

## Code of Conduct for the Managing Director / Chief Executive Officer of Jamuna Bank PLC.

### 1. Introduction

This Code of Conduct outlines the ethical standards, professional responsibilities, and behavioral expectations for the Managing Director (MD) / Chief Executive Officer (CEO) of Jamuna Bank PLC. The MD/CEO shall uphold the highest standards of integrity, accountability, and diligence in the discharge of his duties to ensure the protection of the interests of the depositors, shareholders, employees, regulators, and all stakeholders.

The MD/CEO shall conduct all affairs of the Bank with the highest degree of integrity, professionalism, accountability, transparency, and prudence to protect the interests of depositors, shareholders, customers, employees, regulators, and other stakeholders.

The MD/CEO shall act in compliance with all applicable laws, rules, regulations, regulatory directives, governance standards, and ethical principles applicable to banking institutions in Bangladesh.

### 2. Guiding Principles

The MD/CEO shall:

- The Managing Director / Chief Executive Officer shall demonstrate the highest standards of honesty, transparency, and fairness in the discharge of all official duties and responsibilities. He shall provide ethical leadership and ensure that the Bank maintains a strong culture of good governance, regulatory compliance, and professional conduct through effective policies, procedures, internal controls, and oversight mechanisms.
- The MD/CEO shall refrain from engaging in, or permitting, any unethical, unlawful, or non-compliant activity and shall take appropriate measures to prevent, detect, and address such practices. In performing his responsibilities, he shall remain free from undue internal or external influence, exercise independent and impartial professional judgment in the best interests of the Bank and its stakeholders, and endeavor to uphold the stability, reputation, and public confidence of the country's financial sector.
- The Managing Director / Chief Executive Officer shall ensure strict adherence and compliance with all applicable laws, rules, regulations, and directives governing the operations and management of the Bank. In particular, he must ensure that all functions of the Bank are conducted in conformity with:
  - **The Companies Act, 1994 (as amended)** — ensuring that the Bank operates as a compliant corporate entity, maintaining proper governance, statutory reporting, and corporate disclosures as required under the Act.
  - **The Bank Companies Act, 1991 (as amended)** — upholding the statutory provisions governing the formation, management, ownership, lending operations, capital adequacy, and prudential norms of the Bank, while maintaining compliance with the directives issued by Bangladesh Bank under this Act.
  - **Rules, Regulations, Circulars, Guidelines, and Orders issued by Bangladesh Bank**— ensuring timely and accurate implementation of all regulatory instructions relating to capital adequacy, asset classification, provisioning, risk management, liquidity maintenance, anti-money laundering, internal control and compliance, and other supervisory requirements.
  - **Directives, Notifications, and Regulations of the Bangladesh Securities and Exchange Commission (BSEC)** — ensuring proper disclosure, transparency, and compliance with corporate governance standards, insider trading regulations, and the listing requirements applicable to listed companies.
  - **Directives, circulars, guidelines, and instructions issued by the Bangladesh Financial Intelligence Unit (BFIU)**- The Managing Director / Chief Executive Officer shall strictly comply with, and ensure effective implementation of, all directives, circulars, guidelines, and instructions issued by the BFIU relating to anti-money laundering, combating financing of terrorism, prevention of financial crimes, customer due diligence, suspicious transaction reporting, sanctions compliance, and strengthening of the Bank's overall compliance and financial integrity framework.
  - **Other Applicable Laws and Statutory Requirements** — including, but not limited to, the Income Tax Act, 2023, Financial Reporting Act, 2015, Payment Systems Regulations, ICT & Data Protection laws, and relevant labor,

environmental, and anti-corruption laws and any other rules/regulations/circulars/orders etc.

- Protect the best interests of the Bank and its depositors, avoiding any personal or external influence in decision-making.
- Exercise leadership of the Management that promotes ethical conduct, accountability, and compliance throughout the organization.

### **3. Duties and Responsibilities**

#### **3.1. Duty of Trust and Fidelity**

The Managing Director / Chief Executive Officer (MD/CEO) shall possess a comprehensive understanding of his fiduciary responsibilities towards the Bank and its depositors. As the principal executive officer and custodian of the Bank's trust, he must at all times act with integrity, professionalism, and accountability, ensuring that all actions are aligned with the best interests of the Bank, its depositors, shareholders, regulators, and other stakeholders.

In discharging this fiduciary duty, the MD/CEO shall:

##### **(a) Duty of Care**

- Exercise sound judgment, due diligence, and professional competence in all matters concerning the Bank's operations and management.
- Avoid negligence, omission, or recklessness in decision-making or supervision that could cause financial or reputational harm to the Bank or its depositors.
- Ensure that all decisions are based on complete, accurate, and relevant information, supported by proper analysis and evaluation of associated risks.
- Establish internal processes and control mechanisms to minimize operational, financial, and compliance risks.

