

# UNITED BANK OF ALBANIA



## **Code of Ethics**

**and**

## **Business Conduct**

*Policy Document*

# Table of Contents

<b>Section</b>	<b>Section's Heading</b>	<b>Page</b>
1.	Introduction	3
2.	Our Mission	3
3.	Social and Environmental Responsibility	4
4.	Ethics and Integrity	4
5.	Honesty	5
6.	Confidentiality	5
7.	Compliance with Laws, Regulations, Policies & Procedures	6
8.	Conflict of Interests	6
9.	Relationship with Clients	7
10.	Accounting Standards	7
11.	Capital Market Transactions	8
12.	Insider Trading	8
13.	Speculative Activities	8
14.	Structured Finance Transactions	8
15.	Commitment to Excellence	9
16.	Innovation and Entrepreneurship	9
17.	Empowerment	9
18.	Team Work	9
19.	Knowledge and Information Sharing	9
20.	Access to Bank's Funds	9
21.	Bank's Records	10
22.	Override of Controls	10
23.	Outside Activities and Employment	10
24.	Gifts, Entertainment and Favors	10
25.	Nepotism	10
26.	Social Responsibilities	11
27.	Political Activities	11
28.	Dealing with Outside Persons and Organizations	11
29.	Relations between Banks	11
30.	Human Resources/Policies & Procedures	12
31.	Bank Promotion and Advertisement	12
32.	Public Relations	12
33.	Departures from this Code	13
34.	Appropriate Dress	13
35.	Final Provisions	13
36.	Conclusion	13

## 1. Introduction:

United Bank of Albania (UBA) presents this Code of Ethics and Business Conduct (hereinafter referred to as the Code) in order to:

- Set standards of good conduct and open communication amongst banks and in relation to customers;
- Act fairly and reasonably in all the dealings with customers;
- Strengthen customer confidence;
- Enhance the visibility and reputation of the bank;
- Promote responsibility, transparency and professionalism in the banking business.
- Adopt a responsible attitude towards society in general and to the customers, personnel and competitors.

This Code of Ethics and Business Conduct detail the minimum ethical standards and values that must be followed in the conduct of daily business and while discharging the responsibilities assigned. The management expects that the Bank's employees will share this commitment to the values as outlined in this Code. Careful study of this Code shall provide each of employees with a clear understanding of the rights and obligations. The Human Resource department of the Bank shall make sure that staff members familiarize themselves with this Code and a copy of the document is circulated to all staff members.

The Albanian Association of Banks (AAB) has approved a common Code of Conduct on 14.05.2013 which lays down unified ethical standards to be followed by all the banks operating in Albania, main principles of which are reflected in this document, too.

At the time of recruitment of new staff members it shall be ensured that they understand the responsibilities of representing the Bank. As part of their employment contract, each new recruit shall be required to sign a declaration acknowledging awareness to this Code and that they undertake to adhere to it at all times.

The following paragraphs set out minimum ethical standards and values that must be transcended while representing the Bank externally or dealing internally with the fellow colleagues.

## 2. Our Mission

The target of UBA is to provide superior, quality and innovative banking and financial services that meet the customers' expectations; to enable our employees to achieve personal and professional growth; and to maintain consistent as well as favorable long-term profitability, asset and deposit growth, and financial stability for our organization.

<b>For our team members:</b>	loyalty, opportunity and rewards
<b>For our customers:</b>	personalized solutions to meet their needs
<b>For our community:</b>	leadership & economic growth financial
<b>For our shareholders:</b>	gain

Conscious of the value of our activity, UBA aims to promote a style of growth that focuses on sustainable results and establish a process on the trust deriving from customer and shareholder satisfaction and close monitoring of the community needs.

UBA compete in the market with the sense of fair play and is ready to cooperate with both private and public entities to reinforce the overall capacity for growth of economy.

We take the responsibility for prudent management of customers' savings, commit to expand the access to financings and other financial instruments and support sustainable development of the entrepreneurial system aware that our decisions have a significant direct and indirect impact on the natural environment and on the community.

