



CONDUCT & ETHICS POLICY

1 Conduct and Ethics Policy

AfrAsia Bank Limited is committed to employing great people, treating each other with respect, and strictly adhering to the highest ethical and legal principles of its business activities. Employees are expected to treat each other with consideration and respect and are not permitted to engage in conduct which is hostile or offensive to another employee.

AfrAsia Bank Limited should be a workplace that is open, respectful and safe. In all employees' activities on behalf of AfrAsia Bank Limited, employees must display honesty, integrity, good judgement and common sense.

It is the Employees' responsibility to behave in a business ethical manner and also to ensure that others do the same. If any one of the employees violates these standards, disciplinary response is expected, which may rise to the level of termination of any employment or other relationship with the company or legal action. If any breach of the code is known to any employee, the employee is obliged to report violations in accordance with the procedures set out in this code or the Corporate Integrity (Whistle Blowing) Policy. By doing so, Management ensures that the good faith efforts of all of us to comply with the code are not undermined.

Employees are personally responsible for reading, understanding and complying with this Code of Conduct and Ethics. As individuals of personal integrity, employees can do no less than to behave in a way that will continue to bring credit to the Bank and themselves.

The policy is applicable to AfrAsia Bank Limited and its subsidiaries. All Staff of AfrAsia Bank Limited and its subsidiaries must comply with the requirements of the CONDUCT AND ETHICS POLICY.

2 What Is a Code of Conduct and Ethics?

A code of Conduct and Ethics serves as a central guide to support day-to-day decision making at work. It clarifies the cornerstones of the Bank – its mission, values and principles; helping employees to understand how these cornerstones translate into everyday decision, behaviours and actions.

3 Benefits of This Code?

The benefits will help to:

- ✔ Build trust Build trust
- ✔ Increase awareness of key ethical issues
- ✔ Reduce the risk of ethics violations
- ✔ Set clear guidelines for appropriate behaviour
- ✔ Provide a standardised message for all Bank Employees

All employees are expected to adhere to the principal code of ethics.

4 Conflicts of Interest

Conflict of Interest refers to a situation that undermines or has the potential to undermine the impartiality and judgment of a person because of the possibility of a clash between the person's self-interest and professional interest or public interest.

In the context of your employment, you should act in the best interests of AfrAsia Bank Limited. You must not engage directly or indirectly in any business activity that competes or conflicts with the interest of the Bank.

In identifying Conflicts of Interest, the Bank will consider all of the factual circumstances and the Bank will take into account, inter alia, whether the Bank, Vendor or a Relevant Person

- ✔ is likely to make a financial gain, or avoid a financial loss, at the expense of the Client;
- ✔ has an interest in the outcome of a service provided to the Client or of a transaction carried out on behalf of the Client, which is distinct from the Client's interest in that outcome;
- ✔ has a financial or other incentive to favour the interest of a Client or group of Clients over the interests of another Client;
- ✔ carries on the same business as the Client; and/or
- ✔ receives or will receive from a person other than the Client an inducement in relation to a service provided to the Client, in the form of monies, goods or services, other than the standard commission or fee for that service.

A. Personal Account Dealing

Personal Account Dealing refers to:

- ✔ Dealing in Investments by you, or on your behalf, other than dealings that you are employed or contracted by the bank to conduct;
- ✔ Dealing in Investments by any individual or entity for your account, or for the account of any of your connections, or where you or your connections benefit.

Employees shall not permit a conflict of duties and interest or enter into personal account dealings based on insider or confidential information obtained as part of their duties with the bank. An employee must, immediately after becoming aware of any actual or potential conflict of interest, disclose to the bank the nature and extent of that conflict.

A1. Outside Financial Interest

In the course of business, whenever employees have financial interest in a customer whether as family member, partner, shareholder, creditor or debtor, such interest must be disclosed immediately to their direct superior. Thereafter, the employees should not be directly involved in the Bank's dealings with the customer so long as the interest continues to exist.

A2. Other Business Interest

A conflict of interest arises when an employee conducts business other than the Bank's business during office hours.

Where the acquisition of any business interest or participation in any business activity demands excessive time and attention from the employee, thereby depriving the Bank of the employee's best efforts on the job, a conflict of interest is brought about. Any outside Business Interest should be discussed in advance with the Chief Executive Officer (CEO) and prior approval obtained from the CEO.

