

The Premier Bank Limited

Employee Code of Conduct & Business Ethics

Human Resources Division

Head Office: 42, Kemal Ataturk Avenue, Iqbal Centre (13th Floor), Banani, Dhaka-1213, Bangladesh

Phone: 9820844-8

Fax: +88-02-9820849, 9820808, SWIFT: PRMRBDDH, E-mail: info@premierbankltd.com

Web: www.premierbankltd.com

CODE OF CONDUCT & BUSINESS ETHICS

This Code of Conduct & Business Ethics, is in addition to existing approved “Service Rules” of the Bank. It is mandatory for all employees to read and meticulously comply with the contents of this manual.

Banking is a business based on the utmost integrity and mutual trust. In order to maintain and safeguard the trust and confidence of the customers and the public, the Premier Bank Ltd. places paramount importance on the maintenance of certain standards of conduct. The bank’s standards of conduct are principally made up of certain rules, regulations and ethical principles. It is essential that all employees familiarize themselves with the contents of this manual and observe the bank’s standards of conduct. This is in addition other specific rules and regulations that may apply at place of work as per regulatory requirement or Standard Operating Procedure (SOP) and will be brought to employee’s attention from time to time, during their employment.

Due to the need for integrity and trust in our business and the rapidly developing nature of the business, it is not possible to set out standards of conduct in every situation. Therefore all employees should seek guidance from their line manager(s) and competent authority of the bank, if they are in any doubt about the correct action to take in any situation.

A failure to abide by the standards of conduct may lead to appropriate disciplinary action as per service rule of the Bank.

1. INTRODUCTION

The code of conduct of Premier Bank Limited (“PBL”) applies to all employees (full-time, part-time, casual and contract) of PBL. The principles and core values outlined in this document are intended to:

- Establish a minimum standard of conduct by which all PBL employees are expected to abide,
- Protect the business interests of PBL, its employees and customers,
- Maintain PBL’s reputation for integrity, and
- Ensure that PBL, through its employees, complies with applicable legal and regulatory obligations.

1.1 Code of Business Ethics and Responsible Behavior (‘The Code’)

Banking is a business founded on mutual trust and public confidence. These attributes have to be earned and sustained over a long period by the successive generations of people who work in the business and can be lost overnight by irresponsible or unethical behavior. The purpose of this Code is to set out in some detail the enduring principles which have traditionally been observed throughout the bank. They fall under three general principles - integrity, fidelity and self-respect - basic qualities which the bank expects of every employee.

They also include certain corporate values to which the bank subscribes and which must govern our business ethics. These qualities are also reflected in the Core Standards of Behavior which form part of the performance measurement process.

PBL has established a set of core values that are designed to provide the framework for employee behavior and foster a customer centric culture within the bank. There are seven core values:

- Integrity – honesty and transparency in everything we say and do (full scope has been defined later on in this manual).
- Responsibility – embracing our commitment to the local community and our shareholders.
- Stability – the pursuit of growth based on prudence, proven business principles and financial strength.
- Empowerment – creating an empowered, stimulating environment, where employees are involved, recognized and rewarded for good performance.
- Efficiency – maintaining customer centric service standards designed to reach optimum efficiency and reliability.
- Innovation – encouraging customer and employee participation to foster creativity, continuous improvement and lateral thinking.
- Consistency – maintaining uniformity across our products, services and delivery to ensure customer assurance, as measured by customer satisfaction levels.

The common denominator of the seven core values is: Commitment is the key to success.

PBL expects all employees to use the core values as a behavioral framework to underpin their professional conduct and their interactions with our customers and the community.

The principles in the Code and adherence to the core values are the individual and collective responsibility of all employees. According to PBL standards of Internal Control, management and all employees must maintain and demonstrate personal and professional integrity for prevention of fraud and for removing incentives or temptations for unethical behavior.

1.2 Integrity

Integrity implies being fully worthy of the trust placed in us by our clients and employer by being honest, impartial and truthful. This means:

- Acting at all times in an honest and upright manner both in our corporate and personal dealings, recognizing that our personal conduct may reflect on the bank.
- Scrupulously refraining from illegal, fraudulent, dishonest or unethical behavior, particularly in relation to financial and/or business dealings.
- Never using confidential information for personal gain or abusing the trust placed in us by the bank and our customers.
- Avoiding conflict between self-interest and the interest of the employer or customer, and being ready and willing to disclose any potentially compromising or conflicting business relationships or shareholdings. (Ref to Clause: 32; Page:17-18)
- Ensuring that where the employment of relatives of existing employees is being considered that the existing employee is not involved in the decision making process of recruitment, salary, promotion or retention. In addition, relatives should not be involved in the transacting, processing or auditing of the same activity. It is important to ensure that there are no conflicts of interest in the roles of relatives.
- Observing rules for personal dealings in securities. (Ref to Clause:16; Page:12)
- Avoiding gifts, services or hospitality, on a scale which could be interpreted as affecting integrity or the ability to exercise independent judgment.
- Declining secondary employment or offers of consultancies or directorships, except as may be provided for in the employment offer letter or expressly approved in advance in writing by the bank.

