

CODE OF CONDUCT OF GENEX INFOSYS LIMITED

Approved Code of Conduct for the Chairperson, other Board members and Chief Executive Officer as per Corporate Governance Code of BSEC & TOR of NRC:

In response to Corporate Governance Code condition No. 1(7) (a) of the Bangladesh Securities and Exchange Commission's Notification no. BSEC/CMRRCD/2006-158/207/Admin 80 dated: 03 June 2018 the Board of Directors of Genex Infosys Limited has approved the following codes of conduct for Chairperson of the Board, all members of Board of Directors and Chief Executive Officer as recommended by the NRC:

- 1) Chairperson, Members of the Board of Directors and CEO shall follow all provisions of the Memorandum and the Articles of Association of the Company.
- 2) Chairperson, Members of the Board of Directors and CEO shall maintain honesty, confidentiality and integrity in all affairs of Company.
- 3) Chairperson, Members of the Board of Directors and CEO shall abide by all laws, rules and regulation of the country.
- 4) Chairperson, Members of the Board of Directors and CEO shall disclose all matters of conflicts of interest as per rules & regulations of the country.
- 5) Chairperson, Members of the Board of Directors and CEO shall not pursue any business activities which are competitive with the Company.
- 6) Chairperson, Members of the Board of Directors and CEO shall not engage in insider trading and take necessary steps to refrain from insider trading by employees.
- 7) Chairperson, Members of the Board of Directors and CEO shall vacate office if they are convicted by any court of law or become defaulter to any financial institution or become bankrupt.
- 8) Chairperson, Members of the Board of Directors and CEO shall not violet any regulation of BSEC/DSE/CSE and other regulatory authorities.
- 9) Members of the Board of Directors shall not interfere in any functions or independency of the officials.
- 10) Chairperson, Members of the Board of Directors and CEO shall strive for CSR attainment.
- 11) Chairperson, Members of the Board of Directors and CEO shall strive for pollution free environment, cordial relationship with employees, customers and suppliers.
- 12) Chairperson, Members of the Board of Directors and CEO shall developing and administering a fair and transparent procedure for setting policy on the remuneration of directors and senior management of the Company.
- 13) Chairperson, Members of the Board of Directors and CEO shall Review the Annual Confidential Report (ACR) of senior management of the company.
- 14) Chairperson, Members of the Board of Directors and CEO shall Review and oversee the Company's overall human resources strategy etc.
- 15) They shall not indulge in any gender/religions/ethnicity discrimination exposing the Company's goodwill and business interest to any harmful social effects.