

Code of Conduct for the Board of Directors

The Board of Directors follows a Code of Conduct adopted to provide guidance to directors to carry out their duties and responsibilities due-diligently and within the scope of their authority, as set forth in the laws of the country as well as in the Memorandum of Association (MOA) and Articles of Association (AOA) of the Bank. The Code of Conduct states-

- i. The Members of Board of Directors shall act honestly in good faith and in the best interests of the shareholders and the company.
- ii. The members shall not make improper use of information acquired as a director.
- iii. The members shall not take improper advantage of the position as a director.
- iv. The members will be obligated to be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of decision taken by the Board of Directors.
- v. Confidential information acquired by the members in the course of exercise of directorial duties shall be treated as the property of the company and it will be improper to disclose or allow it to be disclosed, unless that disclosure has been authorized by the company, or the person from whom the information has been received.
- vi. Members shall make every effort to attend all Board and Committee Meetings during their tenure. They will not absent themselves without good reasons or without confirming leave of absence.
- vii. To maximize effectiveness of the Board/Committee Meetings, contribution of individual director shall be monitored and appraised on an annual basis.
- viii. Board members having interest of any nature in the agenda of the meeting shall declare beforehand the nature of their interest and withdraw themselves from the room unless they have a dispensation to speak.
- ix. Training opportunities/orientation/workshops will be arranged for the members (especially for the newly inducted members) to make them acquainted with the international best practices, their fiduciary obligations, Code of Conduct etc.
- x. Members shall always maintain 'Fit and Proper Test Criteria', clean CIB status and other obligations declared by the Primary and other Regulators.
- xi. Members shall be judicious about their entitlement of benefits/privileges as per the Bank Company Act and all circulars/guidelines issued by Bangladesh Bank and shall be willing to produce supporting documents, if required.
- xii. Every Director will assure annually signing a confirmation that they have gone through, have complied with and will continue to comply with the set of codes approved by the Board of Directors.