1.3 Self-Respect

Self-respect is enhanced by professionalism, good citizenship and consciousness.

This means:

- Maintaining the dignity and promoting that of fellow employees, by not bullying or victimizing colleagues for any reason and by promoting equal opportunities within the bank.

- Acquiring the necessary skills, knowledge and experience to conduct business dealings or tasks in a professional manner and keeping abreast of current developments.
- Acting with the utmost courtesy at all times.
- Giving due consideration not just to the immediate financial effects of decisions but also their wider implications.
- Avoiding practices which could make employees vulnerable to financial difficulties or which could lead to malpractice e.g. gambling.
- Seeking help and advice from colleagues where difficulties arise in matters of professional judgment or conduct and adopting an approach of openness and teamwork.

1.4 Core Standards of Behavior

The PBL has integrity, trust and excellent customer service at the heart of its values. Application of these in all that we do build our reputation, unites us, sets us apart from the competition and ultimately makes us even more successful.

1.4.1 Active Listening

- Listens carefully to customers and colleagues giving them undivided attention and asking thoughtful questions to confirm facts.
- Is genuinely concerned about others and is ready to act in their best interests.

1.4.2 Understanding

- Greeting customers, clients, and colleagues in a polite, friendly and personalized manner.
- Demonstrating a pleasant, enthusiastic, helpful manner when dealing with customers, clients, colleagues and other people whom we work with or who work in our premises.
- Communicating relevant information clearly and accurately.
- Treating all customers, clients, colleagues and other people whom we work with or who work in our premises, with dignity and respect, ensuring that each receives the very best service.
- Handling all customer, client and colleague enquiries, instructions and complaints promptly, willingly, accurately and efficiently.

1.4.3 Determination to Deliver Positive Result

- Taking pride in providing excellent customer service and personal responsibility for getting things right first time.

- Positively challenging existing processes in order to improve the quality of service and remove the barriers that impede us from deepening our relationship with customers and clients.
- Adopting an 'I will make it possible' approach and taking appropriate action to meet the needs of customers, clients and colleagues.

1.4.4 Integrity

- Acting in an open and honest way, recognizing that personal conduct reflects on the bank.
- Attending work regularly and punctually and being committed to the team effort.
- Actively promoting as a reputable organization.
- Maintaining appropriate standards of responsible behavior, dress and appearance.

1.4.5 Straightforward

- Welcoming feedback and readily apologizing when mistakes have been made.
- Addressing all matters, particularly difficult issues, with frankness, facts and tact.
- Ensuring that all commitments given are achievable and fully honored.

1.4.6 Forward Thinking

- Accepting changes as a normal process for continuous improvement.
- Developing skills and knowledge required to do your current job well and improve your own performance.
- Being adaptable and maintaining a positive approach to change.
- Thinking ahead and anticipating customers' and colleagues' needs.

1.4.7 Teamwork

- Sharing knowledge, best practice and experience to support colleagues in the achievement of their goals.
- Leading by example, contributing to team morale.
- Actively contributing to the overall team effort.
- Treating all colleagues with dignity and respect.
- Placing team goals before own individual goals, if appropriate.

2. CONCEALMENT, EMBEZZLEMENT, MISAPPLICATION AND ACTIONS EXCEEDING DELEGATED POWERS

PBL holds each employee responsible for maintaining accurate and complete records of all transactions as per procedure.

Anyone who conceals movement of Import Shipping Documents, inward documentary bills, signs unauthorized shipping guarantees, makes unauthorized transfer of securities, goods or property of the Bank by not passing appropriate accounting entries or by any other unauthorized action exposes PBL to financial losses will be liable for embezzlement and misappropriation.

Only the currency notes will be treated as cash. Any cheque kept in tills in lieu of cash will be treated as "Temporary embezzlement". Cheque paid after transaction hours complying with the standard procedures and kept in tills will be exempted. Employees are required to work within designated powers of conveyed limits.