A3. Other Employment

Before making any commitment, employees should discuss possible part-time employment or other business activities outside the Bank's working hours with the CEO. The written approval of the CEO should be obtained before the employee embarks on part-time employment or other business activities. In the case of the CEO, the latter shall make such an application to the Board of Directors. Approval will be granted only where the interests of the Bank will not be prejudiced.

The above also applies to staff on leave, including leave prior to resignation/termination/retirement.

A4. Entertainment and Gifts

Employees must not accept costly entertainment from customers, potential customers or suppliers. However, employees may accept token gifts of commercial value not exceeding Rs 5,000/- (Rupees five thousand only) during festive seasons if the acceptance of such gifts would not place them in a compromising situation and if refusing the gifts would jeopardise customer relations. Under no circumstances should gifts in the form of cash, negotiable securities, personal loans, airline tickets or use of vacation property be accepted.

Employees should also note that acceptance of any gift (other than a gift not exceeding Rs 5,000/-), commission, emolument, service, gratuity, money, property or things of value for his own (or his relatives') personal benefit or advantage from any person, as consideration for the procurement of credit or other banking facilities for any person, is prohibited.

A5. Directors

No staff shall serve as Director on any board unless approval is sought by the CEO.

If ever employees find themselves in an actual or apparent conflict of interest, they must immediately disclose it to the Human Resources or the CEO.

Directors fees/income derived in line with "directorship" during banking hours & whilst in employment should be considered as an income for the Bank & declared to the HR department. Processing of said income will be managed by the Finance Team.

If the staff serving as directors on any Board, are Senior Officer of the bank (as defined by the Bank of Mauritius), approval needs to go to the Corporate Governance Committee, either through Human Resources or CEO. Note that as per Section 47(2) of the Banking Act, no director or senior officer or employee of any financial institution shall be at the same time a director or senior officer or an employee of any other financial institution except with the approval of the central bank.

Any Senior Officer as defined by BOM is only allowed to sit on maximum of 2 external Boards, with the express consent of the Corporate Governance Committee and provided, that it is not in competition of any other business of the company. There also need be an assurance that the time he is using to attend Board Meetings or for traveling as director of the other company is not to the detriment of his core job..

A6. Personal Relationships at Work

In order to ensure potential conflicts of interest are avoided, employees are required to inform their line manager of any personal relationship (family connection or any other type of personal connection) which may affect their work or compromise the business in any way. Any such information will be treated in the strictest confidence. The Bank fully acknowledges the right of employees to privacy in their personal affairs.

The following points should be observed.

- Where the relationship exists between a member of staff and their line manager, it is the responsibility of both to inform a more senior manager.
- If an employee who is applying for a role in an area of the business in which an individual works with whom they have a personal relationship, this must be declared during the recruitment process to ensure a fair and impartial recruitment exercise.
- Professionalism must always be maintained both at the workplace and any work-related events which are attended by employees who have a personal relationship.
- Consistency of treatment is paramount and no preferential or unfavorable treatment of those in the relationship or any other person is permitted as a result of the relationship.

It is the responsibility of the manager of a team within which employees are in a personal relationship to take action to ensure the relationship is not the cause of a conflict of interest. Confidentiality must be maintained at all times if the employees do not wish their relationship to be disclosed.

A7. PEP

PEP means natural persons who are or have been entrusted with prominent public functions. It can be a foreign PEP, a domestic PEP and an international organisation PEP. As per the BOM Guideline On Anti-Money Laundering and Combating the Financing of Terrorism and Proliferation (2020), these includes heads of state or of government, senior politicians, senior government, judicial or military officials, senior executives of publicly owned corporations, important political party officials, their family members and their close associates.

The definition for PEP also applies to employees and as such should any employee be a PEP or PEP by association the definition in the bank's PEP Policy shall be used and this must be dealt as per the PEP Policy of the bank as well as per the Corporate Integrity policy. Bank of Mauritius requirements or any other acts may apply from time to time should changes in the law occurs.

An employee must, either at onboarding or immediately after becoming aware of being categorized as a PEP or being closely associated/linked to a PEP, must disclose to the bank the nature of the PEP categorization or linkage, to their line manager and HR.

B. Misuse of Position and Information

Employees must not use their office for their own or another's private gain. Employees are not to use their position, title or any authority associated with their office to coerce or induce a benefit for themselves or others.

Employees also are not to use or allow the improper use of information to further a private interest. Employees must not use the Bank's property for other than authorised purposes. The Bank's property includes office supplies, telephones, computers, copiers and any other property purchased by the Bank. Employees may not misuse official time. This includes the employee's own time as well as the time of a subordinate or colleague

C. Fair and Equitable Treatment

All Business dealings on behalf of the Bank with current and potential customers, with other members of the staff, and with all those who may have cause to rely upon the Bank, should be conducted fairly and equitably.

Staff should not be influenced by friendship or association, either meeting a customer's requirements, or recommending that they be met. Decisions made in these circumstances must be conducted strictly at arm's length .

D. Fair Dealing

Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, fraudulent behaviour or any other unfair dealing practice. Employees are directed to also read the Corporate Integrity (Whistle Blowing) Policy in this respect.

False or misleading statements about competitors, their products or their services are improper. Such conduct only invites disrespect from customers and complaints from competitors. Employees are responsible for ensuring that all comparisons to competitors and their products and services are substantiated and that they are complete, accurate and not misleading whenever they are made.

E. Protection and Proper Use of the Bank's Assets

E1. Proper Use of the Bank's facilities

The removal of any item (furnishings, equipment, customer files, lists, personnel information, reference materials and reports, computer software and hardware) belonging to the Bank is prohibited unless

authorised by the Bank. Neither originals nor copies of these materials may be removed from the Bank's premises or used for purposes other than the Company's business without prior authorisation from Management.

The Bank's products and services are its property, contributions made by any employee to their development and implementation are the Bank's property and remain the Bank's property even after the termination of employment.

Staff of the Bank is not allowed to use personal emails (e.g Gmail, Yahoo etc.) to receive or send any information/documents/materials belonging to the Bank. All information technology and communications facilities must be used professionally, lawfully, and consistently with role/duties. All information relating to clients/customers and business operations is confidential and as such it must be treated with the utmost care. Copying emails or information and sharing with non-related parties may be in breach of the duties of confidentiality, & the Data Protection Act and this policy

E2. Confidential Information

The confidentiality of relations and dealings between the Bank and its customers is of paramount importance. Thus, you must take every precaution to protect the confidentiality of customer information and transaction.

You shall not except in the proper and normal course of your duties at the Bank, or with the Bank's written consent, during, your employment with the Bank, and at no time and under no circumstances whatsoever, after the termination of your employment, divulge or make use of any secret, copyright material, or any correspondence, account of dealing of the Bank or of its customers.

You shall not in any way and under no circumstances, use information so obtained for financial gain or non-financial advantage.

You should, at all times and under all circumstances, ensure that:

- ✔ All correspondences of confidential and classified nature are stored in appropriate places to ensure maximum security and secrecy of information.
- ✔ All movement of files, letters etc. bearing such information are closely monitored.
- ✔ All confidential files, letters etc. in transit are sealed.

E3. Accurate Records and Reporting

Accounting records and reports must be complete and accurate. Staff must never make entries or allow entries to be made for any account, record or document of the Bank that are false or would obscure the true nature of the transaction, as well as to mislead the true authorisation or approval limits of the relevant authority of such transactions. Your attention is drawn to Section 33 of the Banking Act 2004, as may be amended from time to time.

E4. Termination of Employment

On termination or dismissal from service, employees will surrender all assets, documents and any other property of the Bank which may be in their possession.

Employees must ensure all duties or areas of responsibility are handed over to the appropriate person (s) prior to their exit date. Failure to do so may result in the Bank taking further action, which may include a notification issued to the Bank of Mauritius and the new employer.

F. Conduct and Discipline

In normal banking environment, established rules of conduct that provide guidance to the whole staff, are integral to the welfare of the bank and its people. Along with these rules, the Bank has a fair, equitable and consistent disciplinary process to correct inappropriate conduct at all levels.

Thus conduct and discipline are the twin pillars of a healthy bank providing a strong foundation. Encouraging and supporting the development of a strong work ethic and a sense of fair play in relationships among all employees is vital to the stability of the institution.

F1. Loyalty

All employees of the Bank are expected to be loyal towards the Bank, whether they interact with clients by telephone or e-mail, or meet customers face-to-face every day.

Employees should not:

- have an irresponsible conduct towards colleagues and clients.
- behave in such a way that can lead to inefficiency.
- give priority to private interests which conflicts with the interests of the Bank.
- act or behave in such a manner that can be qualified as insubordination.

F2. Punctuality

All employees are expected to attend duty on time and comply with the working hours of the Bank.

F3. Unauthorised absences

If you absent yourself from work without proper authorisation or without good and sufficient cause, the Bank may take disciplinary actions against you.

Your contract of employment with the Bank will be broken by you where: (1) you are absent from work for a period of more than three consecutive working days without good and sufficient cause for the first time during your employment with the Bank and you return to work after such period of absence; and (2) you are subsequently absent from work again for more than three consecutive working days without good and sufficient cause.

For the purposes of this paragraph F3, “good and sufficient cause” means:

- illness or injury certified by a medical practitioner;
- absence properly authorised by your Line Manager;
- absence due to participation in a lawful strike.

F4. Attire and Appearance

All employees are required to review the Dress Code Policy.

- *From Mondays to Thursdays: Business Formal*
The most formal standard of dress there is, the corporate dress code means suits with shirts and ties for men and Jacket and pants/skirts for ladies.

- Male staff: Must be clean shaven, those with facial hair should keep it tidy. Gents should wear dark socks, white socks should be avoided. Make sure the suits is appropriate for your height and the pant touch your shoes
- Female staff: Make – up; we recommend a use of common sense as to what is appropriate. Skirts or dresses should be of Knee-length, and pants should of appropriate length

- *Dress-down Friday/Business Smart Casual*

Staff are allowed to wear dark, boot cut or straight-legged jeans and other casual clothing on Friday. However, staff are not allowed to wear Jeans with:

- Intricate stitching
- Too tight or too baggy
- With rips, tears, and frayed cuffs or holes in them

Although the Bank is adopting a business casual dress code on Fridays, it is important to maintain the confidence and respect of customers and business contacts. Staff personal appearance and standards of dress should be compatible with this.

Managers will be accountable for ensuring that the business casual dress code is adhered to at all times by their team members. Appropriate discretion must be used when attending off-site and on-site meetings with external clients.

F5. Financial Obligations

No employee should borrow money from another employee or live above their personal capacity to repay. Any employee maintaining accounts or credit facilities with AfrAsia Bank must ensure they are managed in accordance to the Banks policies and guidelines; unauthorised borrowing is not permitted, and may result in disciplinary action.

Upon termination of employment (for any reason) employees must, in a reasonable delay, as determined by the Bank, settle all outstanding liabilities, loans and other obligations held with the Bank. Failure to do so may result in the Bank taking further action, which may include a notification issued to the Bank of Mauritius and any new employer.

Disciplinary Procedures

The Bank recognises the importance of dealing with disciplinary matters without undue delay.

The Bank will comply with the Workers' Rights Act 2019 (as amended from time to time) and any other applicable law or regulation (collectively, "Applicable Laws") if any disciplinary issue arises. If you are dissatisfied about any disciplinary decision you should make a written appeal in accordance with this policy. For less serious matters an oral or written warning may be appropriate and for more serious matters a final written warning or dismissal may be appropriate.

Investigation and Suspension

If any complaint of misconduct is made against you, an investigation will usually be carried out by the HR department of the Bank and any other appropriate manager. You must cooperate fully and promptly in any investigation.

You may request to be accompanied by a work colleague. Whether or not such a companion is allowed and, if they are, what their role is will be, is a matter for the Bank's absolute discretion.

If the Bank has any grounds to believe that you may be guilty of misconduct which the Bank considers (at its absolute discretion) to be serious misconduct, where relationships have broken down, or where the Bank has any grounds to consider that its property or responsibilities to other parties are at risk, or where the Bank considers in its absolute discretion that your continued presence at the Bank's premises would hinder an investigation, the Bank will be entitled to suspend you on full pay. Any such suspension will normally last only as long as required to enable an investigation into the circumstances giving rise to such belief of serious misconduct to be carried out and any disciplinary hearing to be convened. Any such period of suspension is not a punishment, nor considered as disciplinary action against you, nor does it imply that any decision has been taken about your case. The Bank will inform you of the reason for any such suspension in writing. During any period of suspension hereunder:

- you must not, without the prior written consent of the Bank's Head of Human Resources and Change Management attend your normal place of work or any premises of the Bank;
- you must not have any contact or communication with any client, customer, supplier, employee, officer, director, agent or consultant of the Bank or make any announcement (whether directly or indirectly) in relation to your employment or otherwise;
- you will carry out alternative duties or special projects, as required by the Bank;
- you must keep the Bank informed of your whereabouts;
- the Bank may appoint another person to carry out your duties in your place;
- you will be excluded from any premises of the Bank;
- you will remain an employee of the Bank and continue to owe the Bank all the duties of employment, including the duty of confidentiality and you will remain bound by the terms of your contract of employment;
- you will not be entitled to become employed by, do work or perform services for any other person or undertaking.

Upon completion of the investigation, the HR department will recommend whether a disciplinary hearing should be convened or any other step taken in relation to the situation.

Attendance at disciplinary and appeal hearings

You should make every effort to attend any disciplinary hearing.

Right to be accompanied at disciplinary hearings

You are entitled to be accompanied at any disciplinary hearing (including any appeal hearing) by an officer of the Ministry of Labour, Industrial Relations, Employment and Training or by a legal adviser. Please note that it is your responsibility to secure the attendance at any hearing of such officer or legal adviser.

Notification of charge(s) and invitation to disciplinary hearing

Where the Bank decides to hold a disciplinary hearing, the Bank will notify you of the charge(s) made by the Bank against you and provide you with advance written notice of any such disciplinary hearing, in accordance with the statutory requirements set out under Applicable Laws.

Upon your request, the Bank will provide you with such information or documents as may be relevant to the charge(s) made against you.

Disciplinary hearing

A disciplinary hearing will be convened as soon as reasonably practicable after the conclusion of the investigation and once you have had a reasonable opportunity to consider the information provided with the notice of the hearing. No decision will be made as to whether any disciplinary action is to be taken or the nature of any disciplinary action to be taken before the hearing takes place.

The hearing will be heard and chaired by an independent person who was not involved in the investigation (the "Chairperson"). At the hearing, the Chairperson will explain the charge(s) against you and go through the evidence that has been gathered. You will have an opportunity to state your case in relation to the charge(s) and answer the charge(s) made against you. You will be permitted to ask questions, present evidence and call witnesses (provided that the Chairperson is notified in advance of the hearing of the names of such witnesses and their relevance to the charge(s)). The proceedings, any statements and all documents and records relating to disciplinary hearings will be kept confidential.

The disciplinary hearing initiated against you must be completed within the statutory timeframe set out under Applicable Laws, subject to any extension permitted under Applicable Laws.

Decision

At the end of the disciplinary hearing, the Chairperson will issue his/her decision in writing and any termination in accordance with Applicable Laws. In any event, should the Bank decide to terminate your employment after the completion of the disciplinary hearing, the Bank will provide you with the written notification of the Bank's decision to terminate within the timeframe prescribed by Applicable Laws.

Upon your written request, the Bank will give you a copy of the minutes of the proceedings of the disciplinary hearing in accordance with Applicable Laws.

Levels of disciplinary sanction

In the normal course of business, advice and suggestions for ways of improving performance are conducted in both an informal manner and more formally through the Performance Management Process. Occasionally, however, such action will not be sufficient because of either the gravity or the frequent recurrence of a particular problem. In such cases the formal procedure detailed below will apply, except in cases where the issue is so serious that it warrants the elimination of any or all of the stages of disciplinary action, for example where this is serious or gross misconduct.

Stage 1 An oral/verbal caution will be given stating the consequences of a recurrence of the problem and the expected timescale for remedial action.

