of these include securities, anti-money laundering, economic sanctions and anti-terrorist financing laws and regulations. In addition, laws and regulations of general applicability (such as employment equity, privacy laws, competition laws and regulations) affect HSBC Canada. Failure to comply with any of these applicable laws and regulations can have serious consequences to HSBC, including liability for damages and other penalties, and may include the risk of the employee being sued personally in a civil law suit.

HSBC Canada's policy is to ensure that any irregularities which arise are promptly resolved in a manner which minimizes financial loss,

treats customers fairly, and protects HSBC Canada's reputation.

As an HSBC Canada employee, you have a responsibility to learn and understand the laws and regulations applicable to the activities of your business unit or function and your particular responsibilities within your business or function. If you have questions or identify unresolved irregularities, you should bring them promptly to the attention of your supervisor or department head and report any potential or actual breaches to your compliance officer.

Preventing Financial Crime

HSBC has zero tolerance for financial crime. HSBC Canada is committed to furthering international efforts against money laundering, terrorist financing, sanctions evasion, bribery & corruption, and tax evasion including compliance with all laws and regulations pertaining to financial crime.

Some important areas of the laws for you to be familiar with are:

Anti-Money Laundering

Facilitating financial transactions with knowledge that the proceeds are from illegal activity is a crime and contributes to the erosion of public confidence in the banking system. Therefore, HSBC personnel must comply with the provisions of the Proceeds of Crime, Money Laundering and Terrorist Financing Act (the "Act") and its Regulations through adherence with HSBC Anti-Money Laundering Policy and Global Standards. Every employee should undertake the due diligence required to adhere to the Policy and Standards and raise concerns when they observe a suspicious transaction. Suspicious transaction reporting is one of our most important obligations under the Act and as such each of us is responsible to escalate any transaction that we suspect may be related to illegal activity for further investigation and possible filing with the Financial Transactions and Reports Analysis Centre of Canada - FINTRAC. HSBC is actively combating terrorist financing, corruption, and any other form of money laundering. Compliance with our Global Policy and Standards will allow us

to fulfill our obligations to our fellow workers, our governing authorities, our parent company and our communities.

Tax Evasion

Tax Evasion means the dishonest concealment of assets, income or gains from tax authorities to reduce or evade tax liability. Tax Evasion is a predicate offence of money laundering, i.e. funds obtained or retained through the evasion of tax are considered the proceeds of crime from a money laundering perspective. HSBC is committed to acting with integrity and conducting our global activities in accordance with all applicable laws and regulations relating to Financial Crime risks. HSBC has implemented a Global Anti-Tax Evasion Facilitation Policy, which sets out the key principles and minimum control requirements to manage the risk of its products and services being used to commit or Facilitate Tax Evasion. HSBC Canada employees and any third party conducting activities on behalf of HSBC Canada, must not take any actions to facilitate tax evasion.

Sanctions

HSBC is committed to complying with all applicable laws regarding sanctions, export/import restrictions and other trade embargoes. We are supportive of Global Affairs Canada and its efforts to contribute to national security and the development of international law. As an employee, you are responsible for being aware of and adhering to the Global Sanctions Policy, Canada Country Sanctions Policy and any additional guidance contained in your line of business or department procedures.

Anti-Bribery & Corruption

HSBC Canada has a zero-tolerance approach towards bribery & corruption and considers such activity to be unethical and contrary to good corporate governance. The Group Anti-Bribery & Corruption Policy is consistent with the Group's commitment to deliver fair outcomes for customers and not to disrupt the orderly and transparent operation of financial markets. HSBC Canada employees and any third party conducting activities on behalf of HSBC Canada, must not take

any actions that violate or facilitate the violation of any anti-bribery & corruption laws or regulation (in any country in which we operate including Canada). All activity must be conducted without intent to bribe or corrupt. Bribery in this context is broadly defined and includes offering or receiving any advantage (financial or otherwise) with the intention of inducing improper behaviour for the benefit of HSBC Canada.

Bribery does not have to involve an actual payment and can take many forms such as a gift, business opportunity or travel and entertainment. You are expected to understand and comply with HSBC Global Anti-Bribery & Corruption policy and procedures, including any local HSBC Canada procedures.

