

DBBL Policy Guideline

on

Code of Conduct

Prepared by:

**NIS Cell, DBBL
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Dutch-Bangla Bank Limited

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1.0 Preamble

As Vision – *Dutch-Bangla Bank dreams of better Bangladesh, where arts and letters, sports and athletics, music and entertainment, science and education, health and hygiene, clean and pollution free environment and above all a society based on morality and ethics make all our lives worth living. DBBL's essence and ethos rest on a cosmos of creativity and the marvel-magic of a charmed life that abounds with spirit of life and adventures that contributes towards human development.*

As Mission - *Dutch-Bangla Bank engineers enterprise and creativity in business and industry with a commitment to social cause. Profits alone do not hold a central focus in the Bank's operation, because "man does not live by bread and butter alone".*

As Core objectives - *Dutch-Bangla Bank believes in its uncompromising commitment to fulfill its customer needs and satisfaction and to become their first choice in banking. Taking cue from its pool of esteemed clientele, Dutch-Bangla Bank intends to pave the way for a new era in banking that upholds and optimize its vaunted marques "YOUR TRUSTED PARTNER".*

All the above Vision, Mission and Core objectives of Dutch-Bangla Bank – actually evolved from the core essence of its firm Code of Conduct. 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 DBBL, business partners and service providers and receivers to and from DBBL to keep uphold and promote the interests of DBBL.

The principle objective of this set of code of conduct is to protect the interests of customers, owners and employees, stakeholders of DBBL 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 DBBL.

This guideline intended to comply compulsorily by DBBL while conducting their businesses. The ultimate and firm objective is to ensure integrity, high ethical standards, due skill, care and diligence in all of their business and allied activities, including the stakeholders. DBBL take reasonable care and measures to organize manage and control their dealings and affairs responsibly and effectively, with adequate risk management systems and financial resources.

DBBL 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 this guideline. Another objective of the guidelines is to promote rationale behavior between/amongst DBBL and their stakeholders. Practicing such code of conduct may 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.

2.0 Introduction

All individuals working in the DBBL, including their affiliates in research and development, and training in the country 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 fully be customer service oriented and clearly be motivated by integrity and ethics, of course, in full conformity with the legal and regulatory requirements. All respected Members of the Board of Directors and its committees, employees of all levels and categories of DBBL, business partners and service providers and receivers to and from DBBL 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.

Honorable Directors of Board, members of different Committees of the Board and Management of DBBL 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.

This Policy-Guideline on Code of Conduct needs to be read &/or referred along with the Part XIV & XV on 'General Conduct & Discipline' and on 'Discipline & Punishment' of the DBBL Employees' Service Rules; and associated policy manuals of DBBL, as appropriate.

3.0 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

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 etc,

3.3 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.

3.4 Staff and staff associations/clubs

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

3.5 Others

- a. Civil society-elite groups;
- b. Social Media-print and electronic;
- c. Authorities of related books and journals, and advertising Agencies;
- d. Brokers and dealers;
- e. Whole sellers and retailers;
- f. Agents and facilitators; and
- g. Stockiest and Transport and Courier Companies
- h. Students under DBBL scholarship & other charities

4.0 Basic professional and institutional obligations

Every employee must perform their assigned job with utmost honesty and integrity for attaining and upholding public attention and customer/users and stakeholders' confidence, along with highest professional attitude and aptitude. Each member of all categories must be firm in their performance for the benefits of DBBL and must avoid conflict of interest, at all corner.

4.1 Code of Conduct for Employers

DBBL and its Managers to ensure a pleasant working environment & culture of governance where employees will be trained for required skills to accomplish their clearly defined responsibility & accountability with transparent evaluation making them loyal to achieve the Bank's goal - embedded with goodwill & reputation!

DBBL will have well set and well defined compensation package, clearly set goal orientation, as well as performance-led job description for employees of all levels. DBBL 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 organization and its culture.

