

# **SINGER BANGLADESH LIMITED**

## **CODE OF CONDUCT FOR THE CHAIRPERSON, BOARD MEMBERS, MANAGING DIRECTORS AND CEO**

Singer Bangladesh Limited (“**Company**”) embraces and follows the Global Code of Conduct set forth by the Company’s ultimate parent company, Arcelik A.Ş. (“**Arçelik**”). The Global Code of Conduct serves a vital framework outlining the expected behaviors for directors and employees, emphasizing the importance of integrity and ethical conduct in their business practices. In alignment with Arcelik’s corporate vision of “**Respecting the World, Respected Worldwide**”, it is imperative to all directors and employees to enhance their understanding and commitment to these principles, ensuring that the Company’s business and operations are conducted with honesty and integrity. The responsibility for fostering this ethical values rests with the directors and senior management of the Company, who must exemplify these values through their leadership and decision-making processes in accordance with the Global Code of Conduct.

Alongside the Global Code of Conduct and without limiting its generality, the Company has previously adopted a Code of Conduct for its directors (“**Code**”) which is currently in effect and being adhered to. However, with the introduction of the Corporate Governance Code vide Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 3, 2018 of Bangladesh Securities and Exchange Commission (“**BSEC**”) (“**Corporate Governance Code of 2018**”) the existing Code requires suitable modifications.

The Board of Directors (“**Board**”) is responsible for setting the standards of conduct and updating the Code as appropriate to reflect legal and regulatory developments. The Code is intended to provide guidance in identifying and addressing ethical issues while promoting a culture of integrity and accountability. Each Director is expected to read and familiarize themselves with this Code, as well as understand how it applies to their roles, duties, functions, and responsibilities.

### **1.0 APPLICABILITY**

This Code shall apply to the following persons:

- 1.1 The Chairperson
- 1.2 Board Members; and
- 1.3 Managing Director & CEO.

The Chairperson, Independent Directors and Managing Director and CEO of the Company are subject to certain additional duties as laid down by the Corporate Governance Code 2018.

## **2.0 DUTIES AND RESPONSIBILITIES OF DIRECTORS**

Each Director is expected to become an active participant in the Board that functions effectively as a whole. A Director is responsible to:

- 2.1 Act in accordance with the Articles of Association of the Company, its mission, vision, values, policies and code of conduct;
- 2.2 Understand the business activities of the Company and generally stay informed about the trends of business in the sectors in which the Company operates.
- 2.3 Make reasonable efforts to attend the Board and Board Committee meetings where the Director is a member and general meetings of shareholders, regularly;
- 2.4 Inform the Chairperson of the Board, Board Committees or the Company Secretary of the Company in advance in case he/she is unable to attend a Board/Committee meeting and submit a request for leave of absence;
- 2.5 Dedicate sufficient time, attention and energy to the deliberations at the meetings to support the effective performance of their duties;
- 2.6 Not seek to influence any decision of the Board for any consideration other than in the interests of the Company;
- 2.7 Act with honesty and integrity and conduct himself/herself in a manner that aligns with the nature of his/her responsibilities and help the maintenance of public confidence Board's activities;
- 2.8 Clearly express any differing opinions, if any, regarding a decision, a decision being considered by the Board at the time it is being discussed;
- 2.9 Approach Board and relevant committee meeting with an open mindset to the Board/Committee meetings and allow for consideration of the discussions before forming a conclusion on any matter -
- 2.10 Foster a respectful and orderly atmosphere at the meetings, and follow the guidance provided by the Chairperson;
- 2.11 Encourage the executives of the Company to carry out their responsibilities in line with the established governance practices.

