



Code of Ethics and Business Conduct – SBM Bank (Mauritius) Ltd

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1 INTRODUCTION

1.1 Purpose and Scope

The purpose of the Code of Ethics and Business Conduct (hereafter referred to as the 'Code') is to ensure alignment to our Corporate Values as well as ensuring excellent work ethics to achieve a number of organizational goals, both internally and externally for SBM.

Code of Ethics for internal purposes

- To establish agreement about standards of morally acceptable behaviour expected from all employees including senior officers and directors within SBM.
- To provide guidance in decision-making.
- To promote organizational integration and coordination.

1.1.1 Code of Ethics for external purposes

- To inform, satisfy and establish a trustworthy relationship with shareholders.
- To build strong awareness and bolster trust among Customers and society at large on the way business is being carried out thereby enhancing the reputation of SBM.
- To inform on SBM's commitment to moral responsibility and the values for which it stands namely honesty, integrity and respect when dealing with customers, suppliers, employees and competitors at all times.
- To demonstrate openly the organisation's intention of avoiding malpractice or deviation from applicable laws.

This code applies to anyone who is employed by or works for SBM including employees (both permanent and temporary), contractors and consultants. SBM also encourages our banking partners (such as related bodies corporate, joint venture partners or companies in which SBM is a strategic investor) to adopt and maintain similar conduct and ethics principles to those outlined in this Code.

1.2 Context

SBM, renowned for its long history of financial soundness and stability, is called upon to demonstrate at all times and in all dealings high standards of ethics and professionalism.

The present Code sets out the guiding principles by which SBM expects its stakeholders, namely directors, employees, customers, suppliers and shareholders to behave and interrelate on a daily basis. It is a written statement clearly revealing the core values, which SBM stands for, and the standard of dealings that the public at large, can uncompromisingly expect. It also addresses the responsibilities of SBM towards the community as a whole. The Code is designed to help individuals at all levels to understand their responsibilities, carry out their duties with due diligence, honesty and integrity, which are fundamental to the reputation and success of SBM.

For the Code to be feasible, models of outstanding conduct and ethical behavior need to be first and foremost adopted by those at the highest level in the hierarchy in SBM. It therefore remains the

responsibility of the directors and senior executives to ascertain that they are setting the correct example, so as to encourage the other employees to follow.

The Code of Ethics and Business Conduct is guided by the following principles:

1. Acting in the best interests of the SBM and valuing its reputation and public image
2. Treating others with respect, valuing differences and maintaining a safe working environment
3. Identifying conflicts of interest and managing them responsibly
4. Acting with honesty and integrity
5. Respecting and maintaining privacy and confidentiality
6. Complying with this code, Guidelines of the Bank of Mauritius (where applicable), the law and SBM policies and procedures

The Code of Ethics and Business Conduct needs to be complied with in all work-related situations and at all times. A “work-related situation” means any situation when an employee is working, or engaged in any activity connected with SBM. This includes:

- At work (whether at SBM premises, customer premises, home office, or some other work locations)
- During business travel for SBM
- At a work social event (including social events with fellow employees, and/or customer sponsored events or clients related hospitality)
- At training events (including training at an external training facility)
- At corporate events (whether or not organised by SBM), such as an industry conference, where you are attending as a representative of SBM
- In a public situation (such as the public areas of a hotel) and you are identifiable as, or known to be, an employee of SBM

2 OPERATIONAL GUIDELINES FOR ETHICS AND BUSINESS CONDUCT

The application of this Code of Ethics and Business Conduct (the “Code”) shall include the following:

- Board of Directors
- Customers of SBM
- Employees of SBM including senior management
- Suppliers of SBM
- Competitors of SBM

- The Community and the Government

2.1 Board of Directors and Senior Management

The main objective of the SBM shall be to achieve long term growth, sustainable earnings, protect shareholder's interest and effectively deal with any conflict of interest, which may arise thereafter.

2.1.1 Confidentiality of Information

The SBM must ensure that strict confidentiality and secrecy standards are maintained, whether under Banking Act (where applicable), the Data Protection Act and any relevant case law. Access to all information relating to customers shall be restricted to those concerned only. No Director, Chief Executive, Senior Officer or employee of SBM, who by virtue of their professional relationships with SBM have access to records of the SBM, shall disclose directly or indirectly to any person any information relating to the affairs of any of its customers including any deposits, borrowings or transactions or other personal, financial or business affairs and dealings, without the prior written consent of the customer or his personal representative. In much the same way, directors and senior executives shall not participate in discussions on confidential matters with unauthorised parties. All protocols and procedures relating to maintenance of passwords, information security on all telecommunication devices shall also be strictly adhered to. Refer to the Group Information Security Policy for further details.

2.1.2 Inside Information

The Directors as well as all officers, agents, employees and advisors of SBM shall not use material inside information (information that has not been made public) to their own advantage or that of their relations. Laws prohibit the use of information, which is likely to influence the price of securities or cause prejudice to SBM, the shareholders and the customers be it for their own benefit or for any other purpose. Furthermore, directors and senior officers are strictly restricted from trading in securities during the closing periods of the accounting year. Refer to the Group Compliance Policy for further details.

2.1.3 Disclosure/Conflict of Interest

A Director, who is directly or indirectly interested in a loan or credit facility from the SBM shall at the soonest declare and disclose in writing the nature and extent of his interest to the Board of Directors so as to prevent any conflict of interest. If through any acquisition or involvement of a personal nature, a conflict of interest is created with his duties as director, he shall at a meeting of the Board of Directors, make a declaration regarding the nature and extent of the conflict and shall not take part in any deliberation or any decision-making process in relation thereto (as per Section 48 of the Banking Act). Also refer to the Group Conflict of Interest Policy for further details.

2.1.4 Recording and Disclosure of Accurate Information

SBM shall develop an appropriate regulatory structure to ensure that records presented are complete, fully transparent and in accordance with all applicable laws and professional accounting standards. False or misleading statements or entries in any of the SBM's books, accounts or financial statements shall not be made.

SBM has a duty to disclose information for the benefit of actual and potential shareholders, rating agencies, the Stock Exchange and other regulatory bodies to allow the respective parties to assess investment and evaluate the paybacks. For this purpose, all information communicated with respect to management of the SBM, its financial position and overall strategies shall be true and accurate.

2.1.5 Fit and Proper Person Criteria

SBM must ensure that capable individuals, with appropriate skills are employed in the right positions and accordingly, decisions are taken at the right level. SBM must see to it that Fit and Proper person's criteria are systematically applied as per the guidelines of the regulator and **section 46 of Banking Act**. For the purposes of determining whether the person is a fit and proper person the following criteria shall be considered - (a) his probity, integrity, diligence, competence and business experience, (b) his previous conduct and activities in business; and (c) the person not having been subject to any conviction of an offence involving fraud or other dishonesty. The Board shall appoint only persons who are fit and proper to manage. The Board must also ascertain that sufficient authority is bestowed on senior officers to allow them to carry out their responsibilities. Refer to the Group Fit and Proper Person Policy for further details.

2.1.6 Remuneration

The Board must ensure that remuneration is aligned with performance. Further, it must also be ensured that remuneration is adequately linked to the responsibilities of directors and senior officers.

2.1.7 Handling of Meetings

The Board must ensure that Board meetings are carried out in a courteous, respectful and orderly manner. Every member attending the meeting shall be encouraged to express himself freely and participate in discussions. The Board must ensure that time schedule of meetings is adhered to.

2.2 Customers

SBM must, at all times, honour its obligations towards the customers as per the agreements between contractual parties. Similarly, all customers shall be made aware of their obligations towards SBM.

2.2.1 "Know your Customer" Principle

SBM shall be satisfied of the identity of its customer before engaging into any business relationship as required by the law and the country financial regulator guidelines. Policies and procedures will be established to ensure that proper KYC principles are applied by SBM to combat money laundering and financing of terrorism. Refer to the Bank of Mauritius (BOM) Guideline on Anti-Money Laundering and Combating the Financing of Terrorism and proliferation for further details.

2.2.2 Fair Dealings

Dealings with customers must always be straight, fair, honest, courteous and efficient. It is imperative that a list of all SBM charges is displayed in all branches for the benefit of the public. All queries of customers must be promptly attended to and replied to.

2.2.3 Quality Service

SBM must aim at providing excellent service and high-quality products to customers. End products and services offered shall meet the minimum standard requirements. SBM shall ensure that customers are

truthfully informed about its products, services and capabilities, without misinterpretation or overstatement.