##### **(b) Duty of Loyalty**

- Act in good faith and with absolute loyalty to the Bank, ensuring that the interests of the Bank and its depositors take precedence over personal, familial, or external interests.
- Avoid situations that may give rise to conflict of interest, whether actual or perceived, and immediately disclose any such potential conflict to the Board of Directors for resolution.
- Refrain from using confidential or privileged information obtained in the course of employment for personal gain or for the benefit of any third party.
- Ensure that his conduct upholds the Bank's ethical standards and enhances the confidence of regulators, shareholders, and the public.

##### **(c) Duty of Purpose**

- Exercise the powers and authority delegated by the Board strictly for the purposes for which they were granted, without misuse or overreach.
- Ensure that all decisions, authorizations, and approvals are consistent with the objectives, policies, and strategic direction approved by the Board and in compliance with the Bank Companies Act, 1991 and other applicable laws.
- Avoid any action that exceeds the defined scope of authority or undermines the governance framework established by the Board and regulators.

### **4. Financial, Business, and Administrative Responsibilities**

1. Perform duties in accordance with the powers delegated by the Board of Directors, ensuring alignment with approved financial, business, and administrative policies.
2. Be accountable for achieving business targets and ensuring effective implementation of the Bank's strategic and operational plans.
3. Maintain sound financial discipline and ensure efficient utilization of the Bank's resources.
4. Provide accurate, fair, and timely information to the Board regarding the Bank's performance and compliance matters.
5. Ensure all management papers presented to the Board or its Committees are factually correct, transparent, and compliant with laws and regulatory guidelines.
6. Correct any misinterpretation of laws, regulations, or Bangladesh Bank directives made during Board or Committee discussions by providing written clarification to the Board.

7. Report to Bangladesh Bank in writing (and, where necessary, verbally) if any Board member or Committee acts in violation of laws, regulations, or approved policies.

## **5. Human Resource and Administrative Authority**

1. Except for officers up to two tiers below his level, the MD/CEO shall have authority over the appointment, transfer, promotion, and disciplinary actions of all other employees in accordance with the Board-approved Service Rules and Human Resource Policy.
2. All such actions must be free from favoritism, nepotism, or emotional influence.
3. The MD/CEO may nominate officers for local or international training, seminars, or workshops under the approved HR Policy, ensuring compliance with any government restrictions on foreign travel or training.

## **6. Ethical and Behavioral Standards**

- Maintain integrity, objectivity, and independence in professional judgment.
- Avoid any situation that could create a conflict between personal interests and the interests of the Bank.
- Refrain from accepting gifts, benefits, or favors that could influence business judgment or decision-making.
- Safeguard the confidentiality of all information obtained in the course of duties and not use such information for personal gain.
- Demonstrate respect, fairness, and professionalism in interactions with employees, clients, regulators, and other stakeholders.
- Promote a culture of compliance, transparency, and ethical conduct within the Bank.

## **7. Accountability and Compliance**

- The MD/CEO shall be directly accountable to the Board of Directors and regulatory authorities for the proper management of the Bank.
- Any breach of this Code or violation of applicable laws, rules, or directives shall be subject to disciplinary measures as determined by the Board or competent authority.

## **8. Declaration**

Upon assuming office, the Managing Director / Chief Executive Officer shall sign a declaration confirming that he has read, understood, and agreed to comply with this Code of Conduct and all applicable laws and regulations governing the Bank.

## **9. Review and Amendment**

This Code of Conduct shall be reviewed periodically by the Corporate Governance Monitoring Committee (CGMC) and subsequent approval by Competent Authority to evaluate its effectiveness, adequacy, and continued relevance in light of changing regulatory requirements, governance practices, and organizational needs.

Upon completion of the review, the CGMC shall submit its recommendations, along with any proposed amendments or updates, to the Nomination and Remuneration Committee (NRC)/Audit Committee of the Board of Directors for examination and endorsement.

Following the Committee's review, the revised Code shall be placed before the Board of Directors for consideration and formal approval.

The review process shall particularly ensure that the Code remains consistent with:

- The Bank Companies Act, 1991 (as amended);
- The Corporate Governance Guidelines issued by Bangladesh Bank and the Bangladesh Securities and Exchange Commission (BSEC); and
- Recognized principles of good governance, international best practice, ethical conduct, and fiduciary responsibility applicable to banking institutions.