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

4.2 Some specific compliance guidance

All stakeholders of DBBL will act in a professional way assessing risk to ensure highest standards of honesty, trust, fairness, integrity, values & diligence complying with all regulatory & legal requirements - serving & protecting the best interest of the customers, community, environment, employees, shareholders & regulators. Particularly:

- a. At all times the stakeholders 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 stakeholders shall take firm promise to comply with all current regulatory and legal requirements, and adopt endeavor to follow best industry practices;
- d. All information be used and handled with best care and due diligence be applied to ensure highest confidentiality and preserving sensitivity;
- e. Prevent and avoid potential conflict of interest that may arise and influence one whilst he/she performs;

- f. Serve customers, colleagues and counterparties with due care. Respect their desires and serve them with responsibility if they asked for, or help them voluntarily;
- g. Set the service standard for the organization that reflects professionalism that also expresses values and attitudes, as well as positive behaviors;
- h. Equip employees to carry out their duties with due regards to the technical and professional standards expected by qualified customers. Encourage the staffs continuously to develop and maintain their technical and professional knowledge and level of competence; and
- i. Train and encourage the staff/officials to act with complete integrity towards customers, colleagues, counterparties and others with whom they may come into contact.

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

4.3 Serving Customers and the Stakeholders

DBBL will ensure providing effective & efficient products/ services based on customer's need with fair, clearly defined & understood -manner that has passed legal & regulatory requirements/ norms.

For ensuring standardized services and ethical business development, management should identify 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 management to make proper business plan. DBBL's Customer Charter to be followed by staff.

4.4 Service Provider

As trusted service provider, we will:

- 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;
- f. Each type of stakeholders' involvement and concern be clearly defined and understood.

4.5 Encouraging people for knowledge and skill enhancement

Applying DBBL's Values & Principles consistently - employees to get opportunities for professional development & encouraging people for knowledge and skill enhancement and ensuring objective Performance Evaluation. Particularly:

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

4.6 Delivering to Partners

Practicing good corporate governance, protecting reputation & intellectual property and strengthening fair competitive behavior, DBBL & its staff will ensure:

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

4.7 Being Proactive

DBBL Anticipating & embracing changes and encouraging responsible innovation based on useful information & rewarding accordingly, will encourage its staff in:

- 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

Valuing both different perspectives & collective contributions and working jointly taking accountability and refraining from favoritism & biasness; DBBL will value:

- a. Each individually and make others accountable for every action;
- b. Refraining from favoritism and biasness;
- c. Extracting merit/ value from different perspectives;
- d. Working jointly and collectively; and
- e. Acknowledging and appreciating magnitude for both individual and team contributions.

4.9 Respecting Each Other and reciprocity

Respecting human dignity, courtesy, modesty & tolerance by ensuring environment - free of harassment/ intimidation and protecting Bank & staff from physical damage complying with regulations on health/ safety/ fire etc. – DBBL:

- a. Recognizes and respects human dignity;
- b. Provides/establishes a working environment free of harassment and intimidation;
- c. Complies with social and occupational health & safety regulations; and
- d. Protects organization from damage/ loss of physical assets.

4.10 Guarding against Arrogance

There is no place for Arrogance in DBBL; it:

- a. Celebrates successes and achievements with modesty;
- b. Meets the legitimate expectations of stakeholders; and
- c. Expresses personal identity with dignity, courtesy and tolerance.

5.0 Responsibility

5.1 Responsibility to Shareholders

DBBL will preserve the lawful benefits and interests of its shareholders by maximizing profit ethically; particularly:

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

5.2 Responsibility to Customers

The scope of responsibility to Customers is wide i.e. understanding customer needs - serving them indifferently, promptly & honestly - keeping them updated on all banking norms / account statement and providing adequate notice before any changes and keeping lawful privacy of customer information.

To satisfy the customers-needs efficiently, DBBL management & employees require 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.

5.3 Responsibility to Community/Society

DBBL & its staff must comply with the recognized/ established legal, regulatory, as well as social/ community norms, customs and values and promote the same. DBBL Employee must be vigilant so that – none of norms of the community & society is overlooked. DBBL has been a proven icon for the development of its community & society and all stakeholders will uphold this.

