

1. Compliance with Laws, Rules and Regulations

The Chairperson and other Board members 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 activities of the Company. They 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.

2. Maintain Personal Integrity

The Chairperson and other Board members shall demonstrate the highest standards of integrity in all decisions made on behalf of the Company. They shall be guided by the principles of honesty, respect and high ethical standards in their dealings with all stakeholders of the Company. They 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. Fair Dealings

The Chairperson and other Board members shall deal fairly with all stakeholders of the Company.

4. Independence and Objectivity

The Chairperson and other Board members shall avoid all situations that could potentially prevent them from independent and objective decision making. They 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/-.

5. Conflict of Interest

The Chairperson and other Board members shall make full disclosure to the Board in writing prior to a decision being taken on a particular transaction where there is a conflict or potential conflict between their personal interest and the interests of the Company. In such cases, they shall refrain from taking action on the transaction until it is ensured that:

- The matter has been reviewed by the Board with the concerned Board members abstaining from the proceedings and the circumstances are noted in the minutes of the relevant Board meeting;
- The Board 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 concerned Board member; and
- The transaction has the unanimous approval of the Board.

6. Insider Trading

The Chairperson and other Board Members 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 their position. They 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 their independence and objectivity.

7. Confidentiality of Information

The Chairperson and other Board Members 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.

8. Protection and Proper Use of Company's Interests and Assets

The Chairperson and other Board members shall ensure through their oversight of Company matters that the human resources, fixed, intangible and other assets of the Company are used judiciously for the sole benefit of the Company.

9. Prudent Conduct and Behaviour

The Chairperson and other Board members shall apply due care and diligence in overseeing the affairs of the Company, exercise prudent judgment in making decision that affect the activities of the Company and shall be cognizant of all legal, regulatory and reputational ramifications of their decisions.

10. Involvement in Competing Business

The Chairperson and other Board Members shall not be involved directly or indirectly in a business which is in competition with the Company.

11. Relation with work environment and Employee

The Chairperson and other Board Members shall not participate or interfere in any administrative or regular activities of the Company. They shall ensure that a professional work environment is maintained throughout the Company through adequate policies and guidelines.

12. Other Directorships

The Chairperson and other Board Members shall report / disclose any directorships they hold in other companies to the Board. Any change in the directorship status of the Chairperson and other Board members must be promptly informed to the Board. Under no circumstances shall the Chairperson or any other Board Member accept the directorship of a competitor of the Company.

Acknowledgement

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

Signature :

Name :

Title :

Date :