

# BB Americas Bank

## ***Code of Ethics & Conduct Highlights***

**Scope:** This document is intended to serve as a guide and not as a substitute for directives issued by a Bank staff member acting in a supervisory capacity. If there is any question as to whether one should follow the procedures described herein a supervisor must always be consulted.

Standards of conduct presented here are applicable to employees, as well as to non-employees such as vendors, consultants, and individuals who do business with BB Americas Bank, who are present on BB Americas Bank's premises, or who interact with any employee of BB Americas Bank in connection with the employee's work for the Bank. Please refer to full Code of Ethics and Conduct for additional details.

1. BB Americas Mission, Vision, Essence and Belief Statements
  - Mission: BB Americas Bank is a bank committed to excellence with social conscience, serving our diverse communities with innovative financial solutions.
  - Vision: To be recognized as a committed, reliable and innovative partner to our clients, associates, shareholders and multi-cultural communities.
  - Essence: The Essence of BB Americas Bank was built upon the concept of a Competitive Bank with focus on the Community. BB Americas Bank chose to express it through its Belief, Vision, Mission and Values.
  - Belief: A Community that is good for everyone requires Involvement from each one of us.
2. BB Americas Bank expressly prohibits any form of unlawful discrimination or harassment, including, but not limited to, sexual harassment and ethnic, racial, discriminatory or sexually oriented joking or epithets.

With respect to sexual harassment, the Bank prohibits the following:

- a. Unwelcome sexual advances; requests for sexual favors; and all other verbal and physical conduct of a sexual or otherwise offensive nature,
- b. Offensive comments, jokes, innuendos, and other sexually-oriented statements.
3. It is the policy of the Bank that its corporate goals can and must be achieved only in full compliance with all applicable federal, state and local laws and regulations.
4. Individuals must perform their jobs conscientiously, with integrity, and in accordance with the highest possible standards of ethical business conduct. There can be no conflict between the self-interest of any individual and that individual's duty to the Bank.
5. The Federal Bank Bribery Act makes it a serious crime for any person who, having corrupt intent to either influence or be influenced, offers or accepts anything of value in connection with the business of the Bank. No individual may demand, solicit, or accept anything of value, for themselves or for a third party, in return for any business service or in connection with any business of the Bank. The Bank and federal guidelines allow certain exceptions to the general prohibition against accepting things of value in connection with Bank business, provided that under no circumstances may the employee accept anything of value while having corrupt intent to influence or be influenced.

6. Serious problems could be caused for the Bank by unauthorized disclosure of internal or non-public information about the Bank. Individuals should not discuss internal Bank matters or developments with anyone outside of the Bank.
7. Individuals shall not, during, or any time after their relationship with the Bank, disclose any knowledge of the past, present, or planned business activities of the Bank or its subsidiaries or affiliates that are of a confidential nature to any person, firm, corporation, bank, or other entity for any reason or purposes whatsoever.
8. Individuals shall not, during, or any time after their relationship with the Bank, reveal any confidential information with respect to the Bank, its customers, prospective customers, or suppliers, to unauthorized persons. An employee may not use any information about one customer to further the private interests of another customer or any other person.
9. Individuals shall not, during, or any time after their relationship with the Bank, make use of any information, gained by virtue of the employee's position in the Bank, for private gain to the individual or any other person, or in making personal investments.
10. Information on paper, or in systems, is an asset to the Bank and should be treated as valuable data.
11. All of the confidentiality clauses in this document apply to all information systems of the Bank.
12. Visitors must wait in the reception area. Visitors may enter the banking area only with authorization from the staff member's immediate supervisor and/or management. Visitors are to be escorted at all times.
13. It is expressly prohibited that any individual copy computer programs or other copyrighted material for use outside of the Bank, whether for personal or business use. Violations of this policy could result in legal action against the Bank and against the individual(s) responsible for illegal copying or use of such materials.
14. To maintain a safe and comfortable working environment and to ensure compliance with applicable laws, smoking in BB Americas Bank offices and facilities is prohibited. Because BB Americas Bank may be subject to criminal and civil penalties for violations of applicable smoking laws, we must insist on strict adherence to this policy.
15. Individuals shall be expected to use cell phones far from customer and Company sensitive information.
16. Individuals are prohibited from disclosing information on any external social media sites that is confidential or proprietary to the Company or to a third party that has disclosed information to the organization. For example, information about or identifying the organization's customers, or information that may be valuable to a competitor including specific product information or pricing is within this prohibition.
17. Individuals must not post pictures of customers on a web site without obtaining written permission from the individual. Do not reference or cite company clients, partners, or customers without their express consent.

18. The use of our company logo and trademark on external sites in violation of copyright or other intellectual property laws (including fair use) is prohibited.
19. In the interest of maintaining a proper business environment and preventing interference with work and inconvenience to others, solicitation of any kind is prohibited. Individuals may not distribute literature or printed materials of any kind, sell merchandise, solicit financial contributions, or solicit any other cause during working hours of either individual.

This policy also prohibits solicitation via the Bank e-mail and other telephonic communication system. Furthermore, individuals may not distribute literature or printed material of any kind in working areas at any time.

20. All forms of gambling are prohibited.
21. Security of the Bank's premises, equipment, supplies, and above all, customers, business unit and Bank is of the utmost importance. Every individual must be continuously alert to maintaining security.
22. Individuals are prohibited from bringing in unauthorized firearms or other weapons or explosives onto the Bank's premises.
23. The Bank expressly prohibits any acts or threats of violence. The Bank also will not condone any acts or threats of violence against any employee, customer or visitor on the Bank's premises at any time or while they are engaged in business with or on behalf of the Bank, on or off the Bank's premises.
24. The Bank will take prompt remedial action against any individual who engages in any threatening behavior or acts of violence or who uses any obscene, abusive, or threatening language or gestures, including notifying the police or other law enforcement personnel and prosecuting violators of this policy to the maximum extent of the law.
25. Alcoholic beverages of any kind, controlled or illegal drugs or substances, which include all forms of narcotics, hallucinogens, depressants, stimulants, and other drugs whose use, possession, or transfer is restricted or prohibited by law, are not allowed at the Bank.

Exceptions to this policy include: drugs prescribed by a physician, dentist, or other person licensed to prescribe or dispense controlled substances or drugs used in accordance with their instructions are not subject to this policy. However, individuals are prohibited from using substances, drugs, or medicines that cause drowsiness or other side effects that may impair an individual's capability to perform the job properly and safely.

26. The following activities are prohibited while an individual is on the Bank's premises or otherwise engaged in Bank business:
  - a. The manufacture, possession, use, sale, distribution, dispensation, receipt, or transportation of any controlled substance or illegal drug.
  - b. The consumption of alcoholic beverages except at Bank-sponsored events, where authorized.
  - c. Being under the influence of alcohol or illegal substances during business hours.
  - d. Performing duties while under the influence of alcohol or controlled and/or illegal substances whether on or off the Bank premises.

27. The following actions even if not occurring on the Bank's premises or during working hours, are considered to endanger the Bank's reputation for honesty, integrity, and safety:
  - a. Indictment or conviction for criminal offenses related to the manufacture, possession, use, sale, distribution, dispensation, receipt, or transportation of any controlled substances or illegal drugs.
  - b. Any other actions involving alcohol or controlled or illegal substances that, in the opinion of management, endanger the Bank's reputation for honesty, integrity, and safety.
28. The Bank is committed to providing a safe, secure and healthful working environment. In this connection the Bank makes every effort to comply with relevant federal and state occupational health and safety laws and to develop the best feasible operations, procedures, technologies and programs conducive to such an environment. The Bank's policy is aimed at minimizing the exposure of employees, customers and others on our premises to health and safety risks.

To accomplish this objective, all individuals are expected to work diligently to maintain safe and healthful working conditions and to adhere to proper operating practices and procedures designed to prevent injuries and illness. The responsibilities of all individuals include:

- a. Exercising maximum care and good judgment at all times to prevent accidents and injuries
  - b. Reporting to managers and seeking first aid for all injuries, regardless of how minor
  - c. Reporting unsafe conditions, equipment or practices to management
  - d. Observing conscientiously all safety rules and regulations at all times
  - e. Notifying management before the beginning of the workday of any medication they are taking that may cause drowsiness or other side effects that could lead to injury to them or others.
29. Individuals may not utilize the e-mail system in violation of any other policies of the Bank. Accordingly, it is a violation of the Bank's policies to utilize the e-mail system to send communications that may be considered offensive or disruptive to any employee or third party. Offensive conduct would include, but would not be limited to sexual comments or images, racial or gender slurs, racial or gender-specific comments, or any comments that would be offensive to someone based on his or her race, age, sexual orientation, religious or political beliefs, national origin, or disability.
30. All telephone calls, computer e-mail and other computer uses, fax messages, or any other similar form of communications sent or received to or from any the Bank telephone, computer, or fax machine (whether or not on Bank premises) are subject to being reviewed, recorded, copied, and/or otherwise monitored by the Bank.