5.4 Commitment to the Environment

Environmental and social risks are seriously taken into consideration before lending / financing &/or any other banking campaign/ events of DBBL.

Environmental and climatic protections are among the most pressing global challenges of the time. Emphasizing on the areas of energy and climate change while lending, DBBL would support the process of sustainable economic growth of the country. Staff must have firm commitment to choose and do the right things, along with the compliance of legal requirements. They must consider structural and non-traditional risk 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. Therefore, staffs are strongly recommended to follow all relevant risk-management guidelines & procedures on their day to day activities.

6.0 Property and Information of Bank

6.1 Property of Bank

Key responsibility of DBBL is to protect and safeguard the Bank's property, not to use it for personal purpose/ gain use.

Therefore, employee shall not use Bank's property for personal gain or purposes; ensuring:

- Honesty during acquiring or disposing-off Bank's Property;
- Protecting pilferages of stationeries, billing, fuel, etc;
- Ethical usages of office phone, computer-systems, vehicles, official-stamp/seal, etc;
- Arms length distance & transparent handling of suppliers, vendors and external service providers.

They will also abide by the followings:

- a. An employee of DBBL shall follow the operational and IT security manual meticulously while using property of the organization;
- b. He/she needs to ensure the fair value of assets while these are acquired or 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 DBBL's old assets.
- d. He/she shall protect the pilfering, stealing, embezzling or misappropriating money, funds or anything from DBBL.
- e. He/ she shall apply own judgment and ethical concerns in using Bank's property
- f. He/she shall refrain from using the Bank's Letter Head for personal correspondence.

6.2 Information Security

DBBL shall take reasonable care to keep secure their information from unauthorized disclosure and exchange. Any confidential information it receives on clients, or any details of the transactions of its clients shall be preserved with utmost security. Unless asked by any lawful and competent court/ authority, exchanging or disclosing of information will be treated as a serious violation of ethical standard, and shall be treated as a breach of contract & violation of conduct. Taking into consideration of all following related sub-sections i.e. 6.3 to 6.9 and 27, 33, & 36 – DBBL has summarized its responsibility to protect information security robustly, as stated below:

- Bank's strategic & internal policy related information must not be disclosed without appropriate legal & regulatory instructions;
- Bank's corporate brand, goodwill & Intellectual Property-right must be safeguarded and similarly bank/ its staff will not infringe others' Intellectual Property-right;
- Customer & its confidential information can only be disclosed if allowed by customer or falls under specific legal/ regulatory provisions of law/ directives;
- Confidential instruction of Government Agency like- ACC/ NBR/ BB/ BFIU/ CID/ SB/ DB/ DGFI/ Police/ BSEC, etc. must not be disclosed to unauthorized parties without prior approval of competent authority;
- Employees/ Board members information also should not be disclosed without his consent or from competent authority;
- Suppliers information, quotation, price, business policy shall be kept confidential-unless required by legal/regulatory provisions;
- Employee or Supplier must not disclose any confidential information of Bank/customer - even after their leaving / exiting the bank;
- For automation /digitization - no compromise with bank or customer information and access to system by unauthorized parties will be allowed.

More specifically, DBBL expects standard behavior as mentioned below:

6.3 Invisible Property

- a. An employee shall not use the corporate brand and goodwill of the DBBL for non-official purposes like taking house rent, renewal of car license, buying own flat and other assets.
- b. An employee shall not use his/ her official designation for any personal gain.

6.4 Intellectual Property of Others

DBBL or its staff shall be cautious about the intellectual property rights of others and they will not utilize other parties' property without their legitimate consent. Similarly he/she shall not provide performance report of one customer to other, neither use logo of third party in purposes which are not allowed in the franchise agreement and nor use the CIB report of third party and refrain from plagiarism of other bank's credit analysis.

6.5 Bank's Information

An employee of DBBL may have access to information that is not generally available to the public, while performing the official task 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. He/she shall not disclose this information unless authorized by competent authority.

