

**Code of Conduct**

**Dhaka Bank Limited**

**DHAKABANK**  
L I M I T E D

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## 1.0 Preamble

Every day, we strive to make financial lives better. As we help people, businesses and institutions achieve their financial goals, it is important that we always act responsibly – with honesty, integrity and fairness.

Based on our company's values, the Code of Conduct (CoC) is our guide to put those values into action. We require to acknowledge and understand our Code of Conduct.

The Bank is committed to conduct its business in an ethical manner, and views business ethics as the culture of treating customers, employees, shareholders and all stakeholders, and balancing the interests of such parties, fairly. The Bank's policy of fair dealing and integrity in the conduct of its business is actively endorsed by the Board of Directors and is based on a fundamental belief that business should be conducted honestly, fairly and legally. The Bank expects all employees to share its commitment to high moral, ethical and legal standards.



## 2.0 Introduction

Dhaka Bank Limited (DBL) is committed to the highest standards of ethical and professional conduct. The Dhaka Bank Limited Code of Conduct (the "Code of Conduct" or the "Code") provides basic guidelines of business practice and professional conduct that we are expected to adopt and uphold as Dhaka Bank employees. To instill public trust and confidence, this Code illustrates how we live our values as individuals and as a team.

All staff members are expected to adhere to the highest standards of personal conduct in keeping with the responsibilities and traditions of the Dhaka Bank network of institutions. Staff members must adhere to the highest standards of conduct in order to avoid even the appearance of conflicts of interest or situations that may cause embarrassment to themselves, their co-workers, their Bank, or their shareholders.

High standards of personal conduct must include a strong personal commitment by each staff member to act with unquestionable honesty, integrity, impartiality, and respect for each individual in all dealings with fellow workers and the general public.





### 3.0 Application, Objective and Origin of the Codes of Conduct

#### 3.1 Application

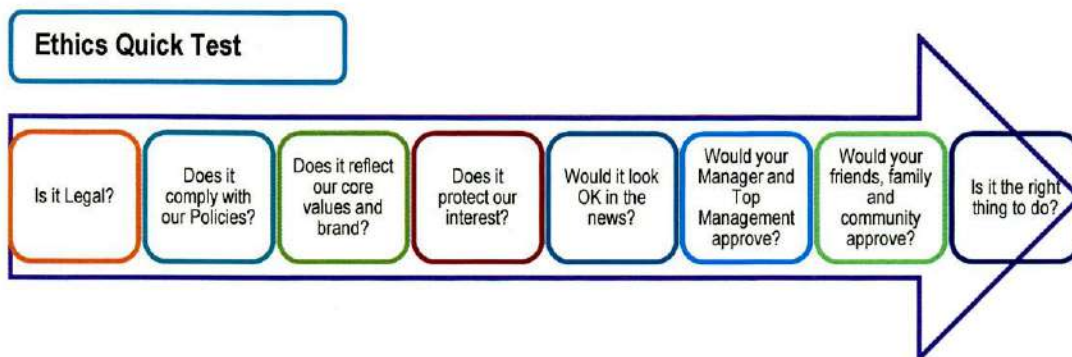
The Code of Conduct applies to all employees, permanent and contractual. When someone joins the Bank he/she should review and understand and sign on the Code of Conduct and therefore agree to comply with the guidelines.

The Code should be practiced and promoted by Management to lead the way for employees. Once set up, the Code of Conduct should be part of the induction process and discussed with all new employees on joining.

The Code of Conduct is part of Employee Handbook and also very useful to keep on the Bank's Web Portal so employees can access it any time they need to.

It is important to keep the Code up-to-date and therefore it should be reviewed at regular interval, and disseminate the same to the employees after any change.

Not every situation can be addressed specifically in the Code. We are expected to apply the principles outlined in the Code in exercising our judgment when we face questions, concerns or issues that do not present obviously correct answers or approaches. It may be helpful for us to apply a process such as the one below to making these types of decisions. If we are still uncertain, we should seek the advice and direction of Branch/Division Head or Human Resources so that all relevant interests are fully recognized and properly served. At the same time, we should consider the following option:



### 3.2 Objective

The objective of this Code of Conduct (the "Code") is to define the behavior that the Bank expects of its employees in order to safeguard the reputation enjoyed by the Bank and its subsidiaries, by establishing rules of conduct with respect to confidentiality, conflict of interest and professional conduct.

