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SOUTH BANGLA AGRICULTURE AND COMMERCE (SBAC) BANK LIMITED

CODE OF CONDUCT (Draft)



1.0 Preamble

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The code of conduct sets the principles for the stakeholders such as Members of the Board of Directors and its committees, employees of all levels and categories, business partners, service providers and receivers to keep uphold and promote the interests of any institution.

The principal objective of code of conduct is to protect the interests of customers, owners, employees, stakeholders of the institution, in addition to the wider interests of the society as a whole. This code of conduct is also vesting the responsibility of compliance of the codes set herein along with abidance of legislation, regulation in South Bangla agriculture and Commerce (SBAC) Bank Limited codes and standards on all concerned in the Bank in all of its day to day activity.

This guideline intended to comply compulsorily by the Bank while conducting its businesses. The ultimate and firm objective is to ensure integrity, high ethical standards, due skill, care and diligence in all of its business and allied activities, including the stakeholders.

This guideline will be treated as a minimum requirement but not limited to these instructions given.

In line of the business of its own, SBAC Bank Limited made some inclusion to it.



2.0 Introduction

Persons working in the South Bangla Agriculture and Commerce (SBAC) Bank Limited, including affiliates in research and development, and training in the country as owner, director, employee, advisor/consultant, contractor/supplier or in any other form of stakeholder under legal or institutional provisions/arrangements must act with integrity i.e. in an honest, fair and legitimate manner. Their activities must fully be customer service oriented and clearly be motivated by integrity and ethics, of course, in full conformity with the legal and regulatory requirements. All Members of the Board of Directors and its committees, employees of all levels and categories of SBAC Bank Limited, business partners and service providers and receivers to and from SBAC Bank Limited are expected to display the highest standards of professionalism and commitment to ethics and integrity in all of their conducts.

It is also strongly expected that they all in every act and at all times would pay due respect, care and consideration to others and putting the public interest first. Directors of Board, members of different Committees of the Board and Management of the Bank are individually and collectively remain committed and responsible to excel the practice of corporate governance principles in their institutions and activities by placing due attention and weights on the compliance of best ethical standards and integrity as recommended by the regulators for enhancing their internal and external credibility and establishing transparency.

3.0 Stakeholders

3.0 Government and Regulators

- a. Ministry of Finance (MOF)
- b. Bangladesh Bank (BB);
- c. National Board of Revenue (NBR);
- d. Bangladesh Securities and Exchange Commission (BSEC);
- e. Bangladesh Investment Development Authority (BIDA);
- f. Comptroller and Auditor General of Bangladesh etc.

3.2 Investors, Beneficiaries, Analyst / Researchers and External Auditors

- a. Shareholders and Market Investors
- b. Business community, including chambers, associations and business clubs;
- c. Rating agencies and the users of ratings;
- d. Financial analysts/financial professionals;
- e. External Auditors;
- f. Brokers and dealers in shares, securities, debentures etc,

3.3 Customers and Clients

- a. Customers and users of services;
- b. Suppliers-both backward and forward linkages; and
- c. Service providers and receivers of all categories.

3.4 Staff and staff associations / clubs

- a. Employees of all levels;



- b. Trade Unions/Welfare Associations;
- c. Consumer Welfare Associations;
- d. Other interest groups such as ethicists, environmentalists, gender welfare groups, etc.

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3.5 Others

- a. Civil society-elite groups;
- b. Social Media-print and electronic;
- c. Authorities of related books and journals, and advertising Agencies;
- d. Brokers and dealers;
- e. Whole sellers and retailers;
- f. Agents and facilitators; and
- g. Stockist and Transport and Courier Companies.

4.0 Basic professional and institutional obligations

For attaining and upholding public attention and customers', users' and stakeholders' confidence, SBAC Bank have to make sure that each of Bank's employees perform their assigned job with utmost honesty and integrity , care & due diligence, along with highest professional attitude and aptitude. Each member of all categories must be firm in their performance for the benefits of the bank and must avoid conflict of interest.

4.1 Code of Conduct for Employers

According to Bangladesh Bank Guidelines- Banks and NBFIs will have to maintain a pleasant working environment in their organization in terms of presence of well set and well defined compensation package, clearly set goal orientation, as well as performance-led job description for employees of all levels. The employer must ensure the scope for both professional and career development of the employees. Such an environment with well designed strategic and logistic support would reinforce the satisfaction of the employees, which will ultimately make them loyal to the organization and its culture.

Working environment as well as procedures in the Bank must be well designed and well maintained so as to make it reasonably and promptly responsive to the customer needs, along with compliance of legal and regulatory requirements. Hence, the employees should therefore be made well-trained and well mannered in order for discharging their jobs efficiently, which will eventually enhance the goodwill of the Bank and thereby, expand the customer base and market share. Importantly, to motivate the employees towards the goals of the organization and enable them to perform to the best of their levels, responsibilities be clearly defined and carefully be allocated along with requirements and procedures for accountability and performance reporting and evaluation.