Transactions had done in excess of limit of authority will be punishable offence.

3. INFORMATION CONFIDENTIALITY

Never disclose any material non-public information about PBL, unless required to do so by law, or with the explicit approval of Bank management. This safeguard of confidentiality extends to information related to our customers, products, services, strategies, plans, methodologies and systems. Needless to say, any information acquired as a result of your employment with the Bank must never be used for personal gain.

Personnel information, including compensation data and medical records, are also covered under this clause. This type of information is available, internally or externally, on a strict need-to-know basis. Employees entrusted with the handling of such personnel information must do so with the utmost discretion and confidentiality.

Therefore, all employees must from the date of the commencement of employment and thereafter, observe strict confidentiality in respect of any and all information held by the bank, including dealings, transactions, procedures, policies, decisions, systems and other matters of a confidential nature of and concerning the bank. Such confidentiality relates to any and all transactions (including, but not limited to the state of any account and matters relating to customers' or clients' business or personal affairs) of the bank ,except when required or authorized to disclose such information by the bank or by law.

Employees should be aware that any breaches of the above, including the unauthorized "browsing" of accounts, is likely to lead to disciplinary action and may result in dismissal for gross misconduct.

Disclosure of customers' or clients' business or personal affairs is not permitted without the customers' or clients' authority. Any contravention may lead to action under the disciplinary procedures, as well as individual liability under data protection legislation.

4. COMMUNICATIONS

PBL is committed to conducting business in an open and honest manner. All communications, whether internal or external, must be accurate and forthright, and directed through appropriate channels.

The publication or circulation, either internally or externally, of any oral or written statement that is false, derogatory, malicious or defamatory of any person or group is strictly prohibited. Communications must, at all times, maintain the proper decorum in tone and language, and must never put the Bank's image or reputation at risk.

5. HARASSMENT

PBL is committed to providing its employees with a productive and positive work environment, free of any type of harassment. Reports of incidents or behaviors that undermine this commitment will be fully investigated and, if valid, could result in serious disciplinary action. Forms of harassment include

- (a) verbal harassment, such as derogatory comments or slurs
- (b) physical harassment, such as intimidation, violence, or threats of violence
- (c) visual harassment, such as offensive messages, gestures or pictures
- (d) sexual harassment, such as unwelcome sexual advances, request for sexual favors, or other verbal or physical conduct of a sexual nature.
- (e) undue compliments which is not related to job performance.

6. GAMBLING, ALCOHOL AND DRUGS

The possession, purchase, sale, transfer or use of alcohol, illegal drugs or controlled substances (except drugs medically prescribed for an employee) by any employee while on Bank premises or engaged in Bank business is prohibited. Gambling, in any form, is not permitted.

7. USE OF CORPORATE NAME & LETTERHEAD

PBL's name, logo or corporate letterhead should not be used for any purpose other than in the normal course of banking business, unless expressly approved by senior management.

8. CONDUCT & DISCIPLINE (As per Service Rules Clause no-1.1.A, Page no-8,9,10):

8.1 Every employee shall –

- Observe, comply with and obey all orders and directions which may from time to time, be given by any person or persons under whose jurisdiction, superintendence or control he/she may, from time to time, is placed.
- Continue to remain in service as whole time staff of the Bank and shall not remain absent or leave office without prior permission of the competent authority
- Serve the bank honestly, sincerely, diligently and with utmost dedication. He/She must sub-ordinate all personal interest to the interest of the Bank. He/She shall serve

the bank to the best of his/her skill & ability and in all respect conform to the rules and regulations of the Bank.

- Maintain strict secrecy of the affair of the Bank and also the affairs of the customer's account and shall not communicate directly or indirectly to press, public or to any other agencies any information or document which will come to his/her knowledge and possession either in the ordinary course of his/her official duty or otherwise unless otherwise directed by the Competent Authority.
- Show courtesy and attention to the customers and fellow colleagues.
- Comply with the various rules, regulations and policies frames by the Bank as well as by the Government & Regulating authorities in discharging their duties and responsibilities.
- If desires to make a representation relating to service in the Bank, address the representation to the competent authority through his/her immediate superior.

