FAREAST
FINANCE &
INVESTMENT
LIMITED

A Financial Institution licensed by Bangladesh Bank
under The Financial Institutions Act, 1993

Code of Conduct
for
Fareast Finance & Investment Limited

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1.0 Preamble

The code of conduct sets the principles for the stakeholders- Members of the Board of Directors and its committees, employees of all levels and categories of Fareast Finance & Investment Limited (FFIL), business partners and service providers and receivers to and from FFIL to keep uphold and promote the interests of the institution.

The principal objective of this set of code of conduct is to protect the interests of customers, owners and employees, stakeholders of all types of FFIL as well as the counterparties, in addition to the wider interests of the society as a whole. This document is also vesting the responsibility of compliance of the codes set herein along with abidance of legislation, regulation and industry/employer codes and standards on all concerned in the FFIL in all of their day to day activities.

The ultimate and firm objective is to ensure integrity, high ethical standards, due skill, care and diligence in all of its business and allied activities, including the stakeholders. FFIL intends to take reasonable care and measures to organize, manage and control its dealings and affairs responsibly and effectively, with adequate risk management systems and financial resources.

FFIL must effectively employ the resources, policies and procedures, processes, systems and control checks, including compliance checks and staff training that are necessary for compliance with and proper understanding of these guidelines.

Another objective of the guidelines is to promote rationale behavior between/amongst FFIL and their stakeholders. Practicing such code of conduct may also promote fair competition among institutions and strengthen the financial environment in the country. These guidelines will be treated as a minimum requirement but not limited to this instruction given.

2.0 Introduction

Persons working in FFIL must act with integrity i.e. in an honest, fair and legitimate manner. Their activities must fully be customer service oriented and clearly be motivated by integrity and ethics, of course, in full conformity with the legal and regulatory requirements.

All Members of the Board of Directors and its committees, employees of all levels and categories of FFIL, business partners and service providers and receivers to and from FFIL are expected to display the highest standards of professionalism and commitment to ethics and integrity in all of their conducts. It is also strongly expected that they all in every act and at all times would pay due respect, care and consideration to others and putting the public interest first.

Directors of Board, members of different Committees of the Board and Management of FFIL are individually and collectively remain committed and responsible to excel the practice of corporate governance principles in their institutions and activities by placing due attention and weights on the compliance of best ethical standards and integrity as recommended by the regulators for enhancing their internal and external credibility and establishing transparency.

3.0 Stakeholders

3.1 Government and Regulators

a. Ministry of Finance (MOF);
b. Bangladesh Bank(BB);
c. National Board of Revenue (NBR);
d. Bangladesh Securities and Exchange Commission (BSEC);
e. Bangladesh Investment Development Authority (BIDA);
f. Comptroller and Auditor General of Bangladesh etc.

3.2 Investors, Beneficiaries, Analysts/Researchers and External Auditors

a. Shareholders and market investors;
b. Business community, including chambers, associations and business clubs;
c. Rating agencies and the users of ratings;
d. Financial analysts/financial professionals;
e. External Auditors;
f. Brokers and dealers in shares, securities, debentures etc,

3.3 Customers and Clients

a. Customers and users of goods/products and services;
b. Suppliers-both backward and forward linkages; and
c. Service providers and receivers of all categories.

3.4 Staff and staff associations/clubs

a. Employees of all levels;
b. Trade Unions/Welfare Associations;
c. Consumer Welfare Associations;
d. Other interest groups such as ethicists, environmentalists, gender welfare groups, etc.

3. 5 Others

a. Civil society-elite groups;
b. Social Media-print and electronic;

c. Authorities of related books and journals, and advertising Agencies;
d. Brokers and dealers;
e. Whole sellers and retailers;
f. Agents and facilitators; and
g. Stockist and Transport and Courier Companies.

4.0 Basic professional and institutional obligations

For attaining and upholding public attention and customer/users and stakeholders' confidence, FFIL has to make it sure that each of its employees perform his or her assigned job with utmost honesty and integrity, along with highest professional attitude and aptitude. Each member of all categories must be firm in their performance for the benefits of their organization and must avoid conflict of interest.

4.1 Code of Conduct for Employers

FFIL will have to maintain a pleasant working environment in it 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. The employer must ensure the scope for both professional and career development of the employees. Such an environment with well designed strategic and logistic support would reinforce the satisfaction of the employees, which will ultimately make them loyal to the organization and its culture.

