

# **NCB FINANCIAL GROUP LIMITED**

## **CODE OF CONDUCT FOR DIRECTORS**

### **Preamble**

The Boards of Directors of the NCB Financial Group Limited (NCB Group) and its subsidiaries (The NCB Group) are committed to the highest standards of integrity and business conduct. The Board believes that operating with the highest level of honesty and integrity is critical to protect the interests of NCB Group and its subsidiary companies, employees, shareholders and the general public. Accordingly, by adopting, following and updating this Code of Conduct (the "Code") on a regular basis, in tandem with the company's charters, the Board confirms its commitment to demonstrably lead and promote good corporate governance and the highest standards of ethical and business conduct. This Code is a Board approved policy and will be reviewed periodically and updated by the Corporate Governance Committee. Any changes will be referred to the Board for approval. It will be published on The NCB Group's Intranet and its Internet site: [www.myncb.com](http://www.myncb.com).

### **Applicability and Scope**

This Code is applicable to all directors of companies within The NCB Group. In order to foster the confidence of its shareholders, employees, investors and the general public, it goes beyond the legal and regulatory framework in Jamaica and reflects internationally recognised principles and practices. Although the Code provides standards of conduct for many situations, it does not cover all the possible situations that may arise. Accordingly, all directors are expected to conduct themselves in accordance with their legal responsibilities and in a manner consistent with the spirit and letter of this Code and avoid even the appearance of improper behaviour.

### **I. Conflicts of Interest**

It is the responsibility of each director to act in the best interests of the Company on the Board of which he/she serves and to refrain from any conduct that would be, or may appear to be, adverse or contrary to interests of such company. Each director must avoid participating in a decision where he/she has a conflict of interest or the appearance of a conflict of interest. A "conflict of interest" exists when a director has a competing private or professional interest that can make it difficult to fulfil his/her duties in an impartial manner. A conflict of interest exists even if no unethical or improper act results from it but creates an appearance of impropriety which can undermine confidence in the director or the Group.

To avoid participating in decisions where they have conflicts of interest, directors are expected to disclose to the Board any such interest they may have in any decision, proceeding or investigation involving The NCB Group. Directors should excuse themselves and not be present for voting where there is or might appear to be a conflict between their personal interest and the interests of The NCB Group.

Potential conflicts of interest include connected party transactions involving lending activities, investments and contracts between The NCB Group and a director or an affiliated party of a director.

“Connected Parties” are:

- the spouse of a Relevant Person
- the partners of a Relevant Person
- the immediate relatives of a Relevant Person
- bodies corporate controlled by a Relevant Person
- bodies corporate controlled by any of the above Connected Persons of a Relevant Person

The term “spouse” includes:

- a single woman who has cohabited with a single man as if she were in law his wife for a period of not less than five years; and
- a single man who has cohabited with a single woman as if he were in law her husband for a period of not less than five years.

Control of a body corporate means the holding of shares carrying 50% or more of the voting rights in the body corporate.

No director shall accept a gift or entertainment from organisations or individuals if the gift or entertainment is being offered, or might be perceived to be offered, to influence the director in making decisions.

Each director is expected to comply with both the spirit and letter of all applicable laws, rules and regulations, and corporate policies. Each director shall also encourage and promote compliance with the spirit and letter of all applicable laws, rules and regulations, and corporate policies by The NCB Group and all its employees.

## **II. Trading Restrictions**

Directors are expected to comply with the prescriptions against insider trading contained within the law including the Securities Act.

Each director is subject to the provisions of the rules of any Stock Exchange on which NCB Group shares are listed and The NCB Group Securities Trading Policy.

## **III. Confidentiality**

Directors have a fiduciary duty to maintain the confidentiality of all confidential and proprietary information of The NCB Group and of those with whom The NCB Group does business, including its listed companies, customers and suppliers. In

this regard, if there is any question about whether information is confidential or proprietary or non-public, a director should consult with the head of NCB Group's Legal and Compliance Division.

#### **IV. Compliance with Code and Accountability**

All directors must become familiar with, and abide by, this Code and any interpretations and associated policies and procedures. Directors shall report suspected violations of the Code or of any applicable law, rule or regulation by any director or employee, to the Board. Retaliation in any form against an individual who reports a suspected violation in good faith, even if the report is mistaken, or who assists in the investigation of a reported violation, is not permitted. Any act or threatened act of retaliation should be reported immediately to the Board. In the event of a suspected violation of the Code, the Board, or an appropriate committee thereof, shall determine whether to conduct an investigation and what appropriate action should be taken in the event that the Board, or a Board committee, determines that a violation of the Code has occurred. Each director shall consult with the head of NCB's Group Legal and Compliance Division if there is any doubt as to whether a particular transaction or course of conduct complies with or is subject to this Code.

March 21, 2017