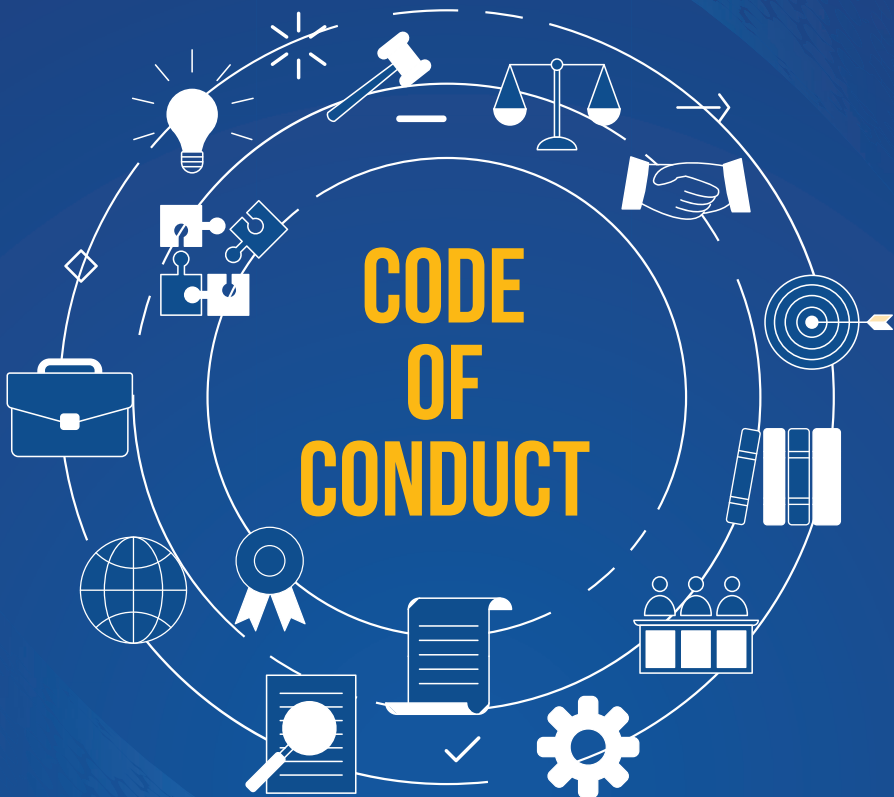


CODE OF CONDUCT



 **BRAC BANK**

আজ্ঞা অবিচল



Message from the Managing Director & CEO

Dear Colleague,

Over the last two decades, BRAC Bank has become one of the best banks in the country. It is because the bank does not focus on doing business only, rather it aspires to be a socially responsible company based on values-based banking. As employees of the bank, it is our responsibility to protect the bank's reputation through a strong culture of integrity and ethical conduct.

Please keep in mind that respect, honesty and integrity sit at the heart of our Code of Conduct. We all are responsible for upholding these principles and behaviors following the highest ethical and legal standards. It is also important to realize that breaches of the code will be taken seriously and may lead to disciplinary actions.

Given the importance of the code to all of us and the way that we do business, we trust you will read it carefully. If you have any questions or are unsure about a particular policy or compliance issue, please contact your supervisor or the Human Resources Division. Similarly, if you believe the code has been broken by anyone in the company, we encourage you to speak up with the full knowledge that we will not tolerate retaliation of any kind from anyone.

With your help, we are confident that our values and reputation will be sustained that will make us the Best Bank in Bangladesh.
Thank you for your commitment.

