



POLICY ON INTERNAL CODE OF BUSINESS CONDUCT AND ETHICS FOR ALL DIRECTORS AND EMPLOYEES, INCLUDING POLICIES ON TRADING IN THE ENTITY'S LISTED SECURITIES – SEYLAN BANK PLC ('THE BANK'/'THE COMPANY')

1. THE POLICY

This Policy includes applicable provisions of the Code of Business Conduct and Ethics for all Directors, Code of Conduct/Employment Manual of Seylan Bank and Insider Trading/Dealing Policy of the Bank which are in existence.

This policy to provide Code of Business Conduct and Ethics, which will serve as a guide to proper business conduct for all Directors, Key Management Personnel and all Employees. The Board of Directors of the Bank expects all employees to observe the highest standards of ethics and integrity in their conduct.

The principles outlined in this document are intended to;

- Codify a standard of conduct (manual) by which all Directors and employees are expected to abide
- Protect the business interest of the Company
- Maintain the Company's reputation
- Ensure compliance with applicable legal and regulatory obligations

The principles in the Code are the individual and collective responsibility of all Directors and employees of the Company.

2. SCOPE AND APPLICATION

This code outlines basic principles that apply generally to Directors and employees. In addition, the Bank has adopted various policies and procedures applicable to specific areas and activities with which Directors and employees are also expected to comply.

The Code will be strictly enforced and violations will be dealt with immediately, including subjecting persons to corrective and/or appropriate disciplinary actions.

3. COMPLIANCE WITH PRINCIPLES AND POLICIES

All employees must show integrity and professionalism in the workplace. Employees shall be honest and trustworthy in all duties in which the interests of the Company are at stake and shall fulfill any undertakings made. They shall likewise keep any confidential information of the Company they have been / become privy to, as well as any information on employees and suppliers.

4. GENERAL CONDUCTS

4.1. Respect for the Law;

Violation of the law must be avoided under any circumstances, especially violations that attract punishment of imprisonment, monetary penalties or fines. The Bank proactively promote compliance with laws, rules and regulations, including insider trading laws.

4.2. Honesty and integrity

Directors and employees must act honestly and fairly and exhibit high ethical standards in their dealings with all stakeholders.

4.3. Impartiality

The Bank places great value in the varied cultures, beliefs, and backgrounds of its directors, key officials, and staff. Tolerance, courtesy, and respect are expected of them in all their dealings with staff and colleagues. Authority should always be exercised in a responsible manner, avoiding behavior that could amount to harassment.

4.4. Discretion

Directors take due cognizance that they should exercise the utmost discretion in regard to all matters relating to the company. In their public official pronouncements, Directors/ employees should refrain at all times from disclosing confidential information, expressing opinions, and acting in any other manner in furtherance of their personal interests.

4.5. Full and fair disclosure

Directors / employees involved in reviewing or approving information for inclusion in any reports or documents which the Bank is required to file with any governmental or regulatory agency or any public communications are responsible for satisfying themselves that employees who are responsible for preparing and / or providing such information have implemented procedures designed to confirm that;

- Information provided is complete, accurate and current
- Reports and documents are prepared in conformity with all regulatory requirements and filled in a timely manner, and
- Disclosure in reports and documents that the company files with, or submits to regulators as well as in public communications made by the company are full, fair, accurate and timely.

If a Director / employee becomes aware of a materially inaccurate or misleading statement in a public communication, he / she must report it immediately to the reporting authorities.

5. CONFLICTS OF INTEREST

5.1. Conflict of interest and Loyalty to the Company

Directors/employees must take care to ensure that they identify and avoid any situation of actual or apparent conflict of interest, whether the situation involves the Director/employee directly or a member of his/her immediate family.

5.2. Financial Interests in other Businesses

Employees should avoid having an ownership interest in any other enterprise if that interest compromises or appears to compromise loyalty to the Company, unless written approval of the Management has been secured before making any such investment.

5.3. Corporate Opportunities

Directors/employees should refrain from;

- Taking for themselves personally, opportunities that are discovered through the use of company property, information or position;
- Using corporate property information or position for personal gain; and
- Competing with the company for business opportunities.

6. ETHICAL BUSINESS PRACTICE

Policy emphasizes an ethical business practice and conduct from Directors and Employees of the Bank, which include, but not limited to:

6.1. Bribery, Corruption, Illegal Commissions

Directors/employees shall undertake not to request, accept or offer any kind of payment, in cash or in kind, or in general terms any unjustified benefit or advantage of any kind to promote themselves or a third party over others.

6.2. Disclosure of financial interests

Directors are required to abstain from participating in any matter in which, to their knowledge, they or any member of their immediate family has a financial interest upon making due disclosure of the nature and extent of their interest.

7. CONFIDENTIALITY

7.1. Confidential Information

Employees may not access, use or disclose confidential information unless they have been properly authorized by the Management. The obligation to preserve confidential information continues even after employment ends.

7.2. Protection of Personal Data

All personal data acquired by the Company from employees shall only be used for the purposes of their employment, business and administration of the Company, and compliance with applicable laws and shall not be further processed or disclosed without the consent of the employees.

7.3. Communication with Third Parties

An Employee may not make any statement or provide any information to third parties or representatives of the media concerning any business and/or interests of the Company and may not provide answers to the media concerning questions about such business and/or interests unless prior written and specific permission has been given by the Management to do so.

A media statement may only be made by individual to whom the responsibility has been assigned by the Management.

8. INSIDE INFORMATION AND TRADING SECURITIES

Policy on Insider Trading/Dealing is applicable for Directors and employees of the Bank. Employees who are in the course of his/her service in the company, may come into possession of non-public information (often referred to as '*insider information*'). When handling this information which may form the basis for transacting in shares and or trading in shares of the Bank, related regulations should be strictly complied with. If not, it could result in possible penalties including substantial fines or imprisonment or both such fine and imprisonment.

If a Director/employee has who possess inside information should not deal with such information in violation of applicable provisions in the Policy on Insider Dealing.

9. PROTECTION AND PROPER USE OF COMPANY ASSETS

All Directors should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All company assets should be used for legitimate business purposes.

10. REVIEW OF THE POLICY

This policy is reviewed by the Board on a regular basis to ensure its relevance and effectiveness. Updates may be made, when appropriate, to reflect the latest best practices.

11. PUBLICATION OF THIS POLICY

This Policy is made available in Bank's corporate website for the perusal of its shareholders and other interested stakeholders.

End

01.10.2024