

M. I. Cement Factory Limited

Code of Conduct of Chairperson of the Board, Other Members of the Board and Chief Executive Officer

The Code of Conduct has been formulated to set forth principles and ethical standards for the Chairperson, other Board Members and Chief Executive Officer (CEO) in accordance with the Condition No. 1(7) of the Bangladesh Securities and Exchange Commission's (BSEC) Corporate Governance Code 2018.

M. I. Cement Factory Ltd. (MICFL), one of the leading cement manufacturers and a pioneer cement exporter company of the country, firmly believes in and has consistently endeavored to practice good corporate governance and has acted as a good corporate citizen all along. The spirit of Corporate Governance is being practiced in the Company and that influenced its decisions and policies.

Prudent Conduct and Behavior

The Code of Conduct for the Chairperson, other Board Members and Chief Executive Officer reflects the business practices and principles of behavior that support this commitment. Our Board of Directors set the standards of conduct contained in the Code and updates these standards as appropriate to reflect legal and regulatory developments.

The Chairperson & / or anyone of the Board Members & / or CEO should promptly communicate any suspected violations of the Code, including any violation of law or government rule or regulation, to the Chairperson of the Board or the Compliance Officer. 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.

Confidentiality:

'Confidentiality of information' includes all information of the Company not authorized for public dissemination. This includes information on trade, trade secrets, confidential and privileged information regarding customers, employees, information relating to mergers and acquisitions, stock splits and divestitures; non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meetings or otherwise, and will include all such information which is not available in the public domain at that point of time.

The Company believes that protection of all confidential information is essential and is committed to protect business and personal information of confidential nature obtained from clients, associates and employees.

The Board Members / Senior Management shall ensure that no confidential information is disclosed inadvertently or otherwise. The Board Members /Senior Management shall ensure that all confidential information available to them by virtue of the office including Board Meeting papers, Agenda and Minutes etc. that they may hold or peruse is never directly or indirectly released or disclosed to any person or entity, or made public.

Furthermore, a Board Member may not use confidential information to make personal profit or gain or for other personal advantage. The duty to maintain information in confidence continues after the Board Member ceases to be a Board Member of the Company.

Conflict of Interest:

The Chairperson & / or anyone of the Board Members & / or CEO shall avoid any situation that would lead to any conflict of interest. Conflict of interest is a situation where personal interest may, in any way, interfere with the interests or benefits of the Company impacting the exercise of independent judgment while discharging one's duties and responsibilities. In case of a situation that involves conflict of interest, the Chairperson & / or anyone of the Members & / or CEO are expected to make a suitable disclosure to the Board of Directors of the Company and shall abstain from participating in any discussion for such transaction. The Chairperson & / or anyone of the Board Members & / or CEO are expected not to derive any improper personal benefit or a benefit to any of their relatives from the Company, including by making or influencing decision relating to any transaction of the Company or its subsidiary. Each such person must exercise his or her powers in the interests of the Company and its shareholders and not in his or her own interest or in the interest of another person or organization. However, transactions involving director conflicts of interest are not inherently improper if they are disclosed to and approved by a Company's Board of Directors or shareholders, or if they are 'just and reasonable' to the Company at the time authorized, approved, or ratified.

A 'conflict of interest' can occur when the Chairperson's & / or anyone of the Board Members' & / or CEO's personal interest is, or may appear to be adverse to the interest of the Company as a whole. Conflicts of interest also arise when a Member of the Board, or a family member, or an organization with which the Member of the Board is affiliated, receives improper personal benefits as a result of his or her position as a Member of the Board.

Compliance with Laws, Rules and Regulations:

The Chairperson, other Board Members and CEO shall adhere to and comply with the provisions of all applicable laws, rules and regulations as well as the Company's internal guidelines and policies framed from time to time. The Chairperson, other Board Members and CEO shall also endeavor to ensure that the officers of the Company are complying with the various statutory compliances efficiently and effectively and proper procedures are being followed in this regard. When dealing with customers, suppliers, competitors or other third parties, the Chairperson & / or anyone of the Members & / or CEO 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, he / she is expected to carry out his / her duties with integrity and professionalism.

The CEO shall behave in an ethical manner and shall not take unfair advantage of or from anyone through manipulation, concealment, and abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Prohibition of 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 & / or any one of the Board Members & / or CEO shall comply with applicable insider trading laws and shall take immediate corrective action for any violation. The Chairperson & / or any one of the Board Members & / or CEO who intend to trade the securities of the Company (either in their own name or in any immediate relative's name) may trade the securities of the Company complying the securities laws and regulations.

Relationship with environment, employees, customers and suppliers:

The Chairperson & / or any one of the Board Members & / or CEO is committed to comply 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.

The Chairperson, other Board Members and CEO are expected to monitor that the Company complies with the applicable laws, rules and regulations of the country related to the environment, employees, customers and suppliers. They shall deal fairly with customers, suppliers, competitors and employees in accordance with the law.

Independency

The Chairperson, other Board Members and CEO shall exhibit high standards of integrity, commitment and independence in regards to discharge of their respective duties and responsibilities entrusted upon them, within the purview of the law and for the best interest of the Company.

Amendment, Modification and Waiver:

The Code may be amended or modified by the Company's Board of Directors, subject to the disclosure and other provisions of the Securities and Exchange Ordinance, 1969 and the Securities and Exchange Rules, 1987 and the rules there under and the applicable rules of the stock exchanges on which Company's securities are traded.