For us to achieve our goal and maintain the public's trust and preserve the quality of the work environment, we must abide by the six basic principles below and apply them in our day-to-day operations.

- Act honestly and with integrity**
- Comply with the law**
- Treat others with respect**
- Safeguard the confidentiality of information**
- Avoid conflicts of interest**
- Respect the organization**

By adopting this Code, the Bank intends:

- To conduct business and operations in a fair, honest and ethical manner so as to assure that the long-term interests of the shareholders, customers and other stakeholders are served.
- To set out certain policies and principles for such fair, honest and ethical business practices and behavior by which the Bank shall abide.
- To increase transparency in the provision of banking services so as to enhance the understanding of customers of what they can reasonably expect of the services provided by the Bank.
- To improve the reputation, trust and confidence of the Bank and better protect its stability in the banking sector.



### 3.3 Origin of the Code of Conduct

This Code of Conduct is prepared as per Bangladesh Bank BRPD Circular No. 16 dated 06 November 2017.

The Code of Conduct is also based on our Bank's values, which are maintained in harmony with the laws of the land.





## 4.0 Some specific compliance guidance

### 4.1 Service Our Customer

- Being fair to customers
- Providing excellent products, services and solutions
- Keeping customers informed
- Determining customer needs responsibly
- Meeting customer expectation
- Keeping our processes easy and simple

### 4.2 Growing our people

- Providing opportunities for professional development
- Evaluating performance objectively
- Applying Bank's values and principles consistently

### 4.3 Delivering to our shareholders

- Creating sustainable value
- Adhering to good corporate governance practices
- Protecting intellectual property
- Protecting Bank's name and reputation
- Avoiding anti-competitive behavior

### 4.4 Being proactive

- Anticipating and embracing change
- Encouraging and rewarding innovation responsibly
- Maintaining and sharing accurate and useful information

### 4.5 Working in teams

- Being individually accountable for our actions
- Preventing favoritism & Working in unity
- Extracting value from different perspectives
- Acknowledging both individual and team contributions

### 4.6 Respecting each other

- Recognizing human dignity
- Valuing Bank and that for which it stands
- Providing a work environment free of harassment and intimidation
- Complying with occupational health and safety regulations
- Protecting Bank's physical assets

### 4.7 Upholding the highest levels of integrity

- Being honest
- Avoiding both actual and perceived conflicts of interest
- Accepting gifts and entertainment responsibly
- Giving gifts and entertainment responsibly
- Avoiding illegitimate commission payments
- Combating and reporting unethical and criminal activities

### 4.8 Constantly raising the bar

- Having the confidence to achieve ambitious goals
- Meeting the legitimate expectations of our stakeholders
- Expressing personal identity with dignity and tolerance



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



## 5.0 Key Issues



## 5.1 Conflict of Interest

Dhaka Bank faces actual, potential and perceived conflicts of interest on a regular basis during the normal course of business. The Code of Conduct provides basic guidelines of ethical business practices, management of conflicts of interest, and conduct that we are expected to adopt and uphold as Dhaka Bank employees or as individuals performing duties and assignments on behalf of the Company through third party relationships.

### What is a conflict of interest?

A “conflict of interest” exists whenever any of your personal activities, interests, relationships, or investments interferes with, or even appear to interfere with, your ability to act in the best interests of DBL and its clients.

For example, a conflict of interest may arise if an employee is working on a matter involving a loan to a prospective client and a relative or close friend works for that same enterprise. In a case such as this, the employee would need to refer the case to his/her supervisor, who may then reassign it.

The key to addressing conflicts of interest is full disclosure. It is always prudent to discuss any potential conflict with your manager and Compliance Officer to confirm that we are conducting ourselves in ways that are responsible, transparent, and in our clients' best interests.

### Conflicts of interest may occur when:

- Personal business or financial interests or activities compete or interfere — or even appear to compete or interfere — with your obligations to the Bank, its shareholders or customers.
- The interests of two or more of the Bank's customers conflict, potentially giving rise to a material risk of damage to the interest of one or both of the customers.
- The Bank's interests conflict with those of its customers.
- An employee's activity outside of work conflict with the Company's Core Values or this Code of Conduct.