An employee of DBBL 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 the institution related to its performance, strategy, system, policies etc.

6.6 Customer Information

No DBBL employee shall accede to or use customers' information excepting related business purposes. He/she shall protect the confidentiality and security of customer information.

6.7 Information of Government Agencies'

No DBBL employee shall disclose any information of government agencies like - ACC, NBR, BB, BSEC etc without prior approval of that competent authority.

6.8 Employee Information

All DBBL employees shall keep all information of the organization; either it is current or old, secret and confidential.

6.9 Suppliers' Information

All DBBL employees shall keep information about the purchase of goods or services confidential. Price quoted, methods, business policy etc. of the vendors must not be disclosed, at any circumstances.

7.0 Use of Position

All the officials of DBBL with respective positions shall have to abide by their respective Code of conduct for the sake of both institutional and national integrity. It is expected that an official shall use his/her position and delegated power to do his/her jobs appropriately. Any deviations of this shall be treated as abuse of position and power. Therefore, DBBL takes the stance that:

- Unauthorized or illegal or unethical exercise of Power of Position or Delegated Authority is strictly prohibited for any unethical advantage including Personal Gain.

- Person with Power of Position/ designation must not Endorse or refer or pursue even indirectly to pave the path for benefits of other persons, who may claim undue advantage or put the bank in embarrassing situation /conflict of interest.

Generally such deviations are found out for following two reasons:

7.1 Private Gain:

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

7.2 Endorsement:

The endorsement of one's position is also similar to the abuse of position. Sometimes, dignitaries may not directly take any benefit by using their power and position. However, they may pave the path for benefits for other persons by making such unlawful use and authorization of position and power. The aim of a dignitary should be serving the customer 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.

8.0 Conflict of Interest

The conflict of interest is often a very strong hurdle on the way of implementation of good conduct as well as 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 personal 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. Therefore, DBBL will take effort broadly to ensure:

- Employees' working environment should not put him/her in financial/psychological stress or in temptation/ greed that he or she compromises with conflict of interest;
- Whatsoever, employees must avoid Conflict of Interest refraining from:
- Performing duties out of way to preserve own benefits, #Involving in other financial acts (shareholding, Profit-partnership, dealing) or consultancy to others for own personal gain,

- Doing anything that may benefit him personally at the expense of Bank's goodwill/image/ reputation/ asset/money/information, etc.
- Accepting unusual benefits directly or indirectly by him/herself &/or family members explicitly or implicitly - disguising identity,
- Receiving or making charitable contributions using power & position unethically,
- Receiving Gift (cash/kind) from beneficiaries assisted by employees office or by his power/position;

8.1 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
- b. Lack of job security.

8.2 At any circumstances, DBBL employees 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”, management should administer the employee affairs legally & ethically, and compensate them reasonably.

9.0 Engagement in Other Employment

DBBL employee shall not:

- a. Engage him/ her 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 Human Resources Division (HRD)/ competent authority;
- c. Undertake part time work except those, which may be requested to be accepted or undertaken by HRD/competent authority.

10. Private Trade or Employment

In brief, no DBBL employee 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. He/ she may do honorary or voluntary social/cultural/religious/charitable work, etc. with notification to HRD. Particularly:

10.1 Subject to the other provisions of this Code of conduct, no DBBL employee 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.

10.2 Any employee of DBBL 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 his/her employer along with the declaration of assets.

10.3 Any employee of DBBL 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 is valid reason/s to do so.

10.4 Procedure for Applying in Outside Employment:

In brief in DBBL:

- Eligible Applications for outside employment must be forwarded to HRD through respective Line Manager and he/she has to settle all liabilities before he/she joins the other organization.
- Similarly staff is bound to serve in any area within or outside the country as instructed by his current employer.
- Eligible application of temporary, or permanent employees of DBBL's 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 the employing DBBL. 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 DBBL concerned. This would be followed both in cases of temporary and permanent foreign employment. DBBL can depute its any employee to any work or institution of their 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.

