

GULF INTERNATIONAL BANK B.S.C. CODE OF CONDUCT



DOING THINGS RIGHT,
RIGHT NOW!

A MESSAGE FROM THE CEO



Our values are the principles that help us make ethical decisions and govern our behaviours. One such behaviour is **Integrity**.

We believe in and maintain the highest levels of honesty and reliability in every aspect of our work however simple or complex. Honour and truthfulness are the pillars of our work ethic. We live this value with ease and comfort, its gravity is no burden.

It is doing the right thing, even when it's not the easy thing. It has always been and remains our policy that all of our activities should be conducted with integrity and in full compliance with all legal and regulatory requirements.

The GIB Code of Conduct (the "Code") sets out the principles and standards for this behaviour in all we do. Our Code is more than just words.

Everyone at GIB has a responsibility to follow the **letter and spirit** of the Code and its related policies. Each one of us is responsible and held accountable for complying with all applicable laws, rules and regulations, codes of conduct and reporting requirements applicable to our activities.

This Code provides various and valuable information to all of us, but there are special messages that I would like to focus on that summarizes what we believe in.

- **We act with honesty, integrity, and fairly**

We believe that we must use good judgment, be ethical and honest in everything we do. Acting fairly and honestly in our interactions with each other, our customers, business partners, regulators and other stakeholders are one of our core values.

We must always act and treat each other respectfully and equally without discrimination. We do not tolerate anything that might constitute a threat, intimidation, harassment or bullying.

- **We comply with laws and regulations**

We must comply with our legal and regulatory requirements in every action we undertake. We endeavour our best to apply the highest market practices in our business activities. Compliance with laws and regulations is very important for both the organization and each one of us as failure to do so may lead to sanctions or other serious consequences including reputational damages.

- **We maintain the highest level of transparent relationship**

Because of our line of business, our customers and stakeholders place a great deal of trust on us and we must never let them down. They are all essential to our growth and success and we see them as real partners.

We value the relationships we have built over the years with them and we are confident that with your support, these relationships remain positive and ethical and never be influenced by inappropriate offers, gifts or hospitality.

- **We responsibly manage conflict of interest**

We believe that we are all, individually and collectively, must act in the best interest of the Bank. This means our actions on behalf of GIB must never be influenced by our personal interests. Our decisions we make at work must always be objective and with GIB's business interests in mind.

- **We maintain accurate and transparent records**

We believe that maintaining full and accurate recordkeeping helps GIB meet its legal and regulatory requirements.

Maintaining good books and records whether customer related or financial records reflects positively on our reputation and credibility, therefore, every one of us, at all levels, is responsible to ensure the accuracy of all records.

- **We protect confidential information**

We believe that trust is the basis of any relationship. When our customers do business with us, they entrust us to safeguard their personal information and process this information responsibly for legitimate business purposes.

Non-public information about GIB as well as about our customers and other stakeholders must be kept confidential at all times. We must only process confidential information as and when needed and not share this information with third-parties unless where required by law or upon customer consent.

- **We act with conscious**

While this Code cannot encompass all our policies, there are some core standards of who we are as an organization. We therefore believe that we should not only follow the Code, but also our conscience.

If something doesn't feel right or puts us, our customers, or our stakeholders at risk, simply report your concerns. Our reputation is all what we have, and must be protected at all time.

I urge all of you to know the Code, read it, discuss it and ask questions about it. Refer to it when you are not sure what to do. Speak up when you have concerns. If you report a potential violation in good faith, you can be assured that you are doing the right thing.

Thank you for your continued dedication and commitment.

Abdulaziz A. Al-Helaissi
Chief Executive Officer

OUR BEHAVIOURS

PERCEPTIVE	COLLABORATIVE	AGILE	INTEGRITY
INSIGHTFUL AWARE CURIOUS	THOUGHTFUL OPEN & LISTEN 1 GIB	LEAN NIMBLE ADAPTIVE	HONEST HONOURABLE JUST
<p>We're good at understanding situations and know what good looks like.</p> <p>We frequently see, unlock and benefit from opportunities that are not necessarily seen by others and then apply them for our clients and stakeholders.</p>	<p>We flourish in a team environment.</p> <p>We engage easily with patience, respect and energy.</p> <p>We work to a common goal.</p> <p>We are mindful of others, open to other people's point of view and invite opinion.</p> <p>We think as 1 Bank to deliver to our customers.</p>	<p>We think and respond promptly with clear and credible solutions.</p> <p>We work in a manner that is lean, nimble and responsive.</p> <p>We are attentive to the unexpected.</p> <p>We adapt as required to deliver the changing needs of our customers.</p>	<p>We can be relied on to be honest in everything we do.</p> <p>Being fair is central to how we work and universally understood as the way we work. We live with integrity naturally, with ease and comfort.</p> <p>To join and stay in GIB we must demonstrate integrity at all times.</p>

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INTRODUCTION

Gulf International Bank B.S.C. and its subsidiaries (owned directly or indirectly) and branches (collectively known as “**GIB**” or “**the Bank**” or “**We**”) is committed to the highest standards of ethical and professional conduct which is the foundation of our core values. When we unfailingly demonstrate these values in our words and actions, we contribute to GIB’s success. GIB Code of Conduct (**the “Code”**) reflects and reinforces our core values.

The Code is designed to guide each one of us, through best practices set at the highest standards of ethical and professional conduct required by a reputable financial institution. It serves as a guide for each one of us in our day-to-day actions, our conduct, decisions and illustrates how we live our values as individuals and as a team so we can always do the right thing and safeguard our most valuable asset, the reputation of GIB.

**ACT RESPONSIBLY, HONESTLY, FAIRLY,
ETHICALLY AND WITH INTEGRITY AT ALL TIMES**

The Code shall apply to GIB, its branches and subsidiaries (each an “entity”) save where such entity has its own code of conduct, in which case, such entity’s code of conduct shall apply.

1. APPLICATION OF THE CODE

1.1 OBJECTIVES

- 1.1.1 The Bank’s clients and other stakeholders expect the Bank and its employees to abide by the Code, local laws and regulations as well as Bank’s policies and procedures as they carry out their duties and functions.
- 1.1.2 The objective of developing and releasing this Code is to promote and drive a culture of ethics, honesty and professionalism within the organization and amongst its employees. It also promotes a positive culture of dignity and respect, free from bullying, harassment and discrimination.
- 1.1.3 We believe that the behaviour of each employee internal and/ or externally reflects on the entire organization and its reputation, and this Code serves to guide them in what the minimum expectations of the Bank.
- 1.1.4 Please note that where mandatory local laws and regulations contain provisions that govern the subject matter provided for in this Code, this Code is to be read in conjunction with such local laws and regulations, and in the event of a conflict between the two, such local laws and regulations shall prevail.

1.2 SCOPE AND APPLICATION

ROLE OF AN EMPLOYEE

- 1.2.1 The Code applies to all employees and members of the Board of Directors (“**Directors**” or “**Board**”), and all those who work for and on behalf of GIB (whether permanent, temporary, on contract, consultants, agents or interns) (collectively known as “**you**” or “**we**” or “**us**” or “**employee(s)**”).
- 1.2.2 You are required to read the Code, review it from time to time and ensure compliance.
- 1.2.3 You should adhere to the spirit as well as to the letter of the Code.
- 1.2.4 You must instil and maintain the compliance culture by abiding by this Code, adhering to applicable GIB policies and procedures, and complying with all relevant laws and regulations.

