

Code of Conduct

NBB Group HR and Talent Development





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Welcome to the NBB Group

As part of the team at NBB Group, we all have an important role to play in serving our customers well and helping the communities that we live in.

To achieve the best results, we need to work together to provide excellent service to every customer of the Group. As individuals we are each responsible for the actions we take, in building effective, trusting relationships between the Group, our customers and our communities.

Our Code of Conduct is important because it outlines what is expected of us as NBB Group employees. It helps us understand how to handle difficult situations and to always put the interests of our customers at the centre of our decisions.

Our management teams should act as role models, demonstrating the Code in practice and supporting all of you to do the same. As leaders we are all responsible for creating the environment where each of us is comfortable asking for help when we need it, supporting us to learn from our mistakes and allowing us to speak up when something does not seem right.



“Our customers and communities trust us and have faith in our judgement, honesty and integrity. The Code of Conduct helps us to commit to our values and exercise these at work every day”

Hassan Jarrar
Chief Executive Officer, BisB

The Group has a number of internal policies and procedures that complement this Code. It is your responsibility to read, understand and comply with these. If you are ever unsure of something, or it does not make sense to you, I encourage you to ask questions. It is really important that you understand why we expect you to behave in certain ways and why it is necessary to follow rules and apply certain behaviour at work.

By following this Code, our policies and procedures, we can all be confident that we are making good decisions, living our values and serving our customers to the very best of our ability.

Thanks for being part of our team.

Jean-Christophe Durand
Chief Executive Officer - NBB

2. The purpose of the Code of Conduct



The Code of Conduct sets out the expectations for how we behave, how we serve our customers and communities, how we approach problems, and how we make ethical decisions at work.

Expectations of all employees



Expectations of each other at work



Compliance with the Code of Conduct is mandatory, and a condition of employment in any organisation that is part of the NBB Group.

3. How to use the Code of Conduct



The Code of Conduct helps us to make good decisions at work, supporting our customers and communities.

As trusted professionals, we need to make responsible decisions that affect ourselves, our colleagues, our customers and our communities.

Each one of us has a personal responsibility to follow the Code and take action by asking questions if something does not feel right, or does not reflect our values at work.

The NBB Group policies and procedures help us meet our regulatory and legal obligations.

The Code of Conduct allows us to handle situations of ambiguity and also works to reinforce some of the content within our policies and procedures.



Always consider our values when you are making decisions at work



4. Making good decisions at work



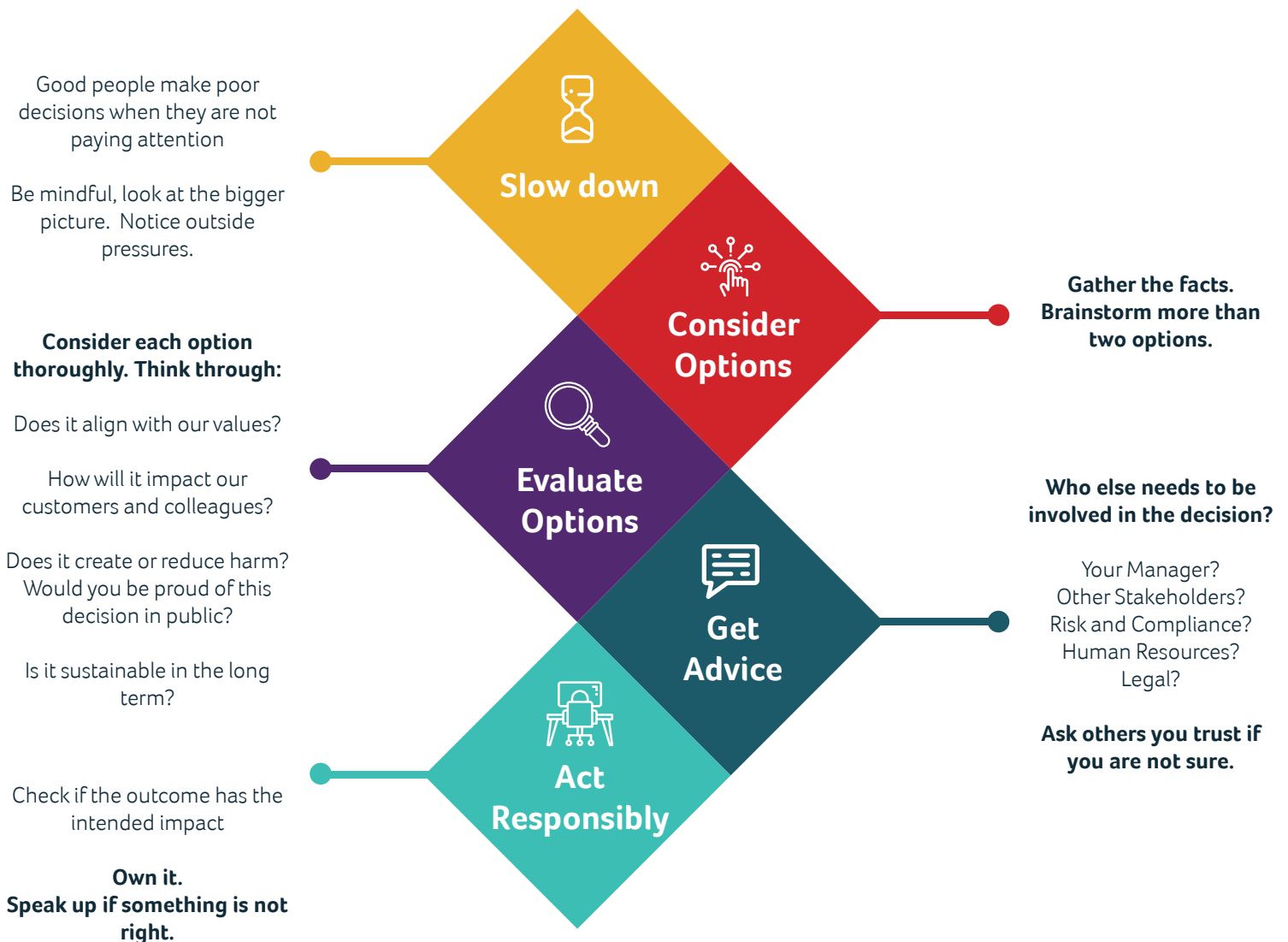
There is no way we can predict and plan for every possible situation. Our policies and procedures offer support in as many situations as possible, but sometimes you may need to make a tough decision at work when there are no clear rules to follow.

Our customers and communities trust and expect that each of us will act with professionalism and integrity, just as we trust and expect each other to act ethically and with good judgement.

The following guidelines can be applied to most circumstances and should help support you to make fair and sustainable decisions for our customers, colleagues and communities.



When faced with a decision





5. Speaking up at work



Our decisions impact our customers, colleagues, the NBB Group and the community, so we need to ensure that we are making decisions we can be proud of.

While at work you may find yourself in a situation that does not feel right to you. If you are ever concerned that something may be illegal, unethical, unacceptable or improper, we trust you to use your judgement and speak up honestly and constructively about your concerns.



Who can you contact if there is a problem?

01


Your Manager



Your line manager



Your Division Chief



Your CEO

02

NBB Head of HR

Email: Fahad.Alqadhi@nbbonline.com
Telephone: 1720 5575

BisB Chief HR Officer

Email: Afnan.Saleh@bisb.com
Telephone: 17546170



The HR & Talent Development Team

Head of HR & Administration KSA

Email: Mohannad.Basri@nbbonline.com
Telephone: +966 11299 8811

HR & Administration UAE

Email: Jisha.Mathew@nbbonline.com
Telephone: +971 2690 2258

03

NBB Chairwoman of Audit Committee

Email: whistleblowing@nbbonline.com
Mail: PO Box 106
Manama
Kingdom of Bahrain



Whistleblowing

If you observe unethical and improper practices or any other wrongful conduct of a financial or legal nature, we encourage you to use our 'whistleblowing' mail or e-mail.

BisB Chairman of Audit Committee

Email: whistleblow@BisB.com
Mail: PO Box 5240
Manama
Kingdom of Bahrain

04

NBB Group Chief Risk Officer

Email: Isa.Maseeh@nbbonline.com
Telephone: 17205772



Risk & Compliance

NBB Group Chief Compliance Officer

Email: Rana.Qambar@nbbonline.com
Telephone: 17225787

BisB Chief Risk Officer

Email: Fahim.Shafiqi@bisb.com
Telephone: 17515966

BisB Head of Compliance & AML

Email: Naeema.Taheri@bisb.com
Telephone: 17511994



a. General behaviour expected from our employees at work



Our employees are expected to...

- Perform their duties with due care and attention, carrying out all instructions given to them in the course of their employment
- Maintain high standards of personal presentation in the workplace:
 - o Professional work attire
 - o Excellent personal hygiene and grooming
- Secure all documents and technology in your personal workspace.
- Comply with all of the government's laws, rules, and regulations
- Take responsibility for all equipment belonging to the Group and placed under their care, keeping it safe and in good working condition. All employees will be responsible and liable for any loss or damage to property, if it is caused by their carelessness, wilful acts, misuse, negligence or any other violation of their contract of employment.
- Be aware of and comply with all Group policies and procedures. Key policies include:
 - o The Group HR Policy
 - o Whistle-blower Policy
 - o Key Persons Dealing Policy
 - o Corporate Governance Guidelines
- Return all documents, information, hardware, software storage and any other property belonging to the Group at the end of their service.
- Treat and communicate respectfully with all internal and external stakeholders including colleagues, customers, and business partners & vendors..etc. regardless of any diverse attribute (gender, age, ethnicity, disability, nationality, language, etc.) and behave in a way that does not offend, intimidate, insult or humiliate others.
- Refuse to engage in or tolerate any form of discrimination or harassment and report any such acts or behaviors through the appropriate channels
- BisB employees shall adhere to the shariah standards, control, governance and ethics standards issued by the Accounting and Audit Authority of Islamic Financial Institutions (AAOIFI) and the decisions and guidelines of the Bank's Shariah Supervisory Authority.



Our employees are expected **NOT** to...

- Make statements or behave in a manner that discredits the Group.
- Use work equipment or property for personal reasons including printing personal documents using the Group's resources
- Consume or possess alcohol or drugs (other than those medically prescribed) during working hours, or on Group premises, or under any circumstances that would result in them being under the influence of alcohol or drugs during working hours or on Group premises.
- Make any statements which offend or are likely to offend the political or religious views or beliefs of others.
- Discriminate against others on the grounds of race, gender, religion or disability.
- Be critical of acts or decisions made by the national government or other official authorities within the country.
- Be critical of the decisions of the Group, or of the management of the Group.
- Spread rumours that could harm the Group, its employees, its customers, or other institutions.





b. Honesty and integrity at work

The Group's reputation for honesty and integrity is of fundamental importance to the delivery of services to our customers and communities. Honesty and integrity are expected from our employees at all times.



Our employees are expected to...

- Serve the Group's interest in all transactions, including any in which the employee may have a personal interest. All personal interests must be declared.
- Immediately report any knowledge or well-founded suspicion of the dishonesty or misconduct of another employee, to their management.
- Report all unlawful activities that are against public interest or undermine the Group's policies and procedures. The activity may be from another employee of the Group or any other person, including customers.
- Immediately notify their manager if they are given any gift exceeding BHD 50 (SAR 500 or AED 500) in value, whether in cash or in kind. Any gift which is accepted shall be the sole property of the Group, unless the employee is permitted in writing, to retain it.
- Act in an open and co-operative manner with the Central Bank and other regulatory/supervisory bodies whose authority they come under. They must take reasonable care to ensure that their activities comply with the letter and spirit of all legal and regulatory requirements.



Our employees are expected **NOT** to...

- Use any business opportunities or information for personal benefit.
- Give gifts, whether in cash or in kind, to any supplier or customer without first consulting with their management.
- Offer or accept bribes or potentially misuse the assets of the Group.
- Replicate confidential information and files or store any information on insecure devices.
- Use any Group logo for personal use.
- Act or cause others to act on any material nonpublic information
- Engage in any conduct involving dishonesty, fraud, or deceit or commit any act that reflects adversely on their professional reputation, integrity, or competence



c. Confidentiality at work

Confidentiality is fundamental to our business operations and the trust of our customers and communities. The Group will take serious action against any employee who is involved in breaches of confidentiality which may also include unauthorised access of information or systems. Action will not be limited by the Group's disciplinary policies and any employee involved in such behaviour may be subject to legal proceedings in the country of operation.



Our employees are expected to...

- Safeguard the confidentiality of current, former, and prospective customers and employee information at all times unless disclosure is required by law or permitted by the customer



Our employees are expected **NOT** to...

- Access any information or system not directly related to their work.
- At any time, during or after their service with the Group, disclose to any person confidential information relating to the business or affairs of the Group, or its customers, unless required to do so by law.
- Grant any interview, make statements or issue any press releases to the media relating to the Group without prior written approval by management.



d. Internal & External Communication about NBB Group

The reputation of the Group among its key stakeholders is vital to our business success. In the interest of reputation management and stakeholder confidence, it is important that the information issued internally and externally on the Group, is accurate, clear and consistent. In an age where information flows instantaneously and globally, the role of Corporate Communications is crucial in ensuring that all communication, internal or external, written, visual and verbal, is managed in a coordinated manner and is aligned to the vision and overall strategy of the Group. The Group uses different communication channels called “media”; these include offline media (newspapers, magazines and bullet-ins), broadcast (television, radio and news wires) and online platforms (internet, websites and all social media channels).



Our employees are expected to...

- Exercise personal responsibility and integrity whenever they represent the Group.
- Be aware of the effect their actions may have on their images, as well as the Group image with regards to the Social Media even if the Group acknowledges the fact that every employee has the right to their own online social media channel
- Clearly identify themselves as employees and include a disclaimer if they comment on any aspect of the Group business
- Not share information that is confidential and/or proprietary about the Group. This includes information about employees, customers, stakeholders, trademarks, sales, finances, number of products sold, Group strategy and any other information that has not been publicly released by the Group. NBB Group reserves the right to request that certain subjects are avoided, to withdraw certain posts and to remove inappropriate comments.
- At times of crisis, under no circumstance, avoid any proactive posts of any content about any crisis. Under no circumstance are they to be reactive in commenting, concurring and/or denying any information posted by any individual, media and/or corporation. Such activity must be reported to the Corporate Communications at once.



Our employees are expected **NOT** to...

- Engage and communicate with the media without the written approval of the Corporate Communication Department.
- Claim nor imply that they are speaking on the company's behalf; the company has its own social media channels and spokesperson and only those officially designated by Corporate Communications can speak on behalf of the Group in an official capacity.
- Use social media for controversial matters, and more importantly, using the Group email, network and/or Bank's domain.
- Make any public posting of confidential or proprietary information related to any aspect of the Group business on the Internet including, but not restricted to social media platforms, and any other sort of online media. This includes information that has not been publicly released by the Group and could potentially harm the Group.



d. Working with customers

When making decisions that affect our customers and communities, consider our Code of Conduct and refer to the key group policies and guidelines pertaining to your job. Fair and ethical customer outcomes are at the heart of our plans, decisions and actions.



Our employees are expected to...