Selim R.F. Hussain
Managing Director & CEO



TABLE OF CONTENT

1. Preamble.....	1
2. Introduction	1
3. Stakeholders.....	4
4. Basic professional and institutional obligations	5
5. Responsibility	8
6. Property and Information of the Bank	9
7. Use of Position.....	11
8. Conflicts of Interest	12
9. Engagement in Other Employment	13
10. Private Trade or Employment.....	14
11. External Pressure/Approach to Member of Parliament, Political Leader, Board Members etc.....	16
12. Acceptance of Gifts & Foreign Awards.....	16
13. Fair Treatment of Counter-parties	16
14. Anti-Money Laundering.....	17
15. Accuracy of Records and Reporting	17
16. Fraud, Theft or Illegal Activities	18
17. Working Environment.....	18
18. Team Work	19
19. Diversity	19
20. Employees' Grievance.....	19
21. Compliance with Laws, Rules and Regulations.....	19

TABLE OF CONTENT

22. Fair & Equal Employment Opportunity.....	20
23. Harassment	20
24. Zero Tolerance to Violence in the Workplace	20
25. Special Responsibilities of Superiors.....	21
26. Fair Treatment of Customers.....	21
27. Privacy and Security of Clients/Stakeholders/Employees Information	22
28. Transparency and Accuracy of Financial, Tax and other Reporting	22
29. Interaction in Print, Electronic and Social Media	22
30. Guidelines for ‘Speak Up Policy’	23
31. Personal Investments and Insider Trading	24
32. Arranging Seminar / Workshop / Training.....	24
33. Automation / Digitalization of Business Process	24
34. Employee Conduct outside the Office Premises	25
35. Grooming, Etiquette and Compliance with the Dress Code	25
36. Post-Employment Activities and Responsibilities.....	26
37. Responsibilities of Ethics Committee to Uphold the Code of Conduct.....	26
38. Recognition & Award	27
39. Disciplinary Procedures and Actions.....	27
40. Compliance with the Code of Conduct.....	28
41. Amendments or Modifications of the Code of Conduct.....	28

1. Preamble

The Code of Conduct sets the principles for the stakeholders- Members of the Board of Directors and its committees, employees of all levels and categories of BRAC Bank Limited, business partners and service providers and receivers to and from the bank to uphold and promote the interests of the bank.

The principal objective of this Code of Conduct is to protect the interests of customers, owners and employees, stakeholders of the Bank 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 all their day-to-day activities. The ultimate and firm objective is to ensure integrity, high ethical standards, due skill, care and diligence in the bank's business and allied activities, including the stakeholders. BRAC Bank 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. It must effectively employ the 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 these guidelines and that of the bank's own.

Another objective of the guidelines is to promote rational behavior with other banks and stakeholders. Practicing such a code of conduct may also promote fair competition among financial institutions and strengthen the banking and financial environment in the country.

2. Introduction

Individuals working in the BRAC Bank Limited, including its subsidiaries as owner, director, employee, advisor/consultant, and 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 be fully customer service oriented and 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, business partners and service providers and receivers to and from BRAC Bank Limited are expected to display the highest standards of professionalism and commitment to ethics and integrity in all 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 put the public interest first.

Directors of Board, members of different committees of the Board and Management of the bank individually and collectively will remain committed and responsible to excel the practice of corporate governance principles 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.

2.1 Vision

Building a profitable and socially responsible financial institution focused on Markets and Businesses with growth Potential, thereby Assisting BRAC and stakeholders build a “just, enlightened, healthy, democratic and poverty-free Bangladesh”.

2.2 Mission

- Sustained growth in ‘Small & Medium Enterprise’ sector
- Continuous low-cost deposit growth with controlled growth in Retained Assets
- Corporate Assets to be funded through self-liability mobilization. Growth in Assets through Syndications and Investment in faster-growing sectors.
- Continuous endeavor to increase fee-based income
- Keep our Debt Charges at 2% to maintain a steady profitable growth
- Achieve efficient synergies between the bank’s branches, SME Unit Offices and BRAC field officers for delivery of remittance and the bank’s other products and services
- Manage various lines of business in a fully controlled environment with no compromise on service quality
- Keep a diverse, far-flung team fully motivated and driven towards materializing the bank’s vision into reality

2.3 Values

Our Strength emanates from our owner – BRAC. This means, we will hold the following values and will be guided by them as we do our jobs.