Working environment as well as procedures in the FFIL 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. Hence, the employees should therefore be made well-trained and well mannered 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. Importantly, to motivate the employees towards the goals of the organization and enable them to perform to the best of their levels, responsibilities be clearly defined and carefully be allocated along with requirements and procedures for accountability and performance reporting and evaluation.

4.2 Some specific compliance guidance

a. At all times the stakeholders shall act in a professional and ethical way, and uphold the highest standards of honesty, trust, fairness, integrity and diligence**;**

b. Every stakeholder shall consider the risks and implications of their actions and in principle, should feel accountable for them, and for the potential adverse impacts;
c. All in the company/organization shall take firm promise to comply with all current regulatory and legal requirements, and adopt endeavor to follow best industry practices;
d. All information be used and handled with best care and due diligence be applied to ensure highest confidentiality and preserving sensitivity;
e. Prevent and avoid potential conflict of interest that may arise and influence one whilst he/she performs;
f. Serve customers, colleagues and counterparties with due care. Respect their desires and serve them with responsibility if they asked for, or help them voluntarily;
g. Set the service standard for the organization that reflects professionalism that also expresses values and attitudes, as well as positive behaviors;
h. 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
i. Train and encourage the staff/officials to act with complete integrity towards customers, colleagues, counterparties and others with whom they may come into contact.

The ethical conduct of all employees of FFIL and the reputation of the profession depend largely on their approaches and attitudes at all levels. Standards of integrity, ethics and professionalism cannot be created or maintained by written rules alone, rather this depends upon the integrity and behavior of those engaged as professionals in the industry. Thus the responsibility of FFIL is to adopt and uphold integrity and professional ethics in its own institution and service standards.

4.3 Serving Customers and the Stakeholders

For ensuring standardized services and ethical business development, FFIL will identify its 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 FFIL to make proper business plan.

4.4 Service Provider

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

4.5 Encouraging people for knowledge and skill enhancement

a. Providing opportunities for professional development;
b. Evaluating performance objectively; and
c. Applying FFIL's values & principles consistently.

4.6 Delivering to Partners

a. Adherence to good corporate governance practices;
b. Protecting intellectual property;
c. Protecting reputation of FFIL; and
d. Strengthening competitive behavior.

4.7 Being Proactive

a. Anticipating and embracing changes;
b. Encouraging and rewarding innovation responsibly; and
c. Maintaining and sharing accurate and useful information.

4.8 Working in Teams

a. Remain individually and make others accountable for every action;
b. Refrain from favoritism and bias;
c. Extract value from different perspectives;
d. Work jointly and collectively; and
e. Acknowledge and appreciate value for both individual and team contributions.

4.9 Respecting Each Other and reciprocity

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

4.10 Guarding against Arrogance

a. Celebrate successes and achievements with modesty;
b. Meet the legitimate expectations of stakeholders; and
c. Express personal identity with dignity, courtesy and tolerance.

5.0 Responsibility

5.1 Responsibility to Shareholders

a. FFIL should preserve the lawful benefits and interests of its shareholders;
b. Should make utmost endeavor to maximize profit and increase payout ratio for the stakeholders; and
c. Should make best effort to maximize company profit and manage the same ethically and properly.

5.2 Responsibility to Customers

To satisfy the customers-needs efficiently, FFIL requires to:

a. Understand and honor the customer needs, as well as serve them impartially, promptly and honestly;
b. Ensure complete secrecy of customers` affairs/account information at all times unless asked by any competent court or any other lawful authority;
c. Issue notice with reasonable time in case of closure of accounts for any legitimate reason(s);
d. Provide customers with requested account statement accurately and promptly;
e. Keep the customers updated regarding any suspicious operations in his account;
f. Exercise due diligence in the operation of customer accounts; and
g. Keep customers fully informed with all financial products.

5.3 Responsibility to Community/Society

All other financial activities of FFIL must comply with the recognized/established legal, regulatory, as well as social/community norms, customs and values.

