

Code of Conduct for the Chairperson, Other Board of Members & CEO:

Preamble

This Code of Conduct for the Chairperson, other Board members and Chief Executive Officer (here in after referred to as “the Code”) has been framed and adopted by Kohinoor Chemical Company (Bangladesh) Limited (hereinafter referred to as “the Company”) in compliance with the requirements of the Condition 1(7) of Corporate Governance Code Notification BSEC/CMRRCD/2006-158/207/Admin/80, dated: 3 June 2018 of Bangladesh Securities and Exchange Commission.

This Code is intended to provide guidance to the Chairperson, other Board members and Chief Executive officer to manage the affairs of the Company in an ethical manner. The purpose of this code is to recognize and emphasize upon the ethical behavior and to develop a culture of honesty and accountability.

This Code of Conduct attempts to set forth the guiding principles on which the Chairperson, other Board members and Chief Executive Officer shall operate and conduct themselves with the stakeholders, shareholders, government and regulatory agencies, employees, customers and suppliers and anyone else with whom it is connected.

Interpretation

In this Code, unless repugnant to the meaning of context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

“Board of Directors” shall mean the Board of Directors of the Company.

“BSEC” shall mean the Bangladesh Securities and Exchange Commission.

“Chairman” shall mean the person holding the office who is typically elected or appointed by the members of the Board and presides over board and general meetings of the Company.

“Chief Executive Officer/ Managing Director” shall mean an officer who is in whole time employment of the Company and is member of its management team and is not on the Board of Directors.

“Company” shall mean Chartered Life Insurance Company Limited.

“Conflict of Interest” means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

“Incumbents” shall mean the Chairman of the Board, other Board members and Chief Executive Officer of the Company to whom this Code is applicable.

“Independent Directors” shall mean an Independent Director as per the provisions of the Corporate Governance Code 2018 of the BSEC.

Prudent conduct and behavior

- The Chairperson, other Board members and Chief Executive Officer shall act honestly, ethically, in good faith and in the best interest of the Company.
- Whilst carrying out the duties, the Chairperson, other Board members and Chief Executive Officer shall ensure that these are executed in terms of the authorizations granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors of the Company from time to time.

- The Chairperson, other Board members and Chief Executive Officer shall refrain from indulging in any discriminatory practice or behavior based on race, color, sex, age, religion, ethnic or national origin, disability or any other unlawful basis. The ethical conduct, performance and skills shall be qualifying indicatives for the Board Members' performance.
- The Chairperson, other Board members and Chief Executive Officer shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.
- The Chairperson, other Board members and Chief Executive Officer shall use the Company's assets, property, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains

Confidentiality

Confidential information comprises any information that is not or not yet public information. Unless otherwise required by law or authorized by the Company, the incumbents shall maintain confidentiality of the information that is entrusted upon them for carrying on their respective responsibilities and duties and shall not use the same for personal benefits or gains or anyone's gains other than the Company.

Conflict of interest

- The Chairperson, other Board members and Chief Executive Officer shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company. The
- Chairperson, other Board members and the Chief Executive Officer should disclose to the Board whether they directly, indirectly or on behalf of third parties have a material interest in any transaction or matter directly affecting the Company.
- All transactions having conflict of interest should be carried out in accordance with laws and be fully disclosed to the Board of Directors.

Compliance with Laws, Rules and Regulations

The Chairperson, other Board members and Chief Executive Officer shall ensure compliance with the various legal/regulatory requirements as applicable to the business of the Company and endeavor that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.

Prohibition of Insider Trading

The Incumbents shall comply with all laws, rules and regulations governing trading in the shares of the Company. As per the law of the Country for Prohibition of Insider Trading and dealing with the securities of the Company which, inter-alia, prohibits buying or selling o the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain.

Environment Relations

The Incumbents are expected to be aware of the Company's commitment to contribute to sustainable business development with respect for environmental issues and requirements and its environmental policy statements issued from time to time. The Incumbents are also expected to have knowledge of, monitor and adhere strictly with the country's all applicable laws, rules and regulations related to the environment that impact the Company operations and business including the requirements under environmental standards of the financial participants.

Employee Relations

The Incumbents should strive for causing the Company to maintain cordial employee relations and build competency, based on the human resource systems and maintain human resources policy that has been directed at managing the growth of the organization efficiently.

Customer Relations

It is an established policy of the Company to develop and foster fair, sustainable and mutually beneficial relationship with its customer's on an arm's length basis. The Incumbents are expected to respect its customers, their needs and contribute to satisfying these needs in efficient and effective manner such that the interest of the Company and shareholders are not compromised.

Supplier Relations

The Company's policy is to deal with its suppliers on an arm's length basis in a manner that creates and maintains long term trust based on objectivity, integrity, fairness and honesty. The Incumbents are expected to adhere to the above principles.

Independency

The Incumbents shall be independent in regards to discharge their duties and responsibilities entrusted upon them, within the purview of the law and for the best interest of the Company. They shall also be independent to give any fair opinion to take a decision in the Board meeting for the purpose of the business of the Company, as they thin appropriate with their knowledge and experience and believe, in good faith.

Company Property

It is the fiduciary responsibility of the Incumbents to safeguard and properly use the assets and resources of the Company, as well as assets of other organizations that have been entrusted to the Company. Except specifically authorized, the Company assets, including Company equipment, materials, resources and proprietary information, must be used for Company business purposes only.

Non Compliance of this Code

It shall be the duty of the Incumbents to help the enforcement of this Code and any suspected violations of this Code must be reported to the Chairman of the Board. All reported violations shall be appropriately investigated. The Incumbent who violate this Code may be subject to sanctions, up to and including a request to resign from his position. The Incumbents charged with a violation of this Code

shall not participate in a vote of the Committee or the Board concerning his/her alleged violation, but may be present at a meeting of the Board convened for that purpose. Any waiver of this Code must be approved by the Board.

Amendments to this Code

The provisions of this Code can be amended or modified by the Board from time to time and all such amendments/modifications shall take effect from the date stated therein.