### **3. Social and environmental responsibility**

In supplying efficient responses to an ever-increasing range of needs, companies must demonstrate their complete awareness of the fact that their production cycles and the ensuing product impact not only consumer, who must certainly satisfy an economic requirement, but citizen of the society in which they operate as well. These interests regard preservation of our natural environment, health, work, the future, well-being of entire community and protection of the social relations system.

The number of stakeholders with which the company must have relations will increase together and in parallel with the range of interests affected by the company's activities. All in-house and external parties with a stake in the company's business, as a result of contributing – even if in a different and specific manner – to achievement of the company mission or because their well-being is significantly affected, either positively or negatively, by such business, thus sharing, in one way or another, part of the company risk, should be recognized as stakeholders. These parties are clients, shareholders and employees as well as suppliers and even the environment itself – or rather the rights that future generation have in this respect – and ultimately, society as whole.

Furthermore, companies find themselves operating more and more frequently in different geographical areas with different regulations. This is why self-discipline is important: in respecting the regulations in force, it establishes higher standards which the company intends to respecting the areas in which operates.

UBA has therefore decided to draw up its own Code of Ethics which describes the values in which UBA believes and to which is committed, outlining the principles of conduct which derive from the context t of the relationship with each stakeholder and consequently raising the standards that each person within the bank must maintain in order to merit the trust of all the stakeholders.

As a governance tool, this Code is part of the broader vision of our social and environmental responsibility and assigns primary importance to relations with our stakeholders. Constructive dialogue with stakeholders triggers a process that activates a cycle of continuous improvement by listening to requests and balancing them with respect to the company strategy.

### **4. Ethics and Integrity**

The integrity of the Bank, and that of the people who represent it, must be beyond challenge or reproach in every dealing undertaken for or on behalf of the Bank. Maintaining a culture of high ethics is an absolute requirement in order to achieve the Bank's mission. Without an organizational culture, driven by ethics and integrity, disreputable acts will occur destroying the Bank's reputation and making incapable of realizing our objectives. Realizing this, the Bank's policies and procedures should always explicitly prohibit unethical behavior or actions in all of its forms. The Bank's employees, including senior management, must always conduct themselves in their business dealings or otherwise in a manner that is consistent with the policies of the Bank: Prohibited behavior includes but is not limited to, the following:

- ◆ exploiting official capacity to realize personal gain of any kind;
- ◆ bribing others or receiving bribes from others;
- ◆ trading on inside information and violating trading norms in the equity markets as outlined in the applicable stock exchange rules and regulations;
- ◆ disclosing the Bank's confidential information to unauthorized persons;
- ◆ allowing unauthorized individuals access to confidential records;
- ◆ falsifying expense accounts;
- ◆ forging or destroying accounting records;
- ◆ misrepresenting personal data on job application; or
- ◆ overriding control procedures

## **5. Honesty**

As a financial Institution and holder of public trust, we must be honest in dealing with members of our organization, group entities and third parties. In this spirit, disclosures made to all parties, including external organizations, that is, auditors, regulators, boards, etc. must be candid and honest without divulging the confidential interest of the Bank. The employees of the bank, in all cases, must follow and respect the spirit of agreements executed with third parties setting out rights and obligations clearly, leaving nothing for people deduction. Similarly, while dealing within the organization and customers it must be ensured that we remain honest and fair in our conduct treating each other with respect regardless the origin, color, language, gender, creed, political belief or the hierarchal position of the individual while safeguarding the interests of each other and of the Bank.

## **6. Confidentiality**

Confidentiality is at the very heart of Bank's business. All employees shall keep confident all information pertaining to the functions and operations of the Bank which is of a confidential nature and is not to be disclosed to the public in general. They shall never disclose confidential information to a third party unless authorized, in writing, by the Bank's management. If in doubt, they shall seek counsel from an appropriate authority of the bank and until then, shall refrain from disclosing the subject information. Information of a confidential nature may be in verbal form, in writing, on a diskette, a video format, electronic data storage system, or any other form and means.

Within the bank, we shall never discuss or disclose to fellow employees confidential matters relating to our department or areas of expertise, matters relating to individual salaries, bonuses, salary increments or other benefits unless our job description permits to do so. We shall also not disclose such employee benefit information to third parties unless required to do so, for example, salary certificates tendered to banks, etc. for personal loans, rental applications etc.