Conflicts of interest also arise when an employee or their family members receive improper personal benefits, products, services or preferential treatment as a result of their position, or the position of a family member, in the Bank.

Such situations might interfere with the employee's judgment or ability to properly fulfill their responsibilities on behalf of Dhaka Bank, its customers or its shareholders.

The employee is responsible for identifying and managing actual or perceived conflicts in accordance with applicable regulatory requirements and Dhaka Bank policies, including this Code.





It is impossible to define every action that could be reasonably interpreted as a conflict of interest. This section defines several potential conflicts of interest as examples of which you must be aware:

- Gifts and entertainment**
- Gifts among employees**
- Personal relationships Among employees**
- Information disclosure and Dissemination**
- Outside business activities**
- Activities outside of work**
- Political Contributions and activities**



### **Gift Items**

- No employee of Bank shall, without prior permission of the competent authority, accepts by him/herself, or permit any of his/her family member to accept any gift from any person that make him/her obligated in official position to the gift providers. If anyone sends gift items via postal or courier services may be received but will immediately be handed over to the higher authority.
- If any gift is offered by the head or representative of a foreign state, the employee should attempt to avoid acceptance of such a gift if, s/he can do so without committing offence. If, however, s/he cannot do so, s/he shall accept the gift and shall report to the authority immediately.

### **Some general considerations for identifying potential conflicts of interest:**

- Perception:** Could the activity or transaction be perceived as a potential conflict by others?
- Intent:** Is the offer or request an attempt to influence the recipient's or your judgment?
- Impact:** Will the Company, its employees, its shareholders or its customers be disadvantaged or negatively affected without legitimate reason if you participate in the activity or transaction?
- Objectivity:** Will participation in the activity or transaction affect a customer's or your judgment or your ability to be objective with regard to any business decision?
- Time considerations:** Will the time required by the outside business activity interfere with your ability to effectively carry out your job responsibilities to the Company, its shareholders or its customers?

## **5.2 Bank Assets**

Dhaka Bank's assets are essential tools for transforming the industry in which we do business. Each of us is responsible for safeguarding the tangible and intangible assets of DBL, its clients, and suppliers that are under our control. Bank properties should be used for legitimate business purposes only.





Bank asset includes, but is not limited to:

- All physical property of the Bank, whether leased or owned by the Bank.
- All records concerning customers' accounts, and any other records and books in the Bank's possession.
- Personnel files, candidate database and all other staff-related records.
- All studies, advertising or promotional materials, customer lists, logs or reports or any other forms, that are in the Bank's possession.
- All proprietary software.

To protect the value of DBL assets, an employee must:

- Avoid carelessness, waste, and unauthorized use in regard to DBL assets.
- Not misappropriate, misrepresent (including fraudulent financial reporting), or disclose DBL assets without authorization, because such acts are a breach of duty to DBL and may constitute an act of fraud against DBL, even when such acts are committed without personal gain.
- Use DBL, client, supplier, and other third-party assets only for approved purposes and in accordance with applicable licenses, terms, and conditions.
- Do not attempt to hack or gain illegal access to any of the DBL's assets.

### 5.3 Interaction with Media

We work to both advance and protect the Bank brand through engagement with the news media as part of our larger marketing, communications, public policy and corporate affairs activities. It is the Company's policy that only employees designated by Bank's Media Relations staff are authorized to speak with the media as spokespersons for and on behalf of the Company. If you are contacted or approached by a reporter or member of the media and asked to speak on behalf of the Company, you should direct the reporter to Communications & Branding. Employees who anticipate speaking or otherwise communicating with the media on behalf of the Company are required to comply with applicable line of business specific policies and procedures and obtain approval from competent authority prior to engaging in any media (including social media), public relations or communication(s).

The employee must refer all contacts and requests received from the media for comment on behalf of the Company to Communications & Branding. This includes requests for information or comments on behalf of the Company about Company business, plans, organizational or administrative matters, results of operations, or information about the Company's performance to Communications & Branding. This also includes requests for comments or information on behalf of the Company either on an "on-the-record" or "off-the-record," or "background" basis. This also prohibits employees on behalf of the Company from giving members of the media access to or a summary of Company confidential or proprietary information, such as internal conference calls, webcasts, internal emails or other written materials or presentations, without prior involvement and approval of the competent authority.