Prevent Insider Trading

The improper or personal use of non-public information concerning HSBC or its affiliates, customers or suppliers is a violation of HSBC's policies, and may subject both you and HSBC to penalties under various securities laws and regulations. Securities laws prohibit you from taking advantage of "material non-public information" about HSBC or its affiliates, customers or suppliers, or communicating such information to others. If you violate these laws, you may be personally subject to regulatory enforcement action as well as consequence management. Information about a company that may affect the market price or a person's decision to invest in its stock is considered material information.

Employees are subject to restrictions on personal investments to mitigate the risk of insider trading and other potential misconduct.

Refer to the Global Regulatory Compliance Policy – Conflicts of Interest (including Personal Account Dealing) and Global Policy on Market Abuse.

Theft / Fraud / Forgery / Misappropriation of Funds / Misrepresentation of results

Theft or deception of any sort as it relates to the Bank's and its customers' records, funds, property, assets and misrepresentation/ manipulation of sales results or performance metrics is not

tolerated. Manipulating account activity, falsifying accounts, forging signatures and documents and misappropriating funds are criminal offences and will be cause for termination of employment. Any actual or potential activity of this nature may be reportable to the Bank's or the subsidiary's regulators

Kiting

Cheque kiting is a type of fraud that usually involves two or more financial institutions and two or more accounts into which worthless (NSF) cheques are deposited to take advantage of the clearing system. One worthless cheque is deposited into an account and before it clears the system a second worthless cheque is deposited into the account on which the first cheque was drawn, thereby preventing what would have been an unauthorized overdraft or a chargeback. The process may be repeated many times, leading the institutions into believing that the accounts are in good standing because there are no chargebacks or apparent unauthorized overdrafts. In reality, the deposit of the worthless cheques has artificially inflated the accounts' balances and the institutions are at risk of a loss. Kiting is often thought of as floating a loan for oneself without authorization and without having to pay interest. Even if the institutions do not suffer a loss, kiting is a criminal offence and will be cause for termination of employment.

Criminal Convictions

All employees must disclose to Human Resources details regarding all criminal convictions from any Canadian or foreign court within two days of any such conviction.

Additionally, licensed employees have a regulatory requirement to report within two days to your member firm, any criminal charges, pleaded no contest to, or if you are granted an absolute or conditional discharge from any criminal offence in Canada or any foreign jurisdiction.

Licensed employees must inform Registrations immediately of these matters to ensure the regulators are promptly notified. There may be other reporting requirements for licensed employees for conduct-

related events such as personal civil claims, personal insolvency or bankruptcy, personal outstanding garnishments that must be reported within 2 days. As a licensed employee, you are responsible for being aware of and adhering to your line of business or department procedures on reporting requirements.

Employees who fail to report a conviction may be subject to consequence management up to and including termination of employment.

Taxes

HSBC Canada is committed to complying with the letter and spirit of all applicable tax laws. Further, we take steps to ensure that our customers do not use HSBC services to evade their tax obligations.

Investigations

As an employee, you are required to cooperate and comply with duly authorized investigations. You must tell the truth in such inquiries and are expected to provide the maximum level of cooperation. All employees are obliged to tell HSBC if they find out they are under investigation by a former employer or regulator, unless precluded by local legislation. They must inform HR and Regulatory Compliance in the first instance. A lack of cooperation with an investigation by an employee is subject to severe employment repercussions, up to termination of employment.

Relevant Policies

Canada Anti-Money Laundering Policy
Canada Privacy Policy
Canada Employee Privacy Code
Personal Account Dealing and Outside Activities) – Canada
Conflicts of Interest Country Policy
Global Data Privacy Risk Policy
Global Social Media Principles
Global Internal Fraud Policy
Global Conflicts of Interest (including Personal Account Dealing) Policy
Global Compliance Policy on Market Abuse
Global Sanctions Policy & Local Country Supplement for Canada
Global Anti-Bribery & Corruption Policy
Global Conduct Requirements

Respect for Each Other

All employees are responsible for ensuring that the working environment is free of any form of harassment, discrimination, bullying, violence, intimidation, or inappropriate behaviour.

