

## **The code of conduct as determined by the NRC of Shepherd Industries Limited.**

### **Preamble**

This Code of Conduct as determined by the NRC of Shepherd Industries Limited is prepared in accordance with Condition 1(7)(b) of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC) notification no. BSEC/CMRRCD/2006-158/2074/Admin/80 dated 03 June 2018. The Chairperson connotes as "a presiding officer of a meeting or an organization".

The chairperson provides leadership to the company and also leads the Board of Directors. The chair initiated the charge on big-picture decisions and a key person to sets corporate culture and ethics in the organization. The position has substantial interaction and influence with both the board and management. The chair of the board is arguably the most influential and powerful position in the company.

### **Prudent Conduct**

The Chairperson will perform prudently and with good judgment towards to the organization. He perform all responsibilities viz. periodic reports and documents filed with or submitted to the competent authority, and all other public communications made on behalf of Shepherd Industries Limited where contain information presumably be reliable accurate, fair, objective, timely, relevant and understandable. He is expected to act in good faith, responsibly, with due care, competence and diligence.

### **Conflict of interest**

The Chairperson expected to maintain objectivity and to avoid conflicts between his personal interests and the interest of company.

### **Compliance rules and regulation**

The Chairperson complies with laws, rules and regulations of governments and any other rules and regulations of competent regulator having jurisdiction over Shepherd Industries Limited.

### **Confidentiality**

The chair of Board (CoB) will respect and strictly maintain the confidentiality of information acquired in the course of performance of his responsibilities and not use confidential information acquired in the course of performing his/her responsibilities for personal gain. Must maintain the confidentiality of all information entrusted to, except when disclosure is authorized or required by law.

**Discrimination or Harassment**

The chair of Board (CoB) be committed to allowing employees to be hired and progress based on their talents, skills, experience and knowledge. His/her decisions shall not be based on, for example: an employee's or employment applicant's race, color, gender, religion, age, national origin, marital status, or disability.

**Health and Safety**

The chair of Board (CoB) be committed to providing a safe, healthy and alcohol and drug free workplace. He must understand and comply with the safety, health and environmental laws and regulations that affect our business activities.

**Good care of assets**

The chair of Board (CoB) will take of good care of company's assets and devote working hours for maximization of Shepherd Industries Limited's assets.

**Compliance highest standards**

Chairperson will maintain the compliance with the highest integrity and standards, and keeps respect for internationally recognized Human Rights standards.

**The doctrine of ultra vires**

The doctrine of ultra vires played an important role in the development of corporate powers. This doctrine in the law signifies that the Chairman shall not enters into any business and contract beyond the scope of its corporate powers viz. Memorandum of Association (MoA) and Articles of Association (AoA ) of the company.