- Provide quality services to all customers of the Group and address any disputes or complaints in accordance with the appropriate procedures as soon as possible.
- Be knowledgeable of all Group policy and procedures for handling customer transactions.
- Act within the authority delegated to them and exercise caution in relation to all transactions in order to minimise the risk of any loss to the Group or its customers.
- Take reasonable care to safeguard the assets and deposits of customers for which they are responsible.
- Communicate with customers in a fair and transparent manner; ensuring the accuracy and appropriateness of all advice or information when dealing with customers who rely on our advice and/or discretionary decisions.
- Attend Anti Money Laundering training at the direction of the Group if you manage or directly handle customer transactions.
- Report any knowledge or suspicion of money laundering to the Money Laundering Reporting Officer (MLRO). All employees must take reasonable care and perform their due diligence to ensure that customers with whom they conduct business are reliable and honest.



Our employees involved in dealing activities are expected to follow these guidelines....

- Only enter into transactions that are prudent under existing market conditions.
- Not to assume a position that in good conscience is known to be of such high risk as to jeopardise the interests of the Bank or the Bank's customers.
- Honour their word in all dealings whether directly between banks or indirectly through intermediaries.
- Conduct business in the marketplace in accordance with established procedures, in both definitive practices and intent of such practices.
- Not permit brokers to deal for their own account.
- Not take advantage of an obvious misquote by any counterparty.
- Ensure that any employees reporting to them are properly instructed in the workings of the market and are aware of their responsibilities and obligations before they are permitted to deal.
- Not solicit inducements from brokers or counterparties.
- Endeavor to discourage improper conduct in the market by others within the banking services market.
- Never manipulate the market with the intent to mislead market participants



Our employees involved in credit judgements are expected to...

- Obtain and disclose all relevant information regarding the prospective borrower (Obligor) which may materially influence the approving officer's judgment.
- Be certain of the prospective borrower's (Obligor's) ability to meet their obligations and ensure that any credit judgment is based on the credit criteria set out in the Bank's Risk Policies & Procedures Manual.
- Ensure that their accounts are in order and that any irregularities are reported immediately.
- Exercise extreme care when a borrower (Obligor) approaches the Bank for liquidation of credit facilities with other banks.
- Ensure that the pricing of any credit facility is in-line with the Bank's Risk Policies & Procedures and reflect the risks associated with the borrower (Obligor).
- Represent themselves to the client when communicating any credit decisions; not making references to any other people who may hold official positions in the Bank.



Our employees involved in credit judgements are expected **NOT** to...

- Recommend or approve any credit facility solely for the purpose of achieving any personal objective or assisting an employee's unit to reach targets if such facilities would not have otherwise been approved.
- Recommend or approve credit facilities to any relatives or friends.
- Provide any advice to clients or prospective clients about ways to circumvent the Bank's processes for identifying or assessing risk, in order to secure favourable credit outcomes.



e. Conflicts of interest at work



Our employees are expected to...

- Devote all their working time and energies to their work. If you have any other business interests, paid or unpaid, then you will need to seek written permission from the Chief Human Resources & Sustainability Officer to ensure there are no conflicts of interest and the Group is fully aware of your other involvements. This does not apply to owning shares or other securities for investment purposes.
- Disclose any conflict of interest that could impair their independence and objectivity.



Our employees are expected **NOT** to...

- Deal, advise, or arrange for any other person to deal and/or, advise in any shares, securities or other investments if they have any information not in the public domain relating to those shares, securities or investments, and which may be considered price sensitive.
- Be involved in speculation, excessive borrowing or gambling, as such activities are inconsistent with the values of the Group.



f. Technology at work



Our employees are expected to...

- Keep the Group's computer security intact, keeping any passwords, keys or combinations entrusted to them confidential and not to share with others under any circumstance
- Contact the Information Technology Division with regards to the acquisition, use and maintenance of any computer software and hardware



Our employees are expected **NOT** to...

- Access or attempt to access areas of the computer system they are not authorised to.
- Leave any computer terminal unattended or switched on when not in use.
- Circulate external or internal emails containing non-work-related messages or images.



g. Data protection at work

Employees must comply with data protection laws at work and respect the right of people to access their own personal information and ensure its accuracy.



