

CODE OF CONDUCT

These rules must be read and approved acknowledged by each Board Member and all employees of the Bank

This Code of Conduct applies to all employees, officers, trainees, part time staff and other Bank representatives including members of the Board of Directors when appropriate.

INTRODUCTION

The activity of TIB is affected by laws and regulations, as well as its responsibilities to its shareholders, customers, employees and the community which we serve.

This Code of Conduct provides the structure for ensuring that the conduct of the Bank's employees is consistent with the institution's corporate responsibilities.

This Code of Conduct embodies not only legal and regulatory requirements, but also the standards by which all employees of the Bank must conduct themselves.

I - CONFLICT OF INTEREST

The reputation of the Bank for integrity is one of its most valuable assets and is directly affected by the conduct of its employees. For this reason, employees must not use their position for private gain, to advance personal interests, or to obtain favours or benefits for themselves, members of their families, or any other individuals, corporations or business entities.

A basic premise of this Code of Conduct is that each employee represents the Bank and is obliged to act in the Bank's best interests, and in the best interests of its customers and stockholders, without regard to personal or financial interest or activities of the employee or their family members. Employees are expected to recognize and avoid those situations where personal or financial interest or relationships might influence or appear to influence the employee's judgment on matters affecting our institution.

Although employees may not intend to create a conflict of interest, they should manage their efforts to avoid even the appearance of such a conflict. If they have any doubt about a certain situation, they should contact their supervisor to discuss it immediately and to resolve the case.

II - INSIDER TRADING

By his/her position in the Bank, an employee may have access to "material non-public information". This non-public information includes information that is not available to the public at large, which would be important to an investor in making a decision to buy, sell or retain a security.

This non-public information includes but is not limited to: projections of future earnings or losses or dividend payment; news of a pending or proposed merger or acquisition, tender offer or exchange offer; news of a significant sale of assets or the disposition of a subsidiary; significant changes in management or shareholdings; significant new products or discoveries; or impending financial liquidity problems.

It should be noted that both positive and negative information might be considered material.

Insiders in a position of trust must not pass that information on to others, and shall not purchase or sell a security or recommend a security transaction of the employee's own account, the account of a family member, the account of any customer of the Bank or any other person in such case.

In addition to disciplinary procedures which may lead to dismissal, the use or disclosure of such information can result in civil or criminal penalties under the Tunisian law.

III - CONFIDENTIAL INFORMATION

It is considered a breach of this Code of Conduct, any unauthorized use or release of confidential information during or after employment with TIB. Confidential information with respect to the Bank, its customers, prospective customers, suppliers, shareholders, and employees acquired in the course of business is to be used solely for Bank purposes and is never to be discussed with or divulged to unauthorized people. The need for confidentiality extends to everyone, including family, friends and acquaintances.

All employees of the Bank are expected to keep at all times information related to personal and business affairs of the customers, suppliers and shareholders in strict confidence. Confidential information includes the following: business relationships, loans, accounts, balances, experiences, or any other transaction with the Bank. Confidential information includes also, but is not limited to corporate policies, objectives, goals and strategies, results; lists of clients, employee records; and other materials such as graphs, memoranda, documents, manuals, reports, records, software or hardware for use in computer or word processing equipment, training materials, bulletins, and similar originals or copies of records whether or not you have contributed to their creation.

Confidential information available to one affiliate or department of the Bank should only be communicated to other affiliates or departments when there is a legitimate business need to know.

IV - RELATIONSHIP WITH THE BANKING AUTHORITY AND THE MEDIA

To ensure proper disclosure and consistency of information, all communications with members of the banking authority must be coordinated with the Managing Director.

The relationship with the media is an important one that affects our image in the community. Employees must refer all questions or requests for information from reporters or other media representatives to the Managing Director to ensure consistency and accuracy of information disclosure.

V- FINANCIAL ACCOUNTABILITY AND INTERNAL CONTROLS

All employees are expected to be familiar with the Bank's internal control policies and procedures and operate within the established internal controls. Both internal and external auditors of the Bank periodically audit internal control policies, procedures and compliance in order to assess the adherence to these controls. All involved employees must provide accurate information during these periodic assessments.

VI – ACCURACY OF DISCLOSED FINANCIAL INFORMATION

The Bank prepares its accounting and financial information in accordance with the adopted International Accounting Standards. All information disclosed to the public should reflect accurately the true situation of the Bank. Any information that is false, misleading, and incomplete or would lead to mistrust by our customers or the public should never be issued. Under no circumstances or for any reason, should any asset or liability of the Bank be used for an unlawful or improper purpose.

VII - MONEY LAUNDERING AND TRANSACTION STRUCTURING

As per the Tunisian Law, any employee who knowingly and intentionally launders money, or attempts or assists someone in laundering money is subject to substantial fines or imprisonment or both.

All employees of TIB are prohibited from engaging in money laundering and/or related transaction structuring. The Bank's disciplinary policy will apply in all cases. All employees are required to immediately report all attempts to launder money, structure such a transaction and/or all suspicious activities to the designated Money Laundering Reporting Officer "MLRO".

VIII- THEFT, MISAPPLICATION OF FUNDS AND CRIMINAL ACTIVITY

Every employee is responsible for ensuring that the Bank maintains accurate and complete records. Anyone who steals, or deliberately misappropriates assets and /or funds of the Bank will be subject to legal prosecution. The Bank's prosecution and restitution policy will apply in all cases.

Any employee convicted of any criminal activity may be immediately dismissed from employment by the Bank.

IX - CORPORATE NAME AND LETTERHEAD

The Bank's name, logo or corporate letterhead should not be used for any purpose other than in the normal activity. Any exception should be expressly approved in writing by Managing Director.

X – BRIBERY OF EMPLOYEES

It is considered a crime for any employee of the Bank to corruptly solicit, demand or accept for the benefit of any person anything of value (whether goods or services) from anyone in return for any business, service or confidential information intending to be influenced or rewarded, either before or after a transaction is discussed or consummated.

No employee may ever demand, request or solicit any benefit under a will or trust instrument of a customer.

Employees should not, on behalf of the Bank and in connection with any transaction or business directly or indirectly give, offer, or promise anything of value to any individual, or company whether private or public, officials, or any other person for the purpose of influencing the actions of the recipient.

XI – THINGS OFFERED TO AND BY EMPLOYEE

Any employee being offered a gift(s) from a Bank client, prospective client, contractor, and supplier of goods or services to the Bank which has a value in excess of US\$150 (whether the gift is in goods or services or any other benefit) must declare the such offer to the Bank's Managing Director. The Managing Director will decide whether it is appropriate for the employee to accept such gift or whether the offer should be declined and the goods returned. The Managing Director should declare the such offer to the Board.

Outside the normal business practices such as providing meals, tickets to cultural and sporting events, promotional gifts offered by the Bank, no employee should on behalf of the Bank in connection with any transaction or business directly or indirectly give, offer, or promise anything to any individual, business entity, organization, governmental unit, public official, political party or any other person for the purpose of influencing the actions of the recipient.

XII - OUTSIDE ACTIVITIES

Employees' activities must not interfere or conflict with the interest of the Bank.

Appropriate gainful employment outside the banking system is discouraged. Any employee wishing to undertake such outside employment must first obtain the prior written consent of the Bank's Managing Director. In the case of the Managing Director, he will advise the Bank's Board of Directors of any outside employment undertaken by him.

Employees should not engage in outside employment that interferes with the time and attention that must be devoted to their duties at the Bank or adversely affects the quality of the work they perform.

Outside employment should not compete or conflict with the activities of the Bank, involve any use of company equipment, supplies, or facilities and adversely affect the Bank's reputation.

XIII - SOUND PERSONAL FINANCES

Employees must avoid any circumstances that may lead to drawing checks against insufficient funds or other financially embarrassing situations. The manner in which employees manage their personal finances can affect his/ her job performance and the Bank's image in the community.

Employees and their families should not borrow from customers and/or suppliers. Employees and their families should borrow only from financial institutions on terms customarily offered to others under similar circumstances without special concessions as to interest rate, terms, security, repayment terms and penalties.

XIV - EMPLOYMENT OF RELATIVES OR PERSONS HAVING CLOSE PERSONAL RELATIONSHIPS

To avoid conflicts of interest and minimize security risks, immediate family members or other persons with whom an employee has a close personal tie should not work in the same department, be placed in positions where one may supervise another or be placed where one may be in a position of processing, monitoring or recording of transactions initiated by the other.

XV - DISCLOSURE AND RECORDKEEPING

If an employee believes he/she will be in violation of this Code of Conduct, the employee must disclose the facts of the situation to his or her supervisor. Failure to do so is a separate breach of this Code. Disclosure should always be in writing, and senior management should give a written response to the employee. A file of disclosures and responses should be maintained by the Bank's Personnel Department.

XVI - ACKNOWLEDGMENT

Every employee is required to sign a statement that he or she has read this Code of Conduct and understands its provisions and agrees to abide by them. Employees may also be required to provide a periodic acknowledgment.

XVII - CODE OF CONDUCT VIOLATIONS

Any employee who violates any section of this Code of Conduct is subject to disciplinary action up to and including termination of employment. Suspicions of Code of Conduct violations and/or any criminal activity or business abuses should be reported immediately to one's supervisor.

XVIII - RELATED PARTY TRANSACTIONS & CONFLICT OF INTEREST

1 – RELATED PARTY TRANSACTIONS

A - Definition

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party when making financial and/or operating decisions.

Related party transactions refer to the transfer of valuable resources or obligations between the Bank and its related parties, which include lending (including loans, guarantees, L/Cs, purchase of securities, etc.), transfer of assets (including real estate transfers, transfer of loan interests, transfer of mortgaged assets, etc.), providing services (including appraisal, auditing and legal services, etc.).

Related party transactions could be divided into three groups namely, “definitive” related parties, “Potential” related parties and “construed related parties.

Definitive related party

Under this group we find:

- Insiders of the Bank including directors, senior management and employees who have authority to decide or to participate in lending and transfer of assets transactions;
- Primary shareholders who directly or indirectly hold or control more than 5% in equity interests;
- Corporations, directly or indirectly under the control of the primary shareholders or the insiders;
- Close relatives of the primary shareholders, the insiders, and those entities owned, controlled or materially influenced by the primary individual, shareholders, the insiders and/or their close relatives;
- Companies in which the Bank owns significant equity interests.
- Any other entities which can directly or indirectly, individually or collectively, control or influence the management of the Bank.

Potential related party

Potential related parties refer to those persons or entities that may become related parties after the bringing into effect of any agreements or commercial arrangements with the Bank.

Construed related party

Persons or entities that cannot be included in the above two categories and have influence on the Bank and may benefit from unethical or unfair transactions are defined as construed related parties. Construed related parties include donors and donees.

B – Related Party Terms and Conditions

It is understood that related party relationships are a normal feature of commerce and business conducted by the Bank. TIB may have business relationships with a number of companies in which it owns significant equity interests. TIB also has business relationships with its parent company, subsidiaries of its parent company, the holding of its parent company and subsidiaries of the holding companies and a number of companies where members of its Management / Board also hold positions of authority, such as on boards of directors.

The business relationships with these companies generally cover many of the financial services that TIB provides to its clients.

All of these transactions to related parties as defined above should be conducted on an arm’s-length basis i.e. should be made substantially on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated third parties, and should not involve more than the normal risk of repayment or present other unfavourable features.

Also, the financial services provided to all of these companies should be conducted in full transparency and should be on terms equivalent to those that would exist if the Bank did not have equity holdings in them or management members in common.

Transactions between related parties that are not conducted on an arm's-length basis are forbidden. Any material transaction should be reported by the Bank's Audit Department to the Board of Directors. Any exceptions must be approved by the Board of Directors.

2- CONFLICTS OF INTEREST

Conflicts of interest are simply defined as any kind of situations and relationships that may result in conflicting interests.

A - Main categories of conflicts of interest

Three main categories of conflicts of interest can be identified:

2.1. Conflicts of interest arising within the Bank:

The most common conflicts of interests at corporate level arise between the interests of one member of a corporate body and the interests of the Bank. The member of a corporate body could be a Bank director, executive officer, a shareholder, a legal representative.

A conflict of interest may also arise when a relative or spouse of one of the members sitting on a corporate body has any interest in a transaction to be approved by that corporate body.

2.2- Conflicts of interest arising between specialised companies acting on the regulated markets and their clients (e.g. brokerage companies):

Brokerage companies are required to give priority to their clients' interests and refrain from satisfying their own interests first, to the detriment of the clients' interests.

2.3- Conflicts of interest between members of certain professions rendering services to specialised Services Providers:

The most common case is that of auditors and censors (internal auditors). There may be a wide array of conflicting interests (e.g. an auditor is deemed to face a conflict of interest if it engages in any kind of relations with a company or with a third party with whom the audited company has a relationship).

B – Insiders & Conflicts of Interest

The Bank is obliged to organize its business in such a manner as to minimize possible conflicts of interest among its employees, clients and other companies.

Without the consent of the Board of Directors, no member of the Bank Management Board shall be allowed, either for his or for someone else's account, to perform activities falling within the scope of the Bank's objects, to act as a manager or as a supervisory board member in another company engaged in business similar to that of the Bank, or to perform on the Bank premises activities for his own or for another person's account. Without the said consent, the Management/Board member shall not be the member of another company holding personal responsibility for that company's obligations if business operations of that company interfere with business activities of the Bank.

Bank insiders acting in the capacity of a founder, shareholder or employee may not enter into a contract with their own company such as a contract on loan, deposit, guarantee, backing guarantee and surety. Without approval, none of the persons mentioned above may conclude such contracts. Any contracts concluded in this case shall have no legal force.

If someone identifies a conflict of interest he/she must report it to the Audit Committee. The Bank should suspend all activities concerning conflicts of interest, and abrogate all decisions brought by breaching the conflict of interest clause if the competent Audit Committee decides that the clause has been breached.

C – Auditors and Conflicts of Interest

A violation of the principle for independence of the auditor and a conflict of interest occurs when:

- The registered auditor has a financial interest in the activity of the audited company, consisting of possessing portions of the capital, shares or other securities issued by the company and/or participation in the activities thereof;
- The registered auditor takes part in the management of the audited company;
- The registered auditor is related by marriage or kinship with the management of the company audited;
- There is a pending lawsuit between the registered auditor and the audited company.

Date and signature (preceded by the words "Read and approved")

Name & Position

Signature