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1. Overview / Policy Statement:

The code of conduct sets the principles for the stakeholders- Members of the Board of Directors and its committees, all employees of Modhumoti Bank Limited (MMBL), business partners and service providers and receivers to and from MMBL to keep uphold and promote the interests of MMBL.

2. Objectives

- To protect the interests of customers, owners and employees, stakeholders as well as the counterparties, in addition to the wider interests of the society as a whole;
- To ensure integrity, high ethical standards, due skill, care and diligence in all business and allied activities of MMBL, including the stakeholders;
- To promote rationale behavior among all of the employees and their stakeholders.

3. Scope

This policy shall be applicable to Board of Directors and all employees of MMBL who is working in MMBL or responsible for the activities of MMBL.


4. Stakeholders of MMBL

4.1 Government and Regulators:

- i. Bangladesh Bank;
- ii. National Board of Revenue;
- iii. Bangladesh Securities and Exchange Commission;
- iv. Controller and Auditor General of Bangladesh.

4.2 Investors, Beneficiaries, Analysts/Researchers and External Auditors:

- i. Shareholders and market investors;
- ii. Business community, including chambers, associations and business clubs;
- iii. Rating Agencies and the users of ratings;
- iv. Financial analysts/financial professionals;
- v. External auditors;
- vi. Brokers and dealers in shares, securities, debentures etc.

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4.3 Customers and Clients

- i. Customers and users of products and services;
- ii. Suppliers-both backward and forward linkages;
- iii. Service providers and receivers of all categories.

4.4 Employee and Employee associations/clubs

- i. Employees of all levels;
- ii. Welfare associations;
- iii. Consumer welfare associations;
- iv. Other interest group such as ethicists, environmentalists, gender welfare groups etc.

4.5 Others


- i. Civil Society-elite groups;
- ii. Social media-print and electronic;
- iii. Authorities of related books and journals and advertising agencies;
- iv. Whole sellers and retailers;
- v. Agents and facilitators;
- vi. Transport and courier companies.

5. Basic Obligations

For attaining and upholding public attention and customer/users and stakeholders' confidence, all employees of MMBL should perform their assigned job with utmost honesty and integrity, along with highest professional attitude and aptitude. Every employee in MMBL must be firm in his/her performance for the benefits of MMBL and must avoid conflict of interest.

5.1 Code of Conduct for Employers

- i. The employer will have to maintain a pleasant working environment in their organization in terms of presence of well set and well defined compensation package, clearly set goal orientation, as well as performance-led job description for employees of all levels;
- ii. The employer must ensure the scope for both professional and career development of the employees;
- iii. Working environment as well as procedures in the Banks must be well designed and well maintained so as to make it reasonably and promptly responsive to the customer needs, along with compliance of legal and regulatory requirements;

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- iv. The employer should train the employees in order for discharging their jobs efficiently, which will eventually enhance the goodwill of the institution and thereby, expand the customer base and market share;
- v. The employer must motivate the employees towards the goals of the organization and enable them to perform to the best of their levels;
- vi. The employer must clearly define the responsibilities of the employees and then carefully allocate along with requirements and procedures for accountability and performance reporting and evaluation.


5.2 Specific Compliance Guidelines of MMBL

- i. At all times the stakeholders of MMBL shall act in a professional and ethical way, and uphold the highest standards of honesty, trust, fairness, integrity and diligence;
- ii. Every stakeholder of MMBL shall consider the risks and implications of their actions and in principle, should feel accountable for them, and for the potential adverse impacts;
- iii. All employees of MMBL shall take firm promise to comply with all current regulatory and legal requirements, and adopt endeavor to follow best industry practices;
- iv. Employee must use and handle all information with best care and due diligence to ensure highest confidentiality and preserving sensitivity;
- v. Employees must prevent and avoid potential conflict of interest that may arise and influence one while performing responsibilities;
- vi. Employees must serve customers, colleagues and counterparties with due care. Respect their desires and serve them with responsibility if they asked for, or help them voluntarily;
- vii. Employer must set the service standard for the organization that reflects professionalism that also expresses values and attitudes, as well as positive behaviors;
- viii. Employer must equip employees to carry out their duties with due regards to the technical and professional standards expected by qualified customers. Encourage the staffs continuously to develop and maintain their technical and professional knowledge and level of competence; and
- ix. Employer must train and encourage the staff/officials to act with complete integrity towards customers, colleagues, counterparties and others with whom they may come into contact.

