

Code of Conduct for National Bank Limited



**National Bank Limited
Head Office
Dhaka**

NATIONAL BANK LIMITED COMMITMENTS

We conduct ourselves professionally	We behave in a professional manner that fosters trust, confidence and goodwill in customers, colleagues, suppliers and the community and respects human rights.
We act with honesty, integrity and fairness	We act with honesty, integrity and fairness; we speak up and escalate any concerns.
We manage conflicts of interest	We ensure our personal and business interests never interfere with our ability to make sound, objective decisions.
We meet our legal and regulatory obligations, voluntary commitments and internal standards	We comply with all laws, regulations and Codes that are applicable to us, including internal NBL policies and voluntary commitments.
We adhere to confidentiality and privacy requirements	We protect confidential information regarding customers, suppliers, colleagues and our business affairs.
We deal with, and report on, suspected breaches	We investigate, deal with and appropriately report on suspected breaches of our Code.

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Preface

A code of conduct is one of the paramount important documents for a banking company. It defines and reflects the values of an organization and provides to all employees the boundaries of their behavior relative to their duties to the organization. It also establishes a set of standard expectations for the employee conduct.

This Code of Conduct has been prepared by National Bank Limited mainly in line with the “Code of Conduct for Banks & Non- Bank Financial Institution” prepared by Bangladesh Bank. This guideline should be treated as supplementary and is not intended to supersede any other applicable legal or regulatory requirements, such as those imposed by the Bangladesh Bank from time to time and existing banking laws and regulations.

This Code of Conduct is for internal use of National Bank Limited which must be followed strictly. All concerned will also be guided by Circulars issued by Head Office from time to time in addition to the instructions contained in this Guideline. However, any suggestions for making further improvements will be welcomed and shall be implemented, if found feasible.

Md. Mehmood Husain
Managing Director & CEO

1.0 Introduction

The code of conduct sets the principles for the stakeholders- Members of the Board of Directors and its committees, employees of National Bank Limited and its business partners and service providers and receivers to keep uphold and promote the interests of these institutions.

The principal objective of this set of “Code of Conduct” is to protect the interests of customers, owners and employees, stakeholders of National Bank Limited as well as the counterparties, in addition to the wider interests of the society as a whole. This document is also vesting the responsibility of compliance of the codes set herein along with abidance of legislation, regulation and industry/employer codes and standards on all concerned in the Bank in all of day to day activity.

This Code of Conduct intends to be complied compulsorily by National Bank Limited while conducting their businesses. The ultimate and firm objective is to ensure integrity, high ethical standards, due skill, care and diligence in all of business and allied activities, including the stakeholders. National Bank Limited must take reasonable care and measures to organize, manage and control its dealings and affairs responsibly and effectively, with adequate risk management systems and financial resources. National Bank Limited must effectively employ its resources, policies and procedures, processes, systems and control checks, including compliance checks and staff training that are necessary for compliance with and proper understanding of this guideline.

Another objective of the guidelines is to promote rationale behavior between/amongst banks and stakeholders. Practicing such code of conduct will also promote fair competition among institutions and strengthen the banking and financial environment in the country. This guideline will be treated as a minimum requirement but not limited to this instruction given.

Persons working in National Bank Limited, including its affiliates in research and development, and training 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 legal and regulatory requirements.

All members of the Board of Directors and its committee(s), employees of all levels of the Bank, business partners and service providers and receivers to and from the bank 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 the Board, member 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.

2.0: Stakeholders

Stakeholder means a person, group or organization that has interest or concern in an organization who can affect or be affected by the organization’s actions, objectives and policies. A list of stakeholders of

National Bank Limited is furnished below:

2.1: 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.

2.2: Investors, Beneficiaries, Analysts/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,

2.3: Customers and Clients

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

2.4: Staff and staff associations/clubs

- a. Employees of all levels;
- b. Welfare Associations;
- c. Consumer Welfare Associations;
- d. Other interest groups such as ethicists, environmentalists, gender welfare groups, etc.

2.5: 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. Stockiest and Transport and Courier Companies.