- **Innovation-** BRAC has been an innovator in the creation of opportunities for the poor to lift themselves out of poverty. We value creativity in program design and strive to display global leadership in groundbreaking development initiatives.
- **Integrity-** We value transparency and accountability in all our professional work, with clear policies and procedures, while displaying the utmost level of honesty in our financial dealings. We hold these to be the most essential elements of our work ethic.
- **Inclusiveness-** We are committed to engaging, supporting and recognizing the value of all members of society, regardless of race, religion, gender, nationality, ethnicity, age, physical or mental ability, socioeconomic status and geography.
- **Effectiveness-** We value efficiency and excellence in all our work, constantly challenging ourselves to perform better, to meet and exceed program targets, and to improve and deepen the impact of our interventions.

2.4 HR values: CRYSTAL

- **C** stands for being Creative. Be a person of innovative ideas in solving issues, thinking different ideas to reach one destination; do new associations between existing ideas or concepts for the organization's overall growth.
- **R** stands for being Reliable. Be worthy of reliance or trust at work so everyone could depend on you.
- **Y** stands for remaining Youthful. Be a person of freshness and vibrant characteristics at work. Feel young at HEART and project enthusiasm during performing duties.
- **S** stands for being Strong. Be a person of willing to move forward and apply conscious choice, willpower, discipline and passion at work.
- **T** stands for being Transparent. Be transparent at work at all levels both internally and externally. Show openness and honesty through communication to bring transparency.
- **A** stands for being Accountable. Be accountable for your own actions and take responsibility for the outcome of the actions; be responsible and answerable towards customers, organizations, regulatory bodies as well as society.

- L stands for being Loyal. Be loyal to the organization by being compliant at work, taking ownership and creating belongingness that will carry your brand as your pride.

3. Stakeholders

3.1 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.
- g. Ministry of Labor & Employment

3.2 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
- g. Board of Directors

3.3 Customers and Clients

- a. Customers and users of products and 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. Consumer Welfare Associations;
- c. Other interest groups such as ethicists, environmentalists, gender welfare groups, etc.

3. 5 Others

- a. Civil society-elite groups;
- b. Social media, print and electronic media;
- c. Authorities of related books and journals, and advertising agencies;
- d. Brokers and dealers;
- e. Wholesalers and retailers;
- f. Agents and facilitators; and
- g. Stockist, transport and courier companies

4. Basic professional and institutional obligations

For attaining and upholding public attention and customer/user's and stakeholders' confidence, BRAC Bank will make sure that each of its employees performs their assigned job with utmost honesty and integrity, along with the highest professional attitude and aptitude. Each member of all employment 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

BRAC Bank will ensure to maintain a pleasant working environment in the Bank in terms of the presence of well set and well-defined compensation package, clearly set goals, as well as a performance-led job description for employees of all levels. The Bank will 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 Bank and its culture.

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

4.2 Specific Compliance Guidance

- a. At all times the stakeholders shall, at all times, act professionally and ethically, 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 the potential adverse impacts;
- c. Everyone 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. Employees of the bank should use and handle all information with the best care and due diligence should be applied to ensure the highest confidentiality and preserving sensitivity;
- e. Every employee should prevent and avoid potential conflict of interest that may arise and influence one whilst s/he performs;
- f. Employees of the bank should 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. Bank should set the service standard for the Bank that reflects the professionalism that also expresses values and attitudes, as well as positive behaviors;
- h. Bank shall equip employees themselves to carry out their duties with due regards to the technical and professional standards expected by qualified customers.
- i. Bank shall encourage the staff each other continuously to develop and maintain their technical and professional knowledge and level of competence; and
- j. Bank shall encourage the staff each other 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 its 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 the responsibility of BRAC Bank is to adopt and uphold integrity and professional ethics and service standards.

4.3 Serving Customers and Stakeholders

For ensuring standardized services and ethical business development, BRAC Bank should 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 us to make a proper business plan.

4.4 Service Provider

- a. Analyze and determine customer base and review and understanding of their needs effectively;
- b. Add-in and provide product and service excellence with integrity and sincerity;
- c. Provide 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 to be passed through the legal and regulatory processes; and
- f. Each type of stakeholders' involvement and concern is to be clearly defined and clearly understood.

4.5 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.

4.6 Delivering to Partners

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

4.7 Being Proactive

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

4.8 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.

4.9 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.

4.10 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.

5. Responsibility

5.1 Responsibility to Shareholders

- a. To preserve the lawful benefits and interests of shareholders;
- b. To make an utmost endeavor to maximize profit and increase payout ratio for the stakeholders, and
- c. To make best effort to maximize company profit and manage the same ethically and properly.

5.2 Responsibility to Customers

To satisfy the customers-needs efficiently, we must:

- 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 always 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 statements 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 financial activities of BRAC 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 the areas of energy and climate change while lending, BRAC Bank would support the process of sustainable economic growth of the country. Employees must have a firm commitment to choose and do the right things, along with compliance with legal requirements. They must consider structural and non-traditional risks management options that are 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 be taken into consideration.

6. Property and Information of Bank

6.1 Property of Bank

Employees' key responsibility is to protect and safeguard the Bank's property, not to use it for personal purposes/gain and abide by the followings:

- a. An employee shall follow the operational and IT security manual meticulously while using properties of the Bank.
- b. S/he needs to ensure the fair value of assets while these are acquired and disposed of while working as a member of the asset acquiring/disposal committee.
- c. S/he shall not participate in the name of other people in the supplying of materials to the bank or selling Bank's old assets.

- d. S/he shall protect the pilfering of stationeries, stealing, embezzling or misappropriating money, funds or anything from the bank.
- e. S/he shall apply their own judgment and ethical concerns in using Bank's phones, electronic mail or computing systems for personal requirementw.
- f. S/he shall refrain from using the bank's Letter Head for personal correspondence.

6.2 Information Security

Employees of the bank shall take reasonable care to keep secure its 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 standards, and shall be treated as a breach of contract.

6.3 Invisible Property

- a. 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 etc.
- b. The use of official designation for any personal gain should be prohibited.

6.4 Intellectual Property of Others

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

6.5 Bank's Information

While performing the official task, an employee of the bank 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. S/he shall not disclose this information unless authorized by the competent authority.

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

6.6 Customer Information

An employee shall not access to or use customers' information except for related business purposes. S/he shall protect the confidentiality and security of customer information.

6.7 Information of Government Agencies

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

6.8 Employee Information

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

6.9 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.

7. Use of Position

The officials in all positions of the bank shall have to abide by the Code of Conduct for the sake of both institutional and national integrity. It is expected that an official shall use her/his position and delegated power to do her/his jobs appropriately. No employee shall use her/his position to coerce pressure to other employees to make contributions or devote any of the Bank's resources or work time to support any political candidate, political party or political cause. No one in a position of authority can encourage others to make contributions or support candidates or political causes whenever "encouragement" could be interpreted or perceived as compulsory or coercive. Any deviations of this shall be treated as an abuse of position and power. Generally, such deviations are found out for the following two reasons:

7.1 Private Gain

An employee is supposed to exercise her/his power attributed to her/his position for the benefit of the bank as well as the country. But it becomes harmful and illegal if the exercise of her/his power relating to her/his 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 the position of an employee in the bank for any private gain is strictly prohibited.

7.2 Endorsement

The endorsement of one's position is also like 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 her/his own people beneficial unusually and thereby frustrates the others, it shall be treated as partiality and nepotism. So, a dignitary shall not be involved in such activities.

8. Conflicts of Interest

8.1 The conflict of interest is often a very strong hurdle in the way of implementation of the Bank's integrity strategy. When an employee thinks of her/his personal interest from her/his official position, a question of conflict of interest arises. The statute allows her/him to serve her/his own gain or interest at the cost of employing an institution or the state. It is a statutory as well as an ethical obligation for an employee to keep herself/himself away from personal interest. The apparent causes or reasons behind such a conflicting situation may include the followings but are not limited to:

- 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;

8.2 Whatsoever the circumstances, the employees must avoid the conflict of interest while holding a position in the bank. Availing of 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, BRAC Bank might administer the employee affairs legally & ethically, and compensate them reasonably. An employee shall have to refrain from doing the following:

- a. Performing her/his duties to preserve/protect her/his own benefits at the cost of her/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 losses to her/his employer;
- d. Any practice/exercise that may benefit her/him 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 company;
- g. Involving or taking part in any business dealing like shareholding, profit sharing, a partnership of any business company or manufacturing industry or servicing center for their personal benefit;
- h. Getting any unusual or illegitimate benefits directly, or indirectly for herself/himself 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 her/his family members and relatives if those charitable contributions are made by/under her/his power and position;
- j. Receiving any gift (in cash or kind) from those who are directly benefited or assisted by her/his office or by her/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 offenses.

9. Engagement in Other Employment

An employee shall not:

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

10. Private Trade or Employment

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

10.2 Any employee, either permanent or in any other employment form, is not allowed to undertake/run any business enterprise. However, for undertaking honorary work in a social, religious or charitable organization; clause 10.3 is referred.

10.3 Any employee 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 her/his official duties do not hamper/suffer thereby. But the bank, at any time, may forbid her/him to undertake it or ask to abandon it if there exists valid reason/s to do so.

The employee must disclose the following outside positions to the Head of Human Resources who will determine if a conflict of interest exists:

- a. A member of your immediate family or household works for and holds a position that can influence decisions at a firm that directly competes with or does business with the Bank
- b. A member of your immediate family or household works for and holds a position that interacts with positions of authority at a firm that directly competes with or does business with the Bank
- c. Furthermore, you may not serve as a director, trustee, officer or similar positions (paid or otherwise) of any business, other than with the BANK or one of its subsidiaries without prior approval of the Human Resources Department

10.4 Procedure for Applying in Outside Employment:

Employees of the Bank may consider for outside employment as below:

- a. Application for appearing in the competitive examinations of Bangladesh Public Service Commission and other government, semi-government entities/institutions including state-owned/specialized banks, private banks and other public/private entities/institutions shall be considered.

- b. Applications for employment in International Organizations where Bangladesh is a member and for employment under Foreign Governments shall be considered provided that all such applications are processed through the concerned/competent channels of the Government of Bangladesh.
- c. Applications from all categories of employees for employment in the autonomous bodies including public and private universities shall be considered.
- d. Bank can depute any of its 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 of the bank.

10.5 Teaching, Speaking & Writing

An 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 the regulatory bodies of the country. The same considerations apply to the publication of material on the worldwide 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.

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

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

12. Acceptance of Gifts and Foreign Awards

- a. No employee shall, without prior permission of the competent authority, accept by herself/himself, or permit any of her/his family members to accept

any gift from any person that makes her/him obligated in an official position to the gift providers. If anyone sends gift items via postal or courier services, they may be received but should immediately be handed over to the higher authority for disposal.

- b. If any question arises whether the receipt of a gift places an employee under any form of official obligation to the donor, the authority will take action against such activity.
- c. If any gift is offered by the head or representative of a foreign state, the employee concerned should attempt to avoid acceptance of such a gift if, s/he can do so without offending. 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.
- d. No employee shall accept a foreign award, title or honor without the approval of the competent authority.

13. Fair Treatment of Counter-parties

All relationships with external counter-parties should be conducted professionally and impartially. 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. An employee should commit to a fair contract and payment terms with them in return for 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 professionally and subsequently comparison of Cost & Benefit to be presented to the competent authority.

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

14. 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 offense 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. Employees must follow the Anti-Money Laundering Policy meticulously that are formulated/developed by the bank following regulatory body's guidelines.

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

15. 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 her/him for the bank 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 the maintenance of appropriate records to ensure that financial transactions are prepared following generally accepted accounting principles and that they fairly present the financial conditions and results of the bank. S/he shall observe standards of good flavor regarding content and language when creating business records and other documents (such as weekly/ monthly/quarterly statements, e-mail etc.) that may be retained by the bank.

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 her/his personal gain or to protect herself/himself.

16. Fraud, Theft or Illegal Activities

Employees shall be vigilant about 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, s/he shall immediately report the same to her/his immediate superior/s or management to protect the interest of the bank. S/he shall act as a whistleblower thereby.

17. Working Environment

17.1 Health & Safety

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 security threats. Physical premises are under a 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.

17.2 Workplace Environment

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

18. Team Work

Teamwork and co-operation is important aspect of the work ethics in BRAC Bank. We shall leverage on the dynamics of collective skills, knowledge and experience to achieve the best for the stakeholders. BRAC Bank admits 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.

19. Diversity

BRAC Bank respects all employees as unique individuals regardless of their ethnicity, race, religion, gender or any other background with fundamental human rights and supports the cultural and ethnic diversity of its workforce. It believes 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.

20. 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, s/he may pursue a formal grievance mitigation application.

21. Compliance with Laws, Rules and Regulations

Employees are expected to comply with the laws, rules and regulations governing the Bank'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.

22. Fair & Equal Employment Opportunity

BRAC Bank is committed to providing equal opportunity in employment based on 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.

23. Harassment

- a. BRAC Bank is committed to providing a work environment where all employees can work free from harassment on the ground of religion, age, gender, family background, ethnicity, personal appearance etc. BRAC Bank 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. BRAC Bank is committed as an employer to creating an environment that 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 the epithet, comments or innuendo, obscene or harassing telephone calls, inappropriate content exchange through e-mails, letters, SMS, notes or any other forms of communication.

24. Zero Tolerance to Violence in the Workplace

BRAC Bank 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 the excellence in professionalism, existence of a safe and healthy workplace, and the maintenance of a corporate culture, which serves the needs of the community. BRAC Bank bears zero tolerance for violence against any member of the workforce or its property.

25. 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 to ensuring compliance with provisions of instructions.
- c. Duty of monitoring: Ensure that s/he meets the expected deliverable on regular basis and complies with provisions of applicable laws and regulations constantly.
- d. Duty of communication: Communicate to the employees that any violation of the applicable laws/regulations is disapproved of and shall have disciplinary implications.

26. 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 the 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. BRAC Bank is focused on ensuring fair practices in dealing with customers that 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 that meets customer needs and take 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 openly and clearly.

27. Privacy and Security of Clients/ Stakeholders/ Employees Information

- a. To provide financial services, the bank shall collect, maintain and use the personal information of clients in a manner that allows it 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 the bank shall be considered confidential unless it is clearly stated otherwise (or the situation arises whether s/he 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 the Bank.
- c. An employee must respect and maintain confidentiality about their own and colleagues' compensation and other employment-related information that is confidential in nature.

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

Employees of the bank shall ensure that its reports and communication is true, complete and accurate and shall not be misleading. It shall maintain transparency in its business operations and dealings with clients, stakeholders and regulators.

29. Interaction in Print, Electronic and Social Media

All media (print, electronic and social) inquiries shall be forwarded to the Head of Communications who is authorized to initiate contact with the media on behalf of the bank. It is to be ensured that a consistent message in compliance with the governing laws and regulations is broadcasted.

The advent of social media has enabled people from across the globe to have information at a rapid pace which may at times be sensitive in nature and thus it is particularly important to ensure that social media sites and tools are used by the employees 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.