5.3 Serving Customers and the Stakeholders

For ensuring standardized services and ethical business development, MMBL should identify their existing and potential users, side by side with the selection of service providers at various levels. Efficient and effective selection and categorization would enable the Bank to make proper business plan.



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5.4 Service Provider

To satisfy service provider, MMBL requires to:

- i. Analyze and determine customer base and review and understanding their needs effectively;
- ii. Add in and provide product and service excellence with integrity and sincerity;
- iii. Provide with secured and advanced banking facilities-products and services;
- iv. Be fair and well-committed in serving the customers and stakeholders;
- v. All services sold or served be passed - through the legal and regulatory processes; and
- vi. Each type of stakeholders' involvement and concern be clearly defined and clearly understood.

5.5 Encouraging employees for knowledge and skill enhancement

To encourage employees for acquiring knowledge and enhancing skill, MMBL requires to:

- i. Provide opportunities to employees for professional development;
- ii. Evaluate performance of the employees objectively; and
- iii. Apply values & principles consistently.

5.6 Delivering to Partners

For better delivery to partners, MMBL requires to:


- i. Adhere to good corporate governance practices;
- ii. Protect intellectual property;
- iii. Protect reputation of the organization; and
- iv. Strengthen competitive behavior.

5.7 Being Proactive

For any proactive measures, MMBL requires to:

- i. Anticipate and embrace changes;
- ii. Encourage and reward innovation responsibly; and
- iii. Maintain and share accurate and useful information.



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5.8 Teamwork

To establish teamwork, Employees requires to:

- i. Remain individually and make others accountable for every action;
- ii. Refrain from favoritism and bias;
- iii. Extract value from different perspectives;
- iv. Work jointly and collectively; and
- v. Acknowledge and appreciate value for both individual and team contributions.

5.9 Respecting Each Other and reciprocity

To establish mutual respect among employees, MMBL requires to:

- i. Recognize and respect human dignity;
- ii. Provide/establish a working environment free of harassment and intimidation;
- iii. Comply with social and occupational health & safety regulations; and
- iv. Protect organization from damage/loss of physical assets.

5.10 Guarding against Arrogance

For modest behavior in every aspect, employees requires to:


- i. Celebrate successes and achievements with modesty;
- ii. Meet the legitimate expectations of stakeholders; and
- iii. Express personal identity with dignity, courtesy and tolerance.

6. Responsibility

6.1 Responsibility to Shareholders

- i. MMBL should preserve the lawful benefits and interests of their shareholders;
- ii. Should make utmost endeavor to maximize profit and increase payout ratio for the stakeholders; and
- iii. Should make best effort to maximize company profit and manage the same ethically and properly.



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6.2 Responsibility to Customers

To satisfy the customers-needs efficiently, MMBL require to:

- i. Understand and honor the customer needs, as well as serve them indifferently, promptly and honestly;
- ii. Ensure complete secrecy of customers' affairs/account information at all times unless asked by any competent court or any other lawful authority;
- iii. Issue notice with reasonable time in case of closure of bank accounts for any legitimate reason(s);
- iv. Provide customers with requested account statement accurately and promptly;
- v. Keep the customers updated regarding any suspicious operations in his account;
- vi. Exercise due diligence in the operation of customer accounts; and
- vii. Keep customers fully informed with all banking and financial products.

6.3 Responsibility to Community/Society and Commitment to the Environment

- i. MMBL must comply with the recognized/established legal, regulatory, as well as social/community norms, customs and values.
- ii. Must address the environmental and climatic protections as the global challenges of the time and all of these have to be taken into account in all areas of lending/financing.
- iii. Give due emphasis on the areas of energy and climate change while lending, bankers would support the process of sustainable economic growth of the country.
- iv. Employees must have firm commitment to choose and do the right things, along with the compliance of legal requirements.
- v. Must consider structural and non-traditional risks management options that inherent to banking and other financial activities side by side with the management of traditional financial risks, such as credit risk, market risk and operational risk etc.
- vi. Risks inherent to environmental and social events/activities also need to be taken into consideration.