Some specific compliance guidance

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- a. At all times the stakeholders of the Bank shall act in a professional and ethical way, and uphold the highest standards of honesty, trust, fairness, integrity and diligence;
 - b. Every stakeholder of the Bank shall consider the risks and implications of their actions and in principle, should feel accountable for them, and for the potential adverse impacts;
 - c. All in the Bank shall take firm promise to comply with all current regulatory and legal requirements, and adopt endeavor to follow best industry practices;
 - d. All information be used and handled with best care and due diligence be applied to ensure highest confidentiality and preserving sensitivity;
 - e. Prevent and avoid potential conflict of interest that may arise and influence one whilst he/she performs;
 - f. Serve customers, colleagues and counterparties with due care. Respect their desires and serve them with responsibility if they asked for, or help them voluntarily;
 - g. Set the service standard for the Bank that reflects professionalism that also expresses values and attitudes, as well as positive behaviors;
 - h. Equip employees to carry out their duties with due regards to the technical and professional standards expected by qualified customers. Encourage the staffs continuously to develop and maintain their technical and professional knowledge and level of competence; and
 - i. Train and encourage the staff/officials to act with complete integrity towards customers, colleagues, counterparties and others with whom they may come into contact.

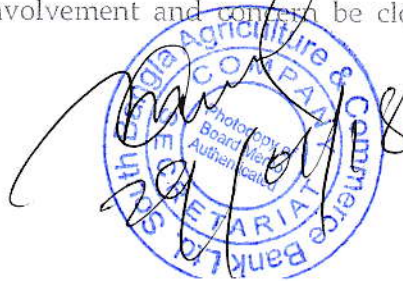
The ethical conduct of all employees of the Bank and the reputation of the profession depend largely on their approaches and attitudes at all levels. Standards of integrity, ethics and professionalism cannot be created or maintained by written rules alone, rather this depends upon the integrity and behavior of those engaged as professionals in the industry. Thus all the stakeholders must adopt and uphold integrity and professional ethics in their respective service standards.

4.2 Serving Customers and the Stakeholders

For ensuring standardized services and ethical business development, SBAC Bank limited have to identify our existing and potential users, side by side with the selection of service providers at various levels. Efficient and effective selection and categorization would enable us to make proper business plan.

4.3 Service Provider

- a. Analyze and determine customer base and review and understanding their needs effectively;
- b. Add in and provide product and service excellence with integrity and sincerity;
- c. Provide with secured and advanced banking facilities-products and services;
- d. Be fair and well-committed in serving the customers and stakeholders;
- e. All services sold or served be passed - through the legal and regulatory processes; and
- f. Each type of stakeholders' involvement and concern be clearly defined and clearly understood.



4.4 Encouraging people for knowledge and skill enhancement

- a. Providing opportunities for professional development;
- b. Evaluating performance objectively; and
- c. Applying Banks' values & principles consistently.

4.5 Delivering to Partners

- a. Adherence to good corporate governance practices;
- b. Protecting intellectual property;
- c. Protecting reputation of Banks; and
- d. Strengthening competitive behavior.

4.6 Being Proactive

- a. Anticipating and embracing changes
- b. Encouraging and rewarding innovation responsibly; and
- c. Maintaining and sharing accurate and useful information.

4.7 Working in Teams

- a. Remain individually and make others accountable for every action;
- b. Refrain from favoritism and biasness;
- c. Extract value from different perspectives;
- d. Work jointly and collectively; and
- e. Acknowledge and appreciate value for both individual and team contributions.

4.8 Respecting Each Other and reciprocity

- a. Recognize and respect human dignity
- b. Provide/establish a working environment free of harassment and intimidation;
- c. Comply with social and occupational health & safety regulations; and
- d. Protect organization from damage/loss of physical assets.

4.9 Guarding against Arrogance

- a. Celebrate successes and achievements with modesty;
- b. Meet the legitimate expectations of stakeholders; and
- c. Express personal identity with dignity, courtesy and tolerance.

4.10 Protecting Property and Information of the Bank

Key responsibility of a bank is to protect and safeguard the organization's property, not to use it for personal purposes/gain and abide by the followings-

The Bank must be careful to keep secure information from unauthorized disclosure and exchange. Any confidential information it receives on clients, or any details of the



transactions of its clients shall be preserved with utmost security. Unless asked by any lawful and competent court/authority, exchanging or disclosing of information will be treated as a serious violation of ethical standard, and shall be treated as a breach of contract.

4.11 Protecting Information of Government Agencies'

13AA Any information of govt. agencies like ACC, NBR, BB, BSEC etc. shall not be disclosed without prior approval of competent authority.

4.12 Anti- Money Laundering

Money Laundering legislations criminalize money laundering in respect of several crimes including drug trafficking, terrorism, theft, tax evasion, fraud, handling of stolen goods, counterfeiting and blackmail etc. It is also an offence to undertake and/or facilitate transactions with individuals and entities involved in criminal activities.

Bank shall not do business with drug traffickers, money launderers and other criminals. It shall formulate Anti Money Laundering Policy following regulatory body's guidelines to enable all employees to follow the policy meticulously.

Employees shall exercise requisite diligence in selecting those with customers/counter-parties while conducting business. They shall adhere to processes in place for checking the credit and character of customers and counter parties. These processes ensure customer's due diligence and ongoing monitoring of their customers to detect suspicious transactions during the entire period of the relationship.

4.13 Ensure Accuracy of Records and Reporting

Bank's books, records, accounts and reports shall accurately reflect its transactions and must be subject to an adequate system of internal controls and disclosure controls to promote the highest degree of integrity. An employee shall ensure that records, data and information owned, collected, used and managed by him/her for the organization are accurate and complete. Records shall be maintained as per the policy of the Bank in sufficient details so that these may reflect accurately the Bank's transactions.

