

CODE OF CONDUCT

FOR

BOARD OF DIRECTORS

Company Secretariat

CONFIDENCE POWER AND ENERGY PLC.

Awal Center

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

Date: 28 October, 2025



Code of Conduct for Board of Directors
Confidence Power and Energy PLC.
Date: October....., 2025

1. Purpose:

This **Code of Conduct** defines the standards of behavior expected from the **Directors** of **Confidence Power and Energy PLC.** to ensure that they uphold the highest ethical, legal, and professional standards in discharging their responsibilities.

2. Scope:

This Code is applied to all members of the Board of Directors of **Confidence Power and Energy PLC.**, whether executive, non-executive or independent directors.

3. Core Principles:

All Directors shall adhere to the following core principles:

- 3.1. Integrity:** Act with honesty and integrity in all dealings and decisions.
- 3.2. Accountability:** Be accountable to the stakeholders and act in the best interest of the company.
- 3.3. Transparency:** Maintain openness in business conduct and decision-making processes.
- 3.4. Compliance:** Comply with applicable laws, rules, regulations and company policies.
- 3.5. Confidentiality:** Maintain confidentiality of sensitive company information.

4. Duties and Responsibilities:

Directors shall:

4.1. Fiduciary Duty:

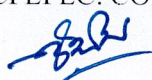
- 4.1.1 Act in good faith and in the best interests of the company and its shareholders.
- 4.1.2 Avoid any act that results in personal gain at the expense of the company.

4.2. Compliance with Laws:

Abide by the **Companies Act, 1994, BSEC rules and regulations** (for listed companies), **Tax and VAT & laws**, and all other applicable laws, rules, regulations, and codes of Bangladesh.

4.3. Conflict of Interest:

- 4.3.1 Avoid conflicts between personal interests and the company's interests.



- 4.3.2 Disclose any actual or potential conflict of interest to the Board immediately.
- 4.3.3 Abstain from participating in decisions where a conflict exists.

4.4. Insider Information:

- 4.4.1 Not use confidential or non-public information for personal gain.
- 4.4.2 Refrain from insider trading and improper disclosure of material information.

4.5. Participation and Commitment:

- 4.5.1 Devote sufficient time and attention to Board activities.
- 4.5.2 Attend Board meetings regularly and prepare thoroughly.
- 4.5.3 Contribute effectively to Board and committee discussions.

4.6. Protection of Company Assets:

Ensure company assets are used efficiently and solely for legitimate business purposes.

4.7. Fair Dealing:

- 4.7.1 Treat stakeholders (employees, customers, suppliers, and shareholders) fairly and respectfully.
- 4.7.2 Not take unfair advantage through manipulation, concealment, or misrepresentation.

5. Confidentiality:

Directors must maintain the confidentiality of all proprietary, sensitive, or confidential information acquired during their tenure and must not disclose such information unless legally obligated or authorized by the Board.

6. Related Party Transactions:

Directors must disclose any transactions or relationships that may be considered related party transactions and must not participate in the decision-making process of such transactions without full disclosure and approval by the Board.

7. Political Contributions and Activities:

Directors shall not use the company's name, funds, or assets for social and political contributions or activities unless approved by the Board and are compliant with applicable laws.

8. Gifts and Hospitality:

Directors must not accept or offer any gift, hospitality, or benefit that may compromise their objectivity or create the appearance of impropriety, unless it is of nominal value and within acceptable business practices.

9. Reporting and Accountability:

9.1. Any suspected violation of this Code must promptly be reported to the Chairman of the Board or the Company Secretary.

9.2. Breaches of this Code may result in disciplinary action, including removal from the Board.

10. Annual Declaration:

All Directors shall sign an annual declaration confirming compliance with this Code of Conduct.

11. Review and Amendments:

This Code shall be reviewed periodically and may be amended by the Board to reflect changes in legal, regulatory, or ethical standards.

Approved by the Board on: October....., 2025



Iqbal Karim

Chairman

Board of Directors

Confidence Power and Energy PLC.

