

Titas Gas Transmission and Distribution Company Limited
Code of Conduct

For

The Chairperson, other Board members and Chief Executive Officer

[As per Condition no. 1 (7) of the Notification on Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission vide BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3 June 2018]

1. Introduction

This code of Conduct shall be called "The Code of Conduct for The Chairperson, other Board members and Chief Executive Officer" of Titas Gas Transmission and Distribution Company Limited in compliance with the requirements of the Condition 1(7) of Corporate Governance Code Notification BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3 June 2018 of Bangladesh Securities and Exchange Commission. The purpose of this code is to enhance further an ethical and transparent process in managing the affairs of the Company. This Code sets forth the guiding principles on which The Chairperson, other Board members and Chief Executive Officer of the Company shall conduct themselves and discharge their responsibilities towards the stakeholders, government and regulatory agencies, customers, society at large and all others with whom the Company is connected.

2. Applicability

2.1 This Code shall be applicable and binding on the Chairperson, other Board members including Independent Directors and Chief Executive Officer of the Company.

2.2 The Chairperson, other Board members and Chief Executive Officer shall continue to comply with other applicable / to be applicable policies, rules and procedures of the Company.

3. Definitions & Interpretation

3.1 The term "Board" shall mean the Board of Directors of the Company.

3.2 The term "Directors" shall mean directors on the Board including Independent Directors.

3.3 "Chief Executive Officer" shall mean Managing Director (MD) of the company or same position defined as any other designation by the Board.

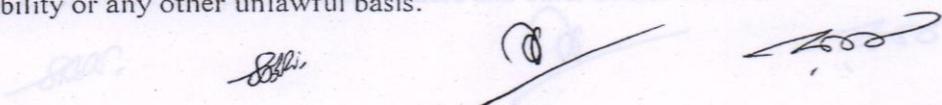
3.4 "Company" shall mean Titas Gas Transmission and Distribution Company Limited.

4. Key Requirements:

The Chairperson, other Board members and Chief Executive Officer of the Company shall act within the authority conferred upon them, in the best interests of the Company and observe the following code of conduct:

4.1. Prudent conduct and behavior

- The Chairperson, other Board members and Chief Executive Officer shall conduct their activities with honesty, integrity, fairness and in the best interest of the Company.
- They are expected to use their best endeavors and organize the resources for advancing the Company's objectives.
- At the time of carrying out the duties, the Chairperson, other Board members and Chief Executive Officer shall ensure that it is executed in terms of the authorizations 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.
- The Chairperson, other Board members and Chief Executive Officer shall use the Company's assets, properties for business purposes of the Company and not for any personal benefits or gains.
- The Chairperson, other Board members and Chief Executive Officer shall refrain from indulging in any discriminatory practice or behavior based on race, color, sex, age, religion, ethnic or national origin, disability or any other unlawful basis.



4.2. Conflict of Interest & Confidentiality

- The Chairperson, other Board members and Chief Executive Officer shall not engage in any business, relationship or activity, which is or may likely to have a conflict with the interest of the Company.
- 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.
- All transactions having conflict of interest should be carried out in accordance with law and be fully disclosed to the Board of Directors.
- 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.

4.3. Maintaining Compliance with Laws, Rules and Regulations

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

4.4. Prohibition of Insider Trading:

- 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 Exchange Commission, Dhaka Stock Exchange and Chittagong Stock Exchange, insofar as they relate to prohibitions on insider trading.

4.5. Health Safety Environment:

- 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.
- The Company should take necessary steps to prevent the wasteful use of natural resources and minimize any hazardous impact at the time of providing services on the ecological environment in accordance with the applicable laws.

4.6. Relationship with Customers and Employees:

- The Chairperson, other Board members and Chief Executive Officer should ensure that the Company is committed to transmits and distributes its product (gas) in accordance with the government policies and other rules to its different categories of customers. The Chairperson, other Board members and Chief Executive Officer should ensure that the Company will ensure and engage in activities that support the customers if any problem arise.
- The Chairperson, other Board members and Chief Executive Officer should take actions for causing the Company to maintain pleasant and satisfying employee relations.
- The Chairperson, other Board members and Chief Executive Officer should cause the Company to build a good and competitive human resource system.
- The Chairperson, other Board members and Chief Executive Officer should also develop and maintain human resource policies that have helps to achieve the objectives of the company efficiently.
- The Chairperson, other Board members and Chief Executive Officer should act impartial to the Employees, Customers, Suppliers, Shareholders and other Stakeholders.



4.7. Independency

- The Chairperson, other Board members and Chief Executive Officer should remain independent in all material respects.

5. Compliance with the Code

The Chairperson, other Board members and Chief Executive Officer shall be accountable for complying with this Code. This Code has not specifically addressed every potential form of unacceptable conduct and it is expected that The Chairperson, other Board members and Chief Executive Officer will exercise good judgment in compliance with the principles set out in this Code. The Chairperson, other Board members and Chief Executive Officer have a duty to avoid any circumstances that would violate the spirit of the Code.

6. Amendments/modifications to the Code of Conduct

The provisions of this Code can be amended/ modified by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), from time to time and all such amendments/ modifications shall take effect from the date stated therein.

The Chairperson, other Board members and Chief Executive Officer shall be duly informed of such amendments and modifications.

7. Publication of the Code of Conduct

Pursuant to Condition 01 (7) (b) of Corporate Governance Code Notification 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 i.e. <https://www.titasgas.org.bd>.

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