5.4 Commitment to the Environment

Environmental and climatic protections are among the most pressing global challenges of the time. All of these are to be taken into account in all areas of lending/financing. Emphasizing on the areas of energy and climate change while lending, FFIL would support the process of sustainable economic growth of the country. Financial managers must have firm commitment to choose and do the right things, along with the compliance of legal requirements. They must consider structural and non-traditional risks management options that inherent to financial activities side by side with the management of traditional financial risks, such as credit risk, market risk and operational risk etc. Risks inherent to environmental and social events/activities also need to be taken into consideration.

6.0 Property and Information of FFIL

6.1 Property of /FFIL

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

a. An employee of FFIL shall follow the operational and IT security manual meticulously while using property of the organization;
b. He/she 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.
c. He/she shall not participate in the name of other person in the supplying of materials to or selling FFIL's old assets.
d. He/she shall protect the pilfering of stationeries, stealing, embezzling or misappropriating money, funds or anything from FFIL.
e. He/she shall apply own judgment and ethical concerns in using organization's phones, electronic mail or computing systems for personal requirement.
f. He/she shall refrain from using the organization's Letter Head for personal correspondence.

6.2 Information Security

FFIL shall take reasonable care to keep secure their information from unauthorized disclosure and exchange. Any confidential information it receives on clients, or any details of the transactions of its clients shall be preserved with utmost security. 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.

6.3 Invisible Property

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

6.4 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 FFIL's credit analysis for personal gains or purposes.

6.5 FFIL's Information

While performing the official task, an employee of FFIL 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 FFIL’s customers, suppliers and current and former employees, as well as system- and -related information. He/she shall not disclose this information unless authorized by competent authority.

An employee of FFIL 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.

6.6 Customer Information

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.

6.7 Information of Government Agencies'

Any information of govt. agencies like ACC, NBR, BB, BSEC etc shall not be disclosed without prior approval of competent authority.

6.8 Employee Information

An employee shall keep all information of the organization, current or old, secret and confidential.

6.9 Suppliers' Information

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.

7.0 Use of Position

The officials in all positions of FFIL 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:

7.1 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.

7.2 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.

8.0 Conflicts of Interest

8.1 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 does not allow him/her to serve his/her own gain, or interest at the cost 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:

a. Dissatisfaction with salary and remunerations;
b. Unpleasant working environment;
c. Lack of opportunities for promotion, or deprivation from promotion;
d. Undue influence and/or pressure from others;
e. Greed to or from colleagues and employer; and
f. Lack of job security.

8.2 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:

a. Performing his duties with a view to preserve/protect his own benefits at the cost of his employer.
b. Involving in any kind of financial activities relating to his personal gain.
c. Giving any advice, consultancy, direction or suggestion to anybody or to any institution that may cause for losses to his employer;
d. Any practice/exercise that may benefit him at the cost of institution's assets either monetary or non-monetary;
e. Doing anything that may damage the goodwill, image and reputation of the institution;
f. Doing anything that may hamper the secrecy and privacy of any affairs/information of the company;

g. Involving or taking part in any business dealing like share holding, profit sharing, partnership of any business company or manufacturing industry or servicing centre for their personal benefit;
h. 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;
i. 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;
j. Receiving any gift (in cash or kind) from those who are directly benefited or assisted by his office or by his power and position.

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

9.0 Engagement in Other Employment

An employee shall not:

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

10. Private Trade or Employment

10.1 Subject to the other provisions of this Code of conduct, FFIL 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.

10.2 Any employee of FFIL 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.

10.3 Any employee of FFIL 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.

10.4 Procedure for Applying in Outside Employment:

Eligible application of temporary, or permanent employees of the FFIL 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, 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 FFIL. 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 FFIL concerned. This would be followed both in cases of temporary and permanent foreign employment. FFIL can deputes it's 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.

10.5 Teaching, Speaking & Writing

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. 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. No employee shall make any communication regarding the affairs of FFIL to the press or any other media, nor publish any article containing data, comments or opinions on FFIL or other affairs in any newspaper which may involve the , without obtaining prior approval of the competent authority.

11. 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. Acceptance of Gifts and Foreign Awards

i. No employee of FFIL shall, without prior permission of the competent authority, accept 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 FFIL employee under any form of official obligation to the donor, the authority will take action against such activity.

iii. If any gift is offered by the head or representative of a foreign state, the FFIL 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 FFIL shall accept a foreign award, title or honor without the approval of the competent authority.

13. Fair Treatment of Counter-parties

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.

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

14. Anti-Money Laundering

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.

FFIL 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.