## **3.0 CODE OF CONDUCT OF DIRECTORS**

The Directors shall comply with this Code of the Company in letter and spirit, in a summarized manner as follows:

- 3.1 To act in the best interests of, and fulfill fiduciary obligations to the Company;
- 3.2 To act honestly, fairly, ethically and with integrity, conduct themselves in a professional, courteous, and respectful manner and not take improper advantage of the position of Director;
- 3.3 To act with due care, diligence, and a sense of responsibility considering the long-term impact of their decisions, avoid impulsive actions that could risk the Company's reputation or stability and always prioritize the Company's best interests.
- 3.4 Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries;
- 3.5 To act in a manner to enhance and maintain the reputation of the Company;
- 3.6 Avoid using any information or opportunity received in the capacity of Director for personal gain, or in a manner that would be detrimental to the Company's interests;
- 3.7 Abstain from discussion, voting or otherwise influencing decisions on any matters that may come before the Board in which they may have a conflict or potential conflict of interest.
- 3.8 Help create and maintain a culture of high ethical standards and commitment to compliance.
- 3.9 Be aware of and seek to fulfill his/her duties and responsibilities as outlined in this Code; and

#### **4.0 CONFIDENTIALITY**

The Directors should maintain the confidentiality of information entrusted to them by the Company and are obligated to protect all non-public information they receive in the course of their duties, ensuring it is not inappropriately disclosed to unauthorized parties. This responsibility extends to maintaining the confidentiality of Board discussions, decisions, and strategic plans, which, if leaked, could harm the company's competitive position or violate regulatory requirements.

Confidential information includes any information relating to the Company's business, customers, suppliers, employees, etc., which is not available in the public domain and to which the Director has access or possesses such information because of their position in the Company.

#### **5.0 CONFLICT OF INTEREST**

The Directors must avoid any conflicts of interest that could compromise their ability to make decisions in the best interests of the Company. The Directors should refrain from participating in discussions or decisions where their objectivity could be questioned due to a potential conflict.

- 5.1 Directors shall not be involved in any business, relationship or activity, which may also cause a conflict of interest when a Director or a member of his or her family receives any kind of financial benefits relating to his/her gain as a result of his position as a Director of the Company.
- 5.2 The Directors shall also not accept gifts from persons or firms who deal with the Company or are seeking to deal with the Company, where the gift is being made to influence the Director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

## **6.0 COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Every Director to whom the Code is applicable, and others directly or indirectly associated with the Company shall comply with all applicable laws, rules, regulations and guidelines issued by the competent authority/regulators from time to time. This includes understanding and adhering to legal standards in areas such as corporate governance, financial reporting, labor practices, environmental regulations, and industry-specific requirements.

## **7.0 PROHIBITION OF INSIDER TRADING**

Directors shall maintain the prohibition from engaging in insider trading. They must not use confidential, non-public information acquired through their role to buy or sell the company's stock, nor should they disclose such information to others for trading purposes. This policy is essential to ensure fairness in the financial markets and to preserve the company's integrity. Directors who involve themselves in insider trading (either by personally engaging in trading or by disclosing confidential material information to others) are subject to termination. These provisions apply as well to their spouse and members of their immediate family living at home.

Further, Directors shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the Listing Regulations issued by Dhaka and Chittagong Stock Exchange Limited and other applicable provisions including the Company's Price Sensitive Information Policy and Global Code of Conduct on insider trading and procedures for fair disclosure.

## **8.0 RELATIONSHIP WITH ENVIRONMENT, EMPLOYEES, CUSTOMERS AND SUPPLIERS:**

Directors must foster positive and ethical relationships with all stakeholders, including the environment, employees, customers, and suppliers. They should advocate for sustainable practices that protect the environment, promote a supportive and equitable workplace for employees, ensure fair and transparent dealings with customers, and maintain respectful and ethical interactions with suppliers.

## **9.0 HONESTY, INTEGRITY, FAIRNESS AND ACCOUNTABILITY**

The Directors are entrusted with the responsibility to oversee and formulate the policies for the management and affairs of the Company. Therefore, in the interest of good corporate governance, they shall conduct their activities, on behalf of the Company and their behalf, with honesty, integrity, and fairness. All of them must act in good faith with honesty and accountability and with due care, competence, and diligence.