HSBC Canada is committed to diversity and equal opportunity. Supervisory personnel are reminded to hire, assess and reward employees strictly on the merit of qualifications and job performance. Because HSBC Canada respects each employee's private life, social conscience and personal beliefs, supervisory personnel may not require employees to perform personal tasks nor attempt to coerce employees into supporting any particular public issue, social cause or political candidate.

HSBC Canada is committed to providing a healthy and safe workplace and complying with health and safety laws. All employees play an important role in creating and maintaining our healthy and safe work environment. All employees are to take every reasonable and necessary precaution to ensure their own health and safety as well as that of their co-workers, and to report any condition or practice that they believe may be hazardous.

There is zero tolerance for inappropriate behaviour while under the influence of drugs or alcohol at work, including behaviour at a work social or corporate event.

Relevant Policies

Global Anti-Bullying and Harassment Code
 CAN: Workplace Harassment and Discrimination – Guidance
 Canada Valuing Diversity and Inclusion Policy
 Canada Employment Equity Policy
 Canada Workplace Violence Prevention Policy
 Canada Health and Safety Policy
 Canada Smoking and Impairing Substances Policy
 Canada Employee Assistance Program



Respect for Our Company and Its Assets

Conflicts of Interest

A conflict of interest arises when your personal interest, or an obligation you owe to someone else, comes into conflict with your obligation to HSBC Canada and its customers. This includes using your position to advance your own personal gain or advantage on the basis of sensitive information gained during your employment, whether or not you obtained this gain or advantage at the expense of HSBC Canada or any of its customers.

Conflict of interest rules apply to all transactions made in your account or in the accounts of persons over which you have influence), whether those transactions are made by you or by those over whom you have influence directly or indirectly. In addition, you may have liability under the law if you, your family, your friends or others obtains a personal gain or advantage on the basis of confidential information acquired directly or indirectly from you. See Global Conflicts of Interest (including Personal Account Dealing) Policy for more information.

While staff members have personal lives and private interests outside their work, as an employee of a financial institution, you must manage your personal financial and business affairs to avoid conflicts of

interest, or even the appearance of any conflict of interest. When a conflict of interest confronts you in the performance of your job, you must disclose its existence promptly to your direct manager or local Regulatory Compliance officer, fully describing the facts giving rise to the conflict, and excuse yourself from any decision made with respect to the transaction.

While it is impossible to set out all the situations where conflicts may arise, the subject areas listed below are examples where a conflict exists or may arise. In some circumstances, an employee may be prohibited from acting in a certain way. In others, the employee's actions may be permitted with prior disclosure and approval.

Accordingly, you should follow your department procedure to report or escalate any real, potential or perceived conflict of interest situation as outlined in this document.

Relevant Policies

Conflicts of Interest (including Personal Account Dealing and Outside Activities)

Activities that are prohibited

Approval of credit, waiver of fees

You must not participate in the consideration or approval of any extension of credit, or any waiver of fees or other exceptional transaction between HSBC Canada and yourself or anyone in your immediate family, or with other entities or organizations in which you or any member of your immediate family have a significant financial interest.

Transactions and relationships for ordinary banking, trust or investment services with HSBC Canada on standard terms and conditions (such as a safe deposit box, a regular chequing or savings account, a certificate of deposit or a discount brokerage, trust or investment relationship on the same terms and conditions available to other customers) do not violate this prohibition.

Prohibited investment activity

Personal trading, and reviewing personal investment portfolios, must not interfere with fulfilling your professional duties or compromise your financial circumstances. You are therefore prohibited from engaging in speculative trading activity.

It is also important that your trading does not create an impression of wrongdoing by HSBC or you. Due to the risk or appearance of non-public information being shared improperly, you must not participate in an investment club.

In making your personal investment decisions or influencing the investment decisions of others, you are prohibited from making investment decisions in any client or third party where you have knowledge of non-public information about that client or third party. In order to avoid potential conflicts in this area, you should avoid investments in the securities of any corporate customer for which you currently have or anticipate having direct or indirect account responsibilities. (See Global Conflicts of Interest (including Personal Account Dealing) Policy).