An employee shall assist in maintenance of appropriate records so as to ensure that financial transactions are prepared in accordance with generally accepted accounting principles and that they fairly present the financial conditions and result of the Bank. He/she shall observe standards of good flavor regarding content and language when creating business records and other documents (such as weekly/ monthly/quarterly statement, e-mail etc.) that may be retained by the organization.

Non-maintenance of these records that come into employee's notice and any misappropriation or tampering of records, needs to be reported to the relevant authority.

An employee shall not represent any report/claim for his/her personal gain or to protect him/herself.

4.14 Proper Working Environment



Health & Safety

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Adequate attention is always accorded to the health and safety of the employees, i.e. deployment of both physical and technical surveillance on premises to minimize possible threats to security. Physical premises are under regulatory requirement to conduct periodic drills for a systematic approach both to prevent any security breaches as well as to promote a culture of security and safety awareness. This involves managing health and safety care as any other critical business activity with periodic reporting, appraisals and improvements made.

Workplace Environment

Energizing the workplace is one of the key factors of any organization. All employees of the Bank are responsible to keep the workplace friendly, congenial, transparent, free from harassment & corruption etc. and ensure the cohesiveness among the colleagues.

4.15 Emphasize Team Work

Teamwork and co-operation is an important aspect of the work ethics in any organization. An organization shall leverage on the dynamics of collective skills, knowledge and experience to achieve the best for the stakeholders. An organization shall admit its employees as human capital and shall recognize the pivotal role that meritocracy plays in setting rewards and penalties for safeguarding the interests of its employees. It respects the incidence of conflicts arising in the workplace and seeks amicable resolution of contentious issues in a manner that is constructive, open, honest and ultimately beneficial to all parties involved.

4.16 Diversity

Bank shall respects all employees as unique individuals with fundamental human rights and supports the cultural and ethnic diversity of its workforce. We believe that creating a work environment that enables to attract, retain and fully engage diverse talents, leads to enhanced innovation and creativity in the services of the Bank.

4.17 Managing Employees' Grievance

A grievance is defined as any type of problem, concern, dispute and complaint related to work and the work environment that cannot be resolved through normal day to day communication. Grievances may arise due to differences in perception, misconduct, unfair treatment, intra -personal problems of individual employees, dissatisfaction with working conditions etc. If employees have a grievance, they should try to resolve this informally first. But, if the complainant feels unable to tackle the complaint informally, and cannot reach a satisfactory conclusion through the informal process, he/she may pursue a formal grievance mitigation application.

4.18 Ensure Fair & Equal Employment Opportunity

SBAC Bank Limited is committed to provide equal opportunity in employment on the basis of individual merit and personal qualifications to employees and applicants for



employment. Every individual has the right to work in a professional atmosphere that promotes equal and legal employment opportunities and where discriminatory practices, including harassment are prohibited.

4.19 Prevent Harassment

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- a. SBAC Bank Limited is committed to provide a work environment where all employees can work free from harassment on ground of religion, age, gender, family background, ethnicity, personal appearance etc. SBAC Bank Limited shall not tolerate any type of harassment by directors, employees, supervisors or others. All employees shall treat each other with respect and courtesy. Harassment in any form including verbal and physical conduct, visual displays, threats, demands and retaliation is strictly prohibited.
 - b. SBAC Bank Limited shall be committed as employers to create an environment which is free from all forms of harassment and discrimination towards women. Any harassment or discriminatory behavior directed at female employees based on their background, gender, religion, race, color, ethnicity, national origin, age, marital status, physical condition, personal appearance, and status shall be dealt with appropriate disciplinary action. Harassment towards female colleagues may include making derogatory or provocative comments, physical violence, inappropriate jokes, and unwanted physical contact, use of epithet, comments or innuendo, obscene or harassing telephone calls, inappropriate content exchange through e-mails, letters, SMS, notes or any other forms of communication.

4.20 Zero Tolerance to Violence Whistle Blower in the Workplace

SBAC Bank Limited prohibits any acts of violence or threats of violence by any employee against any other person at any time. Mutual understanding and respect toward all employees is an essential element for excellence in professionalism, existence of safe and healthy work place, and maintenance of a corporate culture, which serves the needs of the community. Thus SBAC Bank Limited bears zero tolerance for violence against any member of the workforce or its property.

4.21 Fair Treatment of Customers

Treating customers fairly and without prejudice fosters good rapport and helps to build long-term sustainable business relationships. Moreover in the advent of global financial crisis, both local and global law-makers and regulators are increasingly focusing on ensuring that banks employ fair practices in dealing with customers.

This entails:

- a. Ensuring that communications are fair, concise, clear and not misleading so that clients are fully aware of the product features, relevant fees and associated risks for financial products and services;
- b. Creating products which meets customer needs and takes into account their financial situation, profile and risk tolerance;
- c. Providing quality customer service, delivering on service level promises and



- handling complaints in an efficient, prompt and friendly manner; and
- d. Identifying and managing possible customer conflicts in an open and clear way.

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4.22 Privacy and Security of Clients/Stakeholders Information

- a. In order to provide financial services, SBAC Bank Limited shall collect, maintain and use the personal information of clients in a manner which allows them to provide better and more tailored products and services and better meet the clients' financial needs and objectives. All information gathered from customers/clients during the course of providing service shall be considered confidential.
- b. All information of an individual's employment in SBAC Bank Limited shall be considered confidential unless it is clearly stated otherwise (or the situation arises whether he/she has been authorized to do so) and shall be used only for the performance of said job duties in line with all rules, regulations, laws and other policies governing the individual's employment. Furthermore, the information shall be kept confidential and secure even after leaving the employment of SBAC Bank Limited.

