

Code of Conduct & Ethical Standards

Our code of conduct and ethical standards addresses ethical conduct in our work environment, business and relationship with external stakeholders. Deshbandhu Polymer sets out the guiding principles known as the "Code of Conducts and Ethical Standards" as well as ensures the highest ethical standards in all of the Company's business dealings. Our code of conduct guides us in our daily business interactions, reflecting our standard of behavior and our corporate values.

The code clearly conveys to each of us the manner in which we achieve our business. The code of conduct is followed by all of the people of Deshbandhu Polymer Limited including Directors, Officers and all employees of the Company and its associates for the best interest of the Company. Vendors and suppliers are also subject to these requirements as adherence to the code is a condition for conducting business with Deshbandhu Polymer Limited. The code of conduct is often updated and reissued by the Board of Directors to cope up with the changing needs of stakeholders. We at Deshbandhu Polymer Limited are very keen to conduct our business according to our predetermined "Code of Conducts for Improving honesty and transparency in doing business so that it can achieve the trust of its stakeholders.

Compliance with laws, rules and regulations

Deshbandhu Polymer Limited and all its employees are bound by the law. All employees must follow at all times the applicable laws, rules, and regulations as prevailing in Bangladesh. Employees having doubts or questions about the applicability of the code of conduct is always welcome to contact the top management.

Conflict of interest

A "conflict of interest exists when an employee's personal interest interferes with the best interest of the Company. The Directors and Management personnel are expected to avoid and disclose any activity or association that creates or is supposed to create a conflict between their personal interests and the Company's business interests. If any relationship or association creates anything which is deemed to be material then it should be disclosed and permission should be taken thereby from the audit committee as well as the Board of Directors. In performing their duties, all employees of Deshbandhu Polymer Limited are expected to use their judgment to act, at all times and in all possible ways, in the best interest of the Company. Employees should attempt to avoid

conflict of interest and employees who believe a conflict of interest may exist should promptly notify top management. The top management will consider the facts and take instant corrective action if needed.

Prohibition of Insider Trading

Directors or employees of Deshbandhu Polymer Limited and any of its sister concerns are prohibited from using any "material" "nonpublic" and "price-sensitive information acquired personally and/or through others within the company, or through contact with clients or anyone it deals with in working within the company, its clients, suppliers or business partners, as to buy or sell any securities options, etc.

- i. It is a clear violation of the company's policy, ethical obligations and the law to engage in insider trading by any of the Directors or employees of the company.
- ii. The company also prohibits "tipping," which occurs when one person provides material, nonpublic information to another person, and that person trades on the basis of the information to his or her benefit.

Business relationships

Directors and management are not allowed to make any business relationship that may hamper the Company image in the country. They must not make any commitment that the Company cannot honor because the business of the Company is expected to be conducted legally and ethically.

Corporate disclosure

Directors and senior management personnel are liable to full, fair, accurate, timely, understandable and relevant disclosure in reports and documents it files with or submits to the regulatory bodies and publishes through the medium of public communications. They are not allowed to misrepresent either intentionally or cause others to misrepresent, facts about the Company to others within or outside the Company including its audit committee, statutory auditors and Govt. regulators and investors.

Privacy and Confidentiality

Directors and management personnel must ensure confidentiality of such information which may influence the capital market directly or indirectly. In essence, they are not allowed to disclose any forward-looking statements or information regarding the proceeding of board meetings/committee meetings/internal meetings or any tentative decisions about to be taken in those meetings. The following information along with other information as directed by the chairman of the board may be termed as confidential:

Information on trade and any trade secrets

- i. Confidential and privileged information regarding customers and employees
- ii. Information relating to mergers and acquisitions
- iii. Dividend, stock splits and divestitures, etc.
- iv. Plans relating to business issues and decisions which is not available in the public domain at that point in time.
- v. Confidential information or forward-looking information only can be disclosed with prior permission from appropriate authorities or as legally mandated.

Fair dealing

Any personnel of the Company must not discriminate against any employee, customer, supplier or any business partner based on caste, religion, gender or disability of any kind. Also, they must not give any unfair benefit to any employee, customer, supplier or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Health, safety & environment

The company must comply with all the relevant environmental, safety and health laws and regulations. They must run the operations in an environment-friendly manner and provide a safe, friendly and healthy working environment for all of its employees.

Applicability, amendment, modification & waivers

The comprehensive code applies equally to all employees, directors and management personnel. Directors shall communicate any suspected violations of the code promptly to the audit committee. Suspected violations will be investigated by the audit committee and appropriate action will be taken if the violation is confirmed. In consultation with the audit committee, the board of directors may

amend, modify or vary this code, subject to relevant provisions of laws, rules, regulations and guidelines in force. The board will not grant an exemption to this code. But in case of extra-ordinary situations the board may waive or grant a waiver for any one or more from this code but reasons and explanations of the exception must be approved, written and filed thereby. As this code does not specifically address every potential form of unacceptable conduct, directors should exercise good judgment to comply with the principles set out in this code. Therefore, directors should avoid any circumstances that will violate the spirit of this code of conduct.