Gifts, Entertainment and Other Advantages

HSBC operates a zero tolerance approach to bribery & corruption, which includes any attempt to use gifts, entertainment, charitable giving or sponsorship, to improperly influence, bribe or corrupt.

It is unethical, illegal and contrary to good corporate governance to offer, promise or provide, or to request, agree to receive, or accept any gift or entertainment that could be intended to induce or reward either an improper performance to any person or to influence a Public Official.

It is accepted that the giving and receiving of reasonable gifts or entertainment can be part of normal business activity and conduct. It is also accepted that the giving and receiving of gifts or entertainment are a common part of building and maintaining cordial business relationships. The Global Anti-bribery & Corruption Policy does not prohibit the giving and receiving of gifts or entertainment, but restricts their provision and acceptance to

situations where they fall within applicable laws and could not reasonably be used or perceived as bribes or improper inducements. Gifts of cash or cash equivalents may not be given or received under any circumstances. In certain jurisdictions, local laws and regulations may impose more restrictive standards than those contained in the Policy. Under such circumstances, the more restrictive standards always apply.

HSBC Canada employees must comply with the Global Anti-Bribery & Corruption Policy and any additional local Gifts and Entertainment procedures and guidance issued by Financial Crime Compliance. An advantage offered or accepted in contravention of any of the requirements may have consequences and may be referred to Human Resources as a policy violation and/or performance issue in line with HSBC's Consequence Management policies.

Your business line or function may have requirements that are more stringent than those set out in the Global Policy, in which case you are required to comply with such requirements.

Loans and Borrowing

As an employee, you are not permitted to borrow from or personally lend to any of HSBC Canada's suppliers, customers, or other employees. You may receive credit on customary terms in connection with the purchase of goods and services from a commercial establishment (e.g., merchant credit card, furniture store financing) without violating this prohibition. You may also borrow from other financial institutions, including bank correspondents of HSBC Canada, in the ordinary course of their business. You may borrow to contribute to your RRSP account(s).

Employee Financial Services privileges

Employee account and banking privileges are for employee personal use only. Obtaining special rates for personal business use, speculation, or transactions on behalf of relatives, friends or associates is strictly prohibited.

Soliciting or accepting legacies or other favours

You are not allowed to solicit any legacy or other favour granted by an individual or organization where your relationship to the individual or organization arose primarily during the course of your employment.

Employment of relatives and personal intimate relationships between employees

Employment of relatives and situations of consensual intimate relationships between employees, may give rise to a conflict of interest and/or claims of harassment. Inappropriate relationships include those between two individuals who have a reporting relationship or where one has influence over the other's employment activities. If such a consensual intimate relationship

Respect for Our Customers

Question: I have been working with a customer for over a decade, and he has asked if I would be willing to serve as the trustee for his children in the event of his death. Can I?

Answer: You cannot accept an appointment as personal fiduciary (e.g., executor or trustee) or power of attorney for anyone who is a customer or vendor of HSBC, whether alone or with any other person or institution, except in close family relationships or unless you have received approval via your department's Conflict of Interest procedure. And you can never accept such an appointment where an actual or potential conflict with your obligations to HSBC would arise. Also, keep in mind that you cannot solicit any legacy or other favor granted by an individual or organization where your relationship to the individual or organization arose primarily during the course of your employment.

develops, it is the more senior person's responsibility to immediately advise his or her manager or the HR function for appropriate action (such as reassignment to a different role at HSBC Canada). See the Employment of Relatives Policy.

Activities that require disclosure

Fiduciary appointments and powers of attorney

You must not accept a personal fiduciary appointment or power of attorney for anyone who is a customer of, or supplier to, HSBC Canada (for example, as an executor or trustee), whether alone or with any other person, bank or other institution. The only exception to the above is accepting a fiduciary appointment or power of attorney for close family relationships where an actual or a potential conflict with your obligations to HSBC Canada does not exist and you have obtained approval via your department's Conflict of Interest procedure. Where the requirements of a business have more stringent policy requirements, you are required to comply with such requirements.

Outside Activities

Other potential sources of conflict can arise through past or present outside employment positions, conducting personal business, and other outside activities. You must complete an outside activity application on the Employee Conduct Activities (ECA) system to disclose these activities in order to adequately assess and manage potential conflicts. You must report and obtain approval from your line manager and the respective stakeholders before engaging in external activities.