8.2 No Employee Shall –

- Accept any outside employment, honorary or stipendiary, or undertake part-time work or hold any office of profit without the prior permission of the competent authority;
- Engage directly or indirectly in any commercial business, industry or other business pursuits or as agent of others;
- Be connected with the formation or management of Joint Stock Company otherwise than as an agent of the Bank;
- Act as agent of insurance company or accept commission, directly or indirectly, otherwise than as an agent for and on behalf of the Bank.
- Absent him/herself from duty, nor leave the station, without first obtaining the permission of the competent authority in writing. However in exceptional circumstances verbal permission may be obtained to be followed by written confirmation;
- Make any personal representation to any Director of the Board or any outside authority to intervene on his/her behalf in any matter;
- Accept or permit any member of his/her family to accept any gift or subscriptions from a constituent of the Bank, any person likely to have dealings with the Bank, a subordinate employee or a candidate for employment in the Bank.
- Accept, without the previous permission in writing of the Managing Director any gift from a foreign Government /Agencies.
- Lend money in his/her private capacity to or borrow money from, or place him/herself under any pecuniary obligation to a customer, a broker, money lender, an employee of the Bank, a candidate for employment in the Bank, or any firm or person having or likely to have dealings with the Bank;
- Have personal dealings with a constituent of the Bank in the purchase or sale of bills of exchange, Government paper or any other securities;

- Except with the permission of the competent authority, issue guarantee in his/her private capacity, the pecuniary obligation of another person or agree to indemnify in such capacity another person from loss;
- Participate in gambling and betting or any other such activities;
- Make or permit any member of his/her family to make, any investment likely to embarrass or influence him/her in the discharge of his/her official duties;
- Sublet residential accommodation provided to him/her by the Bank
- Indulge in parochialism, favoritism, victimization and willful abuse of office;
- Extend any credit facilities to customers in contravention of credit restrictions imposed by Head Office or Bangladesh Bank or in excess of his /her authority;
- Make any advance or contribution for political purposes;
- Overdraw the account of him/herself, his/her wife/husband, children and relative or any other benami account;
- Leave office even after usual office hours without completing daily balancing of accounts or specified work for the day;
- Invest money in the business of the bank's clients
- Do any activity which may undermine the prestige or image of the bank or making/joining any organization which is not permitted by law;
- Live beyond his/her means or indulge in ostentation on occasions of marriage or other ceremonies;
- Take part directly in any political activity;
- Take part in any election to Parliament or any local authority in Bangladesh or elsewhere. Provided that he/she may exercise his/her right of voting at such election.

Give evidence before a public committee:-

- In Bangladesh, unless he/she has first obtained the permission of the Managing Director; and
- Outside Bangladesh, unless he/she has first obtained the written permission of the Government through the Managing Director of PBL.

[As per Service Rules Clause no-1.1.G.-(i),(ii),(iv),(vi) Page no-11 and amendments]:

- A confirmed employee shall not leave or discontinue his/her services in the Bank without giving 03 (three) months' prior notice to the Managing Director in writing of his/her intention to do so or surrender 3 (three) months' basic pay in lieu thereof. Acceptance of such resignation shall be at the discretion of the Bank subject to his/her clearance from all dues. The Bank may not be obliged to accept resignation of an employee if charges are pending against him/her.
- Probationers recruited through competitive written test must complete 03 (three) years of continuous service before resigning from service. In case of failure to do so, he/she shall be liable to pay an amount equal to 50% of his total salary drawn so far.

- Employees of any Grade shall be sent on various training at home and abroad depending on the requirements of the Bank. In this regard employees shall be required to abide by the terms and conditions of the Training Policy of the Bank.
- No Officer /Executive shall be released from the Bank until and unless he/she clears all his/her loan, debt, due etc. to the Bank.

9. PAYMENTS, GIFTS AND ENTERTAINMENT

PBL is committed to the development of durable and long-term relationships with our customers, shareholders, vendors and the communities in which we operate. Our integrity and good name is fundamental to the creation of such relationships.

As a general rule, employees must not accept anything from third parties that may influence the business decisions they make on behalf of the Bank. Even the appearance of impropriety must be avoided.

The exchange of gifts and social amenities (i.e., business lunches, dinners or entertainment) between Bank employees and third parties is acceptable when reasonably related to a clear business purpose and within the bounds of what is customary in a normal business relationship. However, any entertainment, favor or gift that is excessive, repetitive or carries a perception of influence or obligation is inappropriate.

In this regard, the following are some do's and don'ts to guide for the employees of the Bank.