4.23 Transparency and Accuracy of Financial, Tax and other Reporting

SBAC Bank Limited is committed to ensure that its reports and communication is true, complete and accurate and shall not be misleading. SBAC Bank Limited is also committed to maintain transparency in its business operations and dealings with clients, stakeholders and regulators.

4.24 Interaction in Print, Electronic and Social Media

All media (print, electronic and social) inquiries shall be forwarded to the Personnel Department from Public Relations/Corporate Affairs/Corporate Communications or any other department which has been authorized to initiate contact with the media on behalf of the Bank and it is to be ensured that a consistent message in compliance with the governing laws and regulations is broadcast.

The advent of social media has enabled people from across the globe to have information at a rapid pace which may at time be sensitive in nature and thus it is particularly important to ensure that social media sites and tools are used by the employees and management of bank responsibly and with good judgment in compliance with the Bank's policies which restrict the disclosure of confidential information about the bank, its operations, policies and procedures, employees, customers and other stakeholders or any other information that compromises internal controls and safety requirements.

4.25 Guidelines for 'Speak Up Policy'

SBAC Bank Limited has adopted a 'Speak up Policy' to uphold its commitment to the code and to maintain a culture of strong ethics and integrity. Any misconduct by personnel from the Bank serves to harm not only the reputation and financial performance but also ultimately undermines trustworthiness of the industry itself.



Management shall establish a formal policy, procedure, channels and open environment where staff are confident in raising concerns about any misconduct and are free from the fear of victimization.

4.26 Personal Investments and Insider Trading

Insider trading is the abuse of confidential information and is defined as a malpractice relating to the exchange of Bank's securities by individuals who by nature of their job have access to crucial price sensitive information which is otherwise non-public in nature and thus this gives them a competitive advantage over other investors and undermines the credibility of the financial system. As such, employees and other representatives of the Bank are prohibited from partaking in trading of publicly traded securities (including the securities of their place of employment) for personal gain (or for the gain of the members of their household) if they possess material non-public information about the security or the issuer. It is to be noted that insider trading also encompasses giving 'tips' to another person, encouraging anyone else to deal or dealing on behalf of anyone else based on other non-public 'inside' information. Furthermore, employees and other representatives of the Bank's shall not make any personal investment in an enterprise (including in a public or private company that does business transactions or is a supplier or competitor of their place of employment) if the result of this investment affects or appears to affect his/her ability to make any unbiased business decisions in favor of his/her employment as thus resulting in a conflict of interest.

4.27 Arranging Seminar / Workshop / Training

SBAC Bank Limited shall organize and sponsor seminars/workshops/debates and discussions in order to promote ethics, integrity and compliance standards within the organization in specific and the financial services industry in general.

4.28 Automation on/ Digitalization of Business Process

In today's business environment, advancements in technology and administrative functions are increasingly leading to the automation and digitalization of business processes. It is imperative that SBAC Bank Limited shall take necessary steps to ensure that any such advancement does not compromise the integrity of information security and that the guiding principles of the Code of conduct are duly complied with.

5.0 Responsibilities

5.1 Responsibility to Shareholders

- a. Bank should preserve the lawful benefits and interests of their shareholders;
- b. Should make utmost endeavor to maximize profit and increase payout ratio for the stakeholders; and
- c. Should make best effort to maximize profit and manage the same ethically and properly.

5.2 Responsibility to Customers



To satisfy the customers' needs efficiently, The Bank require to:

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- a. Understand and honor the customer needs, as well as serve them indifferently, promptly and honestly;
- b. Ensure complete secrecy of customers' affairs/account information at all times unless asked by any competent court or any other lawful authority;
- c. Issue notice with reasonable time in case of closure of bank accounts for any legitimate reason(s);
- d. Provide customers with requested account statement accurately and promptly;
- e. Keep the customers updated regarding any suspicious operations in his account;
- f. Exercise due diligence in the operation of customer accounts; and
- g. Keep customers fully informed with all banking and financial products.

5.3 Responsibility to Community/Society

All banking and other financial activities of the Bank must comply with the recognized/ established legal, regulatory, as well as social/community norms, customs and values.

5.4 Commitment to the Environment

Environmental and climatic protections are among the most pressing global challenges of the time. All of these are to be taken into account in all areas of lending /financing. Emphasizing on the areas of energy and climate change while lending, we would support the process of sustainable economic growth of the country. The managers and decision makers must have firm commitment to choose and do the right things, along with the compliance of legal requirements. They must consider structural and non-traditional risks management options that inherent to banking and other financial activities side by side with the management of traditional financial risks, such as credit risk, market risk and operational risk etc. Risks inherent to environmental and social events/activities also need to be taken into consideration.

6.0 Code of Conduct for Employees

Bank Employee Shall Have:

6.1 Protect Property of the Bank

- a. An employee shall follow the operational and IT security manual meticulously while using property of the organization;
- b. He/she needs to ensure the fair value of assets while these are acquired and disposed off if an employee works as member of asset acquiring/disposal committee.
- c. He/she shall not participate in the name of other person in the supplying of materials to bank or selling bank's old assets.
- d. He/she shall protect the pilfering of stationeries, stealing, embezzling or misappropriating money, funds or anything from Bank.
- d. He/she shall apply own judgment and ethical concerns in using organization's phones, electronic mail or computing systems for personal requirement.
- e. He/she shall refrain from using the organization's Letter Head for personal correspondence.