Outside Activities requiring disclosure and approval

Complete the HSBC Personal Connection Conflicts Form (within the ECA Platform) in the following situations and in any other situations where you believe that a potential conflict may exist:

- ◆ Engaging in any business, outside of the employment with HSBC or its affiliates, including any family-owned business or the providing of private investment advice;

- ◆ Accepting a paid or unpaid appointment of an influential role (e.g. officer, director, partner, trustee, spokesperson, adviser or consultant), to any external organization (e.g. incorporated company, industry body, charity, trust, limited liability partnership);
- ◆ Seeking or accepting a nomination or appointment to any public office or government-sponsored agency or advisory board. This also applies to any role that involves contact with public officials;
- ◆ Acquiring or holding private investments of 5% or more (3% in the case of listed entities) of any business, fund, real estate syndicate or partnership. This could be as a part or full owner, controller, partner or holder of voting equity; or
- ◆ Taking on a directorship with an outside organization (other than HSBC or its affiliates) at the specific request of HSBC.

You should ensure any roles you are assuming do not or cannot be perceived as presenting a conflict with your employment at HSBC Canada, and do not carry onerous responsibilities which might impinge upon your activities for HSBC Canada.

If you are licensed or registered with a regulatory body, you may have additional disclosure requirements beyond what is described in this HSBC Canada Employee Code of Conduct and must refer to your business' Conflict of Interest procedure. Those requirements do not replace your disclosure obligations under this HSBC Canada Employee Code of Conduct.

Outside Directorship at the specific request of HSBC

When, at the specific request of HSBC, you take on a directorship with an outside organisation (non-subsidiary company of HSBC Holdings Plc), HSBC maintains insurance protection under the HSBC Group Directors & Officers (D&O) policy. The policy provides cover for any amount you become legally obligated to pay on account of a claim or investigation against you, for an alleged or actual

wrongful act committed in an executive or non-executive management capacity.

You must waive all fees and benefits offered by the company. This is to avoid any conflicts of interest arising from receiving compensation from both HSBC and the company for the same activity.

You should maintain records of all directorships you hold or have held during at least the last ten (10) years, in case the information is required by regulatory authorities.

Holding of public office

The holding of public office, elective or otherwise, may give rise to a conflict of interest or could prevent us from having normal business relationships with the governmental body involved, including depository relationships and the purchase of its debt obligations.

Employees must obtain the required approval prior to seeking public office or accepting an appointment to one. The HSBC Personal Connection Conflicts Form must be completed in this situation. A public office means any position in the province, municipality, city, town, village or federal governments and includes school districts, public authorities and other comparable governmental subdivisions or agencies.

Investment Activity

You also must not engage in personal investment activities that create a conflict of interest or that in any way constitute market abuse. Certain employees, due to the nature of their role and area of business ("covered workers") are subject to additional oversight of their personal account dealings. This may include restrictions or pre-approval by your line manager and Regulatory Compliance, if applicable, for certain types of investments and trading activities.

You should also consult the Global Conflicts of Interest (including Personal Account Dealing) Policy and business line specific procedures for additional requirements that may apply.

Personal Gain

You must not use confidential information about

HSBC Canada, or any of its affiliates, employees, customers, or suppliers entrusted to you, or that you otherwise became aware of in the course of your employment, for your personal gain or the personal gain of your family, friends, or others.

All intellectual property created or otherwise developed by you or other employees of HSBC in the scope of HSBC employment is the exclusive property of HSBC and you may not utilize any such property for your personal gain or the personal gain of your family, friends or others.

Information about HSBC

Because of your position, you may obtain information about your business unit or HSBC not otherwise available to the public.

You cannot disclose confidential financial or other proprietary information concerning any of these entities to outsiders until it has been published in reports to security holders or otherwise made generally available to the public.



Information about Our Customers and Employees

We expect you to treat information entrusted to HSBC Canada by our customers and employees as confidential. This includes information relating to deposit and loan balances, information concerning the management, financial condition and future plans of our customers' businesses, employee/salary information and information obtained in the course of fiduciary relationships.

