

CODE OF CONDUCT OF DIRECTORS(MEMBER OF THE BOARD OF DIRECTORS)

Values

The company has adopted the following values:

- ☐ We act with integrity and communicate honestly and openly.
- ☐ We are passionate about meeting our customers' needs and delivering for our shareholders
- ☐ We are accountable for all our own actions: these include safety, protecting the environment, and supporting our communities
- ☐ We work together as a team and are committed to excellence and innovation

Compliance with Applicable Laws

Directors must comply with all of the laws, rules and regulations of Bangladesh. Directors are expected to consult with the Chairman of the Board if they have questions about laws that they think may be applicable to either Company of its business.

Conflicts Of Interest

A "conflicts of interest" may exist whenever the interests of a director conflict in any way with the interests of a Company. While our directors should be free to make personal investments and enjoy social relations and normal business courtesies, they must not have any interests that adversely influence the performance of their responsibilities. A conflict of interest may arise when a director takes actions or has interests that may make it difficult to perform his or her Company responsibilities objectively. A conflict of interest also may arise when a director, or a member of his or her family, receives improper personal benefits as a result of his or her position with a Company, whether received from that Company or a third party.

Confidentiality

All directors must maintain the confidentiality of confidential information entrusted to them by either Company except when the applicable Company authorizes disclosure or disclosure is required by laws, regulations, or legal proceedings. The term "confidential information" includes, but is not limited to, non-public information that might be of use to competitors of the Company, or harmful to the Company or its customers if disclosed. Directors are expected to consult the Chairman of the Board if they believe they have a legal obligation to disclose confidential information.

Fair Dealing

Each director is expected to deal fairly with the respective Company's customers, suppliers, competitors, officers and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Inappropriate use of proprietary information, misusing trade secret information that was obtained without the owner's consent, or inducing such disclosure by past or present employees of other companies is prohibited. A director must perform his or her duties in good faith, acting honestly, free from the intention to defraud.

Protection and Proper Use of Company Assets

All directors are expected to exercise their business judgment in a manner that protects the Company's assets and promotes their efficient use. All company assets are to be used for legitimate business purposes.

Accounting Complaints

The audit committees of the Boards of Directors are responsible for establishing procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters. Directors who have concerns or complaints regarding such matters are expected to promptly submit those concerns or complaints to the Chairman.

Reporting Any Illegal or Unethical Behavior

Directors should promptly communicate any suspected violations of the Code, including any violation of law or government rule or regulation, to the Chairman of the Board. Suspected violations will be investigated by the Board, the Audit Committee, or persons designated by the Board or the Audit Committee. Appropriate action will be taken in the event that a violation is confirmed.

Directors should promote ethical behavior and review the Company's steps to (a) encourage employees to talk to supervisors, managers, and other appropriate personnel when in doubt about the best course of action in a particular situation, b) encourage employees to report violations of laws, rules, regulations, or the Company's employee code of conduct, and potential ethics violations or non-compliance to appropriate personnel through, among other things, an ethics hotline, and c) inform employees that the Company will not allow retaliation for reports made in good faith.

Amendment, Modification and Waiver

This code may be amended, modification, or waived by the Company's Board of Directors, subject to the disclosure and other provisions of the SEC, DSE and CSE Regulations and The Companies Act and other applicable laws. As a general policy, the Board of Directors will not grant waivers to the Code.