

## ATL Code of Conduct for Directors and Senior Management

<p><b>Applicability:</b> This code applies to:</p> <p>(i) Directors of Apex Tannery Ltd. (the company) (ii) Members of Senior Management of the company</p> <p>This code is in addition to the Rules &amp; Regulations of service and conduct applicable to the Managerial Staff of the Company.</p>	10	Deal fairly with customers, suppliers, employees and business partners.
	11	Respect safety and health of all employees and provide working conditions, which are safe and healthy.
	12	Encourage employees to acquire skills, knowledge and training to expand/ enhance their professional and specialized knowledge
	13	Provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or colour, merit being the sole differentiating factor.
<p><b>National Interest</b> Apex Tannery Ltd. shall be committed in all its actions to benefit the economic development of the countries in which they operate. It shall not engage in any activity that adversely affects such an objective. It shall not undertake any project or activity to the detriment of the nation's interests, or those that will have any adverse impact on the social and cultural life patterns of its citizens. ATL shall conduct its business affairs in accordance with economic, development and foreign policies, objectives and priorities of the nation's government and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level.</p>	14	Conduct business operations in compliance with competition laws and principles of fair market competition.
	15	Maintain high ethical and professional standards in all dealings.
	16	Not to conduct own selves in a manner as may bring dispute to office or tarnish the reputation and image of the company.
	17	Not take up any activities competing with the business of the company.
	18	Make proper record of all financial transactions and not create undisclosed or unrecorded account/fund or asset.
<p><b>Scope</b></p> <p>The Board of Directors (the Board) and the senior Management of the Company agree to abide by the following Code of conduct:</p>	19	Make all efforts to establish good relationships with all stakeholders of the company with whom they interface while carrying out their duties for the company and must try to make positive contributions to the communications in which they perform such duties.
<p>1 Attend Board /Shareholders/Committee/ Senior Management meetings and seek prior leave for absence from such meetings. Directors will annually disclose about their Directorships with other companies as required under the Companies Act.1994. When the Board is to decide on an issue in which a Director has an interest, the said Director shall abstain from voting and deliberation</p>	20	Whole time Directors and Senior Management shall not without the prior approval of the Chairman accept employment or a position of responsibility (such as a consultant or a director) with any other company nor provide 'freelance' service to anyone
<p>2 Exercise authority and power with due care and diligence whilst discharging the fiduciary responsibility of office in the best interest of the Company</p>	21	<p>Insider trading is prohibited by Law as well as by the company policy:-</p> <p>Directors and Senior Management and his or her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company, which is not in the public domain and thus constitute insider information. Insider Trading invokes severe penalties under the Regulations issued in Bangladesh under the Securities and Exchange Commission Act 1993 "Price Sensitive information" means any such information which, if published, may influence market price of the concerned security and includes the following information, namely:-</p> <ul style="list-style-type: none"> <li>■ Report in respect of the financial condition of the company or any basic information in respect thereof;</li> <li>■ Information relating to dividend;</li> <li>■ Decision for giving right share to security-holders, issuing bonus or giving similar other privilege;</li> <li>■ Decision of the company for purchasing or selling any immovable property;</li> <li>■ Information relating to BMRE or establishment of new unit of the company;</li> <li>■ basic change in the field of the company's activities (e.g. produced goods, preparation and implementation of plan or policy decision in respect thereof; etc);</li> <li>■ Any other information determined by the Commission by notification in the official Gazette.</li> </ul>
<p>3 Not allow personal interest to conflict with the interest of the company or to come in the way of discharge of duties of office. They should not engage in a business, relationship or activity with anyone who is a party to transaction(s) with the Company. Similarly they should not derive a personal benefit or a benefit to any of his or her relatives by making or influencing decisions relating to any transaction(s). Should ensure that an independent judgment in the best interest of the Company is exercised</p>		
<p>4 Abide by policies and business principles of the code of ATL.</p>		
<p>5 Comply with all applicable laws, rules and regulations</p>		
<p>6 Preserve friendly environment.</p>		
<p>7 Observe strict confidentiality of the information acquired in the course of discharge of duties of office and not use the same for any personal purpose or advantage.</p>		
<p>8 Use Company property only for official purpose and for no personal gain. The assets of the company shall not be misused but should be employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources as well as intangible assets such as property information, relationships with customers and suppliers, etc.</p>		
<p>9 Not accept any personal gratification from suppliers/ service provider/ business partners, etc (Note: personal gratification will not include normal entertainment and gifts of no significant value) acceptance of gifts, donations, hospitality and/ of entertainment beyond the customary level from existing or potential suppliers. Customers or other third parties which have business dealings with the company. Notwithstanding that such or other instances of conflict of interest exist, adequate and full disclosure by the interested employees should be made to the Chairman of the ATL. They will ensure that a full disclosure of any interest, which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company or firm, which is a supplier, customer, distribution of is made to the Chairman of the ATL.</p>		<p>22 Report any violation of this Code of Conduct to the Chairman of the ATL.</p>