Employees must abide by the below instructions while dealing with any form of media:

- a. Only the Head of Communications and the Managing Director & CEO of the bank are authorized to communicate (e.g. talk to or make comments to) with the media.
- b. If employees are approached by the media for any comments, the Head of Communications shall be referred by them.
- c. Employees shall immediately forewarn the Head of Communications and immediate Supervisor that s/he has been approached by the media on a particular issue.
- d. No employees of the bank are allowed to talk to the media unless they are authorized to do so.
- e. If anyone would like to attend any media talk show or make any comments to the media or want to write something in the papers or magazines etc, s/he has to get clearance first from the Head of Communications.

- f. Employees must be very careful about making insensitive comments on Social Media, even 'LIKING' or 'SHARING' articles or posts on Social Media.

30. Guidelines for 'Speak Up Policy'

BRAC Bank's 'Speak up Policy' upholds its commitment to the Code of Conduct and ensures to maintain a culture of strong ethics and integrity. Any misconduct by an employee harms not only the reputation and financial performance of the Bank but also ultimately undermines the trustworthiness of the industry itself. Employees are encouraged to raise any concerns about any misconduct and are free from the fear of victimization.

Please refer to the Bank's "Speak up Policy" for further details.

31. Personal Investments and Insider Trading

Insider trading is the abuse of confidential information and is defined as malpractice relating to the exchange of a 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 BRAC Bank) 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 that includes family members also, encouraging anyone else to deal or dealing on behalf with anyone else based on other non-public 'inside' information. Furthermore, employees and other representatives of bank 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 BRAC Bank) if the result of this investment affects or appears to affect her/his ability to make any unbiased business decisions in favor of her/his employment as thus resulting in a conflict of interest.

32. Arranging Seminar / Workshop / Training

BRAC Bank organizes and sponsors training/seminars/workshops/debates and discussions to promote ethics, integrity and compliance standards within the bank in specific, and the financial services industry in general.

33. 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. BRAC Bank is focused and dedicated to digitalizing its processes to adapt to the changing business scenario. It is imperative that bank as well as the employees must ensure while dealing with such processes, 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.

34. Employee Conduct outside the Office Premises

Employees and representatives of the bank shall realize that their conduct outside the workplace reflects 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 BRAC Bank. As such, employees shall exercise caution while interacting with outside entities 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 a conflict of interest or disclosure of confidential information are to be strictly avoided.

35. Grooming, Etiquette and Compliance with the Dress Code

All employees must follow grooming standard which is suitable to the culture and values of Bangladesh. For relationship managers and other front office personnel (or sometimes even backoffice personnel), it is important to realize that s/he is often the first point of contact for any customer and as such her/his 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.

Gender	Attire	Accessories
Male	Formal shoes with dark socks, dark trousers/pants, full sleeve shirt (collar-less T-shirt, shorts, loud colored clothing, sandals are prohibited)	<ul style="list-style-type: none"> Accessories or jewelry should be limited to 3 (three) pieces that include a watch, ring and cuff-links Bracelets, neck chains, earrings or any kind of visible body piercing is not allowed Any visible tattoo is prohibited.

Gender	Attire	Accessories
Female	Salwar-kameez, saree, ankle-length skirt/trousers with long Sleeve Shirt (collar-less/sleeveless T-shirt/sleeveless kameez or shirt, sleeveless blouse, short skirt are prohibited)	<ul style="list-style-type: none"> For Front Line Staff: small earrings, one chain, two bangles, properly tied hair For back-office Staff: earrings, one chain and bangles at the minimum level with properly combed hair Any visible tattoo is prohibited.

Please refer to “Dress Code Policy” for further details.

36. Post-Employment Activities and Responsibilities

It is probable that during the course of their employment, staff members and other representatives of BRAC Bank shall 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 bank. As per the Code of Conduct (as well as the exit clauses of their employment contracts), employees shall act with the 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 in their corporate capacity have a responsibility to promote the Code of Conduct effectively and lead by example in embedding the Code of Conduct in their everyday work. Any instance of breach of the Code of Conduct shall be dealt with appropriate disciplinary procedure. The Ethics Committee shall have an annual work plan and periodically monitor their progress against the work plan. An Ethics Committee will be formed and approved by the MD & CEO.

