



REPUBLIC INSURANCE COMPANY LIMITED
CODE OF CONDUCT OF THE CHAIRMAN, MEMBERS OF THE BOARD AND
CHIEF EXECUTIVE OFFICER (CEO)

1.1 CODE OF CONDUCT OF THE CHAIRMAN, MEMBERS OF THE BOARD AND CHIEF EXECUTIVE OFFICER (CEO)

- 1.1.a The Chairperson, other Board members and Chief Executive Officer of the Company shall act within the authority conferred upon them by the Board in the best interest of the Company and observe the following;
- 1.1.b The Chairperson, other Board members and Chief Executive Officer shall act honestly, ethically, in good faith and in the best interest of the Company;
- 1.1.c Whilst carrying out the duties, the Chairperson, other Board members and Chief Executive Officer shall ensure that it is executed in terms of the authorization granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors of the Company from time to time;
- 1.1.d Prudent conduct and behavior;
- 1.1.e The Chairperson, other Board members and Chief Executive Officer shall refrain from indulging in any discriminatory practice or behavior based on race, colour, sex, age, religion, ethnic or national origin, disability or any other unlawful basis;
- 1.1.f The Chairperson, other Board members and Chief Executive Officer shall use the Company's assets, property, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains.
- 1.1.g The Chairperson, other Board members and Chief Executive Officer shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position;

1.2 Conflict of interest

- 1.2.a The Chairperson, other Board members and Chief Executive Officer shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company;
- 1.2.b The Chairperson, other Board members and Chief Executive Officer should disclose to the board whether they directly, indirectly or on behalf of third parties have a material interest in any transaction or matter directly affecting the Company;
- 1.2.c All transactions having conflict of interest should be carried out in accordance with law and disclosed to the Board of Directors in advance of any such transactions.

1.3 Confidentiality

- 1.2.a The Chairperson, other Board members and Chief Executive Officer should conduct themselves so as to meet the expectations of operational transparency of the stakeholders while at the same time maintaining confidentiality of information in order to foster a culture conducive to good decision making. "Confidential information" includes, amongst others, all information of the Company not authorized by the management of the Company for public dissemination;

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- 1.2.b All confidential information must be held in confidence, unless authorized by the Board or otherwise permissible in accordance with this Code; or the same is part of the public domain at the time of disclosure; or is required to be disclosed in accordance with applicable laws.

1.4 Compliance with Laws, Rules and Regulations

The Chairperson, other Board members and Chief Executive Officer shall ensure compliance with the various legal/regulatory requirements as applicable to the business of the Company and endeavor that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.

1.5 Prohibition of Insider Trading

- 1.5.a The Chairperson, other Board members and Chief Executive Officer shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prohibition of Insider Trading in dealing with the securities of the Company which, inter alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain;

- 1.5.b The Chairperson, other Board members and Chief Executive Officer should comply with the provision of the Companies Act, 1994 and applicable rules and regulations issued by the Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Ltd. and Chattogram Stock Exchange Ltd. in so far as they relate to prohibitions on insider trading.

1.6 Relationship with Employees

- 1.6.a The Chairperson, other Board members and Chief Executive Officer should strive for causing the Company to maintain cordial employee relations;
- 1.6.b The Chairperson, other Board members and Chief Executive Officer should cause the Company to build competency based human resource systems and maintain human resource policies that have been directed at managing the growth of the organization efficiently;
- 1.6.c The Chairperson, other Board members and Chief Executive Officer should assist the Company in further aligning its human resource policies, processes and initiatives to meet its business needs.

1.7 Relationship with Environment

- 1.7.a The Chairperson, other Board members and Chief Executive Officer should cause the Company to strive to provide a safe and healthy working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the industry it operates in;
- 1.7.b The Company should be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal any of its products and services on the ecological environment in accordance with the applicable laws.

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1.8 Relationship with Customers

- 1.8.a The Chairperson, other Board members and Chief Executive Officer should ensure that Company will properly engage in product advertising, publicity, and sales promotion activities to avoid misleading the customers;
- 1.8.b The Chairperson, other Board members and Chief Executive Officer should ensure that the Company will engage in free and open competition with competitors to maintain its stance as a company trusted by customers and society.

1.9 Relationship with Suppliers

- 1.9.a This Code contains general requirements applicable to all suppliers to Company. Particular supplier contracts may contain more specific provisions addressing some of these same issues. Nothing in this Code is meant to supersede any specific provision in a particular contract, and to the extent there is any inconsistency between this Code and any other provision of a particular contract, the other provision will prevail;
- 1.9.b The Chairperson, other Board members and Chief Executive Officer should act in the best interest of the Company. Accordingly, the Chairperson, other Board members and Chief Executive Officer should have no relationship, financial or otherwise, with any supplier that might conflict, or appear to conflict, with the Chairperson, other Board members and Chief Executive Officer's obligation to act in the best interest of Company.

1.10 Independency

- 1.10.a The Chairperson, other Board members and Chief Executive Officer should remain independent in all material respects;
- 1.10.b The Chairperson, other Board members and Chief Executive Officer should act impartial to the Employees, Customers, Suppliers, Shareholders and other Stakeholders.

2. THE ROLES AND RESPONSIBILITIES OF THE CHAIRMAN

The primary function of the Chairman of the Company is Chairing the meeting of the Board of Directors and Shareholders of the Company. In particular, he will:

- 2.a Establish good corporate governance practices and procedures and promotes the highest standards of integrity, probity and corporate governance throughout the Company and particularly at the Board level;
- 2.b Ensure that all Board committees are properly established, composed and operated;
- 2.c Ensures that there is effective communication with shareholders and that each Director develops and maintains an understanding of the shareholders' views;
- 2.d Sets, in consultation with the Chief Executive Officer, the Board meeting schedule and agenda to take full account of the important issues facing the Company and ensures that adequate time is available for through discussion of critical and strategic issues;
- 2.e Ensures that the Board is properly briefed on issues arising at Board meetings and receives, in a timely manner, adequate information which must be accurate, clear, complete and reliable, to fulfill its duties, such as reports on the Company's performance, the issues, challenges and opportunities facing the Company, and matters reserved to it for decision;
- 2.f Ensures that the strategies and policies agreed by the Board are effectively implemented by the Chief Executive Officer and the management of the Company;

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- 2.g Support the Chief Executive Officer in the development of strategy and, more broadly, to support and advise the Chief Executive Officer;
- 2.h In consult with the CEO, to determine the date, time and location of the annual meeting of shareholders and to develop the agenda for the meeting;
- 2.i Review and sign minutes of Board meetings.

3. THE ROLES AND RESPONSIBILITIES OF THE BOARD

- 3.1 The Board is committed to the company seeking to achieve superior financial performance and long term prosperity, while meeting stakeholder's expectations of sound corporate governance practice. The Board determines the corporate governance arrangements for the company. As with all its business activities, the Board is proactive in respect of corporate governance and puts in all place those arrangements which it consider are in the best interest of the company and its shareholders, and consistent with its responsibilities to other stakeholders;
- 3.2 The Board of Directors is in full control of the company's affairs and is also fully accountable to the shareholders. They firmly believe that the success of the company largely depends on the credible corporate governance practices adopted by the Company. Taking this into consideration, the Board of Directors of RICL set out its strategic focus and oversees the business and related affairs of the company. The Board also formulates the strategic objectives and policy framework for the company. In discharging the above responsibilities, the Board carries out, the following functions as per the charter of the Board:
 - 3.2.a Determine, monitor and evaluate strategies, policy, management performance criteria and business plan;
 - 3.2.b Periodic and timely reporting to the shareholders on the affairs, progress and performance of the company;
 - 3.2.c Ensuring proper decision making and accountability structure throughout the Company so that the staff down the line is fully accountable to the corporate management;
 - 3.2.d Delegation to Board Committees and management and approval of transactions in excess of delegated level;
 - 3.2.e Approval of annual budgets including major capital expenditure proposals;
 - 3.2.f Critical evaluation of all proposals which require Board's approval and/or directives;
 - 3.2.g Regular review of financial performance and overdue situation;
 - 3.2.h Appointment and evaluation of the performance of the top management positions;
 - 3.2.i Ensuring that the senior management team has the necessary skill and experience to perform their function effectively, in the best interest of the Company;
 - 3.2.j Monitoring the adequacy, appropriateness and operation of internal controls.

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4. THE ROLES AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

Chief Executive Officer shall subject to direction, supervision and control of the Board of Directors, have the following roles and responsibilities in addition to the responsibilities defined in the Articles of Association of the Company:

- 4.a Develop a strategic plan to advance the company's mission and vision and to promote revenue, profitability, and growth as an organization;
- 4.b Conducts the affairs of the Company in accordance with the practices and procedures adopted by the Board and promotes the highest standards of integrity, probity and corporate governance within the Company;
- 4.c Recommends yearly budget for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations;
- 4.d Ensure that the Company conducts all of its business activities in compliance with legal, regulatory and Company policy, controls and standards;
- 4.e Review activity reports and financial statements to determine progress and status in attaining objectives and revise objectives and plans in accordance with prevailing conditions;
- 4.f Leads the management in the day-to-day running of the Company's business in accordance with the business plans and within the budgets;
- 4.g Implements, with the support of the management, the strategies and policies as approved by the Board and its committees in pursuit of the Company's objectives;
- 4.h Maintains regular dialogue with the Chairman on important and strategic issues facing the Company and ensures bringing these issues to the Board's attention;
- 4.i Ensures that the management gives appropriate priority to providing reports to the Board which contains relevant, accurate, timely and clear information necessary for the Board to fulfill its duties;
- 4.j Leads the communication program with the shareholder;
- 4.k The CEO shall along with CFO certify the Board that:
 - 4.k (a) they have reviewed financial statements for the year and that to the best of their knowledge and belief;
 - 4.k(a)(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 4.k(a)(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;
 - 4.k (b) There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct;
- 4.l Evaluate performance of top executives of the Company for compliance with established policies and objectives of the company and contributions in attaining objectives;

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- 4.m Effectively manages the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations;
- 4.n Putting in place adequate operational planning and financial control systems;
- 4.o Representing the company to major customers and professional associations;
- 4.p Promote the company to local and international communities;
- 4.q Taking remedial action where necessary and informing the board of significant changes;
- 4.r Other roles and responsibilities as assigned by the Board of Directors.

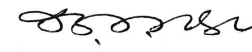
NB: "The Primary duty and responsibilities of the Chairman, Members of the Board and Chief Executive Officer (CEO) is to ensure the perform the activities with sincerely and transferency in favour of the Company for ensuring the interest of the Shareholders".

5. BOARD MEETINGS

The meetings of the Board of Directors of RICL are normally held at the Registered and Corporate Head Office of the Company. The meetings are held frequently to discharge its responsibilities and functions as mentioned above. Meeting is scheduled well in advance and the notice of each Board Meeting is given, in writing, to each Director by the Company Secretary.

The Company Secretary prepares the detailed agenda for the meeting. The Board papers comprising the agenda, explanatory notes and proposed regulations are circulated to the directors in advance for their review. The Members of the Board have complete access of all information of the company enabling them to work efficiently. The Members of the Board are also free to recommend inclusion of any matter in the agenda for discussion. The Company Secretary and the Chief Financial Officer always attends the Board Meeting and other senior management is invited to attend Board Meeting to provide additional inputs to the items being discussed by the Board and make necessary presentations. Properly designed management structure, clearly defined responsibilities, delegation or authorities, establishment of accountability at each level and system of periodic reporting and monitoring performance are the key elements of the internal control framework employed in RICL.


(Md. Hanif Chowdhury)
Chairman


(Md. Abdur Rouf)
Independent Director &
Chairman, Nomination and
Remuneration Committee (NRC)