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. Accuracy of Records and Reporting

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. An employee shall ensure that records, data and information owned, collected, used and managed by him/her for the organization are accurate and complete. Records shall be maintained as per the policy of the organization in sufficient details so that these may reflect accurately the Organization's transactions.

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. 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.

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. 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. 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. Team Work

Teamwork and co-operation is an important aspect of the work ethics in the organization. FFIL shall leverage on the dynamics of collective skills, knowledge and experience to achieve the best for the stakeholders. FFIL 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.

19. Diversity

FFIL 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.

20. Employees' Grievance

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

21. Compliance with Laws, Rules and Regulations

Employees of FFIL 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.

22. Fair & Equal Employment Opportunity

An organization is committed to provide equal opportunity in employment on the basis of individual merit and personal qualifications to employees and applicants for employment. Every individual has the right to work in a professional atmosphere that promotes equal and legal employment opportunities and where discriminatory practices, including harassment are prohibited.

23. Harassment

i. 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. Harassment in any form including verbal and physical conduct, visual displays, threats, demands and retaliation is strictly prohibited.

ii. FFIL shall be committed as employers to create an environment which is free from all forms of harassment and discrimination towards women. 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. 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.

24. Zero Tolerance to Violence Whistle Blower in the Workplace

FFIL 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.

25. Special Responsibilities of Superiors

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

a. **Duty of selection** - Carefully select the employees for a job in light of their personal and professional qualifications.

b. **Duty of Instruction** - Formulate obligations in a precise, complete, and binding manner, especially with a view to ensuring compliance with provisions of instructions.

c. **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.

d. **Duty of communication** - Communicate to the employees that any violation of the applicable laws/regulations is disapproved of and shall have disciplinary implications.

26. Fair Treatment of Customers

Treating customers fairly and without prejudice fosters good rapport and helps to build long-term sustainable business relationships. This entails:

a. 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;
b. Creating products which meets customer needs and takes into account their financial situation, profile and risk tolerance;
c. Providing quality customer service, delivering on service level promises and handling complaints in an efficient, prompt and friendly manner; and
d. Identifying and managing possible customer conflicts in an open and clear way.

27. Privacy and Security of Clients/Stakeholders Information

i. In order to provide financial services FFIL shall collect, maintain and use the

j. 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. All information gathered from customers/clients during the course of providing service shall be considered confidential.

ii. All information of an individual's employment in FFIL 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. Furthermore, the information shall be kept confidential and secured even after leaving the employment of that particular institution.

28. Transparency and Accuracy of Financial, Tax and other Reporting

FFIL 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.

29. 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. FFIL 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 FFIL 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.

30. Guidelines for 'Speak Up Policy'

FFIL is committed to 'Speak up Policy' to uphold its commitment to the code and to maintain a culture of strong ethics and integrity. Any misconduct by personnel from FFIL serves to harm not only the reputation and financial performance of that particular organization but also ultimately undermines trustworthiness of the industry itself.
Management maintains 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.

31. 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. As such, employees and other representatives of FFIL 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. 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. Furthermore, employees and other representatives of FFIL 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 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.

32. Arranging Seminar / Workshop / Training

FFIL 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.

33. 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 FFIL 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.

34. Employee Conduct outside the Office Premises

Employees and representatives of FFIL 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.

35. Grooming, Etiquette and Compliance with the Dress Code

FFIL shall have an official grooming standard which is suitable to the culture and values of Bangladesh. 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 and as such his/her conduct, grooming, etiquette, proficiency and overall

service quality will reflect on their place of employment. 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.

36. Post-Employment Activities and Responsibilities

It is probable that during the course of their employment staff members and other representatives of FFIL may 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.

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

i. FFIL has its own Code of conduct. The Board of Directors as well as the management of FFIL is always aware of proper implementation of the Code of conduct. The Ethics Committee of Bangladesh on NIS Implementation is intimated about the Code of conduct and any change thereof.

ii. The members of the Ethics Committee in FFIL's 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.