You must not disclose confidential information to anyone either inside or outside HSBC Canada who does not have a legitimate need to know the information. Your obligation to maintain the confidentiality of information continues even after you leave HSBC Canada. Please refer to our guidelines respecting customer information and privacy protection policies.

We consider employee files, personal bank accounts and other information concerning our employees as the property of HSBC Canada and strictly confidential. This information is not to be viewed without a business purpose, or disclosed to outsiders by fellow employees or supervisors. It is prohibited to look up the account information of friends, family, employees or clients outside of the normal course of business. Employees should only view their personal account information via Personal Internet Banking (PIB) or other public systems such as ATMs. Using internal HSBC systems to look up your account information is considered inappropriate use of these systems. You may inspect your own employee records but may not

copy or remove any documents in your file without permission from Human Resources. Requests for any such information should be made in accordance with HSBC Canada's Employee Privacy Code.

Use of HSBC's Computer Systems

Use of HSBC Canada's computer systems provides employees access to confidential customer and employee information based on the business/support function(s) being performed. Employees are granted access to HSBC Canada's various computer systems to perform their job duties. Each employee is expected to protect the access granted to him or her and to keep any associated passwords confidential at all times. Any unauthorized access to, collection, use, or disclosure of personal information is a violation of Canadian privacy laws and must be reported through the Cyber Incident Response & Threat process.

Employees should be aware that the use of e-mail, electronic communication and internet facilities of any kind (whether for personal or business purposes) is subject to monitoring. Therefore, the use of any of the HSBC Group's devices or systems, and use of the Internet from HSBC premises, will not be private. Employees are required to adhere to all internet and e-mail usage policies.

HSBC Records

HSBC's books and records and other essential data are to be maintained with accuracy and honesty in strict compliance with applicable laws, accounting principles and management's general authorization. When preparing such records, employees are not to make false or misleading entries in records nor permit the existence of any fund or asset or liability which is not fully and properly recorded on HSBC's books. No transactions, agreements, programs, plans, obligations or payments shall be entered into, made or recorded with the understanding that their use is for other than the stated purpose. Employees shall not make any false or misleading statements about such records or conceal information from management or HSBC's auditors. We expect you to fully cooperate with our internal and independent auditors and counsel.

External Communications

HSBC Canada has a national presence enhanced by a unique partnership with HSBC Holdings plc and its affiliates. As such, we may comment on business, financial and community issues when called upon.

However, all media inquiries must be directed to Communications without further comment. Likewise, Communications must coordinate all ongoing media contact. This ensures the preparation of official statements is consistent with house views and corporate policy, contacts are monitored and anticipated news coverage is properly managed.

Any employees wishing to speak to media or present at external events (either as a panelist or keynote speaker) must be licensed by Communications to do so.

Communications must approve any articles, or other materials that employees may wish to submit to the media for publication. For further information, please refer to the Group Communications Policy.

For regulators, only those authorized by their Executive member should deal with regulators. Interactions with regulators must follow the procedures set out in the Enterprise-Wide Regulatory Engagement Procedures. Any questions should be referred to the Regulatory Affairs Team in Compliance.

Social Media

While we should be proud of the work we do and the people we work with, we must also remember that what we do and say online matters – just like what we do and say at work.

There are also legal, regulatory and safety considerations to keep in mind. For example, sharing personal information about HSBC's customers or employees without appropriate permission is a breach of privacy legislation.

Individual employees are not permitted to create any social media presence on behalf of HSBC, nor publish anything which could be interpreted as representing the views or opinions of, or offer advice on any HSBC

products or services, unless authorized through the procedures set out in the Global Marketing Social Media policy.

Employees are encouraged to review HSBC Social Media Principles, which are designed to assist and protect employees to engage with HSBC content online in a responsible way.

Your business line or function may have requirements that are more stringent than that of the HSBC Social Media Principles, in which case you are required to comply with such requirements.

