

ETHICS &
OPERATING PRINCIPLES

Introduction

Since going local in 1972 under the name Barclays Bank of Trinidad and Tobago, Republic Financial Holdings Limited (RFHL) and its subsidiaries (together referred to as “the Group”) has earned a reputation for excellence and currently holds a significant position in the banking industry in the Caribbean.

The Group engages in far more than raising and lending of funds for profit. It also embodies the principles and beliefs set out in this document through the people that make up the Group. It is through the efforts of these individuals that the Group has been able to endure and maintain the high standard and reputation it boasts today.

These guiding principles define the values the Group embraces which have existed from its inception; and govern the manner in which the Group operates locally, regionally and internationally. They are at the core of the Group’s business operations and outline the standards for behaviours expected of all its members and employees.

While top management has the responsibility to keep the business of the Group honest and honourable, every employee is individually expected to maintain ethical behaviours; applying the principles set out herein as a guide in all circumstances. All employees of the Group are required to read and understand the Group’s Ethics and Operating Principles and to ensure that our values are maintained and unethical behaviour is avoided. To this end the Group requires all employees to enforce and adhere to these Ethics and Operating Principles.

To endure, the Group further acknowledges its responsibility to serve the interests of all its stakeholders. The Group desires to maintain solid, lasting relationships with its shareholders, customers and suppliers, the communities and countries where its branches and subsidiaries are located, and with the Governments and the public at large.

Core Values

The Group’s Core Value, discussed in more detail below, drive the principles set out in this document.

1. Customer Focus

- We exist to take care of our customers' financial needs.
- We believe that achieving complete customer satisfaction through service excellence is the key to our success.
- We consider the customer first in all our decision-making.
- We recognise and serve diverse groups of customers according to their distinctive needs.

2. ETHICS AND OPERATING PRINCIPLES

- We build and sustain relationships that are satisfying to our customers.
- We innovate to anticipate our customers' future requirements.

2. Integrity

- Integrity is at the core of all our relationships; through this we engender trust and confidence in our customers, suppliers, shareholders, the general public and among ourselves.
- We expect that all employees endeavor to consistently demonstrate personal integrity through honesty, trustworthiness, fairness, confidentiality and openness in everything that we do.
- We deliver accurate, reliable and customer-friendly products and services.
- Our business processes and practices are directed to achieving excellence while protecting the interests of our customers, employees and shareholders.

3. Professionalism

- Through our professionalism we have achieved our outstanding individual and Group performance.
- We each take ownership and personal responsibility for all that we do.
- We continually develop ourselves to maintain leading-edge capabilities.
- We apply our extensive industry knowledge and technical competence to our competitive advantage.
- We consistently produce results of the highest quality.
- We are positive, confident and objective in all our business interactions.

4. Respect for the Individual

- The more respect we demonstrate to one another, the higher the quality of our working relationships.
- We listen actively to one another and respond as we consider in the best interests of all parties involved.
- Our communications with one another are open, timely and professional.
- We provide the authority, training, tools and encouragement so that each of us can do our best to serve our customers.
- We create challenging opportunities for our growth and development.
- We recognize value and reward contributions.

5. Results Orientation

- We engage in business to provide the best returns to our shareholders.
- We focus on achieving results that add the best possible value for all our stakeholders.
- We are cost-conscious in all our activities.
- We continually improve on what we do to serve our customers.
- We use the power of teamwork to improve results significantly.
- We aggressively pursue market share, growth and industry leadership.

PERSONNEL

The Group's common purpose is to provide for its future existence and well-being.

One of the cornerstones of management responsibility is to provide for the future of the Group. The test of the discharge of that responsibility is whether the management and employees leave the business of the Group in better shape than it was found. The Group will, therefore, never attempt to maximize short term profitability at the expense of action necessary for the success of the business in the long term.

The Group relies on its staff, as individuals, to practice the highest moral and ethical standards in all their business activities. As individuals management and employees are expected to conduct themselves so as to contribute towards the integrity of the Group as a whole. Staff at every level in the Group must be encouraged to make known any issues that may raise or appear to raise a potential problem and to refer and review with Management any issue that might be of questionable ethical standard.

The Group's success depends on its effectiveness as a team. Group interest must be placed above that of a Subsidiary, Associate Company, Branch, Division or Head Office and cooperation must outrank self-interest.

To achieve the dynamic morale and team spirit based on mutual confidence, without which a business cannot be successful, people have to be cared for during their working lives and in retirement. In return the Group expects from its staff loyalty and commitment to the Group.