In addition, the staff members having access to the confidential customer information shall not, as otherwise required by the law, regulations or the policies & procedures of the bank, divulge any information relating to the affairs of its customers except in circumstances in which it is, in accordance with law, practice and usage customary among bankers, necessary or appropriate for a bank to divulge such information.

The Bank shall use or exploit the information concerning clients, their accounts and transactions only for purposes of efficient management and provision of banking services in compliance with the rules for the protection of personal data. Customers shall be granted access to personal accounts' information to verify and/or correct subsequent inaccuracies.

Bank information system will be specially protected from unauthorized access to bank files in order to protect bank's and clients' interests and to preserve data integrity. Whenever legally bound or authorized customer, the bank will exercise maximum discretion while processing information derived at any stage of operations (before, during or following termination of contractual relationships) and will take all reasonable and possible measures to comply with the obligations above.

The exchange of consolidated information between/among banks in relation to customer categories whether as part of the electronic transfer of quantitative data for statistical purposes or otherwise, does not constitute a breach of confidentiality if it is accomplished in compliance with the legal provisions of the law on protection of personal data.

## **7. Compliance with Laws, Regulations, Policies & Procedures**

The Bank shall abide by all relevant laws applicable in the Republic of Albania, the regulations laid down by Bank of Albania and any other professional standards as may be applicable, all of which shall be deemed to be readily accepted and applied by UBA. Any success achieved through ignorance or breach of any applicable laws and regulations shall always be condemned. No activity shall be carried out that cannot stand strict scrutiny.

Accordingly, the Bank's employees must ensure that their conduct is not to be interpreted as being in any way contrary to the laws and regulations governing the Bank's world-wide operations. Ignorance of any laws, regulations, policies & procedures etc. due to lack of knowledge or information shall not be considered a valid excuse. It shall be responsibility of all staff members to educate themselves with the applicable laws, regulations, policies & procedures and to bring their conduct in line therewith. Whenever any employee is in doubt as to the application or interpretation of any legal requirement or any clause of applicable policies and procedures, the individual shall refer the matter to his superior who, if necessary shall seek appropriate advice.

Another aspect of ensuring that UBA adheres to the highest ethical standards is its consistent application of best practice systems and procedures to protect the bank from being used for money laundering transactions, the financing of terrorism or other illegal activities. Staff members will be trained to apply the "know your customer" principle, and to carry out sound monitoring and reporting in line with the applicable regulations. Anti-money laundering and fraud prevention policies are regularly updated and exercised throughout the bank's network to ensure compliance with local and international regulatory standards.

Any non-compliance with laws, regulations and policies & procedures, if proved against an employee, shall be strictly dealt with in accordance with paragraph 31 of this Code.

## **8. Conflict of Interest**

Conflict of interests is the conflict between the private interest and public interest of the employee during the juridical working relations with the Bank.

The conflict of interests can be direct and potential or indirect and not so important. The conflict of interests during the juridical working relations of the employee is the conflict that threatens the public interest through its replace by the private interests which are:

- a) Each financial or non-financial interest declared by the employees in the Bank;
- b) Financial or non-financial interests that the employee has in:
  - profitable or non-profitable juridical subjects where he serves as consultant, partner, representative or agent etc;
  - juridical subjects with which he negotiate or has agreed for his employment or contractor or non-contractor engagement in the future

The management expects its employees to perform their duties conscientiously, honestly and in accordance with the best interest of the Bank. They must not use their position, or the knowledge through it, for private or personal advantage, or in such a manner that is in conflict with the Bank's interest. When employees, in the course of their duties, are assigned responsibilities that could lead to an actual, apparent or potential conflict of interest, they must disclose this information to the management.

The employees must take care in their personal financial lives so as not to create a situation wherein their own personal financial health may lead them to compromise their professional judgment. To uphold transparency, the staff members shall be encouraged to disclose their interests in companies which deal, transact or otherwise have a relationship with the Bank.

## **9. Relationship with Clients**

1. The rules of this Code shall apply to the bank's relation with its customers. The aim is to protect customers' and bank's interests in compliance with the relevant legislation, the Bank of Albania's credit and monetary regulations and business ethics in general.
2. Every client will be served in a friendly, competent and courteous manner. The bank's employees are committed to providing excellent service to all customers, regardless of their background or the size of their business.
3. UBA shall refrain from coordinating actions or arrangements with other banks or organizations for purposes of setting service fees, dividing market shares or excluding, certain customers from certain services that might lead to or effect the prevention, restriction or distortion of competition.
4. Relations between the bank and its customers will be based on mutual trust; both parties will always encourage honest and systematic exchange of information on every aspect of their transactions in order to achieve timely, accurate and thorough outcomes.
5. Execution of transactions will be carried out with due diligence. The bank shall provide full and loyal information to the customers at all bank branches, including but not limited via informative leaflets on their core services. In any case, other details shall be described in a clearer, correct and simpler form; attention shall be drawn to potential risks; customer complaints shall be handled with the utmost care, including conducting an objective and diligent investigation of claims and disclosure of any human error on the part of bank staff.
6. Whenever applicable, customers will be notified in advance of any change in the terms & conditions of their relationship with the bank. This will be done in the most appropriate manner in compliance with and as stipulated in the respective regulatory framework. They will be given reasonable notice before any change takes effect enabling them to terminate their relationship with the bank, should they wish to do so.
7. If the clients notice mistakes in banking transactions of which they subsequently inform the bank, than the bank shall use its best endeavors to verify the claim in the shortest possible time, and steps shall be taken to correct such mistake promptly and without delay.
8. Should bank clients experience financial problems, than it shall take reasonable steps towards partnering with the client to find mutually acceptable solutions.
9. If a client will be exposed to a number of banks with significant arrears in payments, than the bank will exchange publically known information and elaborate upon it, as well as take a coordinated approach to mitigate the risks.
10. The bank shall be oriented toward an open and transparent communication with customers, informing them about the real costs of banking services, along with ensuring the necessary and appropriate services for them. In case of preferential policies (i.e. interest rates), the bank shall publish the special requirements to be met in order to benefit from the preferential options.
11. The bank or the person authorized to represent the bank shall not under any circumstances offer and/or promise to offer illicit gifts, donations or other privileges of considerable value, to the public servants or employees in public entities, at the central and local level, in exchange of receiving preferential treatment or other facilities for the bank, which may create a conflict of interest situation as defined in the relevant laws.

## **10. Accounting Standards**

Accounting standards selected to record the transactions can have a major impact on the results of Bank's operations. Being a financial institution, the management shall ensure correct application of the applicable and

acceptable financial accounting standards. Where a particular accounting issue is not recognized by the accounting standards applied by the Bank, guidance shall be sought with reference to Generally Accepted Accounting Principles.

#### **11. Capital Market Transactions**

Any investment in the equity markets must be consistent with the ethical standards and in accordance with the applicable laws as well as applicable stock exchange rules and regulations. Appropriate approvals must be obtained for all new products prior to initiation. The Bank's officer responsible for capital market activities must ensure that the related employees are aware of the regulations and fiduciary standards applicable to them. Any private investments held by the employees shall be clearly identified and brought to the attention of the management, in writing. Trading activities inconsistent with the Bank's guidelines and applicable regulations are not permitted.

#### **12. Insider Trading**

Insider trading refers improper use of unpublished price sensitive information for personal benefit when dealing in securities. Staff members who have access to any unpublished privileged price sensitive information about a company during the preceding six months should not deal in securities of such company. Any contravention of the above may result in criminal action against the employee by the regulatory authorities, penal action against the Bank, in addition to bringing the name of the Bank into disrepute.

#### **13. Speculative Activities**

Personal dealings in speculative transactions can entail employees with risks to their financial standing, can distract them from the performance of their duties and can result in an adverse impact on the reputation of the Bank. For these reasons, staff members should not engage in speculative transactions either on behalf of the Bank or on their personal account.

Accordingly no employee shall:

- a) Borrow money in any way from a broker or from a money lender or from any firm or person having dealings with the Bank that places the employee under a pecuniary obligation to such broker, money lender, firm, person etc.
- b) Buy or sell stocks, shares, commodities or securities of any description without appropriate funds to meet the full cost thereof.

In this connection, staff members are advised to note that borrowing money from any source or placing themselves under pecuniary obligations beyond the capacity to repay or honor the commitment will be considered tantamount to speculative activity. Staff members, if unclear whether any particular transaction/activity considered being speculative, should seek guidance from their respective managers.

#### **14. Structured Finance Transactions**

The structuring process must at all times be driven by the spirit and substance of the applicable guidelines of the Bank. Participation in a transaction structurally conforming to such guidelines but contravening its substance shall be disapproved at all times. Appropriate approvals must be sought prior to the consummation of the transaction, explaining in detail its actual legal and other structures, where the underlying form of the transaction is new and has not before been the subject of such scrutiny/review/approval. Such clearance for any new products must be sought before they are launched in the market.

## **15. Commitment to Excellence**

Our commitment to the Bank's customers and shareholders necessitates our excellence in the business we engage in. Without this commitment to excellence we will not be able to achieve the economic distinction required to meet our long term missions and objectives, create a niche market, become a leader in our field, or fulfill our obligations towards our customers and shareholders. Owing to this, the management shall reward excellence and give the Bank's employees adequate and consistent opportunities for enhancing their skills.

## **16. Innovation and Entrepreneurship**

As business realities evolve with the passage of time, innovates and entrepreneurship as well. These constitute the pillars on which the Bank's business culture shall be built. The management expects its employees to consistently but positively challenge rules, assumptions and procedures for their validity in the light of existing facts. The management requires the Bank's employees to constantly seek new knowledge and always challenge themselves to do better than what they are already doing well. As a manifestation of the dedication to the building of an entrepreneurial culture, the management shall reward by means of promotions and bonuses those employees who excel in their assigned job or in their respective fields of expertise.

## **17. Empowerment**

The management trusts its employees, respects them and believes in their integrity. The management shall provide the necessary tools and skills needed to get their assigned jobs done. Through a structured and a detailed definition of the duties and responsibilities, a sense of confidence shall be built into the employees. In order to facilitate adaptation to any change, managers and supervisors shall be expected to delegate responsibilities and decision making authority consistent with the capabilities and experiences of the employees.

## **18. Team Work**

The management believes in the wisdom of team work. The Bank's employees, irrespective of their position in the hierarchal structure of the organization, must work in coordination with each other, making the best use of the given resources. Individual goals must be aligned with the Bank's objectives. Working together harmoniously with each other is an essential component of the work environment and underlines how we conduct ourselves and our business. Tendencies which indicate the lack of ability to work with others, in pursuit of organizational objectives, shall be discouraged.

## **19. Knowledge and Information Sharing**

Knowledge gained by employees and information they have access to because of their responsibilities are the sole property of the Bank. These must be shared and made accessible to those having their legitimate need. Information hoarding and unwillingness to share knowledge shall be considered unacceptable. Compliance with this requirement shall be independently assessed.

## **20. Access to Bank's Funds**

Employees who have access to the Bank's funds must follow the prescribed procedures for recording, handling and protecting the money from any misuse. Recipients of funds must provide the responsible department, in a timely manner or as soon as the transaction is complete, an itemized listing of all disbursements, substantiated with adequate records. Where an employee's position requires expenditure of the Bank's funds or the incurring of any personal expense to be later reimbursed by the Bank, it is such employee's responsibility to use good judgment to ensure that good value is received for the amounts expensed. The Bank's funds should only be used for advancing the Bank's interests and must not be used for any personal benefit.

## **21. Bank's Records**

Accurate and reliable records of all kinds are necessary to meet legal and financial obligations and to manage the affairs of the Bank. The Bank's books and records must reflect, in an accurate and timely manner, all business transactions. The rights and obligations of the Bank shall not be allowed to remain unrecorded and the employees responsible for accounting and record-keeping functions shall be expected to be diligent in enforcing these requirements.

## **22. Override of Controls**

The Bank's control mechanism and the policies & procedures are put in the place to ensure the execution of management directives, compliance with laws and regulations, protection of corporate assets and the generation of pertinent financial and non-financial information. Hence, as a matter of principle, control procedures should not be allowed to be transcended. Where, because of extraneous circumstances, an override of control becomes necessary, such action shall be justified in writing, approved by the next level of authority and properly documented.

## **23. Outside Activities and Employment**

Employees shall avoid acquiring any business interest or participating in any other activity outside the Bank which would or may appear:

- To create an excessive demand upon their time and attention, thus depriving the enterprise of their best efforts on the job; or
- To create a conflict of interest, that is, an obligation or interest that would interfere with the independent exercise of judgment in the Bank's best interests.

Part-time employment outside of the normal working hours of the Bank may only be considered after seeking and receiving authorization from the management of the Bank.

## **24. Gifts, Entertainment and Favors**

Employees must not accept entertainment, gifts or favors that could in any way influence or appear to influence business decisions in favor of any person or organization with whom the Bank is initiating or likely to initiate any business in due course. In addition, no personal favors or other preferential treatment should be accepted by any employee when the same is given because of the employee's position within the Bank and which might tend to place the recipient in a position wherein the favor/treatment is expected to be returned in kind or otherwise.

## **25. Nepotism**

The Bank's policy of hiring new team members shall be based upon qualifications, attitude, ethics and other personal and professional qualities and traits which provides the management adequate assurance that the person under consideration shall add value to the Bank's business, its corporate culture and shall complement the management in meeting objectives.

Thus the employees involved in the recruitment process shall refrain from giving preference to their friends and /or relatives over more deserving candidates. Further, at the time of executing contracts, the staff members shall also not advance any preferential treatment to the third parties with the sole merit of being friends and/or relatives with any staff members of the Bank. Merit and reputation shall form the guiding principle for conducting the Bank's business.

## **26. Social Responsibilities**

We must believe in the principle of equality and sharing. We must believe that the bounties bestowed upon us make us responsible to share them through the means of charity and donations for the welfare and up keep of the less privileged segments of our societies. We should remain dedicated to helping improve the quality of life in the communities in which we live and work, utilizing whatever means we have.

While fulfilling the obligations associated with this responsibility, we must always remember that our foremost obligations are to our customers and shareholders. This makes it imperative that we only undertake community responsibilities we have the competence to fulfill with distinction, are legal, are politically correct, are consistent with our values and are perceived to have a positive impact on our image as a progressive financial institution.

## **27. Political Activities**

The Bank prohibits any participation by its employee in the internal politics of the country in which it operates and transacts business. In addition, the Bank's funds, goods or service must not be used as contributions to political parties and the Bank's assets and facilities must not be made available to candidates or political parties.

## **28. Dealing with Outside Persons and Organizations**

Employees must take care to separate their personal roles from their Bank position and designation when communicating on matters involving the Bank's businesses. The Bank's assets and resources must not be put on personal use. When communicating publicly on matters that do not involve the Bank's business, employees must not presume to speak for the Bank on any matter unless they are certain that the views they express are also shared by the management and appropriate authorization has been obtained for the dissemination of such views.

## **29. Relations Between Banks**

- a. The Bank shall adhere to the same existing regulations in its mutual relations and business transactions with other banks as it does in its relations with other business subjects, special emphasis being placed on the interests of the banking industry, the rules of fair play, decent competition, and the good reputation of other banks.
- b. The Bank shall issue transparent, complete and timely information on its activity (i.e. financial statements, annual reports, etc.) according to the applicable legislation, in order to ensure the flow of reliable information in the banking system.
- c. The Bank shall not obtain or use business/banking secrets in any unfair way, and shall not disclose business secrets to third parties, nor make business secrets public without the permission of the party/parties concerned.
- d. Staff hiring from other banks shall always be done in good faith and in accordance with sound business practices.
- e. The Bank shall not intend to take over all staff members, a substantial portion of staff members from one particular department, or a considerable number of senior staff from several departments of another bank, thus shall refrain from seriously impairing one another's operations.
- f. In its efforts to increase the business share, the bank will may advertise the advantages of its services, but not the weaknesses, if any, of other banks. The bank shall refrain from using, highlighting or exploiting any unfortunate incidents involving specific banks for the purpose of attracting customers or raising doubts in the customers' minds.

- g. Senior officers or other employees authorized to make official statements on behalf of the bank shall not make any public statement concerning another bank or the activities, intentions or capabilities thereof, which might give rise to any negative representations regarding the other bank's situation or objectives.

### **30. Human Resources/Policies & Procedures**

The human resource practices of the Bank reflect our corporate values. Consequently, the management has put in place human resource policies and procedures that are compatible with the Bank's mission. These policies must allow for equal opportunity of employment, development and advancement for qualified individuals.

Compensation policies must also be fair and adequate and flexibly designed to reward compliance with the Bank's corporate values, penalizing non-compliance at the same time. Employees' performance and conduct must be evaluated at least once on annual basis. The evaluation process must be conducted in a manner that permits management to have an effective view of the attributes assessed. This may include the conduct of peer reviews to candidly assess, for example, knowledge sharing and team work. It may also include a review of manager's performances with respect to their obligations pursuant to this Code (for example, staff development, empowerment, trust etc.).

### **31. Bank Promotion and Advertisement**

1. The Bank's communications, advertising and other marketing activities shall:
  - be in accordance with the relevant legislation passed over time and all the bylaws enacted under such legislation;
  - be truthful and illustrate with clarity the proposed dealings, free from exaggerations, inaccurate, misleading information, denigrating publicity presentation, undue overstatements, or attempt to conceal the features of the products and services being offered, and free from any attempt to exploit the public's ignorance or misconceptions;
  - be guided by the spirit of fair competition; pay due regard to customers' trust on the bank and to the reputation of the banking system; ensure that it does not provoke the general public's concerns with regard to any credit institution; refrain from making derogatory remarks, either directly or indirectly, about the products of other banks; refrain from diverting customers from competitors for their own advantage by using means which are contrary to honest competition practices.
2. To the extent possible, bank advertisements shall apply a common terminology in quoting interest rates, to enable customers to compare similar products and services across different banks. Information used for comparison purposes must be based on verifiably accurate and comprehensive figures, as prescribed by good faith and good practice, for proper communication, adequate and impartial data to the public at large.
3. The Bank shall not reproduce the content of current and/or past advertisements used by other financial institutions in promoting a certain financial service or product, nationally or internationally.

### **32. Public Relations**

1. The following requirements must be met while conducting public relations at bank level vis-a-vis the activity of the entire banking system, in particular:
  - measures must be taken to inform the public about the mission, purpose and objectives of the bank;
  - adequate information must be provided to the public on the banking activities and services and easy access to reliable banking data will be ensured;
2. The bank or the person authorized to represent the bank shall refrain from making public statements or carrying out other actions that could discredit or be against the banking system or any bank in particular.

### **33. Departures from this Code**

Following this Code in its letter and spirit shall form a condition precedent as part of each employee's contract of employment and full compliance shall be expected by all of the Bank's employees. The Human Resource department shall monitor compliance and any violation will result in disciplinary action ranging from the issuance of a warning letter to termination, as outlined below, depending on the severity of the misconduct and/or non-compliance. However, any penalty levied against any employee in respect of this, shall be in accordance with the applicable provisions of the Labor Code of Republic of Albania.

- a. Reprimand the staff member;
- b. Postponement or stoppage of increment or promotion as per applicable law;
- c. Forfeiture of salary for any period of unauthorized absence from the duty;
- d. Recovery from pay of the whole or part of any pecuniary loss caused to the Bank by the employee;
- e. Demotion to a lower designation as per applicable labor law;
- f. Call upon an employee to resign from service with or without notice period; or
- g. Dismissal from service which may involve permanent disqualification for future employment in any capacity in the Bank, without any notice period.

The final authority to take disciplinary action against an employee shall rest with the Bank's Chief Executive. Disciplinary actions taken in response to violations of the Code may be publicized within the Bank to deter future violations.

### **34. Appropriate Dress**

The Bank's official dress code shall reflect our values and conform to the parameters set out. Thus, this Code requires our men and women to dress appropriately upholding their individual prestige and the dignity of our culture as whole.

### **35. Final Provisions**

1. This Code is a public document and shall be publicly accessible.
2. This Code shall take effect on the day of adoption by the Board of Directors and its provisions shall become applicable thereupon.
3. Amendments and additions to the Code may be initiated by the Bank and resolved by the Board of Directors.

### **36. Conclusion:**

Ethics are and will continue to be at the heart of UBA business. The management is fully committed to ensuring strict compliance of this Code, as well as assuring its employees that their understanding of the principles behind the Code is central to the mission statement of the Bank.

Date: June 4<sup>th</sup>, 2014