38. Recognition & Award

Employees' performance and contributions shall be recognized and rewarded in line with the policy of the Bank. Employees must understand that not only the performance but also the way how it was achieved will be considered. Every act of the employees shall comply with the Code of Conduct and maintain the highest level of integrity.

39. Disciplinary Procedures and Actions

If an employee fails to comply with the Code of Conduct or in case of breach of any rules or regulations, the bank will take appropriate disciplinary action in line with bank's disciplinary action policy and procedures.

Disciplinary action will be taken against:

- I. Any employee who authorizes, directs, approves or participates in violations of the Code of Conduct
- II. Any employee who has deliberately failed to report violations of the Code of Conduct, who has concealed violations of the Code of Conduct or who has deliberately withheld relevant information concerning a violation of the Code of Conduct
- III. Any employee who retaliates, directly or indirectly or encourages others to do so, against any other employee because of a report by that employee of a suspected Code of Conduct Violation and
- IV. Any leader/manager, who under the circumstances should have known about a violation of the Code of Conduct by people under her/his supervision and did not act promptly to report & correct it

- V. willful disobedience, whether alone or in combination with others to any lawful or reasonable order of a superior;
- VI. theft, misappropriation, fraud or dishonesty in connection to the business or property of the bank;
- VII. taking or giving a bribe in connection to her/his or any other worker's employment under the bank;
- VIII. habitual absence without leave or absence for more than 10 (ten) days at a time without obtaining leave;
- IX. habitual late attendance;
- X. habitual breach of any law or rule or regulation applicable to the bank;
- XI. disorderliness, riot, arson or breakage in the establishment;
- XII. habitual negligence in work;
- XIII. habitual breach of any rule relating to employment, including discipline or conduct;
- XIV. altering, forging, wrongfully changing, damaging or causing loss to employer's official records;

40. Compliance with the Code of Conduct

- i. All new employees joining the Bank as well as existing employees are required to commit to the Code of Conduct and duly sign a statement of compliance attesting to the same.
- ii. At all times, employees shall act professionally and ethically and uphold the highest standards of honesty, trust, fairness, integrity and diligence and must consider and value the risk of their actions, must be accountable for their work to be performed and for the impact their actions may have on others.
- iii. Employees must comply with all current regulatory and legal requirements,
- iv. Employees must be alert to and manage potential conflicts of interest which may arise whilst performing their role, motivate each other not act for personal gain or advantage;
- v. Employees shall treat all customers, colleagues and counterparties with respect and take responsibility for the advice and services provided to them;
- vi. Managers should lead by example and act as positive role models to others and must avoid giving even implicit approval of any actions that may be illegal, unethical or potentially damaging the bank's reputation; and

- vii. Employees shall continuously develop and maintain technical and professional skill and knowledge and competence; and
- viii. Uphold the name and reputation of BRAC Bank and the profession.
- ix. Any instance of breach of the Code of Conduct shall be dealt with appropriate disciplinary procedure.

41. Amendments or Modifications of the Code of Conduct

BRAC Bank reserves all right and authority to amend its Code of Conduct entirely or partly as and when deems necessary, or as directed by Bangladesh Bank. However, employees shall always abide by all the rules and policies as formulated by the bank from time to time whether covered specifically by the Code of Conduct or not.

DECLARATION

I, the undersigned, have read the Code of Conduct of BRAC Bank Limited with a full understanding of its contents. I shall continue to refer to the Code of Conduct of the bank at least once in every calendar year.

I also hereby declare that I will abide by the Code of Conduct and/or its subsequent updates. Any breach of the above will be subject to disciplinary action as per the policy of the bank.

PIN	
Name	
Designation	
Date of Joining	
Division	
Signature	
Date	



Human Resources Division
BRAC Bank Limited