

## **Code of Conduct for the Chairman, Directors, and Managing Director & CEO of NRBC Bank PLC.**

NRBC Bank PLC upholds the highest standards of ethical behavior, transparency, and accountability. The Board of Directors is committed to ensuring sound corporate governance, maintaining the discipline of the Bank, and safeguarding the interest of the stakeholders, including depositors, sponsors and investors, at all times. These codes of conducts outline the ethical and governance principles applicable to the Chairman, Directors, and Managing Director & CEO to ensure responsible leadership, profound team spirits and strict adherence to legal and regulatory obligations.

### **1. Ethical Conduct and Integrity**

- Act with honesty, fairness, and diligence at all times.
- Promote a culture of integrity within the Bank.
- Prioritize the interests of the Bank and its depositors and investors above personal gains.

### **2. Confidentiality**

- Maintain strict confidentiality of all internal and board-related information.
- Do not disclose or misuse confidential information for personal advantages or undue benefits of others.

### **3. Conflict of Interest**

- Avoid situations where personal interests conflict with those of the Bank.
- Disclose any actual or potential conflict of interest in advance.
- Abstain from deliberation or voting in matters where a conflict exists.
- Members of the Board of Directors shall refrain from directly engaging in the day-to-day operations of the bank.
- Board of Directors shall act independently and exercise prudent judgment in all decision-making processes, ensuring strict compliance with applicable laws, regulatory directives, and the bank's internal policies and procedures.
- Members of the Board of Directors are expected to ensure full compliance with Sections 26Ga, 27, 28, and 109 of the Bank Company Act, 1991, with regard to loans and advances.

### **4. Compliance with Laws and Regulations**

- Adhere to applicable laws, including the Bank Company Act, Bangladesh Bank directives, BSEC guidelines, and the Bank's internal policies.
- Submit required declarations, disclosures, and reports in a timely and accurate manner.
- Promote a strong culture of compliance throughout the organization.

### **5. Prohibition of Insider Trading**

- Do not trade shares and securities based on material, non-public and inside information.
- Prevent others from gaining unfair advantage through access to insider knowledge.

### **6. Independence and Objectivity**

- Exercise independent judgment in all decisions, free from external influence.
- Avoid dual roles, personal guarantees, or benefits that impair independence.
- Refrain from using position for undue personal enrichment or favoritism.
- Focus on achievements of objective goals of the bank.

### **7. Governance and Accountability**

- Ensure active participation in Board and Committee meetings to ensure utmost contributions.
- Support the implementation of strong internal controls and risk management frameworks.
- Promote transparency, accountability, and sound corporate governance practices at all levels.
- Members shall make every effort to attend all Board and Committee Meetings during their tenure. They will not absent themselves without good reasons or confirming leave of absence.
- Board Members having interest of any nature in the agenda of the meeting, shall declare beforehand the nature of their interest and withdraw from the room, unless they have dispensation to speak.
- The Managing Director & Chief Executive Officer (MD & CEO) is accountable for the effective implementation of strategies approved by the Board, the achievement of business objectives, maintenance of financial discipline, and the overall governance of the Bank's operations. The MD & CEO shall discharge all responsibilities with integrity, prudence, and transparency, consistently

**upholding the principles of ethical leadership and ensuring strict adherence to regulatory requirements.**

**8. Stakeholder Relationships**

- **Treat employees, customers, regulators, suppliers, and partners fairly, respectfully, and ethically.**
- **Foster long-term relationships based on trust, service, and transparency.**
- **Support initiatives that reinforce corporate responsibility and sustainability.**

**This Code of Conduct shall be reviewed periodically to ensure its continued alignment with evolving regulatory requirements and governance standards, subject to the approval of the Board of Directors.**