- Avoid circumstances that could impair the job objectivity or weaken your ability to promote the best interests of PBL and its shareholders.
- Don't do anything that could give the impression you have favorably treated certain outside individuals or organizations with which we do business.
- Always disclose any personal situation or transaction that may give rise to a conflict of interest, or the appearance of a conflict of interest.
- Vendor contracts must be awarded solely on the basis of merit and open competition, where the fair and even-handed treatment of goods- and service-providers can be assured. Evaluation and selection is based on quality, price, service, reliability and other accepted criteria, and is conducted in accordance with established guidelines and procedures.
- Incentive awards, commissions or paid-travel from vendors or other third parties can only be accepted if administered through approved PBL channels.
- Never solicit or accept from a third party any form of bribe, inducement, loan or favor (including heavily discounted goods or services at a rate not generally available to the public) that could create even the appearance of impropriety.
- When in doubt about the appropriateness of a gift, service, benefit or gesture of hospitality, check with the HR Division and the competent authority.
- At all times, refrain from giving gifts to superiors or accepting gifts from subordinates in the Bank.

10. STANDARD HOURS OF WORK

Standard hours of work are to be decided by the Management from time to time keeping in view of Bangladesh Bank's instruction, relevant practice and the Bank's own competitive advantage.

11. REPORTING OFFICE (As per Service Rules Clause no-1.1.H, Page no-11)

The employees of the Bank shall be required to serve at any office of the Bank in or outside Bangladesh.

12. ATTENDANCE (As per service rules Clause no-1.1.I, with amendments)

- 12.1 Regular and timely attendance is an essential condition of employment. Employee are expected to report to work each business day and unless incapacitated by illness, absent without prior sanction of leave will make an employee liable for disciplinary action. In case of sudden illness a report should be submitted to the immediate supervisor accompanied by a medical certificate.
- 12.2 Any employee who is absent without any notice or satisfactory explanations, shall be liable for disciplinary actions.
- 12.3 Any employee arriving later than 15 minutes of the designated reporting time will be marked "late". Every 03 (three) days late attendance during a month will be treated as 01 (one) day's absence unless otherwise recommended by the Supervisor and agreed by his/her Manager.
- 12.4 All Branch Managers and Divisional Heads concerned shall be held responsible for any violation in this regard.

13. PROTECTION OF ASSETS (As per service rules clause no 8.1.J):

- 13.1 Bank employees who will be dealing with cash, securities or other valuables will be bonded under a standard form of Surety Bond as prescribed by the competent authority.
- 13.2 It is expected that each employee will keep foremost in his/her mind the need for using every precaution in handling the assets of the Bank and of its customers so that maximum protection is provided at all times.
- 13.3 Every employee shall as and when required by the Bank furnish information as to his/her assets disclosing liquid assets and all other properties, movable and immovable including share certificates, insurance policies & jewellery.

14. RELATIONSHIP WITH STOCK BROKERS AND DEALERS

Employees authorized to deal in shares, stocks, bonds or any other capital market securities on behalf of PBL involving bank's portfolio are debarred from dealing on their

personal account in the same kind of securities or any other securities but involving the same broker.

Similarly, Foreign Exchange and Money Market Dealers are not authorized to deal on their own account in any transactions both in Foreign Exchange or secondary securities market.

15. THINGS OFFERED BY EMPLOYEES

Employees shall not, on behalf of PBL directly or indirectly give, offer or promise anything of value to any individual, business entity, organization, public official and political party for influencing the recipient.

Normal business practices of offering meals, entertainment, promotional gifts etc. may be exempted subject to compliance with clause no- 9.

16. MONEY MARKET, CAPITAL MARKET & LOAN PARTICIPATION

No employee shall incur any debt beyond his capabilities during the service with the bank in a regular manner to trade in Shares/Stocks.

Employee shall:

- Not borrow money from or in any way place himself/herself under pecuniary obligation to a stock broker or money lender or a subordinate employee of the Bank or any firm or any person having dealing with the Bank.
- Not trade in shares/stocks during office hours, disrupting/hampering official duties.
- Not have personal dealings with a constituent of the Bank, in the purchase or sale of bill of exchange, Government Paper or any other securities.
- Not, except with the permission of the competent authority, guarantee in his/her private capacity the pecuniary obligation of another person or agree to indemnify in such capacity another person from loss.
- Not act as an agent for an insurance company otherwise than as an agent for or on behalf of the Bank.
- Not be connected with the formation or management of Joint Stock Company.
- Engage in any other commercial business or pursuit either on his/her own account or it in benami or as an agent for another or others.
- Accept or seek any outside employment or office, whether stipendiary or honorary, without the previous sanction of the competent authority.

