

# THE CODE OF CONDUCT FOR CHAIRPERSON OF THE COMPANY

This Code of Conduct for Chairperson of the Board of Directors is prepared in accordance with Condition 1(7)(a) of the Corporate Governance Code notified by the Bangladesh Securities and Exchange Commission (BSEC) dated 3 June 2018. For the purpose of this Code, "Chairperson" shall mean the Chairperson of the Board of Directors of the Company. The Company is committed to being an ethical and responsible member of the business communities in which it operates. The Company always endeavors to ensure that the highest standards of honesty, integrity and ethics are maintained. This Code is intended to serve as a source of guiding principles for the Chairperson even though no code or policy can anticipate every situation that may arise. The standards contained in this Code are neither exclusive nor comprehensive. The Chairperson of the Board of Directors is required to comply with all applicable laws, rules and regulations, whether or not specifically addressed in this Code.

## **Compliance With Laws, Rules And Regulations**

The Chairperson of the Board shall act as the ambassador for the Company. The Chairperson strives to ensure that all activity by or on behalf of the Company is in compliance with applicable laws, rules and regulations of Bangladesh ("applicable laws"). When dealing with customers, suppliers, competitors or other third parties, the Chairperson shall neither undertake any commitment nor engage in any agreement which is prohibited as anti-competitive, discriminating or illegal. Beyond compliance with laws and regulations, the Chairperson is expected to carry out his/her duties with integrity and professionalism when dealing with customers, suppliers, governmental bodies or partners.

## **Fair And Honest Dealing**

The Chairperson of the Board shall manage and provide leadership fairly and honestly to the Board of Directors of the Company. The Chairperson shall behave in an ethical manner and shall not take unfair advantage of or from anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. The Chairperson is expected to uphold a culture emphasizing honesty, integrity, fairness, trust, competence, professionalism, discipline, teamwork, as well as truthfulness and high moral standards in day-to-day dealings and conduct, both within and outside the Company.

## **Conflicts Of Interest**

The Chairperson must adhere to the highest standards of honesty and ethical conduct. These include, but are not limited to, sensitivity to the existence of a conflict of interest or the appearance or possibility of a conflict of interest. Conflicts of interest can arise in many ways and the Chairperson must always be sensitive to those situations in which they are most likely to be present. A conflict of interest exists when the Chairperson's personal interest interferes or appears to or may interfere, in any way with the interests of the Company, or when the Chairperson otherwise takes actions or has interests that may make it difficult for him or her to perform his or her role objectively and effectively. The Chairperson shall act in the best interest of the Company at all times.

## **Compliance With Laws On Insider Trading**

Insider information is defined as knowledge of data, projects, transactions or processes, the disclosure of which could affect the stock market price of securities, especially the Company's shares. As someone who potentially has access to insider information, likely to result in substantial movements of the price of the stock or any other financial instruments of the Company, the Chairperson shall comply with applicable insider trading laws.

## **Outside Activities And Compensation**

Following his or her appointment to the Board, and except as expressly approved in advance by the Board, the Chairperson shall not take up any management or other employment position with, or have any material interest in, any firm or company which has direct or indirect competition with the Company or otherwise. In this regard, the Chairperson must adhere to the policies of the HeidelbergCement Group, rules and regulations of BSEC and applicable laws of Bangladesh.

## **Anti-Bribery And Dealings With Governmental Officials**

Special care must be taken when dealing with governmental authorities. The Chairperson shall not make any direct or indirect promise, offer or make payment in money or anything of value to anyone, including a government official, agent or employee of a government, political party, labor organization or business entity or a candidate of a political party, or their families, with the intent to induce favorable business treatment or to improperly affect business or government decisions. In this regard, the Chairperson must adhere to the policies of the HeidelbergCement Group, rules and regulations of BSEC and applicable laws of Bangladesh.

**Anti-Discrimination And Harassment**

A core responsibility of the Chairperson shall be providing a work environment that is free of unlawful discrimination and harassment. In this regard, the Chairperson must adhere to the policies of the HeidelbergCement Group, and applicable laws of Bangladesh.

**Environment And Health & Safety**

The Chairperson is committed to complying with and encouraging compliance with all applicable environmental and Health & Safety laws, standards and requirements. The Chairperson shall encourage employees to take care of Health & Safety measures, to follow all relevant rules, regulations and work instructions and to use appropriate personal protective equipment as required by applicable law.

**Confidential Information**

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company if disclosed. All information (in any form, including electronic information) that is created or used in support of Company business activities is the property of the Company. This Company information is a valuable asset, and the Chairperson is expected to protect it from unauthorized disclosure. The Chairperson must maintain the confidentiality of information entrusted to him/her by the Company or its customers, vendors or consultants except when disclosure is properly authorized by the Company or legally mandated. The Chairperson shall take all reasonable efforts to safeguard such confidential information that is in his/her possession against inadvertent disclosure and shall comply with any non-disclosure obligations imposed on the Company in its agreements with third parties.

**Protection And Proper Use Of Company Assets**

The Chairperson shall strive to preserve and protect the Company's assets and resources and to promote their efficient use and not to convert assets of the Company for personal use. Company property should be used for the Company's legitimate business purposes and the business of the Company shall be conducted in a manner designed to Company's interests rather than the personal interests of an individual.

**Integrity And Accuracy Of Financial Records**

The preparation and maintenance of accurate books, records and accounts are required by law and essential to the proper discharge of financial, legal and reporting obligations. The Chairperson shall ensure that all financial data must be completely and accurately recorded in compliance with applicable laws and the Company's accounting policies and procedures.

**Disclosure, Amendments And Waivers**

To the extent required by law, the Company shall publicly (e.g., in its Annual Report and/or on its website) disclose this Code and its application. This Code may only be amended by the Board of the Directors of the Company. To the extent required by law, amendments to the Code shall be disclosed publicly. Any waiver of the Code may be made only by the Board and shall be disclosed as required by law.

**Conclusion:**

The Chairperson is obligated to read and accept the provisions of this Code. No code of conduct, however, can address every situation for which guidance may be necessary. If the Chairperson is unclear about what may be the right course of action in a particular situation, he/she should obtain appropriate advice before taking action. The Chairperson is expected to abide by both the letter and spirit of this Code. Any questions regarding the scope or proper interpretation of this Code, or advice concerning its application to a particular situation, should be referred to the Legal Department of the Company or to the HeidelbergCement Group Legal Department.