

Berger Paints Bangladesh Limited

Code of Conduct

Applicability

This code is applicable to all Directors and Employees of the Company. This is in addition to the code framed under BSEC (Prohibition of Insider Trading Regulations), 1995 and all other applicable policies, procedures as well as the existing rules and regulations applicable to the Company. This Code applies to all places/locations where the Company's business is conducted.

Standards of Conduct

The Company expects all Directors, Employees, Agents and Contractors to take steps for furthering safety and welfare of citizens and for ensuring a cooperative, efficient, positive, harmonious and productive work environment

Those who neglect or willfully breach this Code may be subject to corrective action, which may include termination.

Shareholder Value

The Directors and Employees of the Company shall be fully committed to enhancing shareholder value and net worth. Every member of the Board and all employees shall take adequate steps and measures that would have been taken by a person of ordinary prudence towards achieving this objective.

Conflict of interest

The Directors and Employees shall not participate in the decision making process in respect of any subject matter where there is a conflict of interest between the interest of the Company and the personal interest of such persons. The Directors and Employees shall also not participate in taking decisions in respect of any matter or transaction involving an organization, firm or a person in which case such Directors or Employees may be deemed to be interested.

Gifts

The Directors and Employees shall not accept any gift, hospitality or material benefits from any agent/contractors/vendors or other parties with whom the Company has a business relationship. Gifts customarily given on special occasions like New Year, Eid, Christmas, etc.

Employee ID	Employee Name	Signature with date

not exceeding Tk 2,000/- in value or distributed generally and openly at ceremonies and a business lunch or dinner which is not excessive in nature shall not come under purview of this Clause. Participation by employees in general customer meets, seminars conferences organized by business partners an open invitation will also not fall under the purview of this clause.

Business Opportunity

The Directors and Employees shall not take advantage of any business opportunity belonging to the Company and known to them to be so belonging.

Time and attention

The whole-time Directors and Employees shall devote full time and attention to the affairs of the Company and shall not engage in any other profession or calling which impairs their ability to do so.

Quality

Directors and Employees shall function so as to ensure that the Company preserves its reputation in the market, supplies quality products and valued services to the customers, both internal and external, and will continuously work towards enhancement of the Company's goodwill.

Dissemination of Information

Directors and Employees shall ensure that all information, which is made available by the Company to the public, is correct, and is free from ambiguity. Information related to the Company and not in the public domain will be generally treated as confidential. Confidential information will be deemed to be a valuable asset and shall be treated as such by all employees and Directors. The Company shall be entitled to take all such steps as may be required to prevent any unauthorized disclosure of information.

Funds

Every Employee shall be personally responsible for the Company funds over which he or she exercise control. Company funds must be used only for Company purposes. Every employee will ensure that he or she and the Company's agents and contractors take all reasonable steps such that the Company receives value for the Company funds and accurate and timely record of each and every expenditure is kept.

Employee ID	Employee Name	Signature with date

Records

Every Employee shall take necessary steps to preserve records as may be necessitated by law and the Company's business. Records include written documents, CDs, computer hard disks, USB drive, microfilm, microfiche and all other media.

Compliance with Laws

The Directors and Employees shall take steps to ensure that the Company complies with applicable laws, regulations, rules and regulatory orders. They will also seek such compliance from the Company's contractors and agents.

All employees shall comply with applicable laws in Bangladesh and non-compliance will render them susceptible to action by the Company.

Utilisation of Assets

The Directors and employees shall ensure that the assets of the Company are utilized in the best interest of the Company and not for their personal benefit, unless specifically allocated for such purpose.

Non-Discrimination

All other factors being equal, Directors and employees shall not discriminate on the basis of race, religion, colour, creed, sex, disability or marital status. Any form of sexual harassment is prohibited. Complaints of sexual harassment will be investigated and action taken against offending persons.

Benefits

No Director or employee shall derive any undue benefit from the Company which would not be otherwise available to him or her in the course of the Company's business.

Employee ID	Employee Name	Signature with date

Enforcement

1. All the present Directors and employees of the Company shall be deemed to have accepted this Code from 31 December 2005. All other persons who may become Directors and employees shall be deemed to have accepted the Code from the date when they become Director or employee of the Company.
2. The Company Secretary shall be the compliance officer for the purpose of this Code.
3. All Directors and Managers will have to make an annual affirmation of the Code. Any person aware of violation of the Code may lodge a written complaint with the Compliance Officer.
4. The Company may suo moto undertake internal investigation or enquiry in respect of suspected breach of the Code.
5. This Code may be amended by the Board of Directors of the Company.

Employee ID	Employee Name	Signature with date