



**CODE OF CONDUCT
FOR THE MEMBERS OF
THE BOARD OF DIRECTORS
OF
RECKITT BENCKISER (BANGLADESH) LIMITED**

Reckitt Benckiser plc. has established and published policies which include but are not limited to

- Anti-Bribery Policy (attached herewith)
- Whistleblower Policy (attached herewith)
- Code of conduct (attached herewith)

All directors, partners and employees must adhere to these policies. In addition to the above, the committees have drawn the following policies for the Chairperson of the Board, other Board members and Chief Executive Officer of the company to follow.

The NRC committee strongly recommends to the all Board members and the CEO (the “Director”) to follow The Code of Conduct of RECKITT BENCKISER (BANGLADESH) LIMITED (the “company”) according to the BSEC Corporate Governance Code. This Code is adopted to assist the directors to properly fulfill their duties and responsibilities. The Directors are entrusted with the responsibility to oversee management of the business and affairs of the company. This code is intended to focus on areas of risk, provide guidance to directors to help them recognize and deal with issues, provide mechanisms to report improper conduct, and help foster a culture of honesty and accountability. This code does not cover every issue that may arise but set out basic principles to guide the directors in carrying out their duties and responsibilities.

DIRECTORS RESPONSIBILITY

- A Director shall use duty of care in performing his/her duties, be loyal to the Company and act in good faith in a manner that the Director reasonably believes not opposed to the best interest of the Company. A Director’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of the Company, make decisions and take other actions. A Director should:
 - (a) Attend and participate in Board and committee meetings;
 - (b) Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties including preparing for meeting and decision making by reviewing in advance any materials distributed and making reasonable queries;
 - (c) Act in good faith and in the Company’s best interests, not in the interests of the Director, family member or another organization with which the Director is affiliated. Directors should not use their positions for personal gain;
 - (d) Be aware of and seek to fulfill his or her duties and responsibilities as set forth in the Company’s Memorandum of association, Articles of Association and other corporate governance guidelines; and



- (e) Seek to comply with all applicable laws, regulations, confidentiality obligations and Company policies;
 - (f) Except for the Independent Directors, the above qualification for becoming a Director shall be the holding of at least one share for each. Director or by the corporate body whose nominee a Director may be; a Director should otherwise acquire his share qualification within two months of his appointment.
 - (g) Manage the business of the Company and perform all acts of the Company except those required to be done in general meeting. Any Shareholders Agreement will be relevant in this regard.
 - (h) Retire by rotation as contained in Schedule I regulations 79-82 to the Companies Act 1994. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons as who became Directors on the same day those to retire shall, unless they agree among themselves, be determined by lot. The Company at the general meeting at which a Director retires in manner aforesaid may fill in the vacated office by electing a person thereto.
- The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall; in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.
 - All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

INDEPENDENT DIRECTORS

- Every Independent Director will have to ensure that she/he complies with the applicable regulation of the Bangladesh Securities and Exchange Commission.
- The Independent Director(s) shall be appointed by the Board of Directors and approved by the shareholders in the Annual General Meeting (AGM).
- The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.

CONFLICTS OF INTEREST

The Directors have an obligation to act in the best interest of the Company. All Directors should endeavor to avoid situations that present a potential or actual conflict between the interest of the Directors and the Company. Conflict of interest arises when a Director or one of their family members has a business relationship with a competitor, client or supplier of the Company in the context of the



negotiation or performance of an agreement or in carrying out an assignment for the Company. To receive advances, loans, guarantees or services in order to influence a decision to be taken by the Company would also constitute a conflict of interest. Directors shall not work simultaneously for a competitor, client or supplier or to hold significant interest in such entities. Therefore:

- (a) Directors shall not take a position with, or perform consulting services for a competitor, supplier or customer of the Company, or with any other organization which might deprive the Company of the full loyalty and services of the Director.
- (b) Neither Directors nor their spouses or minor children may hold investments in any privately held company doing business with the Company.

LOANS

No Director except Executive Directors shall obtain any loan from the Company.