PROVIDED THAT nothing in this Code of Conduct shall be deemed to prohibit an employee from making a bona-fide investment of his/her own funds in such stock, shares and securities without hampering his official duties/responsibilities.

17. COLLECTIVE BARGAINING AGENT (CBA)

Employees must not engage in configuring or creating any association or appoint any agency to claim or pressurize to claim the management and higher authority or approach to other entity to influence for any emolument, benefit, policy implication or any other sanction that may hurt the image and interest of the Bank.

18. POLITICAL & ELECTORAL ACTIVITIES

Employees must not take part in subscribe in aid of or assist in any way any political movement in the country or outside the country and/or in any other activities detrimental to the interests of the Bank. Employees must not canvass or otherwise interface or use his/her influence in connection with or take part in any election to a legislative body whether in Bangladesh or elsewhere.

19. SOUND PERSONAL FINANCES & LIFESTYLE

19.1 The manner in which employees manage their personal finances and lifestyle can affect performance and attitude towards the job. They should live within the means and may borrow only from recognized financial institution if required. Employees and their families shall not borrow from customers and suppliers of PBL.

19.2 Every employee shall submit a statement of their assets & liabilities upon joining and update the same every year by 31st December.

20. EMPLOYMENT OF RELATIVES/CONFLICT OF RESPONSIBILITIES

Family members or other persons with whom an employee has close personal relationship should not work in the same department of the Bank, be placed in positions where one may supervise another or be placed where one may be in a position of processing, tracking, monitoring or recording of transactions initiated by the family member. Exceptions to the policy must be approved by senior management

21. GIFT OR BENEFITS OFFERED TO EMPLOYEES

It is an offence to solicit, demand or accept or benefit of an employee, anything of value from anyone in return for any business, service or confidential information, either before or after a transaction is discussed or completed.

It is not uncommon for bankers to have social or family ties with some of those with whom they do business. Things of value exchanged between employees and family or social friends are not covered by this Code of Conduct if they are exchanged not in connection with a bank business.

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 bona fide business discussions or to foster better business relations.

Advertising or promotional material of nominal value, such as pens, note pads, key chains, calendars and similar items etc. and gifts of reasonable value on wedding exempted.

Whenever any situation arises with regard to matters concerning things of value, and(an) employee must make full disclosure to the management and receive management's written response.

22. THE MANAGEMENT RESPONSIBILITIES:

22.1 The employees of the bank who are entrusted with supervisory or managerial roles must abide by the below guiding principles.

- a) We select and employ people based on the Bank's recruitment policy and criteria, without any bias or prejudice of race, caste, colour, creed, or religious belief.
- b) We place qualified and efficient people in supervisory/managerial positions, so that the Bank's functions are performed effectively and are of high quality
- c) We encourage/motivate employees to perform their duties diligently for achieving optimum output and efficiency.
- d) We evaluate employees' performance and reward them on the basis of their contributions.
- e) We aim to ensure that all employees work towards achievement of corporate objectives, individually and collectively as a team, and conduct themselves at work and in the society as responsible employees and citizens.
- f) We provide training to employees at all levels for improvement in their knowledge and skills.
- g) We work towards development of career paths of employees for planned betterment in their professional life.
- h) We aim to ensure that the employees possess necessary knowledge and skills and maintain an understanding of relevant provisions of applicable banking laws and regulations.
- i) We aim to ensure that all employees exercise professionalism and dedication, and utilize their experience and expertise to assist in the growth of the Bank.
- j) We shall maintain complete confidentiality and (except if required by law) not disclose to any person any information as to the dealings or affairs of the Bank, or any of its customers or as to any other matter which may come to our knowledge by reason of our directorship or employment in the Bank. It is strictly prohibited to disclose to the customer or any other quarter that a suspicious transaction or related information is being or has been reported to any authority, except if required by law.
- k) We shall safeguard, at all times, the interests of the Bank and serve according to the best of our skills and abilities and conform to the directives and policies of the Bank in all respects.

- l) Employees shall devote their time diligently during office hours and use their best efforts to promote the business of the Bank.

22.2 No employee of the Bank shall:

- a) Undertake speculative transactions or dealings in shares, securities, or otherwise whatsoever.
- b) Engage in gambling, racing, betting or wagering contracts.
- c) Take any narcotics or similar intoxicants or engage in transactions pertaining thereto.
- d) Engage in any kind of personal business whatsoever.
- e) Participate in any political or subversive activities.
- f) Accept any gifts or presents from existing or prospective customers, vendors, or suppliers of the Bank.