2.2.4 Disclosure of Customer Information

Confidentiality of customer information must be respected. Information about customers shall never be communicated to any third party outside of SBM, including family members, friends or others about an account to which they are not a signatory, unless the customer to whom the information relates to has agreed to share the information and has provided his/her written consent or if any release of information is required under law under section 64 of Banking Act.

2.2.5 Complaint Handling

A complaint/suggestion channel shall be set up to receive grievances and suggestions of customers so as to improve on quality of service. Hotline services shall be made available at all times for specific services. All complaints of customers must be promptly attended to and replied in writing. Refer to the SBM Group Complaint Handling Policy and BOM Guidelines on Complaints Handling Policy and Procedures for further details.

2.2.6 False Allegations and Claims for Refund

A customer shall not be allowed to make false allegations on quality of services or products offered. A customer shall not claim full refund on products or services or hold the SBM responsible for any transaction loss incurred if no evidence or proof of damage has been found upon investigation. In such cases, SBM shall not submit to unfounded claims for refund.

2.3 Employees

All Employees shall be committed to honour their agreed terms and conditions of employment pursuant to their Employment Contract with SBM. Any breach of Employment Contract or deviation from the Code will be immediately reported to the Human Resources Division and where appropriate, disciplinary actions shall be taken against the employee as provided in SBM Disciplinary Procedures. Training material as well as a copy of the Code will be available to all employees. All employees need to go through the Code of Ethics and Business Conduct within 60 days of joining SBM. Employees will also be informed if any changes are made to the Code of Ethics and Business Conduct and in such cases, they will be expected to go through the modifications at the earliest. Employees shall not demonstrate behaviour which could constitute misconduct. Misconduct is any behavior which is below the standards required by SBM. It includes any actions which are unprofessional and are damaging or potentially damaging to SBM. Types of misconduct and gross misconduct include are defined in the Disciplinary Procedure.

2.3.1 Employment Practices

a) Professionalism

All employees shall demonstrate a high level of professionalism by always performing their work to the best of their ability, skill and due diligence in order to add value to the SBM. Employees shall not indulge in physical violence or bullying and harassment likely to cause prejudice to the SBM whether on or off the premises of the SBM. Further attending duty under the influence of alcohol or illegal drugs is strictly prohibited. Employees are also strictly prohibited from indulging in gambling.

Employees shall always act honestly and in all integrity towards their peers and superiors. It is their duty to report any wrongful activity they may observe or come across in the workplace pursuant to Event Reporting and/or whistleblower policy. Each employee is required to adhere to the Code of Ethics and Business Conduct.

The use of online tools (Whatsapp and MS Teams amongst others) to communicate has become increasingly common in the current context. It is therefore fundamental that the same level of professionalism as defined above is respected at all times.

Employees shall be dressed appropriately so as to portray a professional image. The grooming etiquette shall be adhered to when coming to office, while visiting or working from customer's premises.

b) Training

It remains the SBM's duty to perpetuate the development of employees by providing continuous and regular training as part of a people development programme.

c) Information Flow

SBM shall ensure that channels of communication are efficient enough so as to facilitate the flow of information among different levels.

d) Team Spirit

SBM shall promote a positive working environment to bring out the best qualities in each and every employee. Team spirit shall be consistently nurtured. SBM shall aim at giving encouragement and motivation in order to create a sense of belonging among its employees.

e) Remuneration

SBM will devise an appropriate system where remuneration is aligned with performance and the responsibilities of employees. Employees adding value to the SBM and contributing to its increased earning capacity shall be rewarded accordingly. The performance of employees will be assessed through performance appraisals and achievement of pre-agreed key performance targets. Furthermore, performance appraisal system of SBM will integrate compliance with the Code of Ethics and Business Conduct.

f) Proper Use of SBM's assets

Employees shall act responsibly and not abuse of SBM's property. Employees taking abusive advantage of SBM's assets for their own use are deemed to be committing a serious offence and are liable to dismissal and prosecution. SBM holds copyright on its software and all financial data. Therefore reproduction of software or data for external use is strictly prohibited. Appropriate sanctions will be taken if situation arises.