7. Guidelines regarding Property and Information of MMBL

7.1 Property of Bank

Key responsibility of bank is to protect and safeguard the organization's property, not to use it for personal purposes/gain use and all employees must abide by the followings-

- i. Shall follow the operational and IT security manual meticulously while using property of the organization;



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- ii. Needs to ensure the fair value of assets while these are acquired and disposed off if an employee works as member of asset acquiring/disposal committee.
- iii. Shall not participate in the name of other person in the supplying of materials to bank or selling bank's old assets.
- iv. Shall protect the pilfering of stationeries, stealing, embezzling or misappropriating money, funds or anything from Bank.
- v. Shall apply own judgment and ethical concerns in using organization's phones, electronic mail or computing systems for personal requirement.
- vi. Shall refrain from using the organization's Letter Head for personal correspondence.

7.2 Information Security

- i. MMBL shall take reasonable care to keep secure their information from unauthorized disclosure and exchange.
- ii. Any confidential information it receives on clients, or any details of the transactions of its clients shall be preserved with utmost security.
- iii. Unless asked by any lawful and competent court/authority, exchanging or disclosing of information will be treated as a serious violation of ethical standard, and shall be treated as a breach of contract.

7.3 Invisible Property


- i. An employee shall not use the corporate brand and goodwill of the bank for non-official purposes like taking house rent, renewal of car license, buying own flat and other assets.
- ii. The use of official designation for any personal gain should be prohibited.

7.4 Intellectual Property of Others

An employee shall be cautious about the intellectual property rights of others. For example, he/she shall not provide performance report of one customer to other, not use logo of third party in purposes which are not allowed in the franchise agreement, not use the CIB report of third party and refrain from plagiarism of other bank's credit analysis for personal gains or purposes.

7.5 MMBL's Information

- i. While performing the official task, an employee of the Bank may have access to information that is not generally available to the public or that is considered confidential for managerial or administrative purposes. This may include information related to banks, customers, suppliers and current and former employees, as well as system-and bank-related information. He/she shall not disclose this information unless authorized by competent authority.

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- ii. An employee of the bank shall not provide any information to third party without prior approval of competent authority. He/she shall not disclose the unpublished and sensible information of the institution related to its performance, strategy, system, policies etc.

7.6 Stakeholders' Information

- i. An employee shall not accede to or use customers' information excepting related business purposes. He/she shall protect the confidentiality and security of customer information.
- ii. Any information of govt. agencies like ACC, NBR, BB, BSEC etc. shall not be disclosed without prior approval of competent authority.
- iii. An employee shall keep information about the purchase of goods or services confidential. Price quoted, methods, business policy etc. of the vendors should not be disclosed.

8. Guidelines regarding Use of Position

The officials in all positions of Banks shall have to abide by their respective Code of conduct for the sake of both institutional and national integrity. It is expected that an official shall use his/her position and delegated power to do his/her jobs appropriately. Any deviations of this shall be treated as abuse of position and power. Generally such deviations are found out for following two reasons:

8.1 Private Gain

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

8.2 Endorsement

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


The aim of a dignitary should be serving the people or nation without bias. If any activity makes his/her own people benefited unusually and thereby frustrates the others, it shall be treated as partiality and nepotism. So, a dignitary shall not be involved in such activities.

9. Guidelines regarding Conflicts of Interest

9.1 Causes of Conflicts

The conflict of interest is often a very strong hurdle on the way of implementation of national integrity strategy. When an employee thinks of his/her personal interest from his/her official position, a question of conflict of interest arises. The statute allows him/her to serve his/her own gain, or interest at the cost



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of employing institution or the state. It is a statutory as well as an ethical obligation for an employee to keep himself/herself away the personal interest. The apparent causes or reasons behind such a conflicting situation may include the followings:

- i. Dissatisfaction with salary and remunerations;
- ii. Unpleasant working environment;
- iii. Lack of opportunities for promotion, or deprivation from promotion;
- iv. Undue influence and/or pressure from others;
- v. Greed to or from colleagues and employer; and
- vi. Lack of job security.