3.0: Basic professional and institutional obligations

For attaining and upholding public attention and customer/users and stakeholders' confidence; National Bank Limited shall make it sure that each of its employees performs their assigned job with utmost honesty and integrity, along with highest professional attitude, aptitude and ethical standards. Each member of all categories must be firm in their performance for the benefits of the bank and must avoid conflict of interest.

3.1: Code of Conduct for National Bank Limited

National Bank Limited shall maintain a pleasant working environment in its 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. National Bank Limited shall 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 Bank must be well designed and well maintained to make it reasonably and promptly responsive to the customer needs, along with compliance of legal and regulatory requirements. Hence, the employees shall therefore, be made well-trained and well mannered in order to disclose 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 achieving the goals of the bank and enables them to perform to the best of their levels by defining and allocating responsibilities clearly and carefully along with requirements and procedures for accountability and performance reporting and evaluation.

3.2. (A): Some specific compliance guidance

Some specific compliance guidance are:

- a. At all times the stakeholders of National Bank Limited shall act in a professional and ethical way, and uphold the highest standards of honesty, trust, fairness, integrity and diligence;
- b. Every stakeholder 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 National Bank shall take firm promises to comply with all current regulatory and legal requirements, and adopt endeavor to follow best industry practices;
- d. All information relate to National bank Limited be used and handled with best care and due diligence be applied to ensure highest confidentiality and preserving sensitivity;
- e. All concern will prevent and avoid potential conflict of interest that may arise and influence one whilst he/she performs;
- f. All concern will 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. National Bank will set the service standard for the organization that reflects professionalism that also expresses values and attitudes, as well as positive behaviors;
- h. National Bank will equip employees to carry out their duties with due regards to the technical and professional standards expected by qualified customers. It will develop and maintain technical and professional knowledge and level of competence; and
- i. National Bank will Act with complete integrity towards customers, colleagues, counterparties

and others who may come into contact.

- j. All employees must work being free from any bias, affinity, affection, anger or prejudice.

The ethical conduct of all employees of National Bank Limited 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 Bank. Thus the responsibility of stakeholders is to adopt and uphold integrity and professional ethics in their respective service standards.

3.2. (B) General Code of Conduct for employees

It is mandatory of every employee of NBL Executives/Officer/Staff, to obey and abide by the following general rules of conduct and observe and also comply with any other order or direction which may be given by the management and Board of Directors from time to time.

- a. Every employee shall continue to remain in service as full-time staff of the bank and shall not remain absent or leave office without prior permission of the competent authority.
- b. Every employee shall serve the bank honestly, sincerely diligently and with utmost dedication and he must sub-ordinate all personal interest to the interest of the bank. He shall serve the bank to the best of his skill and ability and in all respect conform to the rules and regulations of the bank.
- c. Every employee shall maintain strictest secrecy of the affairs of the bank and also the affairs of the customers' account and shall not communicate directly or indirectly to press, public or any other agencies any information or document which will come to his knowledge and possession in the ordinary course of his official duty or assignment unless otherwise directed.
- d. At all times every employee shall act in a professional and ethical way, and uphold the highest standards of honesty, trust, fairness, integrity and diligence;
- e. Every employee shall consider the risks and implications of their actions and in principle, should feel accountable for them, and for the potential adverse impacts;
- f. All in the company/organization shall take firm promises to comply with all current regulatory and legal requirements, and adopt endeavor to follow best industry practices;
- g. All information be used and handled with best care and due diligence be applied to ensure highest confidentiality and preserving sensitivity;
- h. They shall prevent and avoid potential conflict of interest that may arise and influence one whilst he/she performs;
- i. They shall serve customers, colleagues and counterparties with due care, respect their desires and serve them with responsibility if they asked for, or help them voluntarily;
- j. They shall set the service standard for NBL that reflects professionalism that also expresses values and attitudes, as well as positive behaviors;
- k. They shall carry out duties with due regards to the technical and professional standards expected by qualified customers. Develop and maintain technical and professional knowledge and level of competence; and
- l. They shall act with complete integrity towards customers, colleagues, counterparties and others who may come into contact.
- m. No employee of the bank shall:

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- I. Enter into any speculative transactions dealings in shares, securities or otherwise whatsoever.
 - II. Engage himself in gambling, racing, betting or wagering contracts.
 - III. Engage himself in any kind of business whatsoever. If anyone of his relative (Father/ Brother/Sister/Sons/ Daughter) have any interest in any loan account shall be declared to Board.
 - IV. Participate in any political and subversive activities.
 - V. Accept any gifts or presents from any customers or prospective customers of the bank or their relative.
 - VI. Remain absent from duty without obtaining sanction of leave.
 - VII. Engage himself in any kind of office of profit and business.
 - VIII. Act as agent of insurance company or business firm directly or indirectly.
 - IX. Borrow money from any customer or any person having dealing with the bank.
 - X. Overdraw the account of himself, his wife, children and relatives or any other 'benami' account.
 - XI. Make personal representation to any Director, Managing Director or Chairman directly. Any kind of representation must be routed through proper channel. Make any attempt to influence any director in any manner on Bank affairs.
 - XII. Participate in any political activities directly or indirectly which may prejudice the interest of the bank.
 - XIII. Issue any guarantee, indemnity, surety bond or any other certificate involving directly or indirectly bank's interest in personal or official capacity without prior permission or beyond the delegated power.
 - XIV. Make any advance to customers in contravention of credit restrictions imposed by Head Office or Bangladesh Bank in excess of his authority.
 - XV. Make any advance or contribution for political purposes.
 - XVI. Leave office even after usual office hour without completing daily balancing of account of specified work for the day.
 - XVII. Invest money in the business of the bank's clients.
 - XVIII. Do any activity which may undermine the prestige or image of the bank or making/joining any organization which is not permitted by law.
- n) Every employee of the bank shall keep in mind that more facilities are dependent on increasing income and avoidance of wastage or drainage of resources.
 - o) Every employee of the bank shall behave with decorum and decency with other employees and customers of the bank during office hours and at other time.
 - p) Every employee shall faithfully and duly carry out all proper orders and instructions of the bank and obey and observe all regulations applicable to employees and prescribed by competent authority.
 - q) Every employee shall abide by leave rules, traveling rules and other orders and rules prescribed by the competent authority.
 - r) Violation or acting adversely to any of the above shall appropriate administrative & disciplinary

actions as permissible under Bank's service rules and existing law of the country. Every employee shall sign the form of declaration of fidelity and secrecy.

- s) Any notice required to be given to an employee shall be deemed sufficiently served upon him by being delivered to him personally or sent to him by post addressed to him at the address supplied by him to the Bank as his residential address and every such notice so sent shall be deemed to have been received by the employee in due course of post.

3.3: Serving Customers and the Stakeholders

For ensuring standardized services and ethical business development, National Bank Limited shall identify its existing and potential users, side by side with the selection of service providers at various levels. Efficient and effective selection and categorization would enable the bank to make proper business plan.

3.4: The Bank as a 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.

3.5: Encouraging people for knowledge and skill enhancement

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

3.6: Delivering to Partners

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

3.7: Being Proactive

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

3.8: Working in Teams

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

3.9: 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.
- e. Guard against any kind of hatred, racism or gender bias.

3.10: 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.

4.0 Responsibility

4.1 Responsibility to Shareholders

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

4.2 Responsibility to Customers

To satisfy the customers-needs efficiently, National Bank Limited requires to:

- 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.

4.3 Responsibility to Community/Society

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

4.4 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, bankers would support the process of sustainable economic growth of the country. Employees of National Bank Limited shall have firm commitment to choose and do the right things, along with the compliance of legal requirements. They shall 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.

5.0 Property and Information of National Bank Limited

5.1 Property of National Bank Limited

Key responsibility is to protect and safeguard the National Bank Limited's property, not to use it for personal purposes/gain use and abide by the followings-

- a. An employee of National Bank Limited shall follow the operational and IT security manual meticulously while using property of National Bank Limited;
- 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.
- e. He/she shall apply own judgment and ethical concerns in using organization's phones, electronic mail or computing systems for personal requirement.
- f. He/she shall refrain from using the National Bank Limited's Letter Head for personal correspondence.