**YOU ARE REQUIRED TO READ
THE CODE, REVIEW IT FROM
TIME TO TIME AND ENSURE
COMPLIANCE**

- 1.2.5 Certain obligations that arise during your employment may continue after your employment ends with the organization. To the extent permitted by local law, such obligations that extend beyond your period of employment with the Bank include your responsibility to return all Bank assets in your possession, to maintain the confidentiality of personal, proprietary or confidential information about GIB or its clients, shareholders, vendors, suppliers, business partners or former colleagues, and to cooperate with any appropriately authorized internal or external investigations or litigation.
- 1.2.6 Failure to comply with the Code, knowingly or unknowingly, may result in disciplinary action up to and including immediate termination of service, as well as exposing you and GIB to possible regulatory, civil and / or criminal penalties or legal action. It may also weaken our customers' confidence and put GIB's reputation at risk.

ADDITIONAL OBLIGATIONS OF MANAGERS

- 1.2.7 Managers must strive to create a positive work environment in which their team members feel comfortable raising concerns, especially about potential legal or ethical issues.
- 1.2.8 It is a manager's responsibility to lead in promoting a culture of dignity and respect, and take timely, relevant action to resolve concerns.
- 1.2.9 Where situations arise or are suspected, or in case of any questions or concerns arising from this Code, or if the employee feels uncertain about a course of action, encourage him/ her to raise the matter with either the Head of Human Resources or the Code Specialists. **LEAD BY EXAMPLE**
- 1.2.10 Managers who fail to take action and report misconduct may be held responsible for their failure to report misconduct or to take steps to address or remediate an issue.

1.3 GOVERNANCE OF THE CODE

- 1.3.1 The GIB Board of Directors approves the Code.
- 1.3.2 Custodianship and administration of the Code is the responsibility of the Compliance unit at GIB's Head Office in Bahrain.
- 1.3.3 The Code shall be reviewed annually by the HR and Compliance units of each jurisdiction who shall submit all amendments to the Compliance unit at GIB's Head Office in Bahrain for obtaining necessary approvals.
- 1.3.4 The Code is posted on GIB's intranet where it shall be amended and updated when necessary. All amendments are effective immediately upon posting.

1.4 TRAINING AND AFFIRMATION

- 1.4.1 You are required to affirm on an annual basis, that you have read, understood and shall comply with the Code at all times.
- 1.4.2 Where training is expected you are required to complete such training on a timely basis. Prior to joining the Bank, new hires are required to provide an affirmation that they have read and understood the Code, will comply with it and will Report suspected Violations as required by the Code.

1.5 REPORTING VIOLATIONS

- 1.5.1 GIB aims to encourage a culture of openness and accountability. Don't be afraid to speak up and promote an ethical culture at GIB.

- 1.5.2 You have a duty to conduct GIB's affairs in a responsible and transparent manner and take into account legal and regulatory requirements.
- 1.5.3 You have a responsibility to show respect in your interactions with each other.
- 1.5.4 Each of us has a responsibility to raise concerns about compliance with the Code, GIB policies and procedures, relevant laws and regulations, and a duty to report in good faith all actual or potential Violations of the Code, Violations of law or regulations or misconduct or fraud ("**Report**").
- 1.5.5 Any reference to the word "**Report**", "**Reported**" or "**Reporting**" in this Code would mean Reporting any Violation using Code Helpline or any of the Reporting channel set out in Appendix I (*Code Resources*). If you need any guidance or have any query in relation to the Code, please contact the Code Specialist(s).

WHAT TO REPORT

- 1.5.6 You have a duty to GIB and your colleagues to Report, but are not limited to, the following immediately (each a "**Violation**"):

- a) employee or anyone at GIB or anyone working on behalf of GIB may have violated any applicable law(s), regulation(s) or any of the provisions of the Code;
 - b) fraud (either attempted or realized); any dishonest or fraudulent act of your colleague who (a)makes a false representation; (b) fails to disclose information; or (c) secretly abuses a position of trust, with intent to gain or to cause loss to another
 - c) intentional negligence or non-compliance with the Bank's internal controls and checks which results or facilitates fraudulent act;
 - d) concerns about the integrity of individual colleagues based on specific incidents;
 - e) deficiency in GIB's processes or controls that would allow Violations to happen or to go undetected;
 - f) unlawful or illegal activity;
 - g) any breach GIB's internal policies and procedures;
 - h) improper or unethical or illegal conduct;
 - i) if you think or are aware of unauthorised disclosure of GIB's confidential and proprietary information;
 - j) known or suspected illegal conduct, or conduct that violates the underlying principles of the Code, by any of our customers, suppliers, consultants, employees, contract or temporary workers, business partners or agents;
 - k) theft;
 - l) corruption and bribery;
 - m) acting outside proper financial accounting, reporting and auditing standards;
 - n) conduct involving health and safety risks, including risks to public/employees;
 - o) damage to the Bank's reputation;
 - p) any other conduct that could cause loss or become detrimental to the Bank;
 - q) the unauthorised use of Bank's funds and/or use of funds/ property/ resources for illegal, improper

THE EARLIER YOU EXPRESS THE CONCERN, THE EASIER IT IS TO TAKE ACTION

- i) if you think or are aware of unauthorised disclosure of GIB's confidential and proprietary information;
 - j) known or suspected illegal conduct, or conduct that violates the underlying principles of the Code, by any of our customers, suppliers, consultants, employees, contract or temporary workers, business partners or agents;

WILFULLY OR PURPOSEFULLY IGNORING THIS CODE OR FAILING TO RAISE A KNOWN OR SUSPECTED VIOLATION OF THIS CODE IS VIOLATING THIS CODE

or unethical purpose;

- r) sexual or physical abuse;
- s) Complaints of harassment, bullying or discrimination;
- t) a deliberate concealment of information tending to show any of the above or actions or an attempt to cover up any of these types of actions;
- u) retaliatory conduct such as statements, conduct or actions involving discharging, demoting, suspending, harassing or discriminating against an individual Reporting in good faith in accordance with this Code.

1.5.7 Incidents of Violation must be Reported so that the matter can be investigated promptly and as fully as possible. You are encouraged to do so even when it is a concern, rather than wait for a proof or investigate the matter yourself.

1.5.8 Early identification and resolution of these issues is critical to maintaining GIB's strong relationships with its customers, business colleagues, employees and stakeholders.

HOW TO REPORT

1.5.9 As a first step, you should normally Report to your line manager (or Head of Department as the case may be) who must then Report using the Code Helpline as soon as reasonably practicable but no later than the close of business the day after the notification. This shall apply even if the matter is resolved directly by the line manager or Head of the Department.

1.5.10 If you are uncomfortable in Reporting to your line manager or the Head of department, or if the issue relates to them, or if you feel that they fail to take necessary action, then you should Report to us via the Code Helpline.

1.5.11 The Code Helpline shall give you option of identified reporting (if you wish to disclose your identity) or anonymous reporting (without disclosing your identity).

1.5.12 You are encouraged to be aware of Whistleblowing Policy and Program of each jurisdiction which provides more details in case of anonymous Reports.

1.5.13 If you have questions or concerns about how this Code or the Bank's policies apply to you or others, you should discuss them with your manager or contact the Code Specialist(s).

1.5.14 The various means of Reporting and the Reporting Form template are set out in the Appendix I (Code Resources).

1.6 ALLEGATIONS AND THEIR CONFIDENTIALITY

1.6.1 If you make an allegation in good faith, but it is not confirmed by the investigation, no action will be taken against you. If, however, you make false allegations or allegations that are malicious or simply made to cause anger, irritation or distress, you may be subject to disciplinary action, including dismissal.