One of the most important beliefs which the Group holds is the respect for the dignity and innate worth of its employees. The Group accepts that it is as good as its people. In addition to being financially rewarding, working life should provide for employees a sense of purpose and self-fulfillment. The Group encourages all staff to be trained and developed to achieve their full potential.

Use of Assets of the Group

The Group's assets, be they physical, intellectual or financial in nature, are to be used only for the Group's purposes in furtherance of the business of the Group.

Employees are responsible for safeguarding the assets of the Group, its customers and suppliers, as may be under their control. Group assets may only be used for legitimate or authorized Group purposes. Assets of the Group include cash, securities, vouchers, strategic plans, manuals, customer and supplier information, market intelligence, intellectual property including computer programmes, models, software and hardware and other items, information, physical property and services. Misappropriation of the Group's assets constitutes a breach of the employee's duty to the Group and may also be an illegal act.

The Group's telephone, e-mail, voice mail, copying/printing, mobile phones and computer systems are for use by employees for business purposes of the Group. These systems should not be used for inappropriate or illegal purposes and/or in a manner that is wasteful, harmful or embarrassing to the Group. Use of these systems for personal communications must be avoided.

Employees are required to assign to the Group all interest in any inventions, improvement, discovery or work that arises in the course of their employment with any member of the Group. In the event of termination of employment for any reason, all rights to property and information generated or obtained as a part of an employee's relationship with the Group will remain the exclusive property of the relevant member of the Group.

Employees are cautioned that the copying, selling, distribution or use of software and other forms of intellectual property of the Group in breach of the licence agreement by which the Group has acquired same as well as the misuse of any information or other assets of the Bank (including those mentioned in the second paragraph of this section) is strictly prohibited and could be cause for termination of employment.

Compliance with Laws and Regulations

The applicable laws and regulations of every jurisdiction in which the Group operates must be followed. Each employee is charged with the responsibility of acquiring sufficient knowledge of the laws relating to his or her duties in order to recognize potential dangers and to know when to seek legal advice. In particular, when dealing with public officials, employees must adhere to the highest ethical standards of business conduct. When we seek the resolution of issues affecting the Group's interest we must do so solely on the merits and pursuant to proper procedures in dealing with such officials. Employees may not offer, provide or solicit directly or indirectly, any special treatment or favour in return for anything of economic value or the promises or expectation of future gains.

Of particular importance are the laws and regulations laid down by the Central Bank Act, the Securities Act, the Financial Institutions Act and the Occupational Safety and Health Act.

Books, Records and Reporting

All records, data and information of the Group must be accurate and complete. Each employee is responsible for ensuring the integrity and accuracy for the reports, records and information under his/her control. Records must be maintained in sufficient detail and in accordance with the Group's advised procedures so as to reflect accurately all the Group's transactions.

No employee should falsely report transactions or fail to report the existence of false transactions in the Group's records.

The content of the Group's records and other documents, including letters and e-mail sent to third parties, must be accurate and the language must reflect proper regard and respect for the recipient thereof.

All records, data and information produced for and by the Group shall remain the property of the Group.

Discrimination and Harassment

The Group fosters a work environment where employees are valued and respected. Any kind of discrimination, harassment (sexual or otherwise), offensive behavior or intimidation of employees will not be ignored, condoned or tolerated. Complaints of harassment (sexual or otherwise), discrimination, offensive behaviour or intimidation of employees will be dealt with promptly, sensitively and confidentially. Any such complaint shall be investigated accordingly and, where applicable, disciplinary actions will be applied, up to and including termination of employment.

Neither the Group's communication system nor any social media platform must be used by employees to transmit or receive electronic images, texts or messages of a sexual nature or containing ethnic or racial slurs, or any other material that is harassing, discriminatory, lewd or offensive.

Employee Conduct

Dishonest or illegal activities on the premises of any member of the Group or while on business for any member of the Group will not be condoned and can result in disciplinary action, including dismissal and criminal prosecution.

The following activities are against Group policy:

- Driving vehicles or operating equipment belonging to any member of the Group while under the influence of alcohol or controlled substances;
- Carrying weapons of any sort on premises belonging to any member of the Group or while on business for any member of the Group is strictly prohibited. Where it is necessary for a licensed weapon to be kept on person, approval must be obtained from the General Manager with responsibility for security.

Social Media

Employees are required to familiarize themselves with the Group's Social Media Employee Guidelines. Employees should refrain from posting any information related to the Group or any member of the Group on their private social media unless approval is obtained from the Group Marketing and Communications Department. Employees must understand what is expected from them when using social media and ensure that the Group's reputation, brand and client information are protected.

Illegal Drug and Substance Abuse

In keeping with the Group's commitment to provide a healthy and productive work environment it prohibits the selling, distribution, possession, use or being under the influence of alcohol or illegal drugs on the job.

Safety in the Workplace

The Group is committed to providing a safe work environment for its employees and members of the public using its premises. To assist in this endeavor each employee must comply with all applicable legislation and safety and health policies communicated by the Group from time to time. This includes the respective Health, Safety and Environment (HSE) policies/manuals in

place, if any, for the individual members of the Group the contents of which may include the processes by which the HSE functions of the individual member are managed to ensure the health and safety of all those affected by the activities at the relevant premises. In accordance with the relevant policies/manuals all employees are required, among other things, to identify risks, comply with all HSE policies and requirements, exercise reasonable care in carrying out their duties and report all incidents to their Supervisor or Manager.

Gifts and Entertainment

Employees may not accept gifts from current or prospective customers and suppliers of the Group without the consent of a Manager. Employees should never accept gifts under circumstances in which it would appear to others that the employees' business judgment has been compromised.

In accordance with the Group's policy in force from time to time gifts may be accepted by employees with the consent of their manager if they are non-cash and of nominal value. These gifts may be in the form of food and beverage hampers, and should not comprise of jewelry, smart phones or other electronic items.

Gifts may be accepted by Managers if they are non-cash and of nominal value. Gifts from family and friends with whom the employee has a non-business relationship may be accepted by Managers or employees. Any question which an employee or Manager may have about the appropriateness of a gift should be discussed with his/her Manager or General Manager as appropriate.

Duty of Confidentiality

Employees are required to protect the confidential information of each member of the Group and, where relevant, its customers at all times and to disclose same only in accordance with applicable laws. Confidential information includes, but is not limited to, financial information, trade secrets, processes, formulas, data, algorithms, source code, object code, know-how, improvements, inventions, techniques, mailing lists, marketing plans and strategies and information concerning any agreements (written or oral) or contract negotiations, distributors, customers or vendors as well as any of the foregoing that may be incorporated in notes or other documents.

The disclosure of the proprietary or confidential information about any member of the Group , its customers or suppliers (including other Group employees) is prohibited except when disclosure

is appropriately authorized by the relevant member of the Group, customer, supplier or by applicable law.

Confidential information about each member of the Group's core business is the property of that member. Only those persons with a business "need to know" should have access to such information which may not be disclosed to anyone within or outside the Group without the authority of a Director.

Personal information about employees and customers must only be collected, used and retained where it is required for business or legal reasons and will only be available to those with a clear business "need to know". Any decision on use of personal information for valid business purposes will be weighed against the applicable laws and the individual's right to privacy.

An employee's health record is confidential; doctors are employed as impartial advisers, and their actions are governed at all times by their professional code of ethics. No information may be disclosed to any other without the consent of the individual employee.

The obligation not to divulge confidential Group and specific Group members' information is in effect even though material may not be specifically identified as confidential.

Employees should therefore take precautionary measures to prevent unauthorized disclosure of proprietary and confidential information. They should take appropriate steps to ensure that business-related material is produced, copied, emailed, faxed, filed, stored and discarded in a manner designed to minimize the risk that unauthorized persons might obtain access to proprietary and confidential information. Access to storage, work areas, computers and smart devices must be properly controlled. Employees should not discuss sensitive or confidential matters with any non-employee of the Group including spouses, children and friends nor should such matters be discussed in public areas such as hallways, elevators, restaurants and other similar places except under urgent circumstances and with utmost discretion. Care should also be exercised when discussing such information on smart devices and speakerphones.

These obligations exist during and continue after employment with the Group. The specific handling of information is contained in the Operational Risk Manual.

Investing Activities of Employees

Trading in the shares of RFHL or any other public company while in possession of material non-public information is illegal. Employees must seek to avoid real or perceived conflicts of interest in areas such as investments and outside business activities.

The Group's employees are expected to treat compliance with ethical standards as a core element of their responsibilities. Although the Group's Ethics and Operating Principles seek to provide

guidance on a range of business practices and procedures the Group cannot anticipate every issue that may arise and accordingly, if an employee is unsure of what should be done in any situation such employee should err on the side of caution and seek additional guidance and information before acting. Employees wishing to clarify any situation or to seek guidance as to the best course of action in a particular situation should contact his/her immediate Supervisor.