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- f. An employee shall not use the corporate brand and goodwill of the bank for non-official purposes like taking house rent, renewal of car license, buying own flat and other assets.
 - g. The use of official designation for any personal gain is prohibited.

6.2 Protect Intellectual Property of Others

An employee shall be cautious about the intellectual property rights of others. For example, he/she shall not provide performance report of one customer to other, not use logo of third party in purposes which are not allowed in the franchise agreement, not use the CIB report of third party and refrain from plagiarism of other bank's/NBFI's credit analysis for personal gains or purposes.

6.3 Protect Bank's Information

While performing the official task, an employee may have access to information that is not generally available to the public or that is considered confidential for managerial or administrative purposes. This may include information related to banks, customers, suppliers and current and former employees, as well as system- and bank-related information. An employee shall not disclose this information unless authorized by competent authority.

An employee shall not provide any information to third party without prior approval of competent authority. An employee shall not disclose the unpublished and sensible information of the Bank related to its performance, strategy, system, policies etc.

6.4 Protect Customer Information

An employee shall not accede to or use customers' information excepting related business purposes. An employee shall protect the confidentiality and security of customer information.

6.5 Protect Employee Information

An employee shall keep all employee related information of the Bank, current or old, secret and confidential.

6.6 Protect Suppliers' Information

An employee shall keep information about the purchase of goods or services confidential. Price quoted, methods, business policy etc. of the vendors should not be disclosed.

6.7 Professionalism/Work Responsibilities:

The employees shall provide customer service with utmost efficiency and dedication to duty, and with the highest degree of excellence, professionalism and skill.

6.8 Honesty & Integrity:



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The employee shall explore honesty and integrity in providing customer services. Honesty is an essential virtue. All employees are expected to be honest, truthful and upright in the performance of their work, in the handling of bank funds and properties, and in their dealings with fellow employees, clients or the public.

6.9 Avoiding Conflict of Interest:

1. The conflict of interest is often a very strong hurdle on the way of implementation of national integrity strategy. When an employee thinks of his/her personal interest from his/her official position, a question of conflict of interest arises. The statute allows him/her to serve his/her own gain, or interest at the cost of employing institution or the state. It is a statutory as well as an ethical obligation for an employee to keep himself/herself away the personal interest.
2. Whatsoever the circumstances, the employees must avoid the conflict of interest as long as they hold positions in the Bank. Availing any kind of undue or illegal benefit/facilities irrespective of forms, shall be treated as deviation from the required standard of services. So, to keep the employees refrained from such a trap of conflict of interest, employers might administer the employee affairs legally & ethically, and compensate them reasonably.

An employee shall have to refrain from doing the following:

- a. Performing his/her duties with a view to preserve/protect his/her own benefits at the cost of the Bank.
- b. Involving in any kind of financial activities relating to his/her personal gain.
- c. Giving any advice, consultancy, direction or suggestion to anybody or to any institution that may cause any loss to the Bank;
- d. Any practice/exercise that may benefit him/her at the cost of Bank's assets either monetary or non-monetary;
- e. Doing anything that may damage the goodwill, image and reputation of the Bank;
- f. Doing anything that may hamper the secrecy and privacy of any affairs/information of the Bank;
- g. Involving or taking part in any business dealing like share holding, profit sharing, partnership of any business company or manufacturing industry or servicing centre for their personal benefit;
- h. Getting any unusual or illegitimate benefits directly, or indirectly for himself/herself and family or family members, and relatives either explicitly, or implicitly by disguising identity;
- i. Receiving any charitable contribution from others and/or make any charitable contribution to his family members and relatives if those charitable contributions are made by/under his /her power and position;
- j. Receiving any gift (in cash or kind) from those who are directly benefited or assisted by his office or by his power and position.

The above noted issues are least in the list, but not exhausted. Any unusual act made/done by the employee(s) shall be considered within the scope of conflict of interest and be reviewed



within the purview of offences.

6.10 Proper Conduct & Behavior:

1352 The employees shall conduct themselves with proper decorum at all times within or outside bank premises in order to protect the good name of the bank as well as to merit and maintain the confidence not only of bank clients or customers but also the public in general.

6.11. Attendance & Punctuality:

The employees must be punctual and regular in their attendance. They are expected to report for work on time and perform their work responsibilities during working hours.

6.12. Commitment:

Bank Employee must have a commitment to provide better services to their customers.

6.13 Use Position

The officials in all positions of the Bank shall have to abide by their respective Code of conduct for the sake of both institutional and national integrity. It is expected that an official shall use his/her position and delegated power to do his/her jobs appropriately. Any deviations of this shall be treated as abuse of position and power. Generally such deviations are found out for following two reasons:

a) Private Gain:

An employee is supposed to exercise his/her power attributed to his/her position for the benefit of the institution as well as the country. But it becomes injurious and illegal if the exercise of his/her power relating to his/her position is led towards personal benefit. It is tantamount to corruption or misuse of power and position and it is quite contradictory to national integrity. Therefore, the use of position of an employee in the Bank is strictly prohibited.

