

## CODE OF CONDUCT FOR THE CHIEF EXECUTIVE OFFICER

### 1. Comply with All Applicable Laws and Regulations

I shall keep abreast of and comply with all applicable local laws, rules and regulations of any government, regulatory organisations or other professional associations governing the professional activities of the Company. I shall not engage in any action or activity that could tarnish the reputation of the Company and shall report any real or potential violation of law, rules, regulations, policies or procedures to the Board of Directors of the Company.

### 2. Maintain Personal Integrity

I at a personal level shall demonstrate the highest standards of integrity in all decisions made on behalf of the Company. I shall be guided by the principles of honesty, fair dealing, respect and the high ethical standards in my dealings with all stakeholders of the Company. I shall act in good faith, with due care and diligence, exercise independent and unbiased judgement and refrain from taking unfair advantage of anyone, attempting to gain from misuse of power, abuse of privileged information and misrepresentation or concealment of facts.

### 3. Legitimate Transaction

I shall refrain from transactions with individual or organisations involved in drug trafficking, money laundering or any other criminal activity.

### 4. Fair Dealings

I shall deal fairly with all stakeholders of the Company.

### 5. Independence and Objectivity

I shall avoid all situations that could potentially prevent them from independent and objective decision making. I shall only accept or offer gifts that are not intended to influence or reward any decision or action or business relationship in any way and the maximum value of such gifts shall be Tk. 1000/-.

### 6. Conflict of Interest

I shall make full disclosure to the Executive Committee in writing prior to a decision being taken on a particular transaction where there is a conflict or potential conflict between my personal interest and the interests of the Company. In such cases, I shall refrain from taking action on the transaction until it is ensured that:

- The matter has been reviewed by the Executive Committee and the circumstances are noted in the minutes of the relevant Executive Committee meeting;
- The Executive Committee has satisfied itself that the transaction meets the usual policy and procedural requirements of the Company in all respects and can be executed at an arm's length from the position of the CEO; and
- The transaction has the unanimous approval of the Executive Committee.

### 7. Insider Trading

I shall refrain from attempting to make personal gains, or for the gain of relatives, friends or any other third parties, from information received as a consequence of my position. I shall also abstain from sharing insider information or dealing on behalf of relatives, friends or any other third parties in a manner which may impair my independence and objectivity.

**8. Confidentiality of Information**

I shall maintain the confidentiality of the strategies, policies, business plans, unpublished price sensitive information or any information regarding the Company which is not in the public domain.

**9. Protection and Proper Use of Company's Interests and Assets**

I shall use the human resources, fixed, intangible and other assets of the Company judiciously and only in the discharge of the professional responsibilities of my position and for the sole benefit of the Company. I shall ensure the adequate care and protection of all Company assets including its human resources, premises, technology infrastructure, goodwill, proprietary products, trade secrets, brand image and reputation.

**10. Prudent Conduct and Behaviour**

I shall apply due care and diligence in conducting the affairs of the Company, exercise prudent judgment and effective oversight in all activities of the Company and shall be cognizant of all legal, regulatory and reputational ramifications of my actions.

**11. Outside Activities**

I shall not engage in any personal, commercial or business activities or enjoy full or part time employment with any other organisation during my employment with the Company. I shall take prior approval of the Board before engaging in the activities permitted by Company policy such as training/teaching/social work/publication of literature or artistic works/ receiving foreign award, title/honour etc. I shall also take prior approval of the Board for engaging in any media, website, publication or public speaking activities which is connected with the business of the Company. I shall disclose the details of the outside activity and the benefits to be derived therefrom, in writing to the Board at the time of seeking prior approval to engage in the activity.

I shall not run for or be participate in any political activity other than exercising statutory voting rights during my employment with the Company.

**12. Other Directorships**

I shall obtain the prior approval of the Board of Directors before accepting a directorship in any other Company. The application seeking such approval should be routed through the Board Secretary of the Company. I shall not accept or seek approval for the directorship of a bank or financial institution.

**13. Duties to Employees****13.1 Relation with Work Environment and Employee**

I shall ensure that a professional work environment is maintained within the Company. I shall also ensure the dissemination of appropriate knowledge and information at all levels of the Company regarding the business environment in which the Company operates. I shall be reasonable and fair in all dealings and interactions with employees irrespective of position, seniority, grade, religion, ethnicity, race, disability, gender or sexual orientation.

**13.2 Equal Opportunity for All Employees**

I shall ensure that the Company provides equal employment opportunity to all, irrespective of religion, ethnicity, race, disability gender or sexual orientation. This principle shall apply to all aspects of the employment relationship, including recruiting, hiring, training, work assignment, promotion, transfer, termination, and wage and salary administration.

13.3 Safe and Healthy Work Environment

I shall demonstrate commitment to workplace safety, hygiene and environment-friendly practices by ensuring that all relevant laws, regulations and best practices are complied with.

13.4 Comprehensive Human Resources Policies and Guidelines

I shall put in place comprehensive human resources policies, and guidelines which cover recruitment and selection, employee code of conduct, employee service rules, reward and compensation, performance evaluation, career and succession planning, conflict resolution, grievance handling, and harassment.

13.5 Employee Training and Development

I shall ensure appropriate training and development programmes are participated in by employees to enhance their professional skills. I shall also develop financial and non-financial reward and recognition programs for employees.

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**Acknowledgement**

I have understood this Code of Conduct and agree to comply fully with its contents.

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Title : \_\_\_\_\_

Date : \_\_\_\_\_