COMPLIANCE WITH LAWS AND REGULATIONS

- (a) Directors are expected to comply with applicable laws, rules and regulations of the Peoples Republic of Bangladesh and of any other country that may apply to the position they are holding.
- (b) The Directors shall comply with all antitrust and competition laws, and shall not engage in any improper communications or agreements with competitors.
- (c) The Directors shall not offer, promise or give any undue pecuniary or other advantages, whether directly or through intermediaries to a public and/or private official in order to obtain a favorable treatment or to influence the outcome of a negotiation in which the Company is interested. These activities are not only illegal but also violate international convention on combating bribery of foreign public officials in force in many countries and may warrant criminal penalties.
- (d) No gift, payment or other benefit should be received by a Director from a competitor, client or supplier of the Company. However gifts of nominal value excluding cash gifts, which are consistent with customary business practices and do not violate any laws or regulation may be received.
- (e) The Company respects the fact that the Directors in their capacity as citizens of the country, may participate or may wish to participate in community or political activities. However the Directors shall avoid to morally or financially committing the Company in these activities. No Director may, directly or indirectly make any political contribution of any kind on behalf of the Company. Furthermore, a Director who happens to be involved in decisions to be taken by country, a decision of that body that affects the Company.



COMPANY PROPERTY

Each Director is responsible for the proper use of the Company's assets and resources and their protection. These include intellectual property such as trade secrets, patents, trademarks as well as installations, equipment's and the assets and financial resources of the Company. These assets and resources must be used in accordance with their business destination or within the framework set, as the case may be, by the Company. They may not be used for non-Company business except where such use has been explicitly authorized by established procedures. Finally, each Director should endeavor to protect the Company's assets against any deterioration, alteration, fraud, loss or theft.

COMPLIANCE WITH THE SAFETY POLICY OF THE COMPANY

It is the company's priority to ensure the health and safety of its employees and officers. All employees and officers are entitled to work in a safe and healthy environment and are expected to participate in such efforts by acting in a responsible manner. The Directors shall abide by the health and safety rules of the Company.

FRAUDULENT CONDUCT

The Company relies on the personal integrity of all Directors in safeguarding the Company's asset, including the Company's intellectual property, against damage, theft, fraud and unauthorized use. Prohibited irregularities include, but are not limited to, dishonest or fraudulent assets for personal gain.

CONFIDENTIAL INFORMATION AND INSIDER TRADING

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- (a) Directors should maintain the confidentiality of information entrusted to them by the Company, its customers, consumers or suppliers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company, its customers, consumers or suppliers, if disclosed.
 - (b) Any non-public information which might influence the market price of Company's shares should be kept in strict confidence until publicly released by authorized persons in accordance with BSEC regulations. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only contrary to the Company's rules of conduct but also illegal. Rules on insider trading extend to all transactions in shares or other securities of the Company, subject to any specific rules that may be applicable on stock exchanges or published by Company. As part of the Company's policy on insider trading, Directors, are required to sign a specific undertaking to comply with the regulations as they may have access to privileged information.



COMPLIANCE WITH THE CODE

Directors are expected to comply with all of the provisions of this Code. The Code will be strictly enforced, and violations will be dealt with promptly.

Suspected violations of this Code must be reported to the Chairperson of the Board of Directors. All reported violations will be appropriately instigated. Directors who violate this Code may be subject to sanctions up to and including a request to resign as Director or the Boards' seeking removal of the Director, where permitted by applicable law.

A Director charged with a violation of this Code should not participate in a vote of the committee or the Board concerning his/her alleged violation but may be present at a meeting of the Board or committee convened for that purpose.

Any waiver of this Director's Code must be approved by the Board of Directors and publically disclosed as required by law or regulation.

C.Q.K. Mustaq Ahmed
Chairperson of NRC

Rahul Mathur
Member of NRC

Pradeep Krishnamurthi
Member of NRC

For Record:

MOHAMMAD NAZMUL AREFIN
SECRETARY OF NRC