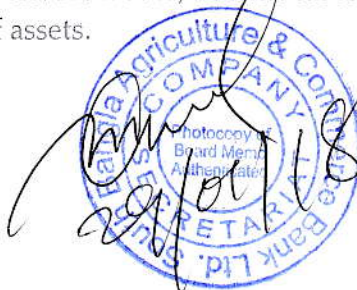
b) Endorsement:

The endorsement of one's position is also similar to the abuse of position. Sometimes, dignitaries may not directly take any benefit by using their power and position. However, they may pave the path for benefits for other persons by making such unlawful use and authorization of position and power. The aim of a dignitary should be serving the people or nation without bias. If any activity makes his/her own people benefited unusually and thereby frustrates the others, it shall be treated as partiality and nepotism. So, a dignitary shall not be involved in such activities.

6.14 Avoid Private Trade or Employment

a) Subject to the other provisions of this Code of conduct, no employee of the Bank shall, except with the previous permission of the competent authority, engage in any trade or undertake any employment or work, other than his/her official duties.

b) Any employee of the Bank below officer rank may undertake/run a small enterprise which absorbs only his/her family members. However, in such cases he/she must inform this to the Bank along with the declaration of assets.



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c) Any employee of the Bank may undertake honorary work in social, religious or charitable organizations and also may engage in occasional work of a literary or artistic character/nature, which may include publication of one or a few literary or artistic works, provided that his/her official duties do not hamper/suffer thereby. But the Bank, at any time, may forbid him to undertake it or ask to abandon it if there exists valid reason/s to do so.

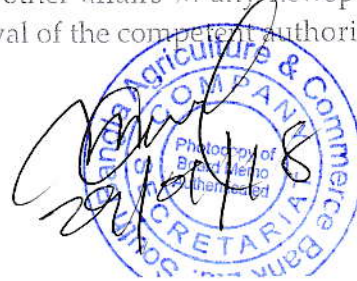
Procedure for Applying in Outside Employment:

Eligible application of temporary or permanent employees of the Bank for outside employment; shall be dealt with on the basis of the following principles:-

- i. a. Application for appearing in the competitive examinations of Bangladesh Public Service Commission and in other government, semi-government entities/institutions including state owned/specialized banks, private banks and other public/private entities/institutions shall be forwarded.
- i. b. Applications for employment in International Organizations where Bangladesh is a member and for employment under Foreign Governments shall be forwarded provided that all such applications are processed through the concerned/competent channels of Government of Bangladesh.
- ii. Applications from all categories of employees for employment in the autonomous bodies including public and private university shall be forwarded.
- iii. Any application for outside employment which does not fulfill the above conditions shall not be forwarded.
- iv. In case of employment opportunities abroad, the applicants must pay their liabilities with the Bank and thereafter, submit resignation letter abiding by concerned rules and regulations of the Bank. When an employee is released for outside (foreign) employment and the question of lien arises, such an issue shall be governed by the service rules of the Bank. This would be followed both in cases of temporary and permanent foreign employment. SBAC Bank Limited could depute its any employee to any work or institution of its own, onshore/off-shore offices, branches, affiliated offices/institutions, subsidiaries and such placements/deputations might be governed by the service and/or other related rules.

6.15 Teaching, Speaking & Writing

Employee considering authorship or publication of a book, article etc and speaking in front of the media which is not commissioned by the Bank but which could in any way be connected with their work or employment at the Bank should seek guidance from the management through HR before entering into any commitment. Any publication or public speaking of an employee should not tarnish the image of the Bank vis-à-vis regulatory bodies of the country. The same considerations to be applied to the publication of material on the world-wide web and social media. No employee shall make any communication regarding the affairs of the Bank to the press or any other media, nor publish any article containing data, comments or opinions on banks or other affairs in any newspaper which may involve the bank, without obtaining prior approval of the competent authority.



6.16 Ensure Fair Treatment of Counter-parties

1354 All relationships with external counter should be conducted in professional and impartial manner. Vendor selection and hiring decisions shall be made objectively and in the best interest of the Bank based on evaluation of integrity, suitability, price, delivery of goods/service, quality and other pertinent factors. Employee should commit to fair contract and payment terms with them in return of good service at a good price supplied; in a responsible manner.

Employee's personal relationship with contractors, suppliers and vendors if any, shall be disclosed to the Top Management at the time of entering into the negotiation and should not influence decisions made on behalf of the Bank. Negotiations with customers and potential customers shall be conducted in a professional manner and subsequently comparison of Cost & Benefit to be presented to the competent authority.

Vendors or suppliers shall not be used for any personal purposes, so as to have any conflict of interest while dealing with them.

6.17 Anti-Money Laundering

Employees shall exercise requisite diligence in selecting those with customers/counter-parties while conducting business. They shall adhere to processes in place for checking the credit and character of customers and counter parties. These processes ensure customer's due diligence and ongoing monitoring of their customers to detect suspicious transactions during the entire period of the relationship.

An employee shall not represent any report/claim for his/her personal gain or to protect him/herself.

6.18 Fraud, Theft or Illegal Activities

Employees shall be vigilant about the frauds, theft or illegal activities and shall not engage in such activities at any cost. If any such activity comes into any employee's notice, he/she shall immediately report the same to his/her immediate superior/s or management to protect the interest of the Bank. He/she shall act as a whistle blower thereby.

6.19 Engagement in Other Employment

An employee shall not:

1. Engage himself/ herself in any commercial activity or pursue such activity either on his /her own account or as agent of others;
2. Accept any outside employment, honorary or stipendiary, without prior approval/consent of the competent authority of the Bank; and
3. Undertake part time work except those, which may be requested to be accepted or undertaken by competent authority of the Bank.