Relevant Policies:

- Canada Employment of Relatives Policy
- Canada Employee Privacy Code
- Canada Privacy Policy
- Canada Contact with Government Officials Policy
- Social Media Principles for HSBC Employees
- Social Media Guidance for Wealth Management Restricted Group Employees
- Group Information Security Risk Policy
- Global Anti-bribery & Corruption Policy
- Global Communications Policy
- Global Electronic Communications Policy
- Global policy on Establishing, complying with, and reporting breaches of the Code of Conduct
- Global Compliance Conflict of Interest (including Personal Account Dealing) Policy
- Global Outside Activities Mandatory Procedure
- Global Policy on Market Abuse

Respect for Our Customers

When a CMB Relationship Manager (RM) noticed a mistake in overcharging a customer, the RM was quick to put it right.

The customer, who has banked with HSBC for decades, had accepted these higher charges without complaint.

The RM took personal accountability and discussed the overcharging issue with his senior management. They agreed that the rates looked like anomalies and should be reduced.

The RM met with the customer and told them about the revised pricing. They were delighted and noted that they've always been happy with the service received from HSBC and were particularly grateful that we took a proactive approach in this case.

Respect for Our Customers and Financial Markets

Customers

HSBC is committed to offering quality products and services in the interest of customers and ensuring that customers are free to exercise choice based on a competitive marketplace. Regarding its products and services, HSBC will present information in a manner that is clear, simple, and not misleading over the life cycle of the product or service. In dealing with customers, HSBC is committed to providing an environment free of discrimination.

HSBC is also committed to providing fair outcomes for our customers:

- ◆ We know our customers and understand their needs – we actively listen to them and ask the right questions.
- ◆ We design products that meet our customers' different needs, are competitive, and are understandable.
- ◆ Our products and services provide a balanced exchange of value for our customers and for HSBC.
- ◆ Throughout our sales and servicing, we are efficient, transparent, and customer focused.
- ◆ We manage our products and services so that our customers' experiences are in line with the expectations we set.

In acting in the best interests of consumers, HSBC is committed to being in compliance with the consumer protection requirements set out in the Bank Act (Canada) and its related regulations, the consumer protection requirements set out in the Client Focused Reforms for our securities firms, voluntary codes and industry commitments made within the financial services sector, and guidance published by the Financial Consumer Agency of Canada.

Financial Markets

HSBC Canada participates in financial markets in a manner that upholds market integrity, ensuring that the orderly and transparent functioning of those markets is not disrupted. All employees in their personal financial dealings, as well as those employees involved in market activity should ask whether a reasonable observer would think their transactions and activities meet the appropriate requirements:

- ◆ We seek to prevent and will proactively identify actions and behaviours that constitute market misconduct, and respond appropriately.

- ◆ We execute trades in a timely, clear and controlled manner ensuring that optimal execution is achieved for our customers and that HSBC trades are not manipulative.
- ◆ We manage conflicts of interest and appropriately handle information to reduce the opportunity for misuse.

Refer to the Global Conduct Approach for more information.



Respect for Our Competition

HSBC Canada believes in the free enterprise system and is dedicated to the maintenance of fair competition in an open market. Employees are to avoid any circumstances that will, or would appear to, violate competition laws.

Employees shall refrain from discussing or entering into any arrangements or understandings with competitors concerning prices, production limits, allocation of customers, products or territories, boycotting certain customers or suppliers or in any way engaging in other anti-competitive practices. Normal business activities occasionally require contacts with competitors, but on such occasions discussion of any of the above-mentioned subjects must be avoided. Any violation of these conditions should be reported immediately to the Legal department or through HSBC Confidential.

Whenever any doubt exists as to the legality of a particular situation, advice from the Legal department should be sought before engaging in this activity. In this same spirit, employees should refrain from making disparaging comments about the products or services of HSBC Canada's competitors.

No Retaliation

Reports of violations made under this HSBC Canada Employee Code of Conduct will be kept in confidence except as may otherwise be required by law, regulation, or where otherwise permissible. HSBC recognizes the importance of providing a safe environment for individuals to report incidents of possible unlawful activity or violations of policy and it is improper to take any adverse job action against an individual for reporting in good faith such activity or violation to HSBC or to a government agency.

