

Code of Conduct for the Chairman of the Board, Other Board Members and the Managing Director of Fine Foods Limited

The Code of Conduct of Fine Foods Limited is framed and adopted under the Clause 7(a) of Corporate Governance Code 2018 of Bangladesh Securities & Exchange Commission Notification No.: BSEC/CMRRCD/2006-158/207/Admin 80, dated 03 June 2018 as recommended by the Nomination and Remuneration Committee (NRC).

It will be titled as Code of Conduct for the Chairman, other Board members and the Managing Director (“the Board” collectively).

Applicability

This Code of Conduct is prepared as direction to the Chairman, other Board Members and the Managing Director to manage the Company affairs in sincere and ethical manner. The Board shall continue to comply the Code with other applicable/will be applicable rules, regulations and other procedures of the Company.

Code of Conduct:

1. **Prudent Conduct and Behavior:** The Chairman of the Board, Other Board Members and the Managing Director while discharging their duties & responsibilities shall always act with sincerity, honesty and ethics to protect the best interest of the Company and the Shareholders.
2. **Confidentiality:** The Board of Fine Foods Limited shall maintain the Confidentiality of information, not generally disclosed to the Public which entrusted on them, except when disclosure is legally permissible or unless otherwise directed by competent regularity authority.
3. **Conflict of Interest:** The Board shall not enter into any arrangement which is or so likely to be in conflict with the interest of the Company and its Shareholders.
4. **Compliance with Laws, Rules and Regulations:** Fine Foods Limited will always comply local laws, rules and regulations and any mandatory instructions imposed by the regulatory authority.

- 5. Prohibition of Insider Trading:** The Chairman of the Board, Other Board Members and the Managing Director shall comply all applicable Insider Trading rules and regulations, prohibits and kind of sell or buy of the Company's securities on the basis of any confidential price sensitive information and also prohibits disclosure/sharing undisclosed information to any other person (including relatives) as this sensitive information may be used for their personal benefits.
- 6. Relationship with Environment, Employees, Customers and Suppliers:** The Chairman of the Board, Other Board Members and the Managing Director are expected to maintain cordial management-employee relation, to develop skillful and progressive Human Resources Policies that may be helpful to supervise and manage the growth of the Company more efficiently. The Board shall also supervise compliances with country's applicable laws, rules and regulations related to the environment safety, employees, customers and suppliers.
- 7. Independency:** The Chairman of the Board, Other Board Members and the Managing Director should be independent in all material aspects while discharging of their respective duties and responsibilities entrusted upon them, complying relevant laws of the land and obligation to act in the best interest of Company.

Amendments to this Code: The provisions of this Code of Conduct can be amended/modified by the Board and Subject to recommendations from the Remuneration and Nomination Committee (NRC). Any amended or modified provisions of this Code, from time to time, shall be published/posted at the Company's official website.