

## Code of Conduct for Chairperson of the Board

### 1. Purpose and Scope:

This Code of Conduct outlines the duties, responsibilities, and ethical standards expected for the Chairman of the Board of Directors of Jamuna Bank PLC ("the Bank"). It aims to ensure transparency, accountability, and adherence to the principles of sound corporate governance, in line with the Bank Companies Act, 1991 (as amended), guidelines of Bangladesh Bank and Bangladesh Securities & Exchange Commission.

### 2. Appointment:

- The Chairman shall be elected from among the Directors of the Board.
- The Chairman may be eligible for re-election subject to continuation as a Director as per regulatory guideline(s) and compliance of Articles of Association of the Bank.

### 3. Role and Responsibilities:

The Chairman/Chairperson shall:

- Plays a key role in controlling and guiding the proceedings of meeting of the Board.
- Facilitate constructive and effective discussions among Directors and promote collective decision-making.
- Exercise utmost caution, fairness, and impartiality in conducting the business of the Board.
- Ensure that the Board functions within the scope of its authority and in compliance with applicable laws, regulations, and the Bank's Articles of Association.
- Exercise sound judgment in accordance with the established norms and practices of the Bank.
- Seek the opinion of the Board members on any issue that remains unresolved or unsettled.
- Ensure that the Managing Director (MD)/CEO and senior management are provided with proper guidance and that their performance is monitored objectively.

### 4. Restrictions on Authority:

- The Chairman shall not exercise any policy-making or executive powers individually.
- He shall not participate or interfere in the day-to-day operations, or administration delegated to the Management of the Bank.
- The Chairman's role shall be non-executive and oversight-based, maintaining clear separation from functions of the Management.

### 5. Oversight and Supervisory Functions:

- The Chairman may, under the Board's oversight responsibilities, visit or inspect any branch, division, or financing project of the Bank.
- He may seek or obtain any information necessary for the Board's oversight function.
- He may direct inquiries or investigations into specific matters and ensure that reports are placed before the Board or Executive Committee for deliberation.
- Any action arising from such reports shall be implemented through the MD/CEO, following the Board's decision.
- In case of any complaint against the MD/CEO, the matter shall be referred to the Board, and the Board shall inform Bangladesh Bank along with the explanation of MD/CEO.

### 6. Ethical Conduct and Integrity

The Chairman shall:

- Act honestly, fairly, and with integrity in all dealings on behalf of the Board.
- Avoid any conflict of interest between personal affairs and the Bank's interests.
- Disclose any direct or indirect interest in any matter placed before the Board, in accordance with the Bank Companies Act, 1991(as amended).
- Uphold the Bank's reputation and confidentiality, and ensure that Board discussions remain secure and properly articulated.

## **7. Relationship with the Managing Director/CEO**

- The Chairman shall maintain a professional and collaborative relationship with the MD/CEO.
- He shall act as the link between the Board and Management, ensuring effective communication and alignment with strategic goals.
- In between two meetings of the Board of Directors, the Chairman/Chairperson of the Bank may take decisions on emergent issues on the basis of recommendation of the management and consultation with other Directors which will ultimately be placed before the Board for post facto approval.

## **8. Facilities and Entitlements**

For efficient discharge of his official responsibilities, the Chairman may be provided with:

- An office room at the Head Office,
- A personal secretary/assistant,
- A peon/MLSS,
- An office telephone,
- A mobile phone for using within the Country,
- A car, subject to compliance of guidelines issued by Bangladesh Bank.

All such facilities shall be provided in accordance with Bangladesh Bank's circulars and guidelines issued from time to time.

## **9. Confidentiality and Information Security**

- The Chairman shall maintain the confidentiality of all information obtained by virtue of his position.
- He shall not disclose, directly or indirectly, any confidential or proprietary information without proper authorization.

## **10. Compliance and Accountability**

- The Chairman shall ensure compliance with all applicable laws, regulations, and guidelines of Bangladesh Bank and other regulatory authorities.

## **11. Review and Amendment**

This Code of Conduct shall be periodically reviewed by the Corporate Governance Monitoring Committee (CGMC) and submitted to the Nomination and Remuneration Committee (NRC) and the Board of Directors for review, revision, amendment and decision to ensure continue alignment with regulatory frameworks, International standards and best practices.