#### 5.3.1 Electronic Communications and Social Media

Dhaka Bank recognizes that, when used properly, electronic communications and social media can positively impact our customers' experience. Enhancements in electronic communications help employees save time and



improve overall business efficiency. Electronic communications are an important part of how DBL does business. Adhering to this section of the Code builds and preserves customer trust, protects our brand, minimizes risk (reputational, regulatory, litigation) and maximizes the appropriate use of electronic communications and social media by employees to help drive DBL businesses in a compliant manner.

Employee and/or authorized user must adhere to the standards of this Code and in the Employee Service Manual, as applicable in all electronic communications and social media (both internal and external usage).

### 5.3.2 Use of Bank Telephones

Office telephones are provided for business use; personal calls using office telephones are discouraged. It is recognized that employees will from time to time need to receive or place personal calls. Such calls, however, should (1) be limited to only those that are essential, (2) be of short duration, and (3) if possible, be scheduled during lunch hours or breaks.

The use of private mobile phones should also be restricted to the situations described above as 1 - 3.

## 5.4 Use of Position

The officials in all positions of Bank shall have to abide by this 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, validly, legally and in justified manner. Any deviations of this shall be treated as abuse of position and power. Generally such deviations are found out for following two reasons:

- Personal Gain
- Endorsement

Any employee should not use their position at the Bank, either directly or indirectly, for private gain. This includes using their title or position to endorse products, services, or enterprises other than DBL products and services. Suppliers to the Bank must not be chosen on the basis of a personal relationship.

## 5.5 Confidential Information

Confidential information (in electronic, written, oral or other form) must not leave the Bank's premises. Exceptions are possible only in the following cases:

- When visiting a client for credit analysis.





- After prior approval from the competent authority, if the employee wants to work with the information outside the Bank's office, but only in the interest of the Bank's business; in such cases, the employee should take the necessary steps to ensure that no third party can gain access to this information.

When the employee leaves his/her workstation at the end of the day or leaves it during the day, he/she must make sure that no confidential information is left at the workplace or another easily accessible place. All documents containing confidential information should be locked away, and the computer has to be switched off or protected. Also, during conversations with clients at the employee's workstation, all confidential information, including information on the computer, must be kept out of view.

In a normal situation, Confidential information can be provided to third parties only if the client has given his/her written approval, and after prior approval by competent authority. Employees shall provide confidential information to fellow employees only in the interests of the Bank. But where providing confidential information about a client by the Bank is a legal requirement under a prevailing law of the country, at that situation, the particular employee shall get approval of the competent authority of the Bank in writing and then shall provide the information to the requesting agency as prescribed by the same or law. In this situation, the Bank may intimate the client in writing.

The responsibility not to release confidential information shall remain in force even after the dismissal, termination, resignation and or retirement of the employee.

## 5.6 Engagement in Other Employment

An employee shall not:

- a. Engage in any commercial activity or pursue such activity either on his/her own account or as agent of others.
- b. Accept any outside employment, honorary or stipendiary, without prior approval/consent of the competent authority of the Bank.
- c. Undertake part time work except those, which may be requested to be accepted or undertaken by competent authority.
- d. Any employee of Bank below officer rank may undertake/run a small enterprise which absorbs only his/her family members. However, in such cases he/she must inform to the HRD along with the declaration of assets.
- e. Any employee of Bank may undertake honorary work in social, religious or charitable organizations and also may engage in occasional work of a literary or artistic character/nature, which may include publication of one or a few literary or artistic works, provided that his/her official duties do not hamper



thereby. But the authority, at any time, may forbid the employee to undertake it or ask to abandon it if there exists valid reason/s to do so.

### **5.7 Teaching, Speaking & Writing**

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

### **5.8 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 other type of influence or attempt to bring any influence by the Board of Directors for his/her employment, increment, promotion, transfer or any other personal gain. If any candidate shall try to approach in any such manner for gaining any benefit, that employee shall be treated as disqualified. This provision is applicable for current employees and for external candidates who have applied for future role within the bank. If any candidate shall try for such approach to make influence, that candidate shall be treated as disqualified.