9.2 Employees' Behavior/Action in conflicting situation

Whatsoever the circumstances, the employees must avoid the conflict of interest as long as they hold positions in the organization. Availing any kind of undue or illegal benefit/facilities irrespective of forms, shall be treated as deviation from the required standard of services. So, to keep the employees refrained from such a trap of conflict of interest, employers might administer the employee affairs legally & ethically, and compensate them reasonably. An employee shall have to refrain from doing the following:

- i. Performing his duties with a view to preserve/protect his own benefits at the cost of his employer;
- ii. Involving in any kind of financial activities relating to his personal gain;
- iii. Giving any advice, consultancy, direction or suggestion to anybody or to any institution that may cause for losses to his employer;
- iv. Any practice/exercise that may benefit him at the cost of institution's assets either monetary or non-monetary;
- v. Doing anything that may damage the goodwill, image and reputation of the institution;
- vi. Doing anything that may hamper the secrecy and privacy of any affairs/information of the company;
- vii. Involving or taking part in any business dealing like shareholding, profit sharing, partnership of any business company or manufacturing industry or servicing center for their personal benefit;
- viii. Getting any unusual or illegitimate benefits directly, or indirectly for himself/herself and family or family members, and relatives either explicitly, or implicitly by disguising identity;
- ix. Receiving any charitable contribution from others and/or make any charitable contribution to his family members and relatives if those charitable contributions are made by/under his power and position;
- x. Receiving any gift (in cash or kind) from those who are directly benefited or assisted by his office or by his power and position.

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The above noted issues are least in the list, but not exhausted. Any unusual act made/done by the employee(s) shall be considered within the trap of conflict of interest and be reviewed within the purview of offences.


10. Guidelines regarding Engagement in Private Trade and Other Employment

10.1 An employee shall not:

- i. Engage himself in any commercial activity or pursue such activity either on his own account or as agent of others;
- ii. Accept any outside employment, honorary or stipendiary, without prior approval/consent of the competent authority in the current employing institution; and
- iii. Undertake part time work except those, which may be requested to be accepted or undertaken by competent authority.

However, employees may engage in private trade/teaching, speaking & writing under the following conditions:

- iv. Subject to the other provisions of this Code of conduct, no Bank employee shall, except with the previous permission of the competent authority, engage in any trade or undertake any employment or work, other than his/her official duties;
- v. Any employee of Banks below officer rank may undertake/run a small enterprise which absorbs only his/her family members. However, in such cases he/she must inform this to his/her employer along with the declaration of assets;
- vi. Any employee of banks may undertake honorary work in social, religious or charitable organizations and also may engage in occasional work of a literary or artistic character/nature, which may include publication of one or a few literary or artistic works, provided that his/her official duties do not hamper/suffer thereby. But the employing authority, at any time, may forbid him to undertake it or ask to abandon it if there exists valid reason/s to do so;
- vii. 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 their work or employment at the organization should seek guidance from the management through HR before entering into any commitment;
- viii. Any publication or public speaking of an employee should not tarnish the image of the organization vis-à-vis regulatory bodies of the country. The same considerations apply to the publication of material on the world-wide web and social media;
- ix. 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 banks or other affairs in any newspaper which may involve the bank, without obtaining prior approval of the competent authority.

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10.2 Procedure for Applying in Outside Employment

Eligible application of temporary, or permanent employees of the Banks for outside employment shall be dealt with on the basis of the following principles:


- i. a) Application for appearing in the competitive examinations of Bangladesh Public Service Commission and in other government, semi-government entities/institutions including state owned/specialized banks, private banks and other public/private entities/institutions shall be forwarded;
- b) Applications for employment in International Organizations where Bangladesh is a member and for employment under Foreign Governments shall be forwarded provided that all such applications are processed through the concerned/competent channels of Government of Bangladesh;
- ii. Applications from all categories of employees for employment in the autonomous bodies including public and private university shall be forwarded;
- iii. Any application for outside employment which does not fulfill the above conditions shall not be forwarded;
- iv. In case of employment opportunities abroad, the applicants must pay their liabilities with the employer and thereafter, submit resignation letter abiding by concerned rules and regulations of the employing Bank. When an employee is released for outside (foreign) employment and the question of lien arises, such an issue shall be governed by the service rules of the bank concerned. This would be followed both in cases of temporary and permanent foreign employment. Any bank can depute its any employee to any work or institution of their own, onshore/off-shore offices, branches, affiliated offices/institutions, subsidiaries and such placements/deputations might be governed by the service and/or other related rules.

11. Guidelines regarding 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 of the Board of Directors of his/her organization for his/her employment, increment, promotion, transfer or any other personal gain.