No employee shall, directly or indirectly, approach any member of Parliament or use any political or other type of influence or attempt to bring any influence of the Board of Directors of the Bank for his/her employment, increment, promotion, transfer or any other personal gain.

6.21 Acceptance of Gifts and Foreign Awards

1. No employee of the Bank shall, without prior permission of the competent authority, accepts by him/herself, or permit any of his/her family member to accept any gift from any person that make him/her obligated in official position to the gift providers. If anyone sends gift items via postal or courier services; may be received but will immediately be handed over to the higher authority for disposal.
2. If any question arises whether the receipt of a gift places in the Bank, employee under any form of official obligation to the donor, the authority will take action against such activity.
3. If any gift is offered by the head or representative of a foreign state, the Bank employee concerned should attempt to avoid acceptance of such a gift if, s/he can do so without giving offence. If, however, s/he cannot do so, s/he shall accept the gift and shall report to the authority for orders as to its disposal.
4. No employee of the Bank shall accept a foreign award, title or honor without the approval of the competent authority.

6.22 Compliance with Laws, Rules and Regulations

Employees are expected to comply with the laws, rules and regulations governing the Organization's business vis-à-vis regulatory bodies. No individual is expected to know the details of all applicable laws, rules and regulations, but individuals shall be knowledgeable about specific laws, rules and regulations that apply to their areas of duties and responsibility.

6.23 Employee Conduct outside the Office Premises

Employees and representatives of SBAC Bank Limited shall realize that their conduct outside the workplace reflect on their place of employment and thus shall take necessary actions to ensure that the above mentioned service conduct must encompass outside workplace activities as well so that behavior/actions do not compromise the business interests, safety and security or confidentiality of their place of employment. As such, employees shall exercise caution while interacting with outside entities so as to not be perceived negatively by the media, society or the communities in which they operate. Moreover, affiliations with certain entities which may result in conflict of interest or disclosure of confidential information are to be strictly avoided.

6.24 Grooming, Etiquette and Compliance with the Dress Code

138 SBAC Bank Limited has an official grooming standard which is suitable to the culture and values of Bangladesh. For relationship managers and other front office personnel (or sometimes even back office personnel) it is important to realize that he/she is often the first point of contact for any customer and as such his/her conduct, grooming, etiquette, proficiency and overall service quality will reflect on their place of employment. It is therefore important not only to make a great first impression, but also to continue to repeat such behavior throughout all interactions with the customers.

Thus all the employees of the Bank are strongly instructed to follow the instructions relating to his/her conduct, grooming, etiquette, proficiency, service quality, Dress Code, interaction with the customers, colleagues.

6.25 Post-Employment Activities and Responsibilities

It is probable that during the course of their employment staff members and other representatives of the Bank may be privy to sensitive information about the company, customers and other stakeholders and business processes which can be confidential in nature and also of proprietary nature for the particular organization. As per the Code of conduct (as well as the exit clauses of their employment contracts) employees shall act with highest standard of integrity and refrain from divulging such information.

6.26 Special Responsibilities of Superiors

In addition to responsibilities as employees, superiors shall abide by the:

- Duty of selection:** carefully select the employees for a job in light of their personal and professional qualifications.
- Duty of Instruction:** Formulate obligations in a precise, complete and binding manner, especially with a view to ensuring compliance with provisions of instructions.
- Duty of Monitoring:** Ensure that he / she meets the expected deliverable on regular basis and comply with provisions of applicable laws and regulations on a constant basis.

Duty of Communication: Communicate to the employees that any violation of the applicable laws / regulations is disapproved of and shall have disciplinary implications.

7. Recognition & Award

Banks and NBFIs shall implement reward programs that take into account not only the performance of the employee but also the way how the performance was achieved. Rewards system should be designed in a way which encourages compliance to code of conduct and highest level of integrity.

8. Disciplinary Procedures and Actions

SBAC Bank Limited has a disciplinary procedure which is in compliance with local laws and ensures fair treatment to employees. SBAC Bank Limited employees' disciplinary matters are judged fairly, transparently, consistently and proportionately, using appropriate processes and achieving fair outcomes. Any disciplinary actions undertaken shall take into

account the gravity of the misconduct, previous records (if any) and any other extenuating or aggravating circumstances which may exist.

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9. Responsibilities of Ethics Committee to Uphold the Code of conduct

- a. According to the responsibility conferred by the Bangladesh Bank on us for developing SBAC Bank Limited's own Code of Conduct in accordance with the common "Code of Conduct for Banks and NBFIs"; we redesign our existing code of conduct which will be called "South Bangla Agriculture and Commerce Bank Limited Code of Conduct" and will be applicable to all employee of South Bangla Agriculture and Commerce (SBAC) Bank Limited and any other subsidiaries thereafter.

Bangladesh Bank also vested the responsibility on us for formal circulation and adoption of this Code of Conduct outlined within stipulated 60 days. Thus the steps and procedures outlined in this Code of Conduct would generally be meant adopted from the date of its circulation and will be applicable from January 01, 2018.

The Board of Directors as well as the management of the Bank have made responsible by the Bangladesh Bank for proper implementation of the Code of conduct.

The Ethics Committee of Bangladesh Bank on NIS Implementation will be intimated about the Code of conduct and any change thereof.

- b. The members of the Ethics Committee in their corporate capacity have a responsibility to promote the code of conduct effectively and lead by example in embedding the code in their everyday work.