### **5.9 Fair Treatment of Counter-parties**

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

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

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





## 5.10 Anti-Money Laundering

Keeping in view of legal implication of money laundering and terrorist financing, all Employees are required to know the thorough definition of 'money laundering' and 'financing of terrorism' as promulgated by prevailing Money Laundering Prevention Act as well as Anti-Terrorism Act in the country. Knowledge about all applicable rules and regulations, guidelines/circulars from Bangladesh Financial Intelligence Unit (BFIU), Bank's own AML/CFT guidelines/policies, predicate offences, MD & CEO's Statement of Commitment on ML & TF should be kept on learning priority of an Employee and related compliance must be ensured. Non-compliance of applicable AML/CFT laws and the institution's policy can lead to criminal, civil and disciplinary actions and penalties. Ignorance in this respect is not excusable by law.

An employee must exercise requisite care in selecting those with whom we conduct business. While conducting business, an employee must adhere to processes which are in place for checking the identity and complete profile of the customers and counter parties as per guidelines. In case of unusual transactions which are not of regular nature, care should be exercised and reasons for undertaking that transaction should be analyzed/ documented with appropriate internal approvals. These processes ensure adequate customer due diligence and ongoing monitoring of their transactions. This is done to detect suspicious transactions during the entire period of relationship.

With a view to establishing AML compliance culture among the Employees, DBL HR clearly sets out the following:

### a. Employee Screening

The ability to implement an effective AML/CFT program depends in part on the quality and integrity of staff, as an insider can pose the same money laundering threat as a customer. The Bank should, therefore, undertake due diligence on prospective staff members with a view to determining whether criminal convictions exist. In different appointment procedures, HR Division shall undertake proper screening mechanism to guard against money laundering and terrorist financing risk by any of the staff.

### b. Role of Employees:

#### **Employees shall:**

- Ensure adherence to the Bank's Anti Money Laundering Policy
- Undergo relevant training to get updated on applicable internal AML/CFT guidelines
- Exercise requisite due diligence while accepting a customer and undertaking a transaction and make reasonable enquiries in case of doubt
- Escalate all suspicious activities/transactions (including attempted/aborted transactions) where ML/TF is suspected regardless of the amount involved or the nature of the offence as per the applicable internal



procedures. Failure to report suspicious transactions despite having knowledge is an offence under law

- Carry out the stipulated procedures efficiently where the role of Employee in implementing any AML framework being critical
- Maintain strict confidentiality in regard to KYC, STR/SAR and other AML procedures

**Employees shall not:**

- Provide assistance to any person to launder proceeds of any criminal conduct
- Prejudice an investigation by informing (i.e. tipping off) the person who is the subject of a suspicious transaction
- Attempt to undertake investigations on your own without the guidance of the relevant officials when any incident is reported

**d. Disciplinary Action**

Depending upon the nature and seriousness of non-compliant behavior related to AML & CFT, the Bank shall take corrective action against the erring employees. The Bank may prefer civil or criminal action against errant employees. Such actions shall include penalties as deemed appropriate considering the nature of violation and its implications on the Bank. The extenuating/mitigating circumstances, if any, may also be considered while taking action. These actions shall be – Cautionary Action, Deterrent Action and Capital Action.

**Cautionary Action**

- Advising, warning, censuring etc.
- Suspension from employment for a certain period of time
- Adversely impacting annual performance rating
- Withholding of increment
- Withholding of performance linked bonus/incentives

**Deterrent Action**

- Recovery of full/partially monetary loss caused or likely to be caused to the company
- Suspension from employment for a certain period of time
- Withholding of increment
- Withholding of performance linked bonus/incentives
- Withholding of promotion
- Demoting to the lower grade or level
- Reduction in basic salary





### **Capital Action**

- Termination from services
- Dismissal from services
- Exit through resignation at the instance of the Bank
- Compulsory retirement

Further, the consequences of not reporting suspicions immediately to the Compliance Authority could be serious for the employee involved and may include individual fines, imprisonment, or both as set out in the legislation. Under no circumstances should the customer know that they have been reported for the activity, or that an investigation is underway or may be underway. If customers being investigated are alerted, the Bank could be blamed for tipping them off, which is a criminal offence for the individual who alerted the customer to the existence of an actual or potential investigation. Improvement by an employee after disciplinary action should be noted in the employee's personal file. The Head of Division/Department or supervisor must constantly monitor the performance of the employee to ensure that he maintains a satisfactory performance over a specified period.

