

## **CODE OF CONDUCT FOR THE CHAIRMAN OF THE BOARD AND OTHER BOARD MEMBERS**

### **1. Prudent Conduct and Behavior**

Directors shall act honestly, ethically, in good faith and in the best interest of the Company and fulfill their fiduciary obligations to Company's shareholders. They shall seek to use due care and diligence in performing their duties of office and in exercising their powers attached to that office. The Directors shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.

### **2. Confidentiality**

Directors shall maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company or a third party that comes to them, irrespective of the source, in their capacity as a Director, except when disclosure is authorized or legally mandated. Along with this Directors maintained confidentiality of the Company's financial condition, prospects or plans, its marketing and sales programs and research and development information, possible transactions with other companies or joint venture partners, the Company's customer and/ or supplier details, and discussions and deliberations relating to business issues and decisions between and among employees, officers and Directors.

### **3. Conflict of Interest**

Directors shall avoid conflicts between their personal interests and those of the Company.

This Code does not attempt to describe all possible conflicts of interest which could develop. Some of the more common conflicts from which Directors shall refrain, however, are set out below:

- Directors shall not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- Directors shall not accept compensation (in any form) for services performed for the Company from any source other than the Company.

#### 4. **Compliance with Laws, Rules and Regulations**

The Company requires strict compliance by all Directors with applicable laws, rules and regulations of Bangladesh.

5. **Prohibition of Insider Trading** Concerned Directors who have access to confidential information are not permitted to use or share that information for securities trading purposes (“insider trading”) or for any other purpose except the conduct of the Company’s business. All Directors, Company’s executive officers, key employees shall comply with the relevant insider trading rules as issued by BSEC.

6. **Relationship with Environment, Employees, Customers and Suppliers:** Directors are entrusted with the responsibility of guiding and directing the management about how to maintain relationship with the environment, employees, customers & suppliers. Directors shall ensure compliance with all regulations regarding the preservation of the environment.

#### 7. **Independence**

According to the requirements regarding the background and qualifications of the Independent Directors mentioned in Corporate Governance Code imposed by BSEC, the Directors shall ensure independence of the Independent Directors by adherence to all the criteria stated in the Code.

Along with aforementioned conditions, All Directors shall endeavor to protect the Company’s assets and ensure their efficient use. Any suspected incident of fraud, theft or negligence shall be immediately reported for investigation.

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## **CODE OF CONDUCT FOR THE CHIEF EXECUTIVE OFFICER**

The Company expects ethical conduct from its Chief Executive Officer as he / she serves as idol of other employees. The underlying principles of the Code of conduct for the CEO are the following:

- i) The CEO shall engage in and promote honest, ethical and prudent conduct and behavior in carrying out their duties and responsibilities throughout the work environment.
- ii) The CEO shall avoid actual or apparent conflicts of interest in personal and professional relationships.
- iii) The CEO shall respect the confidentiality of non-public information acquired in the course of activities and prevent the unauthorized disclosure of such information except when authorized or otherwise legally obligated to disclose.
- iv) The CEO shall comply with all applicable laws, rules and regulations and shall bring into attention of the Board evidence of any material violations of laws, rules or regulations, by the Company or anyone acting on its behalf.
- v) The CEO must abstain from buying or selling securities on the basis of possession of significant confidential, material, price-sensitive inside information that is not available to the public.
- vi) The CEO shall effort to deal fairly with the Company's customers, suppliers, competitors and employees.
- vii) The CEO shall operate the business in an environmentally sustainable manner and enhance the Company's environmental performance, by fulfilling environment related compliance obligations, preventing pollution.
- viii) The CEO shall be responsible for maintaining the adequacy of books, records and internal controls and for ensuring full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities and Exchange Commission and other regulatory authorities.

- ix) The CEO shall act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his/her independent judgment to be compromised.
- x) The CEO shall be responsible for reporting to the Board along with duly informing the Chairman, the Nomination and Remuneration Committee or the Head of Internal Audit and Compliance or the Audit Committee, as and when relevant to them, of any violation or circumstances which he/she considers to involve a probable violation of this Code, the securities or other laws, rules or regulations applicable to the Company.

#### **NON COMPLIANCE OF THE CODE**

It shall be the duty of Directors and the CEO to help the enforcement of the Code and any breach if communicated / noticed is to be immediately reported to the Board. In case of breach of this Code by Director or Chief Executive Officer, the same shall be considered by the Board for initiating appropriate disciplinary action.

**(Chairman/CEO)**