1.6.2 GIB will do its best to protect your identity when you Report and you do not want your name to be disclosed. It must be appreciated that the investigation process may reveal the source of the information and a statement by you may be required as part of the evidence. You undertake to treat the Report on a strictly confidential basis while an investigation is in progress.

1.6.3 You are expected to maintain and safeguard confidentiality of an investigation to the extent that this is possible, and not disclose your concern to any other employees or third parties unless authorised to do so or as provided by applicable law.

1.6.4 All communications shall be treated confidentially to the extent that this is possible and in keeping with GIB's responsibility to address the Report.

1.7 INVESTIGATIONS

1.7.1 Although you are not expected to prove the truth of an allegation, you will need to demonstrate to the person contacted that there are sufficient grounds for your concern.

1.7.2 You are required to cooperate fully and unconditionally with any appropriately authorized GIB department that audits, tests, or investigates issues within GIB or in connection with, internal or external investigation, inquiries, or reviews of concerns or alleged misconduct including but not limited to those involving ethical issues or complaints of discrimination or harassment in a forthright manner. In these situations, you must provide truthful, honest, accurate, complete and timely information.

1.7.3 You should never withhold, tamper with, or fail to communicate, relevant information in connection with an appropriately authorized investigation.

1.7.4 Our Whistleblowing Policy provides more details on the manner and the timeline of conducting investigations.

1.8 NON-RETALIATION

1.8.1 GIB recognises that the decision to Report a concern can be a difficult one to make, not least because of the fear of reprisal from those responsible for the malpractice. GIB will not tolerate harassment or victimisation and will take action to protect you when you Report a concern or Violation in good faith.

1.8.2 If you Report Violations in good faith, or if you simply provide information or assistance to an investigation, GIB shall ensure that you will not suffer any discrimination or victimization, and that you shall be protected from retaliation / reprisals.

DON'T BE AFRAID TO SPEAK UP AND PROMOTE AN ETHICAL CULTURE AT GIB

1.8.3 Employees who have concerns about, or are aware of, possible retaliatory action must Report to CHRO or HR Country Head.

2. MAINTAINING INTEGRITY

2.1 BUSINESS CONDUCT

2.1.1 You must act ethically, honestly, responsibly, with integrity, with due diligence and care at all times in all your communications (including e-mails and correspondence) whether with customers, regulators, colleagues or other stakeholders.

REPORTING IN GOOD FAITH MEANS AN HONEST INTENT TO ACT WITHOUT TAKING AN UNFAIR ADVANTAGE OVER ANOTHER PERSON. IN OTHER WORDS, IT MEANS THAT YOU HONESTLY BELIEVE THAT THERE IS OR MAY BE A VIOLATION EVEN IF IT TURNS OUT THAT YOU WERE WRONG — AND THAT YOU WERE NOT DELIBERATELY MAKING A FALSE REPORT

2.1.2 You are required to fulfil your fiduciary responsibilities to the Bank's stakeholders.

2.1.3 You should ensure that all your communications (all methods), whether internal or external, are truthful, accurate and complete. This standard applies whenever or wherever you are performing work for GIB, including preparing or providing information for inclusion in any report, system, document or other communication.

2.1.4 You must ensure that all advertising or promotional communications are clear, concise, truthful,

unambiguous and complete as to enable customers to make a fully informed decision. It should not mislead or deceive the public in any way.

- 2.1.5 If you are a dealer, then the making or arranging of bets in relation to the subject matter of the transaction is strictly prohibited.
- 2.1.6 If you are engaged in any credit function including sales and marketing of cards and other similar card products, you must not:
- a) contact or maintain any contact with neighbors, relatives, colleagues or friends of the defaulting customer for the purpose of requesting or conveying information on the solvency of the cardholder;
 - b) communicate (verbal or written) with the customer conveying incorrect information on the consequence of defaulting on their obligations to us;
 - c) repossess (unauthorized) pledged collateral excluding cash collateral without judicial proceedings or the specific consent of the customer;
 - d) communicate with the defaulting customer using envelopes tagged with inscriptions identifying contents as containing debt collection information; or
 - e) breach confidentiality of customer information, conflict of interest or ethical values.
- 2.1.7 You must report your business expenses accurately and in a timely manner.
- 2.1.8 If you incur expenses or approve expenses on behalf of GIB, you must comply with the process set out in the relevant policies and procedures. This includes ensuring that all such expenses are for a valid business purpose and are reasonable in relation to the business requirements and the goods and/or services being provided.

2.2 BUSINESS RECORDS & DISCLOSURE DOCUMENTS

We must ensure that:

- a) all records and disclosures are accurate, complete and sufficiently detailed to reflect all GIB transactions;
- b) all information given to customers and other stakeholders is clear, fair and not misleading;
- c) all filings, regulatory and other disclosure documents are accurate and timely; and
- d) all records are maintained in accordance with GIB's policy on the creation and retention of records and the confidentiality of such records and information is maintained accordingly.

3. SAFE AND RESPECTFUL WORKPLACE

3.1 FAIR & EQUITABLE TREATMENT

- 3.1.1 GIB is committed to maintaining a work environment that supports productivity, personal goals, dignity, diversity and self-respect of all employees, free of offensive behaviour, intimidation and harassment and you are expected to treat your colleagues accordingly.
- 3.1.2 Principles of fairness and appropriate behaviour shall also apply to your dealings with customers, suppliers and other stakeholders. Their complaints (if any) must be documented, Reported and dealt with promptly, fairly and in accordance with the relevant policies and procedures.

3.2 UNACCEPTABLE BEHAVIOUR

GIB expects each person to treat others with dignity and respect and regards discrimination, harassment or bullying as unacceptable behaviour.

DISCRIMINATION

- 3.2.1 Discrimination means treating an individual unfairly because the individual has, or is perceived to have a certain characteristic, or because of their association with someone who has a characteristic such as, not limited to, age, disability, race, ethnic origin, gender, religion or belief.
- 3.2.2 GIB maintains and shall continue to maintain a professional and ethical business environment and workplace, with due respect to the local customs and values. Behaviour of a disrespectful, discriminatory nature shall have no place in the work environment and/or work social events outside work and shall not be tolerated.

HARASSMENT

- 3.2.3 Harassment is unwanted conduct related to characteristic such as, not limited to, age disability, race, ethnic origin, gender, religion or belief, which has the purpose or effect of violating an individual's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for that individual.
- 3.2.4 Certain forms of harassment may constitute a criminal offence or may give rise to civil liability for an individual. If an individual harasses colleagues at work, he or she may be personally liable for aiding and abetting GIB in unlawful discrimination.

BULLYING

- 3.2.5 Bullying is offensive, intimidating, rude malicious or insulting behaviour which intentionally or unintentionally undermines, humiliates, denigrates or injures the recipient.
- 3.2.6 Bullying is normally characterised by a pattern of behaviour, but a single incident could be considered as bullying behaviour.
- 3.2.7 It is your responsibility to Report any disrespectful, inappropriate and discriminatory behaviour that may constitute discrimination or harassment.
- 3.2.8 If you are affected or have to deal with any form of unacceptable behaviour (discrimination, harassment or bullying), please Report to CHRO or HR Country Head.
- 3.2.9 All matters referred shall be handled in a confidential and professional manner, which shall respect the rights and privileges of all parties involved.