10.5 Teaching, Speaking & Writing

DBBL encourages its staff to uphold image of DBBL attending national & internal forums as speakers or teachers or as writers. However, it ensures a disciplined manner with a stance that:

- No employee shall make any communication, comment, publication, etc. in Public/Media/ web-social media - that might have any connection with the Bank particularly on sensitive/ strategical &/or negative issues ; without prior approval from HRD/ competent authority.
- Prior to any external authorship/ publication/ speaking/ training-presentation, consultation with HRD should be done.

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

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

12. Acceptance of Gifts and Foreign Awards

DBBL clearly states that:

- No employee shall accept any gift, gratuity, subscription or reward from any other employee of the Bank or any customer;
- Foreign award, title or honor should not accept without the approval of the HRD/ competent authority;

- It is an offence to solicit, demand or accept for the benefit of employees, anything of value from any one in return for any business, service or confidential information, either before or after a transaction is discussed or completed.
- If the gift cannot be refused, it has to be reported to competent authority and donated to Bank's Charity-Fund. However, on festive occasions & being ethical-cultural norm (New-Year, Eid, etc.), souvenirs of Bank's or customers' entities like - calendar, diary, non-expensive-pen, mug, gift-cards, etc. can be given or accepted with notification to competent authority.
- An employee may accept meals, refreshments all of reasonable value, in the course of meeting or other occasion the purpose of which is to hold genuine business discussions or to foster better business relations.
- Advertising or promotional material of nominal value, such as pens, pencils, notepads, key chains, calendars, diary and similar items etc and gifts of reasonable value on wedding are exempted. An employee must make full disclosure to the management and receive management written response if any situation arises with regard to matters concerning things of value.
- Employees shall not, on behalf of DBBL directly or indirectly give, offer or promise anything of value to any individual, business entity, organization, public official, and political party for the purpose of influencing the recipient.
- Normal business practices of offering reasonable meals, entertainment, and promotional gifts etc. are allowed as per bank's entitlement.

13. Fair Treatment of Counter-parties

DBBL expects staff to ensure:

- All relationships with external counter-parties (Vendor, contractors, and suppliers) should be conducted in professional and impartial manner; they shall not be used for any personal purposes.
- Employee's personal relationship with any contractor/ supplier/ vendor/ loan applicant, etc. must be disclosed to the competent authority before entering into the negotiation/ selection or approval of loan and no influence should be made.

14. Anti-Money Laundering

DBBL has very strong AML/CFT Policy Manual, Risk-Management Guideline and governance procedure with strong commitment from senior management. Thus DBBL shall not do business with drug traffickers, money launderers and other criminals and formulate AML policy and ensure compliance. In this regard, continuous training &

awareness culture is assured in the bank. Any deviation may lead to both regulatory penalty & internal disciplinary procedure – which has been made clear to all staff.

15. Accuracy of Records and Reporting

DBBL aims at maintaining the highest standards in preparation, reporting and disclosure of accounting and financial information to the regulators and to the public. No information that is false, misleading and incomplete or would lead to mistrust by the public, customers or stock holders shall be collated or published.

All accounting records shall be compiled accurately, within the appropriate accounting standards.

Records shall be maintained accurately as per the policy of the Bank and employee must follow standards when creating business records and other documents (monthly, quarterly, half yearly statement).

DBBL'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.

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/Finance & Accounts Division, as appropriate. An employee shall not represent any report/claim for his/her personal gain or to protect him/herself.

16. Fraud, Theft or Illegal Activities

In DBBL all employees shall be vigilant about the frauds, theft or illegal activities and shall not engage in such activities at any cost.

Employees to act as 'Whistle-Blower' i.e. report immediately to respective authority/Vigilance/ CAMLCO's Office, as appropriate on any such actual/ potential activities.

17. Working Environment

DBBL is committed to ensure health and safety of the employees along with congenial workplace with cohesiveness. Periodical checking of HS equipments and /or drill to be conducted to ensure readiness in all circumstances by respective units.

17.1 Health & Safety

Required physical and technical surveillance on premises to minimize possible threats to security and to promote a culture of security and safety awareness is paramount. This involves managing health and safety care as any other critical business activity with periodic reporting, appraisals and improvements made.