Relevant Policies

Group Whistleblowing Policy
Canada Whistleblowing Policy
Trade Association Register

Respect for Our Community and Environment

We are committed to building our business for the long term. Our business has an impact on people here in Canada and all over the world – including our customers, employees, suppliers, regulators, investors, and the wider communities we serve. Being sustainable means building strong relationships with these stakeholders and taking into account the issues that matter to them.

Visit our Environment and Community page for more information

Environment

Making the transition to net zero, in line with the Paris Agreement, requires businesses and economies to undergo a fundamental transformation. We believe that finance has a crucial role to play in tackling climate change – and HSBC aims to be a leading partner in the transition to a low-carbon future.

Our climate plan has three overarching themes: we will support our customers in their unique transition journeys, unlock new climate solutions, and transform HSBC into a net-zero bank.

Visit the Corporate Sustainability intranet for more information about how to get involved and support your client conversations.

Community investment

We have a long history of supporting the communities we call home through contributions to charitable programs that have a measurable impact. In Canada we align to HSBC Group's focus on climate solutions, employability and financial capability. A portion of our donation budget is also set aside for causes and organizations that our employees are most passionate about and for which they volunteer. Employees can apply for a matched donation of up to \$500 to support their cause through the HSBC Employee Match Program.

Investing in our communities extends beyond financial donations. We work with our partners to create opportunities for employee volunteerism, and every employee is offered one day per year to volunteer with a registered charity of their choice.

Government and Public Affairs

HSBC advocates the democratic system and is committed to upholding the political, legal and governmental processes of the local, provincial and federal systems of Canada and other countries where it operates.

Further, HSBC recognizes that participation by citizens in civic and political activities is necessary for this system to function properly. HSBC encourages employees to exercise their right to vote, to participate actively in the political process, to be informed on public issues and on the positions and qualifications of public officials and candidates for public office and to support issues, candidates and parties of their choice, as individual citizens.

Political activities and contributions

Employees are not permitted to use HSBC Canada's name, or the name of HSBC Holdings plc or any of their affiliated entities, either directly or indirectly, to endorse any public issue, political candidate, or political party.

HSBC prohibits employees from using its funds or property to support candidates for political office or political parties or committees. HSBC does not use corporate funds to make contributions to federal, provincial or municipal candidates or committees. We prohibit the use of HSBC employees or property, including office supplies, printing facilities, postage and equipment, to promote political candidates or parties.

HSBC prohibits employees from making any expenditures for such purposes through travel and expense accounts and does not allow recovery of any such expenditure.

Contact with public office holders / Lobbying

Employees must not have contact with public office holders (federal, provincial or municipal) without the prior approval of the Communications function (which includes Public Affairs), unless they are already registered as a lobbyist in the relevant jurisdiction. Further, employees are required to log all contact with government officials (federal, provincial or municipal) in accordance with the Contact with Government Officials Policy.

Relevant Policies

Canada Contact with Government Official Policy

Group Political Contributions Guidelines

Group Communications Policy

Matching overview - HSBC - GivingForce

How Do I Ask Questions or Report Violations?

Asking Questions

This HSBC Canada Employee Code of Conduct is a general guideline, rather than a complete set of rules and regulations for all situations. Should any question arise as to the interpretation of a particular principle or situation, you should refer your question to your manager, department head, or through HRDirect.

Employees who violate this HSBC Canada Employee Code of Conduct or fail to report known violations of this Code of Conduct may be subject to consequence management, up to and including termination of employment. There may also be reporting requirements to the applicable regulator.

Reporting Violations

If you are asked or ordered to participate in, or you otherwise become aware of, any event violating HSBC Canada's policies, applicable laws and government regulations, or both, you should report the information immediately to your supervisor, department head, HR Direct, or HSBC Confidential.

You may report violations confidentially and anonymously via HSBC Confidential, which is available 24/7. Investigations of all concerns will be carried out thoroughly, independently and in a timely manner by the appropriate subject matter experts.



Contact Information

My Help Desk: Canada

1-888-685-4357

HR Direct:

Create Case in HRDirect or Telephone

EN: 877-747-4722

FR: 888-587-4722

HSBC Confidential:

Please refer to the [HSBC Confidential page](#) for more information on how to raise cases. Cases can be raised 24/7 via telephone or through an online portal.