12. Guidelines regarding Acceptance of Gifts and Foreign Awards

- i. No employee of the bank, 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 for disposal;
- ii. If any question arises whether the receipt of a gift places a Bank's employee under any form of official obligation to the donor, the authority will take action against such activity;

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- iii. If any gift is offered by the head or representative of a foreign state, the bank's employee concerned should attempt to avoid acceptance of such a gift if, s/he can do so without giving offence. If, however, s/he cannot do so, s/he shall accept the gift and shall report to the authority for orders as to its disposal;
- iv. No employee of banks and shall accept a foreign award, title or honor without the approval of the competent authority.

13. Guidelines regarding Fair Treatment of Customer and Counter-parties


Treating customers fairly and without prejudice fosters good rapport and helps to build long-term sustainable business relationships. Moreover in the advent of global financial crisis, both local and global law-makers and regulators are increasingly focusing on ensuring that banks and NBFIs employ fair practices in dealing with customers. This entails:

- i. Ensuring that communications are fair, concise, clear and not misleading so that clients are fully aware of the product features, relevant fees and associated risks for financial products and services;
- ii. Creating products which meets customer needs and takes into account their financial situation, profile and risk tolerance;
- iii. Providing quality customer service, delivering on service level promises and handling complaints in an efficient, prompt and friendly manner; and
- iv. Identifying and managing possible customer conflicts in an open and clear way.

For Counter-parties:

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





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14. Compliance with Laws, Rules, Regulations and Anti-Money Laundering

- i. Employees of banks are expected to comply with the laws, rules and regulations governing the Organization'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;
- ii. Money Laundering legislations criminalize money laundering in respect of several crimes including drug trafficking, terrorism, theft, tax evasion, fraud, handling of stolen goods, counterfeiting and blackmail etc. It is also an offence to undertake and/or facilitate transactions with individuals and entities involved in criminal activities;
- iii. Banks shall not do business with drug traffickers, money launderers and other criminals. It shall formulate Anti Money Laundering Policy following regulatory body's guidelines to enable all employees to follow the policy meticulously;
- iv. Employees shall exercise requisite diligence in selecting those with customers/counter-parties while conducting business. They shall adhere to processes in place for checking the credit and character of customers and counter parties. These processes ensure customer's due diligence and ongoing monitoring of their customers to detect suspicious transactions during the entire period of the relationship.

15. Guidelines regarding Transparency and Accuracy of Financial records, Tax and other Reporting

- i. Bank shall ensure that their reports and communication is true, complete and accurate and shall not be misleading. They shall maintain transparency in their business operations and dealings with clients, stakeholders and regulators;
- ii. Organization'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;
- iii. An employee shall ensure that records, data and information owned, collected, used and managed by him/her for the organization are accurate and complete.
- iv. Records shall be maintained as per the policy of the organization in sufficient details so that these may reflect accurately the Organization's transactions;
- v. 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 Organization;
- vi. 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 organization;

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- vii. Non-maintenance of these records that come into employee's notice and any misappropriation or tampering of records, needs to be reported to the relevant authority. An employee shall not represent any report/claim for his/her personal gain or to protect him/herself.

16. Guidelines regarding 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 organization. He/she shall act as a whistle blower thereby.

17. Guidelines on Working Environment

17.1 Health & Safety

Adequate attention is always accorded to the health and safety of the employees, i.e. deployment of both physical and technical surveillance on premises to minimize possible threats to security. Physical premises are under regulatory requirement to conduct periodic drills for a systematic approach both to prevent any security breaches as well as to promote a culture of security and safety awareness. This involves managing health and safety care as any other critical business activity with periodic reporting, appraisals and improvements made.


17.2. Workplace Environment

Energizing the workplace is one of the key factors of any organization. All employees of the organization are responsible to keep the workplace friendly, congenial, transparent, free from harassment & corruption etc. and ensure the cohesiveness among the colleagues.

18. Guidelines regarding Team Work

Teamwork and co-operation is an important aspect of the work ethics in the organization. An organization shall leverage on the dynamics of collective skills, knowledge and experience to achieve the best for the stakeholders. An organization shall admit its employees as human capital and shall recognize the pivotal role that meritocracy plays in setting rewards and penalties for safeguarding the interests of its employees. It respects the incidence of conflicts arising in the workplace and seeks amicable resolution of contentious issues in a manner that is constructive, open, honest and ultimately beneficial to all parties involved.




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19. Guidelines regarding Diversity

Bank shall respect all employees as unique individuals with fundamental human rights and supports the cultural and ethnic diversity of its workforce. It shall believe that creating a work environment that enables to attract, retain and fully engage diverse talents, leads to enhanced innovation and creativity in the services of the organization.