### **e. AML Education and Training**

- An integral element of the fight against money laundering and the financing of terrorism is the awareness of those charged with the responsibility of identifying and analyzing potential illicit transactions. The Bank should, therefore, establish ongoing employee training programs.
- The effectiveness of the procedures and recommendations contained in Anti Money Laundering Guidelines depend on the extent to which staff of financial institutions appreciates the serious nature of the background against which the Guidelines have been issued. Staff must be aware of their own personal statutory obligations and that they can be personally liable for failure to report information in accordance with internal procedures. All staff should be encouraged to cooperate fully and to provide a prompt report of any unusual or suspicious transactions without fear of reprisal.

Training should be targeted at all Employees but added emphasis should be placed on the training of the Branch people who may be exposed to potential money laundering risks at any point of time. Training priority also applies to compliance officers and the compliance and audit staff because of their critical role in sensitizing the broader staff complement of AML/CFT issues and ensuring compliance with policy and procedures.

### **5.11 Accuracy of Records and Reporting**

Bank's books, records, accounts and reports shall accurately reflect its transactions and must be subject to an adequate system of internal controls and disclosure controls to promote the highest degree of integrity. An employee shall ensure that records, data and information owned, collected, used and managed by him/her for the 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 maintenance of appropriate records so as to ensure that financial transactions are prepared in accordance with generally accepted accounting principles and that they fairly present the financial conditions and result of the Bank. He/she shall observe standards of good flavor regarding content and language when creating business records and other documents (such as weekly/ monthly/quarterly statement, e-mail etc.) that may be retained by the 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 authority. An employee shall not represent any report/claim for his/her personal gain or to protect him/herself.

### **5.12 Fraud, Theft or Illegal Activities**

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

Employees shall not share the password with others and shall stay vigilant to guard against cybercrime to mitigate related risks of the Bank.

Employees must have clear idea about the transaction they are undertaking in the system with proper authority and limit to avoid forgery.

### **5.13 Discrimination and Harassment**

At Dhaka Bank, we are committed to maintain a workplace free of discrimination and harassment based on race, color, religious creed, religion, sex (including pregnancy, childbirth or related medical condition), genetic information, gender, gender identity, gender expression, age, ancestry, marital status, medical condition, physical or mental disability, or any other factors prohibited by applicable law ("Prohibited Behavior"). DBL considers such behavior unacceptable and contrary to the Company's core values in that it undermines the goal of providing an inclusive environment.

Dhaka Bank does not tolerate discrimination or harassment of any kind. Reported incidents of Prohibited Behavior and/or retaliation will be investigated. If the Bank finds any inappropriate conduct of a sexual, discriminatory or retaliatory nature has occurred, disciplinary action up to and including immediate termination from employment may result. Generally, harassment may include verbal harassment, physical harassment, visual harassment, sexual harassment and abusive conduct.





## **5.14 Workplace Safety**

Dhaka Bank is committed to the safety and security of its employees around the country. In order to avoid risk to yourself or those around you, you must follow all applicable safety and security procedures, as well as applicable laws and regulations. You should report unsafe working conditions to your manager/supervisor immediately.

DBL strives to provide a safe work environment in which employees treat each other with courtesy and respect and resolve any differences in a professional, non-abusive and non-threatening manner. All employees are responsible for recognizing and mitigating emerging or existing issues and helping to manage risk within the Bank. All employees have a responsibility to report inappropriate behavior before it escalates to violence in the workplace. We all have an obligation that if we see something, we say something.

## **5.15 Compliance with Laws, Rules and Regulations**

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

We must not take any action, either personally or on behalf of Bank, which violates any law, rule, regulation of the country or internal policies or procedures of Banks.

## **5.16 Fair & Equal Employment Opportunity**

DBL is committed to provide equal opportunity in employment on the basis of individual merit and personal qualifications to employees and applicants for employment. Every individual has the right to work in a professional atmosphere that promotes equal and legal employment opportunities and where discriminatory practices, including harassment are prohibited.

