

Premier Cement Mills Limited
Management Control Policies and Procedure

DOCUMENT TITLE : **CODE OF CONDUCT** of Chairperson of the Board, other Members of the Board and Chief Executive Officer

DOCUMENT NO : P-02-001-004

ISSUE DATE : September 05, 2018

ISSUE: A

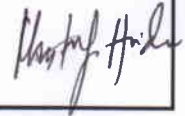
WRITTEN BY : Md. Shafiqul Islam Talukder

Signature:



APPROVED BY : Mohammad Mustafa Haider

Signature:



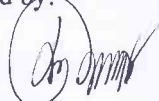
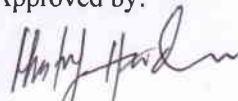
DISTRIBUTION:

Chairperson
Managing Director
Directors
Independent Directors
Company Secretary
Head of Internal Audit

CHANGE HISTORY:

<u>Date</u>	<u>Issue</u>	<u>Description of Change</u>
September 05, 2018	A	New

Premier Cement Mills Limited
Management Control: Policies and Procedures

Doc No. P-02-001-004	Prepared by: 	Approved by: 
Issue : A	Md. Shafiqul Islam Talukder	Mohammad Mustafa Haider
Effective Date: 05 September 2018	Date: 05 September 2018	Date: 05 September 2018

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

Purpose

The purpose of this Code of Conduct is to establish the rules governing the business and ethical conduct of the Chairperson of the Board, other board members and Chief Executive Officer of the Company. It is important that ethical and lawful conduct be evidenced in all business practices, in order to protect the reputation of the organization and preserve community trust. The board has adopted this Code of Conduct as per recommendation of the Nomination and Remuneration Committee (NRC).

General Duties of Care


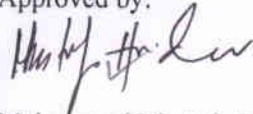
Each director, officer or employee of the Company shall exercise the power and discharge the duties of his/her office honestly, in good faith, and in the best interests of the Company, and shall comply with the applicable by-laws, guidelines, policies and procedures of Premier Cement Mills Limited.

Code of Conduct

The members of the Board of Directors of Premier Cement Mills Limited acknowledge and accept the scope and extent of their duties as Directors. They have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set forth in the laws of Bangladesh as well as in the Memorandum and Articles of Association of the Company.

They are entrusted with and are responsible for the oversight of the assets and business affairs of Premier Cement Mills Limited in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Company. The Board of Directors has adopted the following Code of Conduct and Chairperson of the Board, other board members and Chief Executive Officer are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflicts of interest that follow.


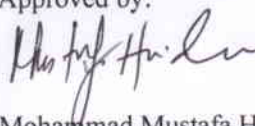
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Doc No. P-02-001-004	Prepared by: 	Approved by: 
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Chairperson of the Board, other board members and Chief Executive Officer will:

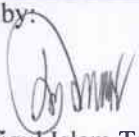
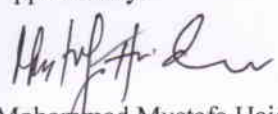
- act in the best interests of, and fulfill their fiduciary obligations to the Company;
- act honestly, fairly, ethically and with integrity;
- conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- will deal fairly with all stakeholders;
- comply with all applicable laws, rules and regulations;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- not use the company's property or position or information for personal gain or to receive any benefit for Family member. Family member includes spouse, parents, children, siblings and mother- and father-in-law, sisters- and brothers-in-law and sons- and daughters-in-law
- not accept from or give to stakeholder's gifts or other benefits not customary in normal social intercourse;
- not use any information or opportunity received by them in their capacity as Directors in a manner that would be detrimental to the Company's interests;
- act in a manner to enhance and maintain the reputation of the Company;
- disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;

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- abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the board in which they may have a conflict or potential conflict of interest;
- Directors should strictly maintain the Company's secrecy from unauthorized persons in & outside the Company. Member of Board of Directors come to know many significant & confidential information, data, decision of the Company whose are not disclosed to all. In such cases Directors should carefully maintain the confidentiality & should not disclose to any person even to any staff/officer of the company who is not authorized to receive the information
- Company is listed with stock exchanges, any material information regarding the company is considered as Price Sensitive Information & required to be disclosed publicly immediately. Hence, if any director comes to the possession of any price sensitive information, he should not disclose it to anybody except Board before it's publicly dissemination by the Company.
- Be the representative of the General Shareholders of the Company whose main duty is to run the business effectively on behalf of the Shareholders. Hence, Directors should work to make the Company's objective successful rather than any personal objective.
- should be sincere to attend all Board Meetings arranged
- help create and maintain a culture of high ethical standards and commitment to compliance.

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"Every director, officer and member of a committee established under this Act shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the Company."

"The director, officer or committee member shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances."