

CODE OF CONDUCT OF BOARD OF DIRECTORS

1. Preliminary:

This Code of Conduct for the Chairperson, other Board members and Managing Director/Chief Executive Officer (hereinafter referred to as “the Code”) has been framed and adopted by South Asia Insurance Company Limited (SAICL) (hereinafter referred to as “the Company or SAICL”) in compliance with the requirements of the Condition 1 (7) of Corporate Governance Code Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3rd June, 2018 of Bangladesh Securities and Exchange Commission.

2. Purpose:

This Code of Conduct sets out the standards of conduct expected of the Directors of South Asia Insurance Company Limited and is intended to ensure that they uphold the highest standards of ethic, legal, and professional conduct in the discharge of their duties and responsibilities.

3. Definitions and Interpretation:

Unless the context otherwise requires, the following terms and expressions, wherever used in this Code, shall have the meanings assigned to them below:

“**Board**” shall mean the Board of Directors of the Company.

“**Directors**” shall mean directors on the Board.

“**Company**” shall mean South Asia Insurance Company Limited.

4. Duties and Responsibilities:

Directors shall:

a) Fiduciary Duty:

- Act in good faith and in the best interests of the company and its shareholders.
- Avoid any act that results in personal gain against the expense of the company.

b) Duty of Care:

- Attending and participate in Board and committee meetings personally.
- Staying informed about the Company’s business and affairs.
- Reliably using information and advice from committees, management, employees and professional advisor.

c) Duty of Loyalty:

Directors must act in good faith and in the best interests of the Company, rather than for their own interests, those of family members, or affiliated organizations. Directors must avoid using their position for personal gain.

d) Compliance with laws, rules and regulations:

- Ensuring compliance with all applicable laws, regulations, and regulatory requirements, including insider trading rules.
- Promoting fair and ethical conduct in dealings with customers, suppliers, competitors, employees, and other stakeholders.
- Ensuring timely, accurate and appropriate disclosures as required by applicable laws and regulations.

e) Conflict of Interest:

Directors shall avoid actual, potential or supposed conflicts of interest and promptly disclose any such conflict to the Chairman of the Board. Directors must always act in the best interests of the Company and shall:

- Avoid activities that conflict with or adversely affect the Company's business relationships.
- Not accept compensation for services to the Company from sources other than the Company.
- Not accept gifts intended to influence their decisions or actions as Directors.
- Not use the Company's assets, resources, employees, or confidential information for personal benefit unless authorized by the Board.

f) Insider Information:

- Not use confidential or non-public information for personal gain.
- Refrain from insider trading and improper disclosure of material information.

g) Fair Dealing:

- Treat stakeholders (employees, customers, suppliers, and shareholders) fairly and respectfully.
- Not take unfair advantage through manipulation, concealment or misrepresentation.

5. Confidentiality:

The company's Chairperson, Board and CEO shall maintain the confidentiality of all proprietary, sensitive, and confidential information obtained during their tenure and shall not disclose or use such information except as required by law, regulation or with the prior authorization of the Board.

6. Related Party Transactions:

The company's Chairperson, Board and CEO shall disclose any transactions or relationships that may constitute or give rise to a related party transaction and shall abstain from participating in the discussion, deliberation, or decision-making process in relation to such transactions, except as permitted by applicable laws and regulations. All related party transactions shall be disclosed and dealt with in accordance with applicable laws, regulations, and the Company's policies and shall be subject to the required Board approval.

7. Gift and Hospitality:

The company's Chairperson, Board and CEO shall not use the Company's name, funds or assets for social or political contributions or activities unless such use has been approved by the Board and is in compliance with all applicable laws, regulations, and regulatory requirements.

8. Relationship with Customers:

The Chairperson, Board members and CEO should ensure that the Company:

- Provides high-quality services including after-sales service.
- Conducts honest and transparent advertising and sales promotion without misleading customers.

9. Relationship with Environment:

The company's Chairperson, Board, and CEO should ensure a safe and healthy workplace, comply with Labour law, environmental laws and regulations, use natural resources correctly and minimize the environmental harm caused by its services.

10. Relationship with Employees:

The Chairperson, Board members, and CEO should ensure good employee relations, develop competency-based HR systems, maintain effective HR policies, and align HR practices with the company's business needs and organizational growth.

11. Relationship with Suppliers:

The Chairperson, Board members and CEO must act in the best interests of the Company and avoid any financial or personal relationships with suppliers that could create a conflict of interest.

12. Accountability and Reporting:

- Any suspected violation of this Code must promptly be reported to the Chairman of the Board or the Company Secretary by the Board members or respective Department.
- Breaches of this Code may result in disciplinary action, including removal from the Board.
- Pursuant to Condition 1 (7)(b) of Corporate Governance Code Notification no. BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June, 2018 of Bangladesh Securities and Exchange Commission, this Code of Conduct and any amendments thereto shall be published/posted on the website of the Company.

13. Review:

This Code shall be reviewed periodically and may be amended by the Board to reflect changes in legal, regulatory or ethical standards.