EACH OF US HAS THE RIGHT TO BE TREATED FAIRLY, WITH DECENCY AND WITH RESPECT, AND WE MUST TREAT OTHERS IN THE SAME WAY

3.3 SAFETY AND SECURITY IN THE WORKPLACE

- 3.3.1 You are expected to be aware of the various policies and guidelines on occupational health and safety matters and how to control exposure to the various physical and environmental hazards around us.
- 3.3.2 In order to avoid risk to yourself or those around you, you must follow all applicable safety and security procedures, as well as applicable laws and regulations.
- 3.3.3 Any employee who threatens or perpetrates a violent act will be subject to disciplinary action up to and including termination of employment, civil litigation, and/or criminal prosecution.
- 3.3.4 Report to CHRO or HR Country Head if you have concerns about threats or acts of violence in the workplace. Similarly, any acts or threats of violence towards another person or GIB property should be Reported immediately.

3.4 ALCOHOL-FREE AND DRUG-FREE WORKPLACE

- 3.4.1 GIB strictly prohibits the possession, sale, purchase, delivery, use or transfer of illegal substances in all its premises.
- 3.4.2 You are prohibited from bringing or consuming alcohol or illegal drugs in the workplace or being under their influence in the workplace or during working hours.

3.5 POLITICAL OR RELIGIOUS ACTIVITY

- 3.5.1 You must not use GIB's resources or engage in political activities or religious debate during working hours, on GIB premises or facilities, or while representing GIB at any time.
- 3.5.2 While you are not prohibited from engaging in political or religious activity outside work, you must not engage in such activities that may cause harm to the reputation of GIB or may be construed as illegal by, or against the interests of, the relevant governmental or religious authorities.

4. UPHOLD THE LAW ADHERING TO THE LEGAL AND BEST PRACTICES

4.1 COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

- 4.1.1 You are required to uphold the law and regulations wherever GIB operates. Cognizant of that responsibility, you can fulfil it by complying with GIB policies, procedures and guidelines, which are designed to reflect applicable laws and regulations as well as industry best practices. In case of doubt or you are not aware of local laws and regulations, seek guidance from your Manager or Compliance Officer.

A VIOLATION LEFT UNREPORTED CAN HARM OUR REPUTATION AND PUT THE BANK AT RISK

- 4.1.2 If certain applicable jurisdictions impose a different standard than that covered within the relevant policies and procedures of GIB, then the stricter standard applies.
- 4.1.3 You must not, under any circumstance, participate or involve in activities that are illegal and may compromise GIB's image or reputation. This requirement applies whether you are at work or outside working hours.
- 4.1.4 If you are charged with or found guilty of a criminal offence, you must immediately Report the incident to CHRO or HR Country Head.
- 4.1.5 You must refrain from spreading false or malicious rumors of any kind or in relation to GIB or any individual, entity, affiliation or clients related to GIB, be it through social media or any other means.
- 4.1.6 You must not use personal hedging strategies or remuneration-and liability-related insurance to undermine the risk alignment effects embedded in your remuneration arrangements.

4.2 SECURITIES & CAPITAL MARKETS REGULATIONS

You are subject to applicable insider dealing rules in force in the countries where GIB conducts its business. As there are different laws in different jurisdictions, it is not possible to encapsulate them in all in this Code. Please refer to the Insider Trading Policy for more information.

4.3 BRIBERY AND CORRUPTION

- 4.3.1 GIB strictly prohibits any form of bribery, kickback, payoff and any other improper payment, gift, contribution, benefit or any other inducement having a similar corruptive effect, whether in cash (including cash equivalent, cashable items or financial instruments of any kind) or not.

- 4.3.2 You must not make, request or accept for yourself or others whether directly or indirectly any gifts, enticement or inappropriate entertainment or a promise for providing lawful or unlawful service.
- 4.3.3 You must not abuse your previous and current jobs to get preferential prices for private transactions.
- 4.3.4 You must refrain from offering or giving or accepting for yourself or others, directly or indirectly, any bribe, kickback, payoff or any other improper payment, gift, contribution, benefit, promise, or inducement in trying to obtain or retain business or secure services for GIB or to illegally influence any governmental decision or action.
- 4.3.5 You must not solicit or receive for yourself or others, directly or indirectly, any payment, loan, extension of credit, guarantee, gift, object of any value or any kind of preferential treatment from a third party in exchange for favourable treatment or consideration with regards to a transaction or dealing or engagement (including the procurement of goods or services) of any kind with GIB.
- 4.3.6 Should you become aware of any such situations, or if you suspect that an attempt at bribery, kickback or corruption is being made, you must Report it immediately.

4.4 ANTI-FRAUD

- 4.4.1 GIB has a zero tolerance for fraud and is committed to the avoidance of any fraud within the organization. GIB is committed to preventing, detecting and reporting fraud.
- 4.4.2 You must act with honesty and integrity and safeguard Bank resources for which you are responsible.
- 4.4.3 The term fraud is used to describe offences such as, but not limited to, deception, bribery (whether giving or receiving), forgery, extortion, corruption, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts, identity fraud, phishing and collusion.
- 4.4.4 You are expected to comply with GIB's Anti-Fraud Policy and the laws and regulations applicable to your jurisdiction.
- 4.4.5 If you suspect that a fraud has been committed or you see any suspicious acts or events, then it is your responsibility to Report it to us. You should not attempt to personally conduct investigations or interviews / interrogations related to any suspected fraudulent act.
- 4.4.6 The failure to Report suspicions and concerns may result in disciplinary action being taken against you.

PROVIDING OR ACCEPTING GIFTS OR ENTERTAINMENT MAY IN SOME CASES BE A CONFLICT OF INTEREST, AND, IN CERTAIN CASES, CAN CONSTITUTE A VIOLATION OF ANTI-BRIBERY AND OTHER LAWS

4.5 ANTI-MONEY LAUNDERING AND SANCTIONS

- 4.5.1 As gatekeepers of the financial system, we all have a role to play in the fight against money laundering and terrorism financing.
- 4.5.2 Money laundering is the process by which the direct or indirect benefit of crime is channelled through financial institutions to conceal the true origin and ownership of the proceeds of criminal activities, with the goal that such funds will lose their criminal identity and appear legitimate. Similarly, terrorist groups attempt to hide or obscure the link between the source of their funds and their eventual destination or purpose. GIB is fully committed to assisting regulatory authorities in identifying attempts at money laundering and terrorist financing, and in preventing them.
- 4.5.3 Our Anti-Money Laundering Policies and related procedures and guidelines, in line with the FATF

Recommendations and international best practice and prudence in this area, are designed to comply with all applicable laws and regulations related to money laundering, terrorist financing and economic sanctions. You are required to comply with these policies, procedures and controls.

- 4.5.4 GIB is committed to preventing, detecting, and reporting any dealings or potential dealings with applicable sanctioned parties. GIB has a zero-tolerance policy against sanctions risks and is committed to not undertaking transactions which violate applicable sanctions programs. Please refer to the AML and CFT Policy and Sanctions Policy for more information.
- 4.5.5 Your duty is to comply with these requirements as applicable to you and, in particular, to ensure that you participate in all required training on this subject on a timely basis, to verify the identity of customers and persons connected to accounts and source of funds (if it is your role to do so), and to Report all knowledge or suspicions of money laundering or terrorism financing to the relevant Money Laundering Reporting Officer (MLRO) or Deputy Money Laundering Reporting Officer (DMLRO).

4.6 MODERN SLAVERY

- 4.6.1 The Bank is committed to taking steps to ensure that modern slavery is not taking place:
- in any part of its own business; and
 - in any of its supply chains.
- 4.6.2 The Bank expects its management team and all members of staff to work to maintain these standards and to conduct their own personal and domestic affairs in such a way to ensure that they are in no way connected with modern slavery either through the commission of a criminal offence or through actions or omissions that might bring themselves and the Bank into disrepute.
- 4.6.3 The Bank expects the same standards from all its contractors, suppliers and other business partners. The Bank will seek to ensure, where reasonably practicable, that its contractors, suppliers and other business partners are contractually obliged to comply with terms that reflect the spirit and intention of this Policy in their own businesses and in their own supply chains in support of the general eradication of modern slavery.

