

BOARD DIVERSITY POLICY

FOR

CONFIDENCE POWER AND ENERGY PLC.

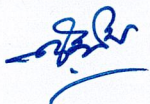
Company Secretariat

CONFIDENCE POWER AND ENERGY PLC.

Awal Center

17th Floor, 34, Kemal Ataturk Avenue, Banani, Dhaka.

Date: 28 October, 2025



BOARD'S DIVERSITY POLICY

1. BACKGROUND:

In accordance with the **Corporate Governance Code** issued by the **Bangladesh Securities and Exchange Commission (BSEC)** through Notification No. **BSEC/CMRRCD/2006-158/207/Admin/80**, dated **03 June 2018**, every company listed with any stock exchange in Bangladesh is required to formulate a **Board Diversity Policy**.

As the Company is in the process of being listed, the formulation of this Policy is a prerequisite under the relevant **Public Issue Rules** and **Corporate Governance Code**. The **Nomination and Remuneration Committee (NRC)** is entrusted with assisting the Board of Directors in developing and maintaining such a policy.

Accordingly, upon the recommendation of the NRC, the **Board of Directors of Confidence Power and Energy PLC** has adopted this **Board's Diversity Policy**.

2. DEFINITIONS:

For the purpose of this Policy:

- “**Act**” means the *Companies Act, 1994*, as amended from time to time.
- “**Code**” means the *Corporate Governance Code* issued by the BSEC through Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018, as amended from time to time.
- “**Company**” means *Confidence Power and Energy PLC*.
- “**Board**” means the *Board of Directors* of the Company.
- “**Employee**” means an *employee of the Company*, irrespective of grade or designation.
- “**Independent Director**” means an *Independent Director* as defined under the Code.
- “**Listing Regulations**” means the *DSE and CSE Listing Regulations, 2015*, and as amended from time to time.



- “**NRC**” means the *Nomination and Remuneration Committee* of the Board of Directors of the Company.

3. POLICY STATEMENT

The Board of Directors of Confidence Power and Energy PLC. recognizes that diversity among its members enhances the effectiveness, quality, and independence of the Board’s decisions. The Company believes that a diverse Board contributes to the realization of strategic objectives and promotes sustainable growth.

Accordingly, the Board emphasizes maintaining an appropriate balance of skills, experience, perspectives, and backgrounds among its members, considering—without limitation—the following attributes:

- Gender and age diversity
- Educational and professional background
- Industry experience and functional expertise
- Ethnicity, culture, and nationality
- Personal integrity and leadership qualities
- Independence of judgment and strategic insight

4. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE (NRC)

The **NRC** shall:

- Develop, recommend, and periodically review this Policy in line with the Company’s goals and applicable regulatory requirements;
- Assess and recommend to the Board an appropriate mix of **Executive, Non-Executive, and Independent Directors**;
- Periodically review the Board composition to ensure diversity in gender, age, education, experience, and other relevant criteria;
- Ensure that, in making recommendations, there is **no direct or indirect discrimination** on the basis of religion, ethnicity, nationality, cultural background, marital status, gender, age, or disability that does not impair a person’s ability to perform the role of a Director; and



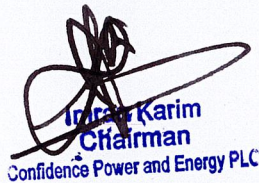
- Confirm that the composition of the Board remains compliant with the **BSEC Corporate Governance Code, Listing Regulations**, and other applicable laws and rules.

5. IMPLEMENTATION AND REVIEW

The NRC shall monitor the implementation of this Policy and review its adequacy at least once every two (2) years or as necessary, taking into account changes in regulations, business strategies, and market conditions. Any recommended amendments shall be placed before the Board of Directors for approval.

6. DISCLOSURE

A summary of this Policy and the Board's composition in terms of diversity shall be disclosed in the Company's **Annual Report** each year. The full text of this Policy shall also be made available on the **Company's official website**.


Imran Karim
Chairman
Confidence Power and Energy PLC