23. RELATIONSHIP WITH PRESS & MEDIA

PBL's relationship with the press and media has wide ranging effects on its corporate image. Press release and interviews can be given only by authorized persons. Employees receiving requests for information from reporters or other press and media representatives should refer the Head Office.

24. COMPANY ASSETS

As employees of PBL, each of us is a steward of its assets. We have a responsibility to protect our company assets from loss, damage, misuse, theft and sabotage. This responsibility covers not only an employee's own conduct but also his or her attention to PBL's security procedures, and alertness to situations or incidents that could lead to the loss, theft or misuse of PBL assets.

Company assets include, but are not limited to, money, financial instruments, proprietary information, intellectual properties, computer systems, software programs, electronic mail, documents, equipment, facilities, vehicles, the Bank's logo and name, materials and supplies.

25. EMPLOYMENT OF RELATIVES/CONFLICT OF RESPONSIBILITIES

Family members or other persons with whom an employee has close personal relationships should not work in the same department of the Bank, be placed in positions where one may supervise another or be placed where one may be in a position of processing, tracking, monitoring or recording of transactions initiated by the family member. Exceptions to the policy must be approved by senior management.

26. OUTSIDE EMPLOYMENT OR OTHER COMMERCIAL ACTIVITIES

- 26.1 Bank employees are not permitted to engage in other employment or participate in unauthorized non-Bank related commercial activities during work hours or while on Bank premises.
- 26.2 An Executive/Officer shall inform to the Management in writing if he/she holds any important position in any Non-Profit Organization like Club/Social organizations.

27. ADHERENCE TO LAW

All employees shall at all times strictly adhere to the laws of the country and fulfill all statutory requirements as laid down by the regulators and ensure timely, proper, and full payment of all applicable taxes, rates, duties and/or any other levies as may be imposed from time to time.

28. ADHERENCE TO VISION & MISSION

- 28.1 All employees must be committed to the Bank's Vision & Mission.
- 28.2 The Management of the Bank shall prepare an annual plan with clearly defined objectives, goals and strategies and communicate to all employees. The employees at all levels shall be committed to implement such plans to ensure achievement of objectives.

29. MORAL AND PROFESSIONAL RESPONSIBILITY

Every employee shall:

- a) Maintain peer group harmony and shall not bully, discriminate or harass other employees due to rank, position, gender, disability, religion etc.
- b) Not indulge in regionalism, favoritism, antagonism, polarization, degeneration, obstruct or frustrate team efforts, create hostility, intolerance, resentments, internal feuds, sectarian feelings and coercive or favorite grouping.
- c) Not interfere with private life of the members of the Board of Directors or senior management by visiting their houses without being called or invited.
- d) Not create pressure on the board members or senior management for avoidance of disciplinary action or influence promotion, posting, transfer, sanction of loans etc.
- e) Feel responsible for career development by way of Continuous Professional Development (CPD).
- f) Not use for personal consumption of PBL's stationary, daily usable things and other work related facilities.
- g) Not misuses bank's vehicle, equipment, photocopier, telephone etc.
- h) Not transfer or misuses PBL's Intellectuals properties.
- i) Not use PBL Information Technology Platform or database for personal or third party benefit.
- j) Not make commitment or contract that detriment PBL interest.

30. DISCLOSURE OF WRONG DOING

If an employee believes that co-worker, his/her superior or anyone else within the Bank is engaged in or likely to be engaged in wrong doing that will harm the Bank he/she should immediately disclose such kind of incident/attempt information to superior authority.

31. REPORTING OF VIOLATIONS

31.1 Employees are required to report any violation of this Code, including any matters arising from unethical practices to his/her superior authority.

31.2 Employees, customers, and other persons dealing with the Bank, who report a violation or lodge a complaint, will be protected against any harassment or retaliatory action.

32. CONFLICT OF INTEREST (As per Service Rules Page no-27, 28)

32.1 No employee shall use or exploit his /her position with Premier Bank Limited or one of its subsidiaries (Hereinafter the "Bank") or the knowledge gained therefrom in such a way that conflict could exist or appear to exist between his/her personal interests and those of the Bank. If such a conflict or potential conflict shall arise, it must be disclosed immediately to the Managing Director of the Bank.

32.2 To maintain the highest standards of ethics and to avoid conflicts of interest involving the Bank and its employees, the following standards of conduct have been established for the guidance of employees of Premier Bank Limited.