g) E-mail policy and the Internet

SBM owns the e-mail and Internet systems used in the work place. It shall be ensured that these systems are primarily used for work related communications. Employees shall understand that it is strictly prohibited to use the e-mail and Internet system for the transmission of personal or illegal messages that may be viewed as insulting or offensive. In this situation, appropriate disciplinary actions will have to be taken.

h) Media Policy

Only individuals officially designated as spokespersons by the Marketing and Communication Team may provide comments to the media, either on or off the record, or materials for publication. Furthermore, all employees shall adhere to the guidelines mandated by the Marketing and Communication team including conduct on social media channels. Refer to the Group Media Policy for further details.

i) Harassment

It is the SBM's responsibility to protect employees at all times against physical, mental or emotional harassment. Victims or witnesses of any forms of harassment or misconduct shall promptly report the situation to the Human Resource Department, which will take appropriate action, including disciplinary action where applicable. SBM shall ensure that such reports are treated in utmost confidence.

j) Discrimination

In the appointment, treatment or promotion of employees, the SBM must ensure that discrimination on the basis of gender, race, skin color, age, social background or other grounds are not taking place. The SBM shall seek to provide each and every employee with equal opportunity for advancement without discrimination.

k) Unions and Collective Bargaining Processes

SBM works together with unions to promote welfare of employees. The Management Team has a duty to deal fairly when involved in collective bargaining processes with representatives of employees.

l) Grievances channels

SBM shall ensure that a channel is in place to report grievances in utmost confidentiality. This shall be dealt with by Human Resources Department. Refer to the Group Whistleblower Policy for further details.

m) Health and Safety

SBM must ensure that employment practices are adequately covered and laws governing labor relations are complied with. Health schemes with adequate benefits shall be offered. SBM shall aim at creating a safe working environment by providing adequate machinery and equipment together with competent supervision.

n) Confidentiality

Employees' profiles with SBM shall be kept confidential and access shall be restricted to authorised parties only. Moreover, employees are also expected to comply with all SBM policies and procedures relating to confidentiality of client and internal information and ensure that such information is only shared with authorised persons. All protocols and procedures relating to maintenance of passwords, information security on all telecommunication devices shall also be strictly adhered to.

2.3.2 Disclosure of Confidential Information

Employees shall never divulge confidential information of any nature pertaining to customers or SBM to anybody including other staff or any third parties without the relevant authorisation or written consent of. Access to sensitive information shall be restricted to a few employees only. Data, information and documents pertaining to SBM or customers are to be used strictly when performing respective duties and can be communicated to third parties only to the extent that information is required by them in connection with their transactions with the SBM or where information is required to be disclosed by law or court order. Employees shall not use customers' accounts information for their personal gains. Those having access to security decoding systems shall not disclose or use such information for their personal benefits. Disciplinary actions will be taken in case of breach.

2.3.3 Conflict of Interest

Employees shall not place themselves in a position where their personal interests conflict with their duties within the SBM and their obligations towards the owners or shareholders. In particular, they shall ascertain that the following situations do not take place.

a) Gifts

As a matter of principle, no employee shall accept any gifts, hospitality or benefits from customers, suppliers or other stakeholders. In case the employee cannot refuse the gifts, hospitality or benefits for any good reasons, he or she must disclose the same to the Chief Compliance Officer or the Chief Executive Officer of SBM who shall cause the same to be logged for the sake of good governance. Once annually, the Compliance Division and/or the Chief Executive Officer shall report to the Executive Forum and the Board of the gifts, hospitality or benefits received and disclosed by employees. The above shall not apply to non-executive directors.

b) Inside Information and Securities Trading within the SBM

Employees including Senior Officers and Directors shall not act upon confidential inside information. They shall not have any financial interests that can negatively impact on their performance and conflict with that of SBM. Shall they wish to acquire as employees, any shares issued by SBM, they must be aware that security laws prohibit them from using material inside information, which is likely to influence the price of securities of SBM or affect investors' decision to buy the same shares. Employees shall not give misstatement on intentional falsifications on SBM's profitability or risk profile with the sole objective to boost up sales of shares.

c) Inside Information and Securities Trading in other companies

Senior officers/Directors shall not use or divulge confidential information to unauthorised parties. The law prohibits them from purchasing, selling, trading in or recommending for their own account or for others, any securities of corporation in respect of which the SBM possesses material inside information. Acting upon such information or communicating such information to third party is strictly prohibited by law.

d) Personal dealings

Employees must avoid all involvement in personal activities, which conflict with their duties. Such transactions include lending to third parties, processing their own loan or that of their relations and handling their own financial transactions through SBM. Also refer to the Group Conflict of Interest Policy for further details.