Our employees are expected to...

- Ensure the personal information that we hold is:
 - o Collected and used fairly and lawfully
 - o Accurate, relevant and up to date
 - o Secured and stored as required in relevant legislation, regulations and, if applicable, contractual clauses
 - o Only disclosed to those authorised to receive it
 - o Not retained for longer than is necessary
- Respect every individual's right to their own personal information
 - o Provide a copy of information upon request
 - o Provide clarity on where the information was sourced and how it would be used
 - o Ensure that inaccurate data is corrected



h. Health and safety at work

We seek your assistance, commitment and utmost co-operation in adhering to bank's health, safety and security guidelines to make the Group a healthy, safe and secure working place



Our employees are expected to...

- Take reasonable care of their own health and safety as well as the safety of others who may be affected by their behaviour at work.
- Declare any personal pre-existing health conditions to Human Resources and update their personal information when it changes.
- Be careful and alert at work, and immediately report any health or safety concerns to their immediate manager.
- Be familiar with the procedures in case of a fire, and be aware that they have a duty to evacuate the premises in accordance with the procedures or as instructed.



The term ESG encompasses the broad set of environmental, social and corporate governance considerations that play a role in the Group's ability to execute their business strategy, track performance and create value.



Environmental considerations are related to greenhouse gas (GHG) emissions, biodiversity loss, pollution and contamination, carbon regulation exposure, renewable energy, which will lead to preserving natural resources.



Social considerations are related to customers and employee relations and benefits and could cover labour practices, community displacement, human rights, health and safety, financial inclusion, and the business culture.



Governance considerations are more relevant to Group's leadership, audits, internal controls, board composition, corruption and bribery, reputation, transparency, disclosures, and management effectiveness in order to preserve shareholders' rights.

ESG reporting helps us align with the Bahrain Economic Vision 2030 and the Government Action Plan and further demonstrates our commitment to its guiding principles of, Sustainability, Fairness and Competitiveness.

The NBB Group has developed this Sustainability Framework to help identify our ESG responsibilities and actively support us working towards realising our ESG objectives.

As our employees you will be expected to be familiar with the framework and consider its implications on your ability to perform your role, while working together with others across the Group and within our communities.

Ways for you to contribute:

- Participate in volunteering activities that have a positive impact on the community, environment and sustainability of the Group
- Carefully consider your personal impact on energy consumption, waste and recycling at work. e.g. paper and plastic use



Our leaders play a critical role in ensuring that their team members are aware of and adhere to the Code of Conduct. We expect all our leaders and managers to become role models by embodying the Code of Conduct, creating an environment where their teams can deliver on the respective values of both NBB and BisB.



You play a key role in ensuring your team members understand the requirements of the Code of Conduct and how they can apply it at work.



If you manage, supervise, direct or oversee the work of others, you are expected to:

- Set clear expectations that decisions are made ethically and follow up with your teams to ensure that the right practices are being followed
- Know and stay up to date with your regulatory accountabilities
- Coach and develop your team's skills to ensure they are competent in performing their roles.
- Build strong relationships and two-way dialogue between your team and Human Resources, Legal and the Risk and Compliance functions
- Role model ethical decision making and explain to your team how you have worked through complex situations, especially those where the right choice wasn't necessarily clear
- Show your team it is safe to raise concerns and speak up if something does not seem right, without the fear of blame or recrimination
- Demonstrate that asking for help with difficult situations is good practice
- Ensure that there is no discrimination against employees in relation to recruitment, remuneration, development opportunities or promotion
- Demonstrate commitment to the principles of diversity and inclusion in line with our corporate values by providing same opportunities to all members of your team
- Create an inclusive workplace through promoting a transparent and collaborative work environment accommodating the diverse needs of employees
- Ensure inclusion of diverse team members in decision-making, representation on committees and projects, and support their rights to be heard and add value from diverse perspectives to achieve common goals and positive results.