38. Recognition & Award

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

39. Disciplinary Procedures and Actions

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

40. Compliance with the Code of Conduct

i. All new employees joining FFIL 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. Make information reliable and appropriate, and use them with confidentiality and sensitivity;

d. Management should 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;

e. Treat all customers, colleagues and counterparties with respect and take responsibility for the advice and services provided to them;

f. Senior staffs should lead by example and act as positive role models to others; and

g. Management will continuously develop and maintain technical and professional skill and knowledge and competence of the work force;

h. Uphold the name and reputation of FFIL and the profession.

i. The supervising Officer should give their personal attention towards the punctuality in attendance of the subordinate Officials. The attendance should be brought to the Officer-in-Charge at the latest time the Officials are required to be in the Office and late comers asked to explain orally the reasons for their late attendance to the Officer-in-Charge. Habitual offenders should be reported to the Management by the Officer-in-Charge for such disciplinary action as the Management thinks fit.

j. If any employee requires to come late under unavoidable circumstances, he shall make an application beforehand, preferably on the day immediately before he requires to come late, and the Management after considering the reasons shall give necessary permission to that employee concerned to come late on the day for which such permission is sought. But under no circumstances, this shall be allowed to be a regular feature.

k. If a member of the staff requires to go early, before the office hours are over, he shall request his superior either verbally or in writing explaining the

reason for his intention to do so, and after specific permission is given thereon he may leave the office at the appointed hours. But under no circumstances this shall be allowed to be a regular feature.

l. In case where an employee comes to the office late most of the working days, one day's casual leave at the rate of every three days late attendance shall be forfeited and a warning with the advice to rectify his habit in this respect shall be issued. In case there is no casual leave at his credit for deduction for late attendance as depicted above, one days earned leave for every three days of late attendance shall be deducted, and warning and advice for his rectification in the above manner shall be issued as usual.

m. In the case of leaving office earlier without prior permission of the superior, similar warning and advice shall follow to the employee concerned and a copy of such warning shall be sent to the Personnel Department for recording the same in his confidential file maintained in the Office. This shall be viewed as a disfavour at the time of reviewing the confidential reports of the employees for annual increment / panels for promotion at the end of the year.

n. No employee shall be absent from Office without prior permission. In case of exceptional circumstances, the absenting employee must inform the Office of the reasons for such absence at the first available opportunity.

o. An employee shall not conduct himself in such a manner as is likely to bring his private interest to conflict with his official duties.

p. An employee shall not subordinate his official duties to his private interest.

q. No employee shall indulge in gossiping, lying, back-biting or spread such rumour which may cause panic among the employees or criticise the activities of his colleagues or speak ill of others or behave with other employee(s) in such a manner which may cause moral turpitude to the latter or involve himself in any activities repugnant to the rules of law of the land.

r. Except where so required by law of the land, an employee shall not give evidence before a public committee without the previous permission of the Management. This Rule will not, however, apply to evidence given before official committee(s) appointed by the Management.

s. An employee shall not commit insubordination or non-compliance with any legitimate, lawful or reasonable order or instruction of a superior.

t. All employees must give proper attention to the clients of the Company and treat them with suave manners, politeness, honesty and sincerity and make utmost efforts to render improved customer service at the quickest possible time. No employee shall utter any calumny or use any offensive, slanderous

or obnoxious language with or in presence of the clientele of the Company, breach of which will be subject to disciplinary action.

u. An employee shall not practice, deliberate non-cooperation and continuous refusal to work overtime without valid reason.

v. An employee shall always submit his representation (if any) through proper channel.

w. Every employee shall refrain from criticizing the Company's policy, rule, order etc.

x. An employee shall not participate in any illegal strike or abet, incite, instigate and act in furtherance thereof.

y. An employee shall not associate himself in any activities, which may be prejudicial to the interest of the Company and subversive of the state.

z. An employee shall not take part in or subscribe in aid of, or assist in any way any political activity in Bangladesh or relating to any political affairs of Bangladesh.

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

FFIL preserves all right and authority to amend the code of conduct entirely or partly as and when deems necessary following the guidelines from Bangladesh Bank. It is the responsibility of FFIL to ensure proper and timely dissemination of the code of conduct amongst their employees and concerned parties and the stakeholders. FFIL will facilitate the understanding process of the code of conduct for their employees and the stakeholders through proper training and other knowledge building processes including seminars, workshops and any other awareness programs.

42. Effective from

This Code of Conduct for Fareast Finance & Investment Limited is effective from January 01, 2018.

This Code of Conduct for Fareast Finance & Investment Limited is approved by the Board of Directors in their 182nd meeting held on December 11, 2017 under agendum # BM2017008182-27.