2.3.4 Political Activities

No employee shall take active part in politics or political demonstration or stand for an election as member for a Municipal, Village Council, District Council Board or any Legislative Body. A breach of the above provision shall ipso facto be deemed to constitute a misconduct of so serious a nature that SBM may no longer keep the employee in its employment and further will put an end to the contract of employment by the fact and will of the employee.

2.3.5 Political and Charitable Donations

Employees shall obtain proper approval for and properly record any donations, sponsorships, charitable contributions, they make to, a third party on behalf of SBM.

2.3.6 Other Employment

Employees shall not be working for any other institution while being in the employment of SBM.

2.3.7 Reporting on Breaches of the Code

Employees shall report any conduct that may be in breach of the law, this Code, the underlying Policy Framework or any other SBM policies or procedures. Any reports of a breach of the Code will be taken seriously and investigated appropriately. There are several channels through which employees may report breaches. Refer to the Group Whistleblower Policy for further details.

2.4 Suppliers**2.4.1 Fair Dealings**

SBM must ascertain that tender procedures are carried out in all transparency, according to required standards. It must be ensured that tenders ultimately granted add value to the SBM. Procurement of facilities shall be carried out in an open and judicious way.

2.4.2 Gifts

In order to maintain its good reputation, SBM must ascertain that no inappropriate gifts/rewards are given to personnel (or relations) of the supplier to influence the way they carry out their jobs. Employees found guilty of paying bribes or giving improper favourable treatment shall be subject to severe disciplinary sanctions.

2.4.3 Timely Payment

SBM shall ascertain that suppliers are paid on time and according to agreed terms of trade. Refer to the Group Procurement Policy for further details.

2.5 Competitors

2.5.1 Fair Dealings

SBM shall operate in a clean environment, fair and open to healthy competition. Competitors shall be treated honorably in order to develop and maintain long-term relationships based on cordiality and mutual trust. The SBM shall not harm its competitors and shall apply accepted commercial competitive practices in accordance with Mauritius Bankers' Association (MBA) Code of Ethics and Banking Practice.

Under no circumstance shall the SBM acquire confidential information of a competitor by espionage or by other means. SBM shall not violate the rights of competitors. Upon receipt of inside information relating to competitors, SBM shall ensure that intentional falsification or leakage of information does not take place.

2.5.2 Sharing of Information

Cooperation and sharing of certain information among competitors shall be allowed. However, as per the Code of SBM in practice, SBM shall attempt to secure a written consent from its customers to share information with other competing entities, subject to any law and regulation.

2.6 The Community and the Government

SBM shall be committed towards the community as a whole and in line with the Corporate Social Responsibility Policy of SBM. It shall aim at participating within the means of the enterprise in projects that will uplift welfare and deliver value to the community at large. Directors and employees shall be encouraged to participate more actively in community activities and civic affairs.

2.7 Compliance with Law and guidelines

SBM and its employees shall adhere to laws and regulations that apply to SBM. SBM shall be committed to strict observance of the banking practice, regulations and or acts prescribed by law and guidelines provided by financial regulators including relevant guidelines of the Bank of Mauritius and the Financial Services Commission.

2.7.1 Laws on Anti Money Laundering and Corruption

SBM shall comply with any anti-corruption laws. Any suspicious or illegal transactions or behaviour shall be promptly reported to the Money Laundering Reporting Officer (MLRO) under relevant laws including the Financial Intelligence and Anti Money Laundering Act (FIAMLA) and Prevention of Corruption Act. All SBM employees shall be fully aware of the provisions of these laws and follow the policies and procedures set by SBM to address this issue. Refer to the SBM Group KYC/AML/CFT Policy and BOM GUIDELINE ON ANTI-MONEY LAUNDERING AND COMBATING THE FINANCING OF TERRORISM AND PROLIFERATION for further details.

2.7.2 Other Laws and Regulations

Employees of SBM shall be familiar with the different guidelines issued by the country's financial regulator and central SBM, concerning Corporate Governance, Fit and Proper Persons Criteria, Public disclosure of Information, Related party transaction. SBM must make sure that employees at all levels understand and comply with these laws.