17.2 Workplace Environment

DBBL management will work as a catalyst to energize all employees of the organization to feel them responsible to keep the workplace friendly, congenial, transparent, free from harassment & corruption etc. and ensure the cohesiveness among the colleagues & management.

18. Team Work

DBBL shall encourage team work to achieve the best for stakeholders – leveraging the dynamics of collective skills & ensuring healthy practice of meritocracy, and resolution of concerns in an open constructive, honest & amicable manner.

Teamwork and co-operation is an important aspect of the work ethics in DBBL. DBBL always treat its employees as human capital and 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 drives towards a conscious solution that is ultimately beneficial to all parties involved, setting a positive resonance.

19. Diversity

DBBL respects & recognizes all employees as unique individuals with fundamental human rights and supports the cultural and ethnic diversity of its workforce. To achieve enhanced innovation & creativity, management/ superiors must fully engage all diverse talents in the team. This will attract and retain diverse talented resources in the Bank.

20. Employees' Grievance

DBBL as a modern organization expects - staff may have grievances, which may arise due to -- differences in perception, unfair treatment, inter & intra-personal problems, working conditions, etc. if grievances cannot be resolved by the Line Manager (LM) or it itself related to LM, then formal Grievance procedure to start by escalating the matter to HR/

competent authority but care should be taken that no innocent party becomes a victim of the circumstances.

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

21. Compliance with Laws, Rules and Regulations

All employees of DBBL 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.

Any unusual issue, breach or violation of statutory directives must be escalated to respective competent authority immediately - so that remediation can be taken promptly to minimize financial & reputational losses and remain transparent to Regulators.

22. Fair & Equal Employment Opportunity

DBBL is committed to provide equal opportunity in employment on the basis of individual merit and personal qualifications to employees and applicants for employment. Every individual has the right to work in a professional atmosphere that promotes equal and legal employment opportunities and – where discrimination for religion/ gender/ race/ complexion, etc. is prohibited.

23. Harassment

- DBBL is committed to provide & ensure an environment where all employees can work with dignity, free from any harassment on ground of gender, ethnicity, personal appearance, family background, religion, etc;
- DBBL Employees must treat each-other with respect & courtesy;

- Harassment in any form of verbal, written or physical conduct, visual displays, threats, demands, coercion, provocative/indecident comments, SMS, jokes, physical-violence/ contact, exploitation, obscene or harassing phone-calls, etc. are strictly prohibited in DBBL;
- Particularly any actual or attempted harassment towards a female employee shall be dealt with severe disciplinary action.

24. Zero Tolerance to Violence Whistle Blower in the Workplace

DBBL strongly prohibits any acts of violence or threats of violence by any employee against any other person or its property. A professional corporate-culture built on mutual understanding & respect is the essence of DBBL's uniform environment. DBBL follows 'zero tolerance' stance on any violence against any staff/ stakeholder or its property.

25. Special Responsibilities of Superiors

To ensure his/her employees perform ethically, the Superiors in DBBL will accomplish the following responsibilities:

- * (precise & complete), * Duty of Monitoring (meeting deliverable consistently), & * Duty of Communication (clear message of punishment for violation of law)
- a. **Duty of selection** – To deploy the right person on the right job he/ she has to carefully select the employees in light of their personal and professional qualifications.
- b. **Duty of Instruction** - Formulate obligations in a precise, complete, and binding manner, particularly with a view to ensuring compliance with provisions of instructions that are unique & unambiguous.
- c. **Duty of monitoring** – To ensure that employees meet the expected deliverable consistently and comply with provisions of applicable laws and regulations, on a regular basis, Superior needs to exercise his/her monitoring tool/ mechanism.
- d. **Duty of communication** – Clear message needs to be conveyed to the employees that any violation of the applicable laws/ regulations may lead to disciplinary implications/ punishment, etc.