The employees shall promptly upon request by the company and in any event upon the separation of his employment, deliver up to NBL all assets, devices and/or other equipment belonging to the company which might be provided to the concerned employee during the course of his employment, all lists of clients or customers, correspondence and all other documents, papers and records in whatever form, including but not limited to, electronically held data concerning the business of NBL which might be prepared by the client or come into his possession, custody or control in the course of his employment, including any prior employment with NBL. No employee shall keep any copies of these items. No employee shall, without prior written consent of the company, publish any book, brochure or article concerning any matter relating to any area or activity of the company or its vendors, particularly if the contents of any such proposed publication fall in the domain of confidential or secret information

or is against the interests of NBL.

5.2 Information Security

National Bank Limited shall take reasonable care to keep secure its unauthorized discloser and exchange. Any confidential information it receives on clients, or any details of transactions of 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.

5.3 Invisible Property

- a. An employee of National Bank Limited 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.
- b. The use of official designation for any personal gain is prohibited.

5.4 Intellectual Property

Subject to any relevant legislation, if any employee, at any time in the course of his employment with NBL, makes or discovers or participates in making or discovering of any letters, patent, trademarks, service marks, designs, copyrights, inventions, drawings, computer programs, know-how and rights of like nature however arising and whether registered or unregistered (“intellectual property”), relating to or capable of being used in NBL, such intellectual property would vest exclusively with NBL and the concerned employee would immediately disclose full details thereof to the company and at the request and expense of the company, the concerned employee would do all things which might be necessary or desirable for obtaining appropriate forms of protection for such intellectual property in such parts of the world as may be specified by NBL and for vesting all rights in the same in the company or its nominee. Therefore, all employees are bound to disclose full details of the Intellectual Property only to NBL before his departure from the company and by no means will he be allowed to use, publish, refer or disclose any or more of the above-mentioned Intellectual Property of NBL for his personal benefits or for the benefit of any other company wherever he may be employed after his departure from NBL.

An employee of National Bank Limited 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.

5.5 Information of National Bank Limited

While performing the official task, an employee of National Bank Limited 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 bank, customers, suppliers and current and former employees, as well as system- and bank-related information. He/she shall not disclose this information unless authorized by competent authority.

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

5.6 Customer Information

An employee of National Bank Limited shall not accede to or use customers' information excepting related business purposes. He/she shall protect the confidentiality and security of customer information.

5.7 Information of Government Agencies'

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

5.8 Employee Information

An employee of National Bank Limited shall keep all information of National Bank Limited, either current or old, secret and confidential.

5.9 Suppliers' Information

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

6.0 Use of Position

The officials in all positions of National Bank Limited shall to abide by the Code of conduct for the sake of both institutional and national integrity. It is expected that an employee 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:

6.1 Private Gain

An employee of National Bank Limited 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 of National Bank Limited for any private gain is strictly prohibited.

6.2 Endorsement

The endorsement of one's position is also similar to the abuse of position. Sometimes, employee may not directly take any benefit by using their power and position. However, he/she may create the path of benefits for other persons by making such unlawful use and authorization of position and power. The aim of an employee 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, an employee shall not be involved in such activities.

7.0 Conflicts of Interest

A conflict of interest is a situation in which a person or organization is involved in multiple interests,

financial or otherwise, one of which could possibly corrupt the motivation or decision making of that individual or organization.

7.1 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. The apparent causes or reasons behind such a conflicting situation may include the followings:

- a. Dissatisfaction with salary and remunerations;
- b. Unpleasant working environment;
- c. Lack of opportunities for promotion, or deprivation from promotion;
- d. Undue influence and/or pressure from others;
- e. Greed to or from colleagues and employer; and
- f. Lack of job security.

7.2 Whatsoever the circumstances, the employees of National Bank Limited must avoid the conflict of interest as long as they hold positions in the organization. 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, National Bank Limited might administer the employee affairs legally & ethically, and compensate them reasonably. An employee of National Bank Limited shall have to refrain from doing the following:

- a. Performing his duties with a view to preserve/protect his own benefits at the cost of his employer.
- b. Involving in any kind of financial activities relating to his personal gain.
- c. Giving any advice, consultancy, direction or suggestion to anybody or to any institution that may cause for losses to his employer;
- d. Any practice/exercise that may benefit him at the cost of institution's assets either monetary or non-monetary;
- e. Doing anything that may damage the goodwill, image and reputation of the institution;
- f. Doing anything that may hamper the secrecy and privacy of any affairs/information of the company;
- 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 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.
- k. Participating in the selection process of an employee or a supplier when we are clearly in a position of conflict of interests;

- l. Engaging in business operations with a supplier or subcontractor for own personal gain or for the gain of a third party (relatives, friends, etc.);
- m. Offering an unwarranted advantage to public officials to sway them to carry out or refrain from carrying out their official duties

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

8.0 Engagement in Other Employment

An employee of National Bank Limited shall not:

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

9.0 Private Trade or Employment

9.1 Subject to the other provisions of this Code of conduct, no employee of National Bank Limited 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.

9.2 Any employee of National Bank Limited 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 competent authority along with the declaration of assets.

9.3 Any employee of National Bank Limited 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 employing authority, at any time, may forbid him to undertake it or ask to abandon it if there exists valid reason/s to do so.

9.4 Procedure for Applying in Outside Employment

Eligible application of temporary or permanent employees of National Bank Limited 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.
- 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 employer and thereafter, submit resignation letter abiding by concerned rules and regulations of National Bank Limited. 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. National Bank Limited can 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.

9.5 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 National Bank Limited but which could in any way be connected with their work should seek guidance from the management through Competent Authority before entering into any commitment. Any publication or public speaking of an employee should not tarnish the image of the National Bank Limited vis-à-vis regulatory bodies of the country. The same considerations apply to the publication of material on the world-wide web and social media. No employee shall make any communication regarding the affairs of National Bank Limited to the press or any other media, nor publish any article containing data, comments or opinions on bank or other affairs in any newspaper which may involve the bank, without obtaining prior approval of the competent authority.

10. External Pressure/Approach to Member of Parliament, Political Leader, Board Members etc.

No employee of National Bank Limited 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 for his/her employment, increment, promotion, transfer or any other personal gain.

11. Acceptance of Gifts and Foreign Awards

Gifts and invitations may be permitted within the context of business relations as long as they are not intended to obtain particular or unwarranted advantages (example: bribes).

When any one receive or give a gift or invitation, must be kept in mind these three simple rules: transparent with superiors, reasonable and asking himself yourself how the gesture could be perceived.

Some guidance for accepting gifts & foreign awards are:

- I. In order to be permitted, gifts and invitations must:
 - a) Adhere to laws and regulations in force, including known policies of the benefiting company.
 - b) Be given for a legitimate and verifiable business objective (occasional invitations to business lunches or receptions, occasional invitations to sport events or shows).
 - c) Be of a reasonable value and not frequently given to the same person.
- II. No employee of National 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.

- III. If any question arises whether the receipt of a gift places an employee under any form of official obligation to the gift providers, the authority will take action against such activity.
- IV. If any gift is offered by the head or representative of a foreign state, the employee should attempt to avoid acceptance of such gift if, he/she can do so without giving offence. If, however, he/she cannot do so, he/she shall accept the gift and shall report to the authority for orders as to its disposal.
- V. No employee of National Bank Limited shall accept a foreign award, title or honor without the approval of the competent authority.

12. Fair Treatment of Counter-parties

Counter party means persons or institutions engaging in a transaction. All relationships with external counter-parties should be conducted in professional and impartial manner. Vendor selection and hiring decisions shall be made objectively and in the best interest of the organization based on evaluation of integrity, suitability, price, delivery of goods/service, quality and other pertinent factors. Employee of National Bank Limited 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 of National Bank Limited having 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 organization. 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.

13. Anti-Money Laundering & Combating Financing of Terrorism

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.

No business relation will be established with drug traffickers, money launderers and other criminals. All employees must follow the Anti Money Laundering & Combating Financing of Terrorism Policy Guidelines of National Bank Limited meticulously.

Employees of National Bank Limited 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 Banks customers to detect suspicious transactions during the entire period of the relationship.

14. 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 of National Bank Limited shall ensure that records, data and information owned, collected, used and managed by him/her are accurate and complete. Records shall be maintained as per the policy of the National Bank Limited in sufficient details so that these may reflect accuracy of the transactions.

An employee of National Bank Limited 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 of National Bank Limited. 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 must be retained properly.

Non-maintenance of these records that come into employee's notice and any misappropriation or tampering of records, needs to be reported to the competent authority. An employee of the Bank not represent any report/claim for his/her personal gain or to protect him/herself.

15. Fraud, Theft or Illegal Activities

Employees of National Bank Limited 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 National Bank Limited. He/she shall act as a whistle blower thereby.

16. Working Environment

Working environment is very much important to achieve organization goal. It works as a motivational tool for the employees. National Bank Limited will ensure the followings for its employees:

16.1. Health & Safety

National Bank Limited shall accord adequate attention 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.

16.2. Workplace Environment

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

17. Team Work

Teamwork and co-operation is an important aspect of the work ethics in National Bank Limited. Dynamics of collective skills, knowledge and experience should be leveraged to achieve the best for the stakeholders. National Bank Limited admits its employees as human capital and recognizes the pivotal

role that meritocracy plays in setting reward and penalties for safeguarding the interests of its employees. It shall block the occurrence of conflicts arising in the workplace and seek amicable resolution of contentious issues in a manner that is constructive, open, honest and ultimately beneficial to all parties involved.

18. Diversity

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

19. 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 of National Bank Limited 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 as per HR policy.

20. Compliance with Laws, Rules and Regulations

Employees of National Bank Limited shall comply with the laws, rules and regulations of National Bank Limited vis-à-vis regulatory bodies. No employee is expected to know the details of all applicable laws, rules and regulations, but employee shall be knowledgeable about specific laws, rules and regulations that apply to their areas of duties and responsibility.

21. Fair & Equal Employment Opportunity

National Bank Limited shall provide equal opportunity in employment on the basis of individual merit and personal qualifications to employees and applicants for employment. National Bank Limited shall ensure every employee's right to work in a professional atmosphere that promotes equal and legal employment opportunities and where discriminatory practices, including harassment are prohibited.

22. Harassment

- I. National Bank Limited shall provide a work environment where all employees can work free from harassment on ground of religion, age, gender, family background, ethnicity, personal appearance etc. National 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.
- II. National 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 will 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.

23. Zero Tolerance to Violence Whistle Blower in the Workplace

National Bank Limited shall prohibit 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. National Bank Limited shall have zero tolerance for violence against any member of the workforce or its property.

24. Special Responsibilities of Superiors

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

- a. **Duty of selection** - Carefully select the employees for a job in light of their personal and professional qualifications.
- b. **Duty of Instruction** - Formulate obligations in a precise, complete, and binding manner, especially with a view to ensuring compliance with provisions of instructions.
- c. **Duty of monitoring** - Ensure that he/she meet the expected deliverable on regular basis and comply with provisions of applicable laws and regulations, on a constant basis.
- d. **Duty of communication** - Communicate to the employees that any violation of the applicable laws/regulations is disapproved of and shall have disciplinary implications.

25. 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 bank employs 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.

26. Privacy and Security of Clients/Stakeholders Information

- i. In order to provide financial services, bank shall collect, maintain and use the personal information of clients in a manner which allows them to provides 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.

- II. All information of an individual's employment 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 National Bank Limited.

27. Transparency and Accuracy of Financial, Tax and other Reporting

National Bank shall ensure that their reports and communication is true, complete and accurate and shall not be misleading. They shall maintain transparency in their business operations and dealings with clients, stakeholders and regulators.

28. Interaction in Print, Electronic and Social Media

All media (print, electronic and social) inquiries shall be forwarded to personnel from Public Relations department which has been authorized to initiate contact with the media on behalf of National Bank Limited. Bank shall 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 company's policies which restrict the disclosure of confidential information about the company, its operations, policies and procedures, employees, customers and other stakeholders or any other information that compromises internal controls and safety requirements.