Reporting Violations

Employees are responsible for maintaining ethical standards and we expect them, and through them our businesses, to comply fully with applicable laws, regulations and internal controls. Employees who suspect or become aware of violations of law, regulation or the Group's policies should communicate their suspicions through the Group's anonymous communication system, SilentWhistle™.

Alternatively if an employee suspects or becomes aware of a violation or possible violation of law, regulation or Group (or specific Group member) policy such employee should promptly contact their Supervisor, Manager, the General Manager Human Resources or the Corporate Secretary. Employees should feel free to contact either of these persons in person or provide information to them on an anonymous basis. Employees are assured that the Group will not take retaliatory action against any persons for reporting a violation or possible violation of law, regulation or Group policy and that such employee should not be subject to discharge, demotion, suspension, threats, harassment or discrimination by the Group.

Additionally, employees are required to report immediately to their Supervisor, Manager, General Manager Human Resources or Corporate Secretary any breach of customer confidentiality, suspected insider trading, fraud or attempted fraud and unexplained or suspicious transfers or disappearance of funds or securities.

Employees are required to cooperate with any appropriately authorized internal or external investigation.

All employees are required to notify their Manager of any probable civil liability or criminal conviction.

CUSTOMERS

The Group's reputation for integrity is the foundation on which the mutual trust between the members of the Group and their customers is based. This relationship is the key to our success.

Both employees and customers need to know that the customer relationship will always be conducted with confidentiality and efficiency. The integrity of our products is sacrosanct, and implicit in this commitment is our dedication to quality.

Excellent service must always be our goal.

Employees must, where applicable, deal with customers and suppliers only on a sound business basis. The giving of gifts, either by a customer or a member of staff, which can be assumed to place the employee in such a position that personal interest and duty to the Group are in conflict, is prohibited.

No employee is to use the Group's or an individual member of the Group's name for personal advantage in dealings with our customers or the general public.

SUPPLIERS

The Group's size gives it power as a purchaser. This power must never be used unfairly. The Group purchases goods and services on the basis of price, quality, availability, terms and service.

All suppliers are entitled to fair treatment and every potential supplier will have reasonable opportunity to obtain our business. However, we value the long-standing relationships built up over the years with our established suppliers, many of whom are our customers, and they will not be replaced unless significant benefit to the Group can be demonstrated.

Information pertaining to the Group's procurements is subject to the Group's policies regarding confidential information and should not be communicated outside of the Group except as authorized.

COMPETITORS

We compete vigorously, energetically, intelligently but we also compete ethically and honestly. Our competitive success is founded on excellent service. We have no need to disparage our competitors either directly or by implication or innuendo.

In any contacts with competitors, employees will avoid discussing any confidential information.

No one may attempt improperly to acquire a competitor's proprietary secrets or confidential information. Urging competitors' personnel to disclose confidential information, or any approach which is not completely open and above board, is not acceptable.

CONFLICT OF INTEREST

Public Issues

An employee will avoid conflict of interest by making it known that he/she is employed by the Group and that views expressed on public, political or civic affairs are those of the individual and not necessarily of the Group or any individual member of the Group.

An employee shall not accept the position of director of another company without the consent of his Managing Director or the General Manager, Human Resources.

Financial Interest

RFHL has developed its own internal rules with respect to dealings in its own shares. No Director, Manager or anyone else designated as “Insider” may deal in RFHL’s shares without first notifying the Corporate Secretary or an Executive Director and receiving written acknowledgement of such notification. No employee may make known to any person outside of the Group material information about the Group’s operations and performance which could influence share dealings.

No employee should have any financial interest in the business of a customer or supplier which could cause divided loyalty or even the appearance of divided loyalty; nor should an employee have any other financial interest which would cause speculation or misunderstanding about why he or she has that interest.

Activities for Personal Gain

No employee may be involved in any activity for personal gain which for any reason is in conflict with the Group’s business interest, nor may work be solicited or performed which for any reason is in conflict with the Group’s business interest, nor may work be solicited or performed which could be in competition with the Group. Unless authorized by the President, Managing Director or a General Manager as the case may be, no outside work may be performed or business solicited in Group time or on any member of the Group’s premises; nor may Group-owned equipment, material resources or inside information be used for outside work without similar authorization.

THE COMMUNITY

In planning for the future of the Group we recognize the rights and needs of the public. We must ask ourselves if what we are planning to do in our business decisions benefits our employees or our shareholders, and is as good for the country as it is for both those groups. We therefore need to think in two dimensions – on the business plane and as citizens with a duty to the well-being of the whole nation.