26. Fair Treatment of Customers

DBBL - to ensure it is truly the customers' Trusted-Partner, 'Treating customers fairly' is paramount to it and believes without prejudice this fosters good rapport and helps to build long-term sustainable business relationships. Moreover in the advent of global

financial crisis, both local and global law-makers and regulators are increasingly focusing on ensuring that Banks & FI-s employ fair practices in dealing with customers.

DBBL being the trusted partner of customers, committed to:

- Ensure Communications are clear, fair, concise, & unambiguous- so that clients are aware of product features, fees, risks, services, etc.
- Create products/channels - that meets customers' needs taking into consideration their financial profile, risk-tolerance;
- Provide quality customer service on time and resolving complaints promptly & sincerely;
- Identify & address possible customer-conflicts in an open & transparent manner.

27. Privacy and Security of Clients/Stakeholders Information

- I. DBBL shall collect, maintain and use the personal information of clients in an ethical manner which allows them to provide better and more tailored products and services and better meet the clients' financial needs and objectives. All information gathered from customers/clients during the course of providing service are considered as confidential.
- II. DBBL also considers all information of an individual's employment as 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 that particular institution.

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

DBBL shall ensure that:

- Reports and communication is true, complete, transparent, and accurate, and shall not be ambiguous;
- Relevant records are preserved as per statutory retention-period;
- Neither Bank, nor its staff suppresses any information from statutory reporting and use them for personal gain.

29. Interaction in Print, Electronic and Social Media

In DBBL - all media inquiries/press release /interviews are handled only by specific authorized persons – to ensure consistent message in line with bank’s governance-culture.

Thus any media (print, electronic and social) inquiries shall be forwarded by staff to designated officer at Board Secretariat/ Public Affairs & Branding Division, at head office.

It is also important now-a-days to ensure that, social media sites and tools are used by the employees and management of DBBL - 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, safety requirements and overall its image.

30. Guidelines for ‘Speak Up Policy’

DBBL will adopted a ‘Speak up Policy’ to uphold their commitment to the code and to maintain a culture of strong ethics and integrity. Management shall implement a formal policy, procedure, channels & open environment – where staff may confidently raise concerns about any misconduct and remaining free from the fear of victimization. The channels of Speaking-up will be communicated, accordingly.

31. Personal Investments and Insider Trading

It is another important concern to ensure code of conduct. Insider trading 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, by abusing the confidential information.

- As such, DBBL staff must not take advantage of customers' or Bank's non-public price-sensitive information either for personal-gain or disclosing to others for his/her indirect gain;
- DBBL staff coming across/ possessing such inside-information must exercise utmost caution in his/ her conversation or correspondences i.e. ensuring confidentiality (Chinese-walls), at-least till the information is made public by the company/ bank officially; as insider trading also encompasses giving ‘tips’ to another person, encouraging anyone else to deal;

- As such, employees and other representatives of DBBL's are prohibited from partaking in trading of publicly traded securities (including the securities of their place of employment) for personal gain (or for the gain of the members of their household);
- Staff will only make personal investment in an enterprise based on the public information and in the pursuit of savings & legitimate trading (maintaining cooling period) only;
- Managers/ RMs / Board Secretariat or relevant staff handling any enterprise or Bank's price-sensitive-information like half-yearly results must refrain from Conflict of Interest and should give disclosure to DBBL's senior management on such possession of sensitive information/ investment-shares;
- Staffs are expected to accomplish their bank assigned job and not to involve in personal investments & insider-trading/dealing for exaggerated financial gain/risks and DBBL has the authority to ask for detail of such personal investments, if warrants and conduct investigation.

32. Arranging Seminar / Workshop / Training

DBBL shall organize and sponsor seminars/ workshops/ debates and discussions in order to promote ethics, integrity and compliance standards within the organization on regular basis - in specific and in the financial services industry in general.

33. Automation / Digitalization of Business Process

Further to sub-section 6.2 above on 'Information Security', there is concern on Automation/Digitalization as well. It is imperative that DBBL being one of the leading technologically advanced bank, shall take necessary steps to ensure that any such automation does not compromise the integrity of information security of customers & stakeholders, and that the guiding principles of the Code of conduct are properly complied with.