Any instance of breach of code of conduct shall be dealt with appropriate disciplinary procedure. The Board of Directors as well as the Management of the Bank have empowered by Bangladesh Bank to exercise appropriated Disciplinary Procedure for any instance of breach of code of conduct.

Ethics committee shall have an annual work plan and periodically monitor their progress against the work plan.

10. Amendments or Modifications to and Dissemination of the Code of Conduct.

Bangladesh Bank preserves all right and authority to amend the code of conduct entirely or partly as and when deems necessary. It is the responsibility of the concerned banks and NBFIs to ensure proper and timely dissemination of the code of conduct amongst their employees and concerned parties and the stakeholders. Bangladesh Bank shall extend all sorts of cooperation if banks and NBFIs find it necessary in facilitating the understanding process of the code of conduct for their employees and the stakeholders through proper training and other knowledge building processes including seminars, workshops and any other awareness programs.



11. Compliance with the Code of Conduct

All new employees joining in SBAC Bank Limited as well as existing employees are required to commit to the following code of conduct and duly sign a statement of compliance attesting the same.

General Code of Conduct

~~(Included from SBAC BANK existing CODE OF CONDUCT)~~

- a. Every employee shall obey, observe and comply with all the directives of the Board and the authority from time to time.
- b. Every employee shall protect all properties of the Bank.
- c. Every employee must avoid the conflict of interest as long as they hold positions in the Bank. Availing any kind of undue or illegal benefit/facilities irrespective of forms, shall be treated as deviation from the required standard of services.
- d. Every employee must maintain strict secrecy of the affairs of the Bank and also the affairs of the customer's account as well as the affairs of other employees, Sponsors/Directors etc. of the Bank.
- e. Every employee shall act in a professional and ethical way and uphold the highest standards of honesty, trust, fairness, integrity and diligence at all times.
- f. Every employee shall promote the interest of the Bank and provide customer service with utmost efficiency and dedication to duty, and with the highest degree of excellence, professionalism and skill. He/She shall be courteous and co-operative to all.
- g. Every employee must be punctual and regular in their attendance. They are expected to report for work on time and perform their work responsibilities during working hours.
- h. Every employee shall be vigilant about the frauds, theft or illegal activities and shall not engage in such activities at any cost. If any such activity comes into any employee's notice, he/she shall immediately report the same to his/her immediate superior/s or management to protect the interest of the Bank.
- i. Every employee must treat all customers, colleagues and counterparties with respect and take responsibility for the advice and services provided to them.
- j. Every employee must follow Anti Money Laundering Policy and regulatory body's guidelines to avoid transactions with individuals and entities involved in criminal activities. He/she shall exercise requisite diligence in selecting those with customers/counter-parties while conducting business.
- k. Every employee shall serve in the Bank at anywhere at any time whenever directed by the authority.
- l. Every employee must avoid habitual indebtedness.
- m. Every employee must comply with the various rules, regulations and policies framed by the Bank as well as by the Government & Regulating Authorities in discharging their duties and responsibilities.
- n. Every employee must follow the SBAC Bank Limited Dress Code.



No Employee Shall:

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- a. Accept any outside employment, honorary or stipendiary, or undertake part-time work or hold any office of profit without the prior written permission of the competent authority.
- b. Engage directly or indirectly in any commercial business, industry or other business pursuits or as agent of others.
- c. Act as an agent of an insurance company or accept commission, directly or indirectly, otherwise than as an agent for and on behalf of the Bank.
- d. Take part directly or indirectly in any political movement or activities or associate himself, subscribe or assist in any way.
- e. Be the member of any political organization.
- f. Be a candidate in any sort of election.
- g. Overdraw his/her account with the bank.
- h. Be absent from duties nor leave the station without prior permission of the competent authority
- i. Make personal transaction with any customer of the bank.
- j. Engage in any commercial business, industry etc.
- k. Accept any gift/benefit from the customer or any person seeking employment in the bank or from any foreigner.
- l. Participate in gambling and betting or any other immoral activities.
- m. Take part in any activities subversive of the bank's interest.
- n. Buy or sale stocks, shares, securities of any description without fund to meet the full cost in case of purchase or in case of sale unless scripts are available for delivery.
- o. Lend or borrow money or place himself under any pecuniary obligation to broker, money lender, employee of the bank.
- p. Live beyond his means or indulge in ostentation on occasions of marriage or any other ceremonies.
- q. Involve in any sorts of corruption and anti money laundering activities.
- r. Indulge in parochialism, victimization, favoritism and willful abuse of office.
- s. Make any communication regarding the affairs of the bank to the press or any other media without prior permission of the competent authority.
- t. Stand guarantee against the pecuniary obligations of another without permission of the authority.
- u. Directly or indirectly, approach any member of Parliament or use any political or other type of influence or attempt to bring any influence of the Board of Directors of the Bank for his/her employment, increment, promotion, transfer or any other personal gain.
- v. Make any communication regarding the affairs of the Bank to the press or any other media, nor publish any article containing data, comments or opinions on banks or other affairs in any newspaper which may involve the bank, without obtaining prior approval of the competent authority.
- w. Conduct themselves in such a way within or outside bank premises that may hamper to protect the good name of the bank as well as to merit and maintain the confidence not only of bank clients or customers but also the public in general.
- x. Violate their commitment to their customers.
- y. Do any activity which may undermine the prestige or image of the Bank or making / joining any organization which is not permitted by the law.