18. Guidelines regarding Employees' Grievance, Harassment and Zero Tolerance to Violence

18.1 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.

- i. Grievances may arise due to differences in perception, misconduct, unfair treatment, intra-personal problems of individual employees, dissatisfaction with working conditions etc.;
- ii. If employees have a grievance, they should try to resolve this informally first;
- iii. 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.

18.2 Harassment

The Organization is committed to provide a work environment where all employees can work free from harassment on ground of religion, age, gender, family background, ethnicity, personal appearance etc. The organization shall not tolerate any type of harassment by directors, employees, supervisors or others. All employees shall treat each other with respect and courtesy:

- i. Banks/NBFIs shall be committed as employers to create an environment which is free from all forms of harassment and discrimination towards women;
- ii. Harassment in any form including verbal and physical conduct, visual displays, threats, demands and retaliation is strictly prohibited;
- iii. Harassment towards female colleagues may include making derogatory or provocative comments, physical violence, inappropriate jokes, and unwanted physical contact, use of epithet, comments or innuendo, obscene or harassing telephone calls, inappropriate content exchange through e-mails, letters, SMS, notes or any other forms of communication;
- iv. Any harassment or discriminatory behavior directed at female employees based on their background, gender, religion, race, color, ethnicity, national origin, age, marital status, physical condition, personal appearance, and status shall be dealt with appropriate disciplinary action.

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18.3 Zero Tolerance to Violence

Bank shall prohibit any acts of violence or threats of violence by any employee against any other person at any time. Mutual understanding and respect toward all employees is an essential element for excellence in professionalism, existence of safe and healthy work place, and maintenance of a corporate culture, which serves the needs of the community. The organization has to bear zero tolerance for violence against any member of the workforce or its property.

19. Guidelines regarding Special Responsibilities of Superiors


In addition to responsibilities as employees, superiors shall abide by the:

- i. **Duty of selection-** Carefully select the employees for a job in light of their personal and professional qualifications.
- ii. **Duty of Instruction-** Formulate obligations in a precise, complete, and binding manner, especially with a view to ensuring compliance with provisions of instructions.
- iii. **Duty of monitoring-** Ensure that he/she meets the expected deliverable on regular basis and comply with provisions of applicable laws and regulations, on a constant basis.
- iv. **Duty of communication-** Communicate to the employees that any violation of the applicable laws/regulations is disapproved of and shall have disciplinary implications.

20. Guidelines regarding Privacy and Security of Clients/Stakeholders Information

- i. In order to provide financial services, bank shall collect, maintain and use the personal information of clients in a manner which allows them to provide better and more tailored products and services and better meet the clients' financial needs and objectives;
- ii. All information gathered from customers/clients during the course of providing service shall be considered confidential;
- iii. All information of an individual's employment in a bank shall be considered confidential unless it is clearly stated otherwise (or the situation arises whether he/she has been authorized to do so) and shall be used only for the performance of said job duties in line with all rules, regulations, laws and other policies governing the individual's employment;
- iv. Furthermore, the information shall be kept confidential and secure even after leaving the employment of that particular institution.




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21. Guidelines regarding Interaction in Print, Electronic and Social Media

All media (print, electronic and social) inquiries shall be forwarded to personnel from Public Relations/Corporate Affairs/Corporate Communications or any other department which has been authorized to initiate contact with the media on behalf of the organization. Bank shall be ensured that a consistent message in compliance with the governing laws and regulations is broadcast.

The advent of social media has enabled people from across the globe to have information at a rapid pace which may at time be sensitive in nature and thus it is particularly important to ensure that social media sites and tools are used by the employees and management of bank responsibly and with good judgment in compliance with the company's policies which restrict the disclosure of confidential information about the company, its operations, policies and procedures, employees, customers and other stakeholders or any other information that compromises internal controls and safety requirements.

22. Guidelines for 'Speak Up Policy'


It is vital that banks and NBFIs adopt a 'Speak up Policy' to uphold their commitment to the code and to maintain a culture of strong ethics and integrity. Any misconduct by personnel from bank serves to harm not only the reputation and financial performance of that particular organization but also ultimately undermines trustworthiness of the industry itself.

Management shall establish a formal policy, procedure, channels and open environment where staff are confident in raising concerns about any misconduct and are free from the fear of victimization.