34. Employee Conduct outside the Office Premises

Employees of DBBL, shall be cautious while interacting with outside entities/ individuals - as it reflects on their place of employment; being as if an ambassador of the Bank.

Employee's activities must not undermine institutional and formal working environment. Unauthorized part time employment, outside consultancy, political activities or political/

conflicting discussion within the bank premises should be discouraged and even in outside – due caution to be exercised. Leaving office premise during banking hours without authorization is punishable offence.

However, participation in philanthropic, educational or civic/charity organization, clubs and professional organizations associated with banking or business are allowed.

35. Grooming, Etiquette and Compliance with the Dress Code

DBBL has an official grooming standard, Etiquette and Compliance with the Dress Code - that needs to be adhered by all staff to ensure a “great first impression” – always!

We Bankers often the first point of contact for any customer whether face to face or over phone or via email and as such our conduct, grooming, etiquette, proficiency, verbal & written communication and overall the service quality will reflect on our Bank. 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.

In this regard, DBBL’s internal circulars on Telephone Etiquette, Standard Behavior Pattern, Dress Code, etc should be referred by staff time to time.

36. Post-Employment Activities and Responsibilities

Further to sub-section 6.2 above on ‘Information Security’, there is concern of information risk during post-employment. It is natural that, during the course of employment staff members and other representatives of DBBL may come across to sensitive information about the bank, customers and other stakeholders and business processes which can be confidential in nature and also of proprietary nature. As per the Code of conduct (as well as the exit clauses of their employment contracts) DBBL employees shall act with highest standard of integrity and refrain from divulging such information. Thus employees and other representatives of DBBL must not disclose any confidential information of Bank/customer - even after their leaving / exiting the bank;

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

- DBBL's Ethics Committee will formulate & keep updated its own Code-of-Conduct (CoC) in line with the Bangladesh Bank's guidelines;

- The Board of Directors as well as the Bank Management shall be responsible for proper implementation of the CoC;
- Ethics Committee to promote CoC across the Bank through Annual Plan & periodical monitoring/ reporting;
- Any breach of CoC noticed by the Committee shall be dealt with appropriate disciplinary procedure.
- The Ethics Committee of Bangladesh Bank on NIS Implementation will be intimated about the Code of conduct and any change thereof by the DBBL Focal Point.

38. Recognition & Award

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

39. Disciplinary Procedures and Actions

- DBBL should have laid down disciplinary procedure & it needs to be kept updated in line with the local laws to ensure fair treatment of employees through natural justice;
- Bank to ensure, disciplinary issues are judged fairly, transparently, consistently & proportionately, using proper process in the pursuit of achieving fair-outcomes.
- Disciplinary Action to be undertaken considering -- the gravity of the misconduct, previous records (positive & negative) and any other aggravating circumstances.
- Staff should have a clear idea of Bank's prescribed list of misconducts (minor, major or gross) and associated consequences - so that they can self-discipline themselves.

40. Compliance with the Code of Conduct

- All employees of DBBL, must be committed to the code of conduct and dully sign a statement of compliance;
- At all times employees shall act in a professional & ethical way and uphold the highest standards of honesty, integrity, trust, fairness and diligence; particularly the Senior Staffs should 'lead by example' and act as positive role models to others to glorify the reputation of DBBL achieving its business goal in a compliant manner.

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

DBBL preserves all right and authority to amend the code of conduct entirely or partly as and when deems necessary. It is the responsibility of DBBL to ensure proper and timely dissemination of the code of conduct amongst their employees and concerned parties and the stakeholders.

Conclusion

Dutch-Bangla Bank Limited with its clear Vision, Mission & Core Objectives and through all related policy – procedures including Service Rules, Core-Risk Manuals and this Code of Conduct; demonstrates strong commitment to implement the National Integrity Strategy across its entire operation to ensure a compliant & responsible banking-business.

Regarding any query or clarification on this Code of Conduct, Bank's NIS Cell can be contacted.

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