SBM shall also comply with the rules and regulations issued by the Stock Exchange of Mauritius. Failure to comply with any such laws will be sanctioned by a disciplinary committee.

2.7.3 Collaboration of the SBM

SBM shall be ready to cooperate with institutions such as the court or other regulatory and financial bodies to disclose information regarding suspicious transactions, fraudulent activities or any other matters relating to its customers. Assistance shall be given provided grounds are justifiable and within the legal framework so as not to cause prejudice to SBM.

3 COMPLIANCE & ENFORCEMENT OF THE CODE

All SBM Directors, Leads/leaders, senior officers, Team Leaders, Divisional Leaders and Management staff are role models who must actively demonstrate and encourage professional behavior in work-related situations. Senior Management Officers/staff and Directors shall also be responsible to communicate this code, ensure that employees understand their ethical obligations and comply with the provisions of this Code of Ethics and Business Conduct.

A physical copy of the Code shall be maintained in each office location/Division/service Unit of SBM. Employees shall also be able to view / download the Code from the SBM 's portal / intranet.

HR Division shall ensure that adequate training material is available covering all aspects of the Code. It shall be mandatory for all new hires to go through the Code within 60 days of joining the SBM. Additionally, updated training materials shall be made available every year and it shall be made mandatory for all employees. This will enable SBM to ensure that understanding of the Code gets refreshed for the employee every year as well as any modifications are communicated in a seamless manner.

HR department shall also establish recognition mechanisms to encourage employees to adhere to the Code. Positive behaviour shall be acknowledged and rewarded. Success stories shall be shared across SBM to generate inspiration.

In case an employee receives an order which is prima-facie prejudicial to the interest of SBM or becomes aware of any other employees acting in a manner prejudicial to the interest of SBM, it shall be his duty to bring the matter to the notice of Management.

Furthermore, any behavior, which appears dishonest, illegal or suspicious, along with any evidence of favourable treatment or bribes shall be immediately reported to management or immediate superior. SBM shall take all measures necessary to protect the identity of whistle blower and ensure confidentiality of the report.

It is the personal responsibility of each and every employee at different levels of the hierarchy to abide by the Code. Any problems encountered in understanding or observing the Code shall be promptly reported to Head of Department (HoD) or the Human Resource Division. Non-compliance with the Code can lead to actions being taken against the employee. Depending on the seriousness of the breach, employees may face disciplinary proceedings. A waiver of any provision of the Code may be granted on justifiable grounds only, and prior written approval has to be obtained from Board of Directors of SBM.

4 ROLES, RESPONSIBILITIES AND AUTHORISATION LEVELS

Detailed below are the roles and responsibilities of various stakeholders.

4.1 Board

The Board shall be responsible for:

1. Ensuring that an appropriate Code of Ethics and Business Conduct policy is in place at SBM to manage SBM employees and also overseeing its implementation.
2. Ensuring that issues, related to Code of Ethics and Business Conduct, are escalated resolved effectively and expeditiously by senior management.

4.2 Head of Human Resources

The Head of Human Resources shall be responsible for:

1. Ensuring the Code is available and accessible by all employees.
2. Updating the Code of Ethics & Business Conduct as required.
3. Creating relevant training materials to ensure employees understand the Code and adhere to the same.
4. Establishing relevant recognition mechanisms to encourage employees to adhere to the Code.

4.3 Head of Departments

The Head of Department/Divisions/Service Units shall be responsible for:

1. Educating the employees about the Code of Ethics and Business Conduct.
2. Following the Code at all times while making decisions and leading by example.
3. Ensuring employees adhere to the Code at all times.

4.4 Employees

The Employees shall be responsible for:

1. Abiding by the Code at all points in time.
2. Reporting any problems encountered in understanding of and complying with the Code.

5 POLICY REVIEW

This Code of Ethics and Business Conduct will be reviewed on a regular basis and at least once a year by the Risk Management Committee and HR Division and any amendment shall require approval of the Board.

6 POLICY AMENDMENT AUTHORITY

SBM Risk Management Committee and Nomination & Remuneration Committee must recommend to the Board any changes or amendments to the Code of Ethics and Business Conduct for their approval.

7 LIST OF ACRONYMS

HR	Human Resources
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