- a) No employee shall serve as a director or officer (paid or otherwise) of any other commercial enterprise without the prior written approval of the Board nor shall he/she accept simultaneous employment with any concern whether or not such concern does business with or is a competitor of the Bank or which would be incompatible with the Bank's right to his/her charitable, civic, religious, public or social organizations where there is no conflict with the interests of the Bank.
- b) No employee shall have any interest in any enterprise which has or is seeking business relations with the Bank or one of its subsidiaries without the written approval of the Managing Director. This is not intended to prevent the ownership of stock or other securities in large publicly-owned companies, where securities are purchased by the employee in the normal course of investment. However, if the employees are to vote upon or participate in any matter involving the Bank with another company in which the employee have an interest which is material to the employee, a full and timely disclosure must be made of that interest to the Managing Director. In addition, employees interest may come within regulations issued by the Securities and Exchange Commission or other agency which may require the Bank to report that interest or take some other action. Where such an interest is deemed material by the Bank, the employee shall not vote upon or participate in the matter.

- c) No employee shall accept directly or indirectly, any money or thing of value from any person or enterprise having or seeking business relationship with the Bank which would affect or appear to affect the employees business judgment in future dealings with such persons. This prohibition is not intended to preclude the employees acceptance of business related meals or entertainment or gifts where the value involved is insignificant and clearly will not place the employee under any obligation to the donor.
 - d) No employee shall execute transactions involving the purchase or sale of any security or property if the employee are aware that the Bank is executing or is about to execute transactions in such security or property.
- 32.3 The foregoing rules are intended to protect employer and employee against conflict of interest and divided loyalties which could compromise employee's ability to act solely in employer's interest. These rules are also intended to facilitate compliance with laws and regulations governing these matters. These will apply to the employees as well to members of employees immediate family e.g. spouse, sons, daughters, and parents.
- 32.4 There are from time to time situations which will not be clear cut. What is essential is that each individual be fully aware of his/her responsibilities with respect to conflicts which might be deemed to affect decisions or which might result in his /her deriving personal profit from confidential information acquired in the course of his/her employment or from otherwise exploiting his/her positions with the company.
- 32.5 If the employees have any uncertainties as to the propriety or employees conduct of any business relationship, the employee should consult with his/her superior or with the Managing Director of the Bank. The employee may be certain that any such discussion will be in confidence and in a spirit of co-operation.

33. CONCLUSION

While fairness, honesty and integrity are essential to the conduct of our business, let us not forget our commitment to service excellence. This commitment must become second nature to every PBL employee and be always reflected in our words, action and demeanor. Whether we are engaged in face-to-face meetings with our customers, talking to them on the telephone or contacting them in writing, our respect, attentiveness and eagerness to serve must be unwaveringly apparent

Not surprisingly, this type of service culture can only sustain and flourish in a workplace where employees exhibit these very same characteristics in their dealings with one another. Enthusiasm, cooperation, teamwork, and responsiveness are infectious and can quickly permeate a workforce, resulting in real benefits to customers, to shareholders and – ultimately – to employees themselves.

EMPLOYEE ACKNOWLEDGMENT FORM

Annexure-A

To

Human Resource Division
The Premier Bank Limited
Head Office
Dhaka.

CODE OF CONDUCT AND PROPRIETARY INFORMATION AGREEMENT

In consideration of my employment by The Premier Bank Limited or one of its subsidiary corporations (hereinafter the "Bank"). I agree:

- a) 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 the Bank.
- b) To abide by the terms & conditions and I am aware that upon any violation of this policy, I will be subject to disciplinary action, up to and including dismissal.
- c) Except as my duties during my employment may require or as the company may otherwise consent in writing, I will not at any time disclose or use, either during or subsequent to my employment, any information, knowledge or data I receive or develop during my employment which is considered proprietary by Premier Bank Limited or one of its subsidiaries or which relates to their secrets in business process, methods, compositions, improvement, inventions, discoveries or otherwise or which my employer has received in confidence from others.

I certify that my signature acknowledges my receipt of the Employees' Code of Conduct of the Bank and my understanding of its contents.

Signature with date:

Name:

Designation:

Employee ID:

Branch/Office:

[This signed and completed form must be returned within 30 days of receiving this booklet to your human resources representative. Failure to do so will not affect the applicability of this Code of Conduct or any of its provisions to you.]

Annexure-B

TO BE COMPLETED BY LINE MANAGER

I certify that I have discussed with and provided the above listed employee a copy of the Employee Code of Conduct & Business Ethics.

Signature with date:

Name:

Designation:

Employee ID:

Branch/Office: