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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.

Khulna Office :

Bangladesh Development
Bank Bhaban (BDBL)
5th floor, 25-26 KDA C/A
Upper Jessore Road
Khulna
Tel : 09602000026
(041) 732761

Gulshan Office :

SHEBA House (6th floor)
Golden Plaza Shopping Complex
Plot # 34, Road # 46
Gulshan-2, Dhaka-1212
Tel : 09602000014
880 2 9887945
880 2 9885470

Motijheel Office :

Baitul Hossain Building
Room No.- 607 (5th Floor)
27 Dilkusha, Motijheel C/A
Dhaka-1000
Tel : 09602000010
09602000013
8802 7125336

Uttara Office :

House: 01 (3rd floor), Road: 35
Sector: 07, Uttara, Dhaka-1230
Tel : 09602000018
Cell : 01919652666

Narayanganj Office :

NS Tower (Top Floor)
Masdair (1 no Ser-E-Bangla Road)
Near Govt Girls School, Fatulla
Narayanganj-1400, Tel: 09602000022
Cell: 01919658930

Gazipur Office :

Mofiz Uddin Sarker Bhaba
(2nd floor), Tangail Road
Chandona Chowrasta
Gazipur-1700
Tel : 09602-000055-56

Chattogram Office :

HRC Bhaban
64-66, Agrabad C/A
Chattogram
Tel : 09602 000009



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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.

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.

(Chairman)

Nomination and
Remuneration Committee (NRC)

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