The Directors shall encourage the management and the employees of the Company to report violations of laws, rules, regulations, or this Code to the appropriate personnel.

## **10.0 COMPANY PROPERTY**

The Directors have a fiduciary relationship with the Company and they will act like a trustee for the Company's property/assets as well as the property/assets of other organizations that have been entrusted to the Company. They are responsible for its safe custody and accountable for its use. The Directors shall not use these assets/properties except as specifically authorized and that only for the purpose of the Company business.

## **11.0 DUTIES AND RESPONSIBILITIES OF THE CHAIRPERSON**

The duties of the Chairperson as laid down in the Corporate Governance Code 2018 in a summarized manner are as follows:

The Chairperson shall:

- 11.1 The positions of the Chairperson of the Board of Directors and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the Company shall be filled by different individuals;
- 11.2 The Chairperson of the Board shall be elected from among the Company's non-executive directors;
- 11.3 All Board and Shareholder meetings shall be led by the Chairperson, who will also carry out any duties assigned to him/her by the Board as needed;
- 11.4 In the absence of the Chairperson of the Board, the remaining members may elect one of their non-executive Directors as the Chairperson for that particular Board meeting, the reason for the absence of the regular Chairman shall be duly recorded in the minutes;
- 11.5 The Chairperson shall lead the Board, ensuring effective governance and strategic direction for the Company. The Chairperson is accountable to the Board and serves as the primary

link between the Board and the Company's management, working closely with the Managing Director (MD) or Chief Executive Officer (CEO) to facilitate communication and collaboration; and

- 11.6 The Chairperson must ensure that his/her decisions and actions are free from undue influence, conflicts of interest, or personal biases.

## **12.0 DUTIES AND RESPONSIBILITIES OF THE INDEPENDENT DIRECTORS**

The duties of the Independent Director as laid down in the Corporate Governance Code 2018 in a summarized manner are as follows:

The Independent Directors shall:

- 12.1 Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 12.2 Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- 12.3 Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 12.4 Where they have concerns about the operation of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 12.5 Keep themselves well informed about the Company and the external environment in which it operates;
- 12.6 Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- 12.7 Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 12.8 Report to the Board or government authorities about unethical behavior, actual or suspected fraud or violation of the Code or regulatory compliances including securities-related laws, rules, and regulations; and
- 12.9 Acting within their authority, assist in protecting the legitimate interests of the Company, shareholders, and its employees.

### **13.0 DUTIES AND RESPONSIBILITIES OF MANAGING DIRECTOR/OR CEO**

The duties of the Managing Director/or Chief Executive Officer as laid down in the Corporate Governance Code 2018 in a summarized manner are as follows:

The Managing Director/or Chief Executive Officer shall:

- 13.1 The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the Company shall be held by different individuals.
- 13.2 The Chief Executive Officer (CEO) is expected to exemplify prudent conduct and behavior in all professional activities. This includes making well-considered decisions, exercising sound judgment, and maintaining a high standard of integrity and ethical conduct.
- 13.3 The CEO should consistently act in the best interest of the company, balancing risk with opportunity and ensuring transparency and accountability in their actions. By upholding these principles, the CEO not only fosters a culture of trust and respect but also drives the company toward long-term success and sustainability.
- 13.4 The Chief Executive Officer (CEO) must diligently avoid any situations where personal interests may conflict with the best interests of the company. The CEO is expected to disclose any potential conflicts of interest promptly and recuse themselves from decisions where such conflicts arise. The CEO ensures unbiased decision-making and maintains the trust of stakeholders.

### **14.0 AMENDMENTS TO THE CODE**

The provisions of this Code can be amended and modified by the Board of Directors of the Company from time to time in line with the regulatory requirement and all such amendments and modifications shall take effect from the date stated therein. All Directors shall be duly informed of such amendments and modifications.

The Code and subsequent amendment(s) thereto, shall be published on the website of the Company.

**Approved by the Board on January 27, 2025**