Stage 2	If the problem continues, the employee will be interviewed formally and told of the seriousness with which the problem is viewed. The employee has the right to be accompanied by a colleague. If the Manager and HR Manager consider it appropriate, a written caution may be issued at, or subsequent to, this interview.
Stage 3	If the problem still persists, then a final written warning will ensue which follows the same procedure as the stage 2 caution.
Stage 4	If the problem is not resolved after the final written warning, a final review meeting will take place with the Manager, another Senior Manager and the HR Manager. Should it be decided that disciplinary Committee is appropriate, the employee would be advised (with notice) in writing.

Gross Misconduct

Gross misconduct is conduct so serious as to destroy the employment contract and make further working relationships and trust impossible. Examples of gross misconduct include, but are not limited to:

- ✶ dishonesty;
- ✶ theft;
- ✶ breach of health and safety rules;
- ✶ breach of confidentiality
- ✶ violence;
- ✶ criminal action;
- ✶ bringing the Bank's names into disrepute;
- ✶ harassment or bullying of colleagues;
- ✶ serious abuse of IT, email or internet systems;
- ✶ raising concerns about workplace malpractice/colleagues maliciously or in bad faith;
- ✶ solicitation of clients, customers or employees and
- ✶ acts or omissions leading to a serious or irresponsible breakdown in trust and confidence

If no further action is taken after investigation, an employee will be so advised, and reinstated where necessary, without prejudice to their employment record.

An employee has the right to appeal against formal disciplinary decisions during the procedure.

- ✶ The appeal should be in writing within 5 working days of receipt of the written warning or confirmation of the oral warning
- ✶ It must give full reasons for appealing the decision.
- ✶ It should be addressed to the Head of department & a copy sent to HR
- ✶ The appeal will be discussed at HR Committee, where the case shall be reviewed and a final decision shall be taken.
- ✶ The Bank will then inform the employee in writing of the results of the appeal and will outline the reasons for the decisions taken.

Grievance Procedures

The Bank believes that all employees should have the opportunity to voice out any grievances they may have. Accordingly, where the normally expected candid atmosphere between the Employee and the Manager breaks down, the following procedure may be followed.

The procedure may also be followed if the Employee is dissatisfied with a decision taken by management that impacts them.

The procedure may also be followed if the Employee is dissatisfied with a decision taken by management that impacts them.

- Initially, the employee should notify their Manager, or, in their absence, any Manager, of their grievance in writing. The Manager should then respond to the Employee's grievance within 7 days of receiving it.
- If the Employee is unsatisfied with the Manager's response, then he may request a meeting with a Senior Manager and the HR Manager. They may be accompanied at this meeting by a colleague if they wish. The colleague may advise the employee but cannot answer questions on their behalf. Wherever possible, the meeting will be arranged within 14 days of receipt of the request.
- If appropriate, the grievance will be discussed at the HR Committee and the outcome communicated within 14 days of receipt.

NOTE: If the employee's grievance relates to a discrimination or harassment issue you should make it known in writing to a manager who has not previously been associated with the matter. The procedure detailed above will then apply with an appropriate change of the managers involved.

Employee Identification Card

In an effort to provide a safe and secure workplace, the Bank has provided Employee ID Cards.

- **Eligibility**
 - All permanent and contractual employees will be issued photo identification card for the use while at work or when representing the Bank in any official capacity.
 - The card will include the
 - Employee Name (Common name or full names as per the birth Certificate)
 - The job title (as per contract of employment)
 - A color photo of the employee
 - Identification badges must be worn in a manner that allows the identification of an employee by photo, first and last names and position.
 - The card provides access to the Bank premises and should not be shared with other employees, visitors or clients.
 - The card should be worn during working hours, as well as when meeting with customers externally.

- Upon suspension or termination of employment (including resignation), an employee must hand their ID to their supervisor

- Replacement of Lost, Damaged or Stolen ID Cards**

Employees are responsible for safeguarding their ID, a replacement fee of **Mur 500** may be charged for lost/stolen or damaged cards.

ID card holder responsibilities are:

- Do not lend your ID to anyone.
- Do not allow unauthorized individuals into any secure area.
- Do not leave ID on dash of vehicle or other locations where exposed to extreme temperatures.
- Do not use your ID improperly.
- Do not leave your ID unattended.
- Immediately notify your supervisor if your ID is no longer in your possession.
- Immediately notify your supervisor of any difficulties or problems with any ID.

In addition to the above, all employees must make themselves familiar with the Banks other HR policies.