23. Guidelines regarding 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:

- i. Employees and other representatives of bank are prohibited from partaking in trading of publicly traded securities (including the securities of their place of employment) for personal gain (or for the gain of the members of their household) if they possess material non-public information about the security or the issuer.
- ii. 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.
- iii. 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 their place of employment) if the result of this

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investment affects or appears to affect his/her ability to make any unbiased business decisions in favor of his/her employment as thus resulting in a conflict of interest.

24. Guidelines for Arranging Seminar / Workshop / Training

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

25. Guidelines regarding Automation / Digitalization of Business Process

In today's business environment, advancements in technology and administrative functions are increasingly leading to the automation and digitalization of business processes. It is imperative that bank shall take necessary steps to ensure that any such advancement does not compromise the integrity of information security and that the guiding principles of the Code of conduct are duly complied with.

26. Guidelines regarding Employee Conduct outside the Office Premises (during employment & post-employment)


Employees and representatives of bank shall realize that their conduct outside the workplace reflect on their place of employment and thus shall take necessary actions to ensure that the above mentioned service conduct must encompass outside workplace activities as well so that behavior/actions do not compromise the business interests, safety and security or confidentiality of their place of employment. As such, employees shall exercise caution while interacting with outside entities so as to not be perceived negatively by the media, society or the communities in which they operate. Moreover, affiliations with certain entities which may result in conflict of interest or disclosure of confidential information are to be strictly avoided.

It is probable that during the course of their employment staff members and other representatives of bank be privy to sensitive information about the company, 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 exit clauses of their employment contracts) employees shall act with highest standard of integrity and refrain from divulging such information.

27. Guidelines regarding Grooming, Etiquette and Compliance with the Dress Code

- i. MMBL must have an official grooming standard which is suitable to the culture and values of Bangladesh.
- ii. For relationship managers and other front office personnel (or sometimes even back office personnel) it is important to realize that he/she is often the first point of contact for any customer



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and as such his/her conduct, grooming, etiquette, proficiency and overall service quality will reflect on their place of employment.

- iii. It is therefore important not only to make a great first impression, but also to continue to repeat such behavior throughout all interactions with the customers.

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

The members of the Ethics Committee in their corporate capacity have a responsibility to promote the code of conduct effectively and lead by example in embedding the code in their everyday work. Any instance of breach of code of conduct shall be dealt with appropriate disciplinary procedure. Ethics committee shall have an annual work plan and periodically monitor their progress against the work plan.

29. Guidelines regarding Recognition & Award


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

30. Disciplinary Procedures and Actions

Bank shall have a laid down disciplinary procedure which is in compliance with local laws and ensures fair treatment to employees. They should ensure that employees disciplinary matters are judged fairly, transparently, consistently and proportionately, using appropriate processes and achieving fair outcomes. Any disciplinary actions undertaken shall take into account the gravity of the misconduct, previous records (if any) and any other extenuating or aggravating circumstances which may exist.

31. Compliance with the Code of Conduct

- i. All new employees joining at MMBL 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) Consider and value the risks and implications of each employee's actions, make them accountable for works to be performed, and for the impact their actions may have on others;
 - b) Comply with all current regulatory and legal requirements, and endeavor to follow best industry practice;
 - c) Keep scope to adopt/incorporate with future changes in this code of conduct and in or any part/paragraph/point of this code of conduct;

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- d) Make information reliable and appropriate, and use them with confidentiality and sensitivity;
- e) Be alert to and manage potential conflicts of interest which may arise whilst performing their role, motivate them not act for personal gain or advantage;
- f) Treat all customers, colleagues and counterparties with respect and take responsibility for the advice and services provided to them;
- g) Senior staffs should lead by example and act as positive role models to others; and
- h) Continuously develop and maintain technical and professional skill and knowledge and competence of the work force; and
- i) Uphold the name and reputation of banking and NBFIs and the profession.

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

MMBL preserves all rights and authority to amend the code of conduct entirely or partly as and when deems necessary.

33. Acknowledgement

Every employee will be required give a written declaration that he/she has read this code of conduct and understands its provisions and agrees to abide by them. He/she also required to keep himself/herself updated about this policy (if any).

33. Violation of Code of Conduct

Any employee who violates any clause of this Code of Conduct is subject to disciplinary action according to the concerned policy of the bank.