4.7 DATA PROTECTION

- 4.7.1 Data protection is the process of protecting data and involves the relationship between the collection and dissemination of data and technology. It is the process of safeguarding important information from corruption, compromise or loss.
- 4.7.2 Most of the countries have now adopted comprehensive data protection law to protect people's data by providing individuals with rights over their data. Such laws prohibit the disclosure or misuse of information about private individuals.
- 4.7.3 You are required to know about the relevant data protection laws and requirements.
- 4.7.4 You must ensure that the customer's information is:
- a) used fairly, lawfully and transparently
 - b) used for specified, explicit purposes
 - c) used in a way that is adequate, relevant and limited to only what is necessary
 - d) accurate and, where necessary, kept up to date
 - e) kept for no longer than is necessary
 - f) handled in a way that ensures appropriate security, including protection against unlawful or unauthorized processing, access, loss, destruction or damage.
- 4.7.5 You are required to comply with GIB's Data Protection Policy and related policies, procedures and documents. Breach of the foregoing may result in disciplinary proceedings, civil penalties and/or criminal action.

5. CONFLICTS OF INTEREST

5.1 AVOID CONFLICTS OF INTEREST

5.1.1 You must use prudence and good judgement in all your work and business dealings. You must avoid behaviours that could tarnish the reputation of GIB.

5.1.2 Conflicts of interest shall exist in a situation where:

- a) your personal, including your family's, interests could conflict with your obligations to GIB;
- b) your personal, including your family's, interests could conflict with your obligations to a customer;
- c) there is a conflict between GIB and a client;
- d) a conflict occurs with an entity in GIB's Group and a client;
- e) a conflict arises between a GIB employee and another employee; or
- f) GIB's interests could conflict with its obligations to a customer or obligations to one customer could conflict with its obligations to another customer.

5.1.3 You must not:

- a) misuse GIB property, information (including customer or colleague information, as well as inside information) or your position, whether for personal gain or for the benefit of another party;
- b) participate in any sale, loan or gift of GIB property without obtaining appropriate prior written approval;
- c) take advantage of business opportunities to which GIB is entitled for itself or for its customers; or
- d) compete with GIB.

5.2 MANAGING CONFLICTS OF INTEREST

5.2.1 You must undertake all reasonable steps to identify conflicts of interest which may arise whether directly or indirectly in the course of providing any service to customers.

5.2.2 You are required to disclose conflicts and potential conflicts of interest, as well as relationships with existing or prospective customers, consultants, advisors and suppliers that may be perceived as giving rise to conflicts of interest.

5.2.3 You must absent yourself from any discussions or decision-making that involves a subject where you are incapable of providing objective advice, or which involves a subject or (proposed) transaction where a conflict of interest exists.

5.2.4 In cases, where Approved Persons or the Board make any decision to enter into transactions, under which they would have conflicts of interest, such interest should be formally and unanimously approved by the full Board.

5.2.5 Conflicts of interest cases involving Directors or a member of the Management Committee shall require the Audit Committee's and Board of Directors' involvement and decision.

5.2.6 If you are aware of any existing or potential conflicts of interests, then you must Report it.

5.3 ACTING WITHIN YOUR SCOPE OF AUTHORITY

5.3.1 All employees are subject to restrictions on signing authority, delegations and scope of authorities and are required to know and comply with the relevant policies and procedures.

5.3.2 The official signatories of the Bank have been granted signing authorities in keeping with the functional responsibilities. If you are assigned the signing authority, you must use this power in accordance with

the internal policies and procedures of the Bank.

5.4 PERSONAL RELATIONS

- 5.4.1 You are encouraged to avoid decision-making that involves a subject where you would be incapable of providing objective advice due to your personal relations.
- 5.4.2 Your personal relationships or associations must not influence your decisions at work. Decisions on meeting a customer's needs, engaging a supplier or hiring an individual must be made on a strictly business basis. Thus, you must not let personal relationships affect your ability to make the right decisions on the job.
- 5.4.3 If you become involved in dealing on GIB's behalf with a family member or close friend or associate, then you shall immediately advise your manager and refrain from being involved in any way. Your manager will assign another employee to participate in that dealing.
- 5.4.4 You are prohibited from directly or indirectly supervising or reporting to, persons who are members of your family or whom you share a close personal relationship with.

5.5 EMPLOYMENT OF RELATIVES

- 5.5.1 Employment of immediate family members or other relatives of GIB employees, whether on a full-time, part-time, or temporary basis, can create actual or perceived conflicts of interest.
- 5.5.2 In view of the above, if you are aware that such conflict exists or may exist in near future (e.g. during the course of interviewing, sourcing, selection or hiring), you are required to Report this. Please refer to the HR Policy to know more about this.

5.6 TREATMENT AND SELECTION OF SUPPLIERS

- 5.6.1 All procurement of goods, works and services will be based on the Best Value principles (as set out in the Group Procurement Policy) with due regard to propriety, regulatory and legal obligations, in order to improve the economy, efficiency and effectiveness of all GIB's activities.
- 5.6.2 You are required to preserve the highest standards of integrity and professionalism in your dealings with the suppliers. This means you shall not accept any gifts or entertainment or hospitality from the suppliers at any time i.e. prior to the selection, during or after the selection process or post project completion. Please refer to the Procurement Policy for more information.

5.7 FINANCIAL AFFAIRS

- 5.7.1 You must conduct your personal financial affairs responsibly and should settle your obligations towards the Bank and the third parties in prompt manner at all times.
- 5.7.2 Subject to the foregoing, GIB would conduct a mandatory credit check of financial information (which may include debt and defaulted loans) prior to joining the Bank and at any time after joining at its discretion, in accordance with local legal requirements.
- 5.7.3 You should not, directly or indirectly, borrow from or lend personal funds or other personal property to any client or supplier who has an ongoing or prospective business relationship with GIB.
- 5.7.4 You should avoid borrowing from, or lending personal funds, to another employee, particularly someone you supervise or are supervised by. An occasional loan of up to a Nominal Value (such as for lunch) to another employee or acquaintance is acceptable, as long as no interest is charged.

5.8 GIFTS, ENTERTAINMENT AND HOSPITALITY

- 5.8.1 You should avoid any gift (i.e. any inducement, entertainment, hospitality, free lodging, invitation to seminars, conferences and other business or entertainment events, both at home and abroad) that is likely to conflict with or influence you in your role, responsibilities or decision-making process at GIB. Any inducement that is likely to undermine your business judgment and your responsibility to GIB should not be accepted, solicited or made.
- 5.8.2 Gifts in cash or cash equivalent (e.g. vouchers or coupons), or that are cashable, of whatever value, are strictly prohibited.
- 5.8.3 You (or your family member) must not demand or accept gifts, favours or rewards from any party (including any government, person (whether to an employee or otherwise) or private institution), which has any dealing with the Bank for yourself or for an associate.
- 5.8.4 You must not accept any invitation to a sponsored event that will take place outside your city of work without the prior written approval of your Head of Department, Managing Director and the Chief Human Resource Officer (or HR Country Head) with appropriate justifications for consideration unless agreed to as part of contractual agreements between the Bank and the third party.
- 5.8.5 You should tactfully decline all such offers. To avoid any misunderstanding, it is suggested that the policy is explained to the party concerned so that in most cases, the party would not insist on the gift/favour after being informed the policy of the Bank.
- 5.8.6 If refusal of gifts may offend the giver or in cases, where in your judgment, it is apprehended that declining the gift may adversely affect the business relationship with GIB, GIB permits acceptance of gifts with a value of over Nominal Value. However, after receiving the gift, you should hand it over to the HR Country Head by using the template set out in Appendix IV (Gift, Entertainment & Hospitality – Declaration and Deposit Form). HR Country Head will maintain the Gifts Register to log all such gifts received and handle or dispose such gifts in accordance with the internal policy for all jurisdictions except for UK and US. In case of UK and US, it shall be handled by the Country Head of Human Resource.
- 5.8.7 Nominal Value means an amount not exceeding a retail value of US\$100/- or equivalent in other currencies or in kind, over the course of a calendar year.
- 5.8.8 Subject to the above, gifts of up to Nominal Value, are permitted, provided they are given as a gesture of professional friendship and are not linked to any GIB commitment or as a reward in connection with your conduct of GIB's business.
- 5.8.9 You may only offer promotional gifts and occasional meals and entertainment to GIB's existing or prospective customers, consultants and business partners, as long as they constitute an ordinary and customary business expense that is unlikely to be interpreted as having any influence in obtaining or maintaining business or services for GIB, or as being a bribe or other improper payment, or as influencing any governmental decision or action.
- 5.8.10 If the above promotional gifts are more than Nominal value, they must first be approved in writing by the appropriate authority within GIB.
- 5.8.11 Any costs and expenses that are charged to the Bank under the relevant business expense policy (such as meals, transportation etc.) in connection with entertaining the Bank's counterparties and customers (whether existing or potential) with proper business justification shall be excluded from the Nominal Value restriction. You must declare (using the form set out in Appendix IV) to the Bank any hospitality (e.g. meals, transportation, entertainment or otherwise) provided by third parties to you in connection with the Bank's relationship with such third party, where the monetary value of such hospitality exceeds

the Nominal Value.

- 5.8.12 The above provisions do not apply to the corporate giveaways (bearing the Bank's logo or the trademark), in line with the generally accepted market practice.
- 5.8.13 In all cases, such gifts must be proper, legitimate and legal under applicable law; they must qualify as ordinary and customary business expenses in line with the requirements of established GIB expense approval procedures, and they must be included in expense claims and approved for payment or reimbursement under standard GIB procedures.
- 5.8.14 All of the above rules equally apply if the gift, favour or benefit is for a family member or a dependant or for the benefit of any third party who may benefit at your direction.

5.9 OUTSIDE INTERESTS & OTHER EXTERNAL ACTIVITIES

- 5.9.1 You must not obtain or maintain any outside employment, part-time work, consultancy arrangement, freelance activities, directorship or managerial position (paid or otherwise, including with not-for-profit organisations), political appointment or any other similar activity, without written approval of the Line Manager or the Head of Department and CHRO or HR Country
- 5.9.2 All employees (that do not require approval from regulator) are required to complete and sign the *Declaration of Outside Interest & Activity Form* as set out in the Appendix II hereto. Thereafter, on an annual basis you are required to read and affirm that you agree to this provision and there is no change in your declaration.
- 5.9.3 In case of any change in your declaration, it is your responsibility to provide the revised signed declaration after obtaining necessary approvals. If the Bank becomes aware of any activity which is not in line with the declaration, you may be subject to disciplinary action.

5.10 BOARD & APPROVED PERSONS OUTSIDE INTERESTS & OTHER EXTERNAL ACTIVITIES

- 5.10.1 Any decisions to enter into transactions, under which approved persons would have conflicts of interest that are material, should be formally and unanimously approved by the full Board. Best practice would dictate that an approved person must:
- (a) not enter into competition with the bank;
 - (b) not demand or accept substantial gifts from the bank for himself or connected persons;
 - (c) not misuse the Bank's assets;
 - (d) not use the Bank privileged information or take advantage of business opportunities to which the Bank is entitled, for himself or his associates; and
 - (e) absent themselves from any discussions or decision-making that involves a subject where they are incapable of providing objective advice, or which involves a subject or (proposed) transaction where a conflict of interest exists.
- IF YOU RECEIVE A GIFT WITHOUT AN OPPORTUNITY TO REFUSE IT, CONTACT YOUR MANAGER OR CODE SPECIALIST FOR GUIDANCE**
- 5.10.2 Each non-executive director must inform the relevant Committee before he accepts any board appointments to another company.
- 5.10.3 Each approved person must inform the entire board of (potential) conflicts of interest in their activities with, and commitments to other organisations as they arise. Board members must abstain from voting on the matter in accordance with the relevant provisions of the Company Law. This disclosure must include all material facts in the case of a contract or transaction involving the approved person. The approved persons must understand that any approval of a conflicted transaction is effective only if all

material facts are known to the authorising persons and the conflicted person did not participate in the decision.

- 5.10.4 Pursuant to the above, on an annual basis (or at the time of engaging in a new outside interest), employees working in functions that require prior approval from the regulator (e.g. Approved Persons, Senior Management, Certified Persons), shall declare in writing to the Board, through the Corporate Governance Committee, all of their interests and activities in other enterprises (whether as a shareholder of above 5% of the voting capital, as manager, as director or through any other form of significant participation). The Declaration Form on Outside Interests and Activities of Approved Persons is set out in Appendix III.

**YOU ARE RESPONSIBLE FOR
SAFEGUARDING GIB'S TANGIBLE
AND**

6. CONFIDENTIALITY AND GIB'S PROPERTY

6.1 CONFIDENTIALITY & DATA PROTECTION

- 6.1.1 Confidential information is any information that is not readily available to the public. It includes, without limitation, non-public:
- a) sensitive information received from or about a director, an employee, a consultant or other business partner of GIB;
 - b) proprietary information about GIB's own business or financial condition, including information posted on GIB internal websites and not publicly disclosed; or
 - c) data and knowledge that has been created or developed by GIB or by any of its employees, representatives, directors, agents (or suppliers) or that has otherwise become the property of GIB.
- 6.1.2 Customer related information that is available in the public domain shall still be considered confidential and shall not be disclosed to third parties unless where required by laws, regulations, court orders, or customer's consent. It includes, without limitation, non-public and public:
- a) information received from a customer;
 - b) information about any customer's transaction, account or other activities at GIB as well as GIB's internal assessment of the customer's creditworthiness;
 - c) customer lists and customer contact information;
- 6.1.3 GIB's policy on handling confidential information is based on a 'need to know' basis. Information received from a customer and customer information from sources within GIB, must be disclosed only to colleagues who need the information to serve that customer.
- 6.1.4 You must treat customers' information with the strictest of confidentiality unless disclosure is warranted under specific authority or there is a legal or professional duty to disclose.
- 6.1.5 When sharing confidential information, you must be satisfied that giving colleagues such information does not create a conflict of interest or give the appearance that this information might be misused.
- 6.1.6 Confidential customer information received or obtained by GIB in one capacity shall generally not be furnished to others for a different GIB business purpose without appropriate internal authorization or customer consent, as appropriate. In addition, you should maintain strict confidentiality and furnish information only on a need to know basis (e.g. sensitive information such as action planned against a customer with reference to travel ban/arrest warrant).
- 6.1.7 Customer information shall never be disclosed to anyone outside GIB, other than legitimately to GIB's regulators and auditors or lawyers working on a relevant project, unless such disclosure is authorised

by the customer or required or authorized by the proper legal process or GIB's regulators.

- 6.1.8 In some jurisdictions, it's a regulatory requirement to host customer information on-shore and such information must not be made available outside its jurisdiction or host country. In such cases, if sharing of information within the Group is important, then it can be done only after obtaining your Compliance Officer's approval.
- 6.1.9 Both during your tenure at GIB and after termination of your contractual relationship with GIB, you may not, directly or indirectly, use, disclose or make available to anyone any confidential information, unless required by law, regulations or judicial proceedings to disclose such information to the authorities, to regulators or to a court of competent jurisdiction.
- 6.1.10 When you communicate confidential information to someone who is entitled to receive it, you must ensure that the information is marked 'confidential' and in cases where such information is being communicated orally, the recipient must be advised that the information is confidential. Whatever the mode of dissemination, the recipient should be instructed clearly about restrictions on further dissemination.
- 6.1.11 From time to time GIB must sign confidentiality agreements in connection with particular transactions or engaging with consultants or third party in relation with the Bank's dealings (e.g. non-disclosure agreement). Such agreements impose even more stringent limitations on the dissemination or use of the relevant customer's or counter-party's information within GIB. You must not enter into such agreements without first consulting GIB's Legal Counsel, and in all cases the approval of the appropriate functional Head of Department is required before signing.
- 6.1.12 You are required to observe obligations of confidentiality and non-disclosure of confidential information and trade secrets of others, including business counterparties and suppliers, with the same degree of diligence that you are expected to use in protecting GIB's own confidential information.

6.2 PROTECT GIB PROPERTY

- 6.2.1 Safeguarding GIB's assets both tangible and intangible is the collective responsibility of all employees. You must use and maintain such assets with care and respect whilst guarding against waste and abuse.
- 6.2.2 You must not:
 - a) use GIB's resources in a way that would violate applicable laws and regulations or any of our policies.
 - b) use GIB's proprietary equipment and property for personal use.
 - c) access, download, upload, save, send or use offensive materials or proprietary materials — such as software, articles, photographs, pictures or graphs.
 - d) send GIB's information to an external email address for any non-business purpose or to your personal email account for any reason.
 - e) use, share or disclose non-public information gained in the course of your employment or other relationship with GIB, whether for your own personal benefit or gain, or for any other reason, except in the legitimate course of doing business.
 - f) use GIB communications, equipment, systems and services for personal use of external social media sites.
- 6.2.3 You must:
 - a) comply with security programs that help prevent the asset's theft or unauthorized use and shall abide by all regulations or contractual agreements governing their use.

**'NEED TO KNOW' IS NOT THE
SAME AS 'NICE TO KNOW'**

- b) take all necessary actions and precautions to safeguard all passwords and identification codes and prevent unauthorized access to GIB's information system's resources.
- c) protect from disclosure or misuse all non-public information relating to the Bank such as business strategies, financial results, pending transactions or contracts, new products and research results.
- d) ensure your use of the Bank's intranet and internet access complies with our policies.
- e) ensure that you are aware of and adhere by the Bank's Clean Desk policy.

6.2.4 You shall have a continuing obligation, even after termination of your contractual relationship with GIB, to maintain confidentiality and to safeguard information as required under applicable laws and regulations and also under the Bank's policies and procedures on data protection and information security.

6.3 GIB's INTELLECTUAL PROPERTY

6.3.1 You must safeguard GIB's intellectual property and not use GIB's name, logo, copyrights, trademarks, software, patents, know-how, proprietary information or facilities, for commercial purposes unrelated to your job, including outside work (including on letterhead or websites). This also includes any development, concept, idea, process or work related to GIB's business that you develop alone or with others while you work at GIB.

6.3.2 Use of GIB's trademarks and brand name is not permitted by a supplier or third party unless provided for in the relevant contract with such supplier or third party.

6.4 CYBER SECURITY

6.4.1 Cyber security is defined as the collection of tools, policies, security concepts, security safeguards, guidelines, risk management approaches, actions, training, best practices, assurance, and technologies that can be used to protect GIB's information assets against internal and external cyber threats.

6.4.2 Staff shall read and comply with all Cyber Security Policies and related documents (Processes, Frameworks, etc.) posted on the intranet. Two main policies; namely the Cyber Security Policy and Information Systems Acceptable Use Policy; are of special importance.

6.4.3 Users are only to utilize GIB information resources for business purposes for which they have been authorized. Excessive use of GIB information systems and resources for personal use or use on behalf of a third party (i.e., personal client, family member, political, religious, charitable, school, etc.) is prohibited.

6.4.4 When performing work on behalf of the Bank, users are not entitled to an expectation of privacy with respect to Bank's information technology resources, except where provided by local law. All computer data created, received, or transmitted using GIB's information technology resources is the property of GIB and is not to be considered the private information of the user. GIB reserves the right to examine all data for any reason and without notice, such as when violations of this Code or other GIB policies or procedures are suspected. By using GIB information technology resources, the users consent to this monitoring. When warranted, such data will be disclosed to appropriate authorities and/or law enforcement agencies.

6.4.5 Employees, contractors and third-party users using or having access to the Bank's information must be aware of the limits existing for their use of Bank's information assets. They are responsible for their use of any information assets and information systems, and any such use carried out under their responsibility.

6.4.6 For any questions or queries regarding the appropriate use of information technology resources, or about the Bank's policy on information security, contact the Information Security Division. Alternatively,

you may seek guidance by Reporting to us.

7. EXTERNAL REPRESENTATIONS & COMMUNITY ACTIVITY

7.1 EXTERNAL REPRESENTATIONS

- 7.1.1 You must not participate, directly or indirectly, in any public statement (whether through the press, radio, internet, social media, conferences, television, publications, interviews, presentations or otherwise) without the prior permission of the CEO or his delegate, or of the Chairman (for Directors).
- 7.1.2 Subject to the foregoing, if any communication is required with any external parties (media, shareholders, government, semi-government, business sector, investors, social media, conferences and related to marketing) it shall be managed in a co-ordinated manner through an appointed spokesperson(s) as specified in the Corporate Communication Policy.
- 7.1.3 The above duty of discretion shall continue even after the employee is no longer associated with GIB.

7.2 RESPONDING TO GOVERNMENT OR REGULATORY INQUIRIES

From time to time, we may receive an enquiry from government authorities or regulators regarding GIB business. When approached for information, follow the procedures established for your business unit. These include escalating the enquiry to your line manager or a Compliance Officer, as appropriate and must be attended to in an appropriate and timely manner.

7.3 PERSONAL USE OF SOCIAL MEDIA

- 7.3.1 You are expected to use good judgment in your use of social media and other online activity. When we participate personally in external or internal social media, we should do as responsibly as we could be considered to represent GIB both at and outside of work. Social media is not an appropriate venue to express concerns about GIB (or your employment with GIB), our stakeholders or our competition. Personal opinions expressed on social media must not be in any way associated with the Bank.
- 7.3.2 Your postings on internet sites and social media sites may include the fact that you work for GIB. Make sure you do not disclose confidential information, or post, seek or provide recommendations or referrals by or of other employees, customers or suppliers (current or former) unless you are authorized to do so.
- 7.3.3 You are encouraged to be aware and adhere to the relevant Bank's policies in relation to any form of external representations (e.g. Corporate Communications Policy).