29. 'Speak Up Policy'

National Bank shall adopt a 'Speak up Policy' to uphold their commitment to the code and to maintain a culture of strong ethics and integrity. Any misconduct by personnel from bank serves to harm not only the reputation and financial performance of that particular organization but also ultimately undermines trustworthiness of the industry itself. So it is vital that the bank shall adopt a "Speak up Policy" to uphold its commitment to the code and to maintain a culture of strong ethics and integrity.

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

30. Personal Investments and Insider Trading

Insider trading is the abuse of confidential information and is defined as a malpractice relating to the exchange of a company'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 National Bank Limited shall be 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 National Bank Limited 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.

31. Arranging Seminar / Workshop / Training

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

32. Automation / 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. National 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.

33. Employee Conduct outside the Office Premises

Employees and representatives of National Bank Limited should 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.

34. Grooming, Etiquette and Compliance with the Dress Code

National Bank Limited shall have 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.

All male and female employees of National Bank Limited shall wear socially acceptable and standard formal dress in the office. Employee shall not wear any dress in the office that may indicate to sexual harassment, culture violation or division, racism, political discrimination or gender discrimination.

Employees shall be allowed to wear religious dress inside the establishment but it should be maintained in such way so that other employees of different religion do not feel offensive.

Dress Code for Female Employees:

- Business attire includes full sleeve aprons, long slacks or salwar and head cover or scarf's of sensible color.
- Clothing that has words, terms or a picture that may be offensive to our patrons is unacceptable.
- Accessories in reasonable size, sensible color and noise free.

Dress Code for Male Employees:

- Business attire includes formal suits, formal shirt, formal pants, and formal shoes of sensible color.
- Clothing that has words, terms or a picture that may be offensive to our patrons is unacceptable.
- Accessories in reasonable size, sensible color and noise free.

35. Political Activities

No employee of National Bank Limited shall engage himself/herself in any kind of political activities.

36. Post-Employment Activities and Responsibilities

It is probable that during the course of their employment, staff members and other representatives of National Bank Limited may be privy to sensitive information about the bank, 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.

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

The members of the Ethics Committee of National Bank Limited 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 as per HR Policy of National Bank Limited. Ethics committee shall have an annual work plan and periodically monitor their progress against the work plan.

38. Recognition & Award

Recognition and award are key tools for promoting motivation towards achieving organizational goals. National Bank Limited shall have a reward programs as per HR Policy that take into account not only

the performance of the employee but also the way how the performance was achieved. Additional Rewards system will be designed in a way which encourages compliance to code of conduct and highest level of integrity.

39. Disciplinary Procedures and Actions

Description of disciplinary procedures and actions is given in National Bank Limited's HR policy. National Bank Limited shall ensure disciplinary procedure which is in compliance with local laws and ensures fair treatment to employees. National Bank Limited shall ensure that employee 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.

40. Compliance with the Code of Conduct

This code of conduct is applicable to all new and existing employees of the bank. For proper compliance with this code of conduct:

- I. All new employees joining in National Bank Limited as well as existing employees are required to commit to a code of conduct of Human Resource Division and duly sign a statement of compliance attesting the same. Afterward, the code of conduct of HR will be compiled with this code of conduct for commitment and duly sign for attesting by newly joined employee or existing employee.
- II. At all times employees of National Bank Limited shall act in a professional and ethical way and uphold the highest standards of honesty, trust, fairness, integrity and diligence :
 - a. Consider and value the risks and implications of each employee's actions, make them accountable for works to be performed, and for the impact their actions may have on others;
 - b. Comply with all current regulatory and legal requirements, and endeavor to follow best industry practice;
 - c. Adopt the future changes in this code of conduct and in or any part/paragraph/point of this code of conduct;
 - d. Make information reliable and appropriate, and use them with confidentiality and sensitivity;
 - e. Treat all customers, colleagues and counterparties with respect and take responsibility for the advice and services provided to them;
 - f. Senior staffs should lead by example and act as positive role models to others; and
 - g. Uphold the name and reputation of National Bank Limited and his/her profession.
 - h. Be alert to and manage potential conflicts of interest which may arise whilst performing their role, motivate them not act for personal gain or advantage;
 - i. National Bank Limited shall continuously develop and maintain technical and professional skill and knowledge and competence of the work force.