## **5.17 Personal Investments and Insider Trading**

Insider trading is the abuse of confidential information and is defined as a malpractice relating to the exchange of a company's securities by individuals who by nature of their job have access to crucial price sensitive information which is otherwise non-public in nature and thus this gives them a competitive advantage over other investors and undermines the credibility of the financial system. As such, employees of DBL are prohibited from partaking in trading of publicly traded securities of DBL for personal gain (or for the gain of the members of their household) if they possess material non-public information about the security. It is to be noted that insider trading also encompasses giving 'tips' to another person, encouraging anyone else to deal or dealing on behalf of anyone else based on other non-public 'inside' information. Furthermore, employees and other representatives of 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 DBL) if the result of this investment affects or appears to affect his/her ability to make any unbiased business decisions in favor of DBL as thus resulting in a conflict of interest.

### **5.18 Employee Conduct outside the Office Premises**

As an employee of the Bank, any employee's activities outside the Bank should not harm the Bank's reputation or interfere with Bank duties. In addition, before engaging in any outside activity for which they will be paid, employee should notify their supervisor or HRD. In some cases prior approval may be required. Moreover, affiliations with certain entities which may result in conflict of interest or disclosure of confidential information are to be strictly avoided.

### **5.19 Grooming, Etiquette and Compliance with the Dress Code**

The Bank expects all employees to be appropriately dressed when presenting themselves for work. Employees are required to maintain proper dress code (office attire) and appear well groomed and presentable all the times. Cleanliness and personal hygiene should also be given due important while attending work.

### **5.20 Borrowing Money from Vendors or Clients**

Employees are not allowed to borrow money from, or lend money to, any of DBL's vendors or clients. This is strictly prohibited. Employees may, however, receive credit on customary terms in connection with the purchase or lease of goods and services from a commercial establishment that is a vendor or client of DBL.

### **5.21 Employees' Grievance**

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

### **5.22 Post-Employment Activities and Responsibilities**

If a former employee of the Bank contacts any employee about a Bank matter in which he or she was involved while at the Bank, the employees should not discuss the matter unless authorized to do so by Bank management.



It is possible that during the course of their employment, employees (former employee) of Bank may be privy to sensitive information about the Bank, customers and other stakeholders and business processes which can be confidential in nature and also of proprietary nature for the particular organization. As per the Code of Conduct (as well as the existing Rules/Service Rules/Manuals of the Bank) employees shall act with highest standard of integrity and refrain from divulging such information.





## 6.0 Disciplinary Procedures and Actions

All employees are subject to disciplinary measures and liable to different penalties based on the degree of infringements of Bank's policies, dereliction of duty, and breach of contract, discipline and misconduct as per Dhaka Bank Limited Employees Service Manual.



## 7.0 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 the same.
- ii. At all times employees shall act in a professional and ethical way and uphold the highest standards of honesty, trust, fairness, integrity and diligence :
  - a. All employees must comply with all current regulatory and legal requirements, and endeavor to follow best industry practice.
  - b. All the employees must be vigilant and cautious about managing potential conflicts of interest which may arise whilst performing their role, and must not act for personal gain or advantage;
  - c. Treat all customers, colleagues and counterparties with respect and take responsibility for the advice and services provided to them.
  - d. Senior officials should lead by example and act as positive role models to others; and
  - e. Continuously develop and maintain technical and professional skill and knowledge and competence of the work force; and
  - f. Uphold the name and reputation of DBL and the profession.



## 8.0 Amendments or Modifications to and Dissemination of the Code of Conduct

Bangladesh Bank preserves all right and authority to amend the Code of Conduct entirely or partly as and when deems necessary. DBL will adhere to such changes/modification accordingly. Besides, this Code of Conduct will be reviewed every two years.





## Acknowledgement Receipt

I acknowledge that I have received the Dhaka Bank Limited Code of Conduct and understand that I am obligated to read the Code and to comply with the principles, policies, and laws outlined in the Code, including any amendments made by DBL. I understand that a current copy of the Code of Conduct is posted on DBL's Corporate Portal.

**Employee Name** : .....

**ID** : .....

**Date** : .....

**Signature** : .....

***[This signed and completed form must be returned to Human Resources representative at the time of joining at DBL]***