7.4 COMMUNITY ACTIVITY

- 7.4.1 GIB supports your involvement in community activities. When we participate in those activities, you are, or may be perceived to be, representatives of GIB.
- 7.4.2 You must ensure that all donations/contributions are carried out in accordance with the local laws, regulations and GIB's policies and procedures. Pursuant to the Corporate Communication Policy, requests for donations should be forwarded to the designated Corporate Communications officer to process for management review and approval.
- 7.4.3 GIB shall not collect monetary contributions from any party for any purposes whatsoever. GIB may only refer employees to a particular charitable organization but not directly collect money.

CONCLUSION

We at GIB aspire to the highest standards of ethical and professional conduct— working to earn and maintain our clients' trust, day in and day out. Through our decisions and actions, we demonstrate our commitment to this Code and to delivering value to our clients, our shareholders, our communities and each other. You are responsible for putting this Code into practice.

APPENDIX I

CODE RESOURCES

I. REPORTING CHANNEL

- You may Report to us by calling us or writing to us using the Reporting Form.
- You must use the Reporting Form when you are Reporting to us via email or mail
- The template of the Reporting Form is set out on the next page and is also available on the Intranet.

➤ **Telephone (available 24 hours a day and 365 days a year)**

A 24-hour dedicated and secure telephone line has been installed in GIB to receive telephone reports. There is no caller identification on the telephone line. You may either choose to provide your name, address or phone number or to remain anonymous.

➤ **Whistleblowing Hotline**

+973 17 522 566

(If you are in jurisdictions other than Bahrain, please call extension 566 using relevant pre-fixes before dialling)

➤ **Email**

Yasser.AIAnessari@gib.com

➤ **Mail**

Please complete the Reporting Form, enclose in an envelope marked “**CONFIDENTIAL**” and send to:

Yasser AIAnessari
Group Head of Compliance & Group MLRO
Gulf International Bank B.S.C.
P.O. Box 1017
Manama
Kingdom of Bahrain

➤ **CODE SPECIALIST**

➤ **Sunita Ferrao**

Compliance Officer
Gulf International Bank B.S.C.
P.O. Box 1017
Manama
Kingdom of Bahrain
Tel: +973 17 542 766
Email: sunita.ferrao@gib.com

➤ **Code Helpline: +973 17 542 722**

(If you are in jurisdictions other than Bahrain, please call extension 722 using relevant pre-fixes before dialling)

REPORTING FORM

-Please use this form for Reporting any Violation.

-Please provide as much of the following information for *each* of your allegations and number each allegation, if there is more than one. Use additional pages if necessary

-In cases of Identified Reporting, please note that you may be called upon to assist in the investigation, if required.

Date:	
1	REPORTER'S INFORMATION
	Name:
	Functional Title:
	Department:
	Contact Number:
	Email Address:
2	SUSPECT'S INFORMATION
	Name:
	Functional Title:
	Department:
	Contact Number:
	Email Address:
3	REPORT INFORMATION
a)	What is the Violation (or the event that occurred)?*
b)	Please provide more details about the Violation
c)	Where the Violation took place (location)
d)	Can you state the type of Violation or specify what you think is wrong with the activity?
e)	Do you have any evidence to support the Report?
f)	Do you have any other details or information which would assist us in the investigation?
g)	The date the Violation occurred (if known)
h)	When did you notice the occurrence (date)
i)	Is it on-going and/or frequent?
j)	Are there any other parties involved other

	than the suspect stated above?	
k)	Who else knows about the Violation or the event stated in this form?	
l)	Are there any witnesses to the event?	
m)	If you wish to disclose the details of the witnesses to the Violation, please provide herein.	Name: Contact No: Email Address:
n)	Have you Reported this Violation to anyone else? If yes, please answer the next question	
o)	Please provide details of the person to whom it was Reported	Name: Contact No: Email Address: Did he/she take any reasonable step to investigate or resolve the Violation? If yes, please specify the step below: _____
4 WHAT IS REQUIRED OF YOU*		
a)	Are you submitting this Report in <i>Good Faith</i> ?	
b)	Do you agree to treat the Report on a strictly confidential basis while an investigation is in progress?	
c)	Do you agree that you will not disclose the content of this Report or findings of the investigation to any other employees or third parties unless authorised to do so or as provided by applicable law?	

Signature: _____

*Mandatory fields

Acknowledged and Received by

Name:

Signature:

APPENDIX II

DECLARATION OF OUTSIDE INTEREST & ACTIVITY FORM

Date: _____

To: **[INSERT GIB ENTITY]**
[INSERT ADDRESS]

Attn: **[INSERT]**

Dear Sir,

Re: **Outside Employment & Other Activities - Declaration**

In accordance with the requirement of the Code of Conduct, I hereby confirm (*please select one of the following*)

- I have no other employment outside GIB, including any part-time work, consultancy arrangement, freelance activities, directorship or managerial position (paid or otherwise, including with a not-for-profit organization), political appointment or any other similar activity or interest that could create a conflict of interest for me at GIB ("**Outside Activity**").
- If I do have such Outside Activity, I have already declared it and received required approval in writing.
- If I do have such Outside Activity, but have not declared it or received approval for it, I hereby provide the full disclosure related to it to obtain approval:

<u>Name/Nature of the Outside Activity:</u>
<u>Other Details:</u>

In case of any changes to this Declaration, I hereby agree to provide the revised Declaration after obtaining prior approval from the line manager or the Head of the Department (as necessary) and the Chief Human Resource Officer.

Name: _____ Signature: _____

Line Manager or Head of Department		Chief Human Resource Officer	
Name:		Name:	
Signature:		Signature:	
Date:		Date:	

APPENDIX III

DECLARATION FORM ON OUTSIDE INTERESTS & ACTIVITIES OF APPROVED PERSONS

Gulf International Bank B.S.C.
PO Box 1017, Manama
Kingdom of Bahrain

Attn: The Governance Unit

Dear Sirs,

Re: Outside Interests & Other Activities - Annual Declaration

I acknowledge that I have received and read GIB Code of Conduct, and that I understand its requirements. I confirm that I have and that I will continue to follow these requirements, including any amendments thereto. I also agree that if I have a concern about any possible misconduct or breach of the Code of Conduct, I will raise the concern with the appropriate persons within GIB.

In accordance with the requirements of the Code of Conduct, I hereby declare to the Board that I have the following interests and activities in other enterprises (whether as advisor, employee, officer, director, or shareholder of above 5% of the voting capital, or through any services that I may be providing to that enterprise, or through any other form of participation, or through involvement in day-to-day management):

I hereby agree to advise the Corporate Governance Committee in writing as soon as possible if I acquire any new interests or develop any activity in other enterprises, or if there are any changes in the information provided in this Declaration.

Name: _____

Signature: _____

Date: _____

APPENDIX IV

GIFT, ENTERTAINMENT & HOSPITALITY – DECLARATION AND DEPOSIT FORM

Date: _____

Employee/ Depositor's Information:			
Name:		Telephone No.	
Department:		Location:	

Giver's Information:	
Client's Name	Date Received:

Description			
Type: (Gift/ Entertainment/ Hospitality)		Brief description:	
Estimated Gift value:		Reason for accepting the Gift:	

*I certify that the Gift is provided to me as a gesture of professional friendship and is not linked to any GIB commitment or as a reward in connection with my conduct of GIB's business. I also confirm that my line manager or the Head of Department is aware of the same.

Signature: _____

Received by HR:

Name: _____ **Signature:** _____

For Human Resource Use only			
Gift Register Reference No:		Evaluated Value of the Gift:	
Other information (if any)		Recommendation to use the Gift:	
Chief Human Resource Officer Approval	Name:	Date:	Signature:
Date Gift disposed on:		Gift disposed/ used for	